Financial Statement

TC VISA SERVICES (INDIA) LIMITED

FY 2025-26

G. M. KAPADIA & CO.
(REGISTERED)
CHARTERED ACCOUNTANTS
1007, RAHEJA CHAMBERS, 213, NARIMAN POINT, MUMBAI 400 021. INDIA
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INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF TC VISA SERVICES (INDIA) LIMITED

Report on Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **TC Visa Services (India) Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of material accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("the Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, its profit (including other comprehensive income), its changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of standalone financial statements in accordance with the Standards on Auditing ("the SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics issued by ICAI. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in report of board of directors but

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does not include the standalone financial statements and our auditor's report thereon. The report of board of directors is expected to be made available to us after the date of this report.Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The Company's management and the Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone 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.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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

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assurance, but is not a guarantee that an audit conducted in accordance with SAs 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 standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone 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. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all

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relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of section 143 (11) of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, we report that:

   (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (ii) In our opinion and to the best of our information and according to the explanations given to us proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   (iii) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account;

   (iv) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act, read with relevant rules issued thereunder and relevant provisions of the Act;

   (v) On the basis of the written representations received from the directors as on March 31, 2026 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of section 164(2) of the Act;

   (vi) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";

   (vii) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

   In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid remuneration to its directors during the year. Accordingly, the provisions of section 197 of the Act are not applicable to the Company; and

   (viii) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, as

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amended, in our opinion and to the best of our information and according to the explanations given to us:

a) The Company has disclosed the impact of pending litigations on its financial position in note no. 20 of its standalone financial statements;

b) The Company did not have any material foreseeable losses on long-term contracts including derivative contracts;

c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;

d) (i) The Management has represented that, to the best of its knowledge and belief, as stated in Note No. 24, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii) The Management has represented, that, to the best of its knowledge and belief, as stated in Note No. 24, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(iii) Based on the audit procedures performed by us that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) above, contain any material mis-statement;

e) The interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with section 123 of the Act; and

f) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and that has operated throughout the

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year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with and has been preserved by the company in accordance with statutory record retention requirements to the extent it was enabled and recorded in the prior year.

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

Atul Shah
Partner
Membership No. 039569
UDIN: 26039569JQOMBZ1878

Place: Mumbai
Dated: June 10, 2026

Annexure A to the Independent Auditor's Report

Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" of our report on even date to the members of the Company on the standalone financial statements for the year ended March 31, 2026 :

To the best of our information and according to the explanation provided to us by the Company and the books of account and records examined by us in the normal course of our audit, we state that:

(i) (a) to (d) The Company does not have any property, plant and equipment and hence provision of paragraph 3(i)(a) to (d) of the Order is not applicable; and

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

(ii) (a) The Company's nature of operations does not require it to hold inventories. Consequently, paragraph 3(ii)(a) of the Order regarding physical verification of inventories and maintenance of records is not applicable; and

(b) During the year, the Company has not been sanctioned any working capital limits. Accordingly, reporting under paragraph 3(ii)(b) of the Order is not applicable.

(iii) (a) to (f) During the year, the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, reporting under paragraph 3(iii)(a) to (f) of the Order are not applicable to the Company.

(iv) The Company has not granted any loan, made investment or provided guarantee or security to the parties covered under section 185 and 186 of the Act. Therefore, paragraph 3(iv) of the Order is not applicable to the Company.

(v) In our opinion and according to the information and explanation given to us, the Company has not accepted deposits or amounts which are deemed to be deposits therefore, the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under are not applicable to the Company. We have been informed by the management that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal in this regard.

(vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Act, for the business activities carried

out by the Company. Hence, reporting under paragraph 3(vi) of the Order is not applicable.

(vii) (a) The Company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess, and any other statutory dues, as applicable, to the appropriate authorities. According to the information and explanations given to us and based on verification carried out by us on test basis, there are no arrears of statutory dues outstanding as on the last day of the financial year concerned for a period of more than six months from the date, they became payable; and

(b) The details of statutory dues as referred to in sub- paragraph (a) above which have not been deposited with the concerned authorities as on March 31, 2026, on account of dispute are given below:

(Rs. in Lakhs)

Name of the statute	Nature of dues	Amount Involved	Amount Unpaid	Period for which the amount relates	Forum where dispute is pending
Finance Act 1994	Service Tax	12.6	11.6	FY 2014-15	Commissioner Appeals

(viii) There are no transaction which are not recorded in the books of accounts and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender;

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority;

(c) The Company has not taken any terms loan. Accordingly, reporting under paragraph 3(ix)(c) of the Order is not applicable to the Company;

(d) The Company has not raised any funds on short-term basis. Accordingly, the reporting under paragraph 3(ix)(d) of the Order is not applicable to the Company; and

(e) & (f) The Company does not have any subsidiaries, associates or joint ventures. Accordingly, the reporting under paragraph 3(ix)(e) and (f) of the Order is not applicable.

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(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under paragraph 3(x)(a) of the Order is not applicable to the Company; and

(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the current financial year. Accordingly, the reporting under paragraph 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) We have neither come across any instance of fraud by the Company or any material instance of fraud on the Company by its officers or employees, noticed or reported during the year;

(b) No report under section 143(12) of the Act has been filed during the year by the auditors in Form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government; and

(c) There are no whistle blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and hence reporting under paragraph 3(xii) of the Order is not applicable.

(xiii) In our opinion, the Company is in compliance with section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc., as required by the applicable accounting standards.

(xiv)(a) & (b) The Company does not have an internal audit system and is not required to have an internal audit system as per provisions of the Act.

(xv) The Company has not entered into any non-cash transaction with directors. We have been informed that no such transactions have been entered into with persons connected with directors.

(xvi) (a) to (c) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under paragraph 3(xvi) (a) (b) and (c) of the Order is not applicable; and

(d) The Group does not have any CIC as part of the Group as per definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence the reporting under paragraph 3(xvi)(d) of the Order is not applicable.

(xvii) The Company has not incurred cash losses during the financial year and in the immediately preceding financial year.

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(xviii) There has been no resignation of the statutory auditors during the year and accordingly reporting under paragraph 3(xviii) of the Order is not applicable.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The provisions of section 135(5) and 135(6) of the Act are not applicable to the Company. Accordingly, the reporting under paragraph 3(xx)(a) and (b) of the Order is not applicable to the Company.

(xxi) The Company does not have subsidiary, associate or joint venture hence is not required to prepare consolidated financial statements. Accordingly, reporting on paragraph 3(xxi) of the Order is not applicable.

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

Atul Shah
Partner
Membership No. 039569
UDIN: 26039569JQOMBZ1878

Place: Mumbai
Dated: June 10, 2026

Annexure B to the Independent Auditor's Report

Referred to in paragraph 2(vi) under "Report on Other Legal and Regulatory Requirements" of our report on even date to the members of the Company on the standalone financial statements for the year ended March 31, 2026

Opinion

We have audited the internal financial controls with reference to the standalone financial statements of the Company as of March 31, 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to the standalone financial statements and such internal financial controls with reference to the standalone financial statements were operating effectively as at March 31, 2026 based on the internal controls with reference to the standalone financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("the Guidance Note") issued by the ICAI.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal controls with reference to the standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for Internal Financial Controls

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to the standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to the standalone financial statements included obtaining an understanding of internal financial controls with reference to the standalone financial statements, assessing the risk that a material

weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to the standalone financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to the Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to the standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to the standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

G.M. KAPADIA & CO. MUMBAI Chartered Accountants

Atul Shah
Partner
Membership No. 039569
UDIN: 26039569JQOMBZ1878

Place: Mumbai
Dated: June 10, 2026

TC VISA SERVICES (INDIA) LIMITED
Balance Sheet as at March 31, 2026
(All amounts in INR Lakhs, unless otherwise stated)

Particulars	Notes	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-Current Assets			
Deferred Tax Assets (Net)	3	32.3	40.8
Total Non-Current Assets		**32.3**	**40.8**
Current Assets			
Financial Assets			
- Cash & Cash Equivalents	5(a)	254.2	1,216.1
- Other Financial Assets	5(b)	0.5	22.3
Other Current Assets	6	22.6	20.3
Total Current Assets		**277.3**	**1,258.7**
TOTAL ASSETS		**309.6**	**1,299.5**
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	7	5.0	5.0
Other Equity - Reserve & Surplus	8	112.9	1,087.6
Total Equity		**117.9**	**1,092.6**
LIABILITIES			
Non-Current Liabilities			
Employee Benefit Obligations		-	-
Total Non-Current Liabilities		-	-
Current Liabilities			
Financial Liabilities - Trade Payables	9 (a)	150.9	162.8
Current Tax Liabilities	4	40.8	44.1
Total Current Liabilities		**191.7**	**206.9**
TOTAL LIABILITIES		**191.7**	**206.9**
TOTAL EQUITY AND LIABILITIES		**309.6**	**1,299.5**

The above balance sheet should be read in conjunction with the accompanying notes.

As per our report of even date.
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

Atul Shah
Partner
Membership No. 039569

Date: June 10, 2026
Place: Mumbai

G.M. KAPADIA & CO. MUMBAI Chartered Accountants

For and on behalf of the Board of Directors

Abraham Alapatt
Director
DIN: 06809421

Date: June 10, 2026
Place: Mumbai

Rambhau Kenkare
Director
DIN: 01272743

Date: June 10, 2026
Place: Mumbai

TC VISA SERVICES (INDIA) LIMITED
Statement of Profit And Loss for the Year Ended March 31, 2026
(All amounts in INR Lakhs, unless otherwise stated)

Particulars	Notes	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Income			
Revenue from operations		-	-
Other income	10	44.1	119.5
Total income		**44.1**	**119.5**
Expenses			
Finance Cost	11	0.2	0.2
Other Expenses	12	10.2	3.5
Total expenses		**10.4**	**3.7**
Profit before tax		**33.7**	**115.8**
Less: Tax expense	13		
Current tax		-	-
Deferred tax		8.5	29.1
Total tax expenses		**8.5**	**29.1**
Profit for the year (A)		**25.2**	**86.7**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations		-	-
Income tax relating to items that will not be reclassified to profit or loss		-	-
Total other comprehensive income for the year, net of taxes (B)		-	-
Total comprehensive income for the year (A+B)		**25.2**	**86.7**
Earnings per equity share (Face value of INR 10 each)	19		
- Basic earnings per share (In INR)		50.4	173.3
- Diluted earnings per share (In INR)		50.4	173.3

The above statement of profit and loss should be read in conjunction with the accompanying notes.

As per our report of even date.
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

Atul Shah
Partner
Membership No. 039569

Date: June 10, 2026
Place: Mumbai

G.M. KAPADIA & CO. MUMBAI Chartered Accountants

For and on behalf of the Board of Directors

Abraham Alapatt
Director
DIN: 06809421

Date: June 10, 2026
Place: Mumbai

Rambhau Kenkare
Director
DIN: 01272743

Date: June 10, 2026
Place: Mumbai

TC VISA SERVICES (INDIA) LIMITED

TC VISA SERVICES (INDIA) LIMITED
Statement of Cash Flows for the Year Ended March 31, 2026
(All amounts in INR Lakhs, unless otherwise stated)

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
A) Cash flow from operating activities		
Profit / (Loss) before income tax	**33.7**	**115.8**
Adjustments for:		
Written off of irrecoverable balances (Net)	(11.0)	(23.9)
Interest income on Loan	0.0	(66.5)
Interest on Fixed deposit	(32.7)	(28.8)
Operating profit before changes in operating assets and liabilities	**(10.0)**	**(3.4)**
Change in operating assets and liabilities:		
(Increase)/Decrease in other current assets	(2.3)	(1.1)
Increase/(Decrease) in trade payables	(0.7)	(6.9)
Cash generated from operations	**(13.0)**	**(11.4)**
Income taxes paid	(3.3)	0.3
Net cash inflow / (outflow) from operating activities	**(16.3)**	**(11.1)**
B) Cash flow from investing activities:		
Loan given to Related Parties	-	(2,000.0)
Repayment of Loan given to Related Parties	-	2,000.0
Interest received on fixed deposit	54.5	8.7
Interest on Loan given	-	66.5
Net cash inflow from investing activities	**54.5**	**75.2**
C) Cash flow from financing activities:		
Dividend paid	(1,000.0)	
Net cash (outflow) from investing activities	(1,000.0)	-
Net increase in cash and cash equivalents	(961.9)	64.0
Add: Cash and cash equivalents at the beginning of the financial year	1,216.1	1,152.1
Cash and cash equivalents at the end of the year	**254.2**	**1,216.1**

Reconciliation of Cash Flow statements as per the cash flow statement	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Cash Flow statement as per above comprises of the following		
Cash and cash equivalents	254.2	1,216.1
Bank Overdrafts	-	-
Balances as per statement of cash flows	**254.2**	**1,216.1**

Notes :

1. The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Indian Accounting Standard (Ind AS-7) on Statement of Cash Flow as notified under Companies (Acounts) Rules, 2015.
2. The above statement of Cash flow should be read in conjunction with the accompanying notes.

As per our report of even date
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

Atul Shah
Partner
Membership No. 039569

Date: June 10, 2026
Place: Mumbai

G.M. KAPADIA & CO. MUMBAI Chartered Accountants

For and on behalf of the Board of Directors

Abraham Alapatt
Director
DIN: 06809421

Date: June 10, 2026
Place: Mumbai

Rambhau Kenkare
Director
DIN: 01272743

Date: June 10, 2026
Place: Mumbai

TC VISA SERVICES (INDIA) LIMITED

TC VISA SERVICES (INDIA) LIMITED
Statement of Changes in Equity for the Year Ended March 31, 2026
(All amounts in INR Lakhs, unless otherwise stated)

STATEMENT OF CHANGES IN EQUITY

Equity share capital

Particulars	Amount
Balance as at March 31, 2024	**5.0**
Changes in equity share capital during the year	-
Balance as at March 31, 2025	**5.0**
Changes in equity share capital during the year	-
Balance as at March 31, 2026	**5.0**

	Reserves and Surplus		
Particulars	**Capital Contribution**	**Retained Earnings**	**Total Other Equity**
Balance as at March 31, 2024	**9.9**	**991.0**	1,000.9
Profit for the year	-	86.7	86.7
Other Comprehensive Income	-	-	-
Transaction with owners in their capacity as owners			-
Employee Stock Option Expense	-	-	-
Balance as at March 31, 2025	**9.9**	**1,077.7**	**1,087.6**
Profit for the year	-	25.2	25.2
Other Comprehensive Income	-	-	-
Dividend on Equity Shares		(1,000.0)	(1,000.0)
Balance as at March 31, 2026	**9.9**	**103.0**	**112.9**

The above statement of changes in equity should be read in conjunction with the accompanying notes.

As per our report of even date.
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

Atul Shah
Partner
Membership No. 039569

Date: June 10, 2026
Place: Mumbai

For and on behalf of the Board of Directors

Abraham Alapatt
Director
DIN: 06809421

Date: June 10, 2026
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Rambhau Kenkare
Director
DIN: 01272743

Date: June 10, 2026
Place: Mumbai

General Information

TC Visa Services (India) Limited (the "Company") was incorporated on August 30, 2011 with main object to render consultancy and / or advisory services in connection with obtaining / arranging visas. The Company is a wholly owned subsidiary of Thomas Cook (India) Limited. The Company commenced operations from February 1, 2013.

1 Material Accounting Policies

1.1 Basis of preparation of financial statements

(a) Statement of compliance with Ind AS

The Financial Statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') In accordance with proviso of the Rule 4A of Companies Accounting Rules, 2014, the terms used in these financial statements are in accordance with the definitions and other requirements specified in the applicable Accounting standards as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with rule 4 of the Companies (Indian Accounting standards) Rules, 2015 and other relevant provisions of the Act as amended from time to time that are notified and effective as at 31st March, 2025.
Financial for the Year Ended March 31, 2026 is prepared based on Ind AS.

Current V/s Non-Current

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the rendering of services and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current-noncurrent classification of assets and liabilities.

(b) Historical cost convention

The Financial Statements have been prepared on a historical cost basis.

(c) Use of estimates and judgments

The preparation of Standalone Financial Information requires the use of accounting estimates which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the Standalone Financial Information. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

1.2 Revenue Recognition

To recognize revenues, the Company applies the following five step approach:
1. identify the contract with a customer;
2. identify the performance obligations in the contract;
3. determine the transaction price;
4. allocate the transaction price to the performance obligations in the contract; and
5. recognize revenues when a performance obligation is satisfied.

Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.
Revenue comprises of consultancy and / or advisory services in connection with obtaining / arranging visas. The revenue arising from providing consultancy and/or advisory services in connection with obtaining Visa clearance services is included on the basis of margins earned, since inclusion on the basis of their gross value would not be meaningful and potentially misleading as an indicator of the level of the Company's business.

Revenue is recognised when services towards obtaining /arranging Visa clearance(s) are rendered i.e. submission of relevant documents to the Consulate.

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties.

A receivable is a right to consideration that is unconditional upon passage of time. Revenue in excess of billing is classified as Accrued Revenue and is classified as a financial asset because, in these cases, right to consideration is unconditional upon passage of time. While invoicing in excess of revenue is classified as Income received in Advance.

The Company presents revenues net of indirect taxes in its statement of profit and loss.

1.3 Other Income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

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

TC VISA SERVICES (INDIA) LIMITED

1.4 Taxes on Income

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Income Tax:

Income tax for the period comprises of current tax and deferred tax. Income tax is recognised in the Statement of Profit and Loss except to the extent that it relates to items recognised in 'Other comprehensive income or directly in equity, in which case the tax is recognised in 'Other comprehensive income' or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the Balance Sheet date, and any adjustments to tax payable in respect of previous years. Interest income/expenses and penalties, if any, related to income tax are included in current tax expense.

Deferred Tax:

Deferred tax is recognised using the liability method on taxable temporary differences between the tax base and the accounting base of items included in the Balance Sheet of the Company.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Certain temporary differences arising on initial recognition of assets or liabilities that affect neither accounting nor taxable profit are not recognised.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

1.5 Impairment of Assets

Financial Assets

A financial asset not carried at fair value is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

The entity considers evidence of impairment for receivables for each specific asset. All individually significant receivables are assessed for specific impairment.

1.6 Provisions and contingent liabilities

Provisions are recognised when the entity has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. Provisions are not recognised for future operating losses. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations shall be small. Provisions are measured at the present value of management's best estimate of the expenditure require to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

TC VISA SERVICES (INDIA) LIMITED

1.7 Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, cheques/drafts on hand, remittances in transit, balances with bank held in current account, demand deposits with maturities of three months or less, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are repayable on demand and form an integral part of an entity's cash management, and are included as a component of cash and cash equivalents. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

1.8 Trade receivables

Trade receivables are recognized initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. Although the Company recognises the revenue relating to commission on net and agent basis, the trade receivables and trade payables are recognised on the gross value of services rendered and services received respectively.

1.9 Financial Instruments

(a) Financial assets

(i) Initial recognition and measurement

Financial assets are recognised when the entity becomes a party to the contractual provisions of the instruments. Financial assets other than trade receivables are initially recognised at fair value. Transaction costs are expensed in the Statement of Profit and Loss, expect for financial instruments carried at amortised cost, where transaction costs are adjusted in the amortised cost of the asset.

(ii) Subsequent Measurement

Financial assets, other than equity instruments, are subsequently measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') on the basis of:
- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

(a) **Measured at amortised cost** : Financial assets which have contractual cash flows that are solely payments of principal and interest on the principal outstanding and is held within a business model with the objective of holding the assets to collect contractual cash flows, are subsequently measured at amortised cost using the effective interest rate ('EIR') method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. On derecognition, gain or loss, if any, is recognised in the Statement of Profit and Loss.

(b)**Measured at fair value through other comprehensive income** : Financial assets which have contractual cash flows that are solely payments of principal and interest on the principal outstanding and is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, is measured at fair value through other comprehensive income. It is subsequently measured at fair value with unrealised gains or losses recognised in the other comprehensive income ('OCI'), except for interest income which is recognised as 'other income' in the Statement of Profit and Loss using the EIR method. The losses arising from impairment are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

('c) **Measured at fair value through profit or loss**: A financial asset not measured at either amortised cost or FVOCI, is measured at FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

All investments in equity instruments classified under financial assets are subsequently measured at fair value. Equity instruments which are held for trading are measured at FVTPL. For all other equity instruments, the Company shall, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument shall be recognised as 'other income' in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

(iii) Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset On transfer of the financial asset, the Company evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

TC VISA SERVICES (INDIA) LIMITED

2.0 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

2.1 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's earnings per share is the net profit for the year after deducting preference dividends and any attributable tax thereto for the year. The weighted average number of equity shares outstanding during the year and for all years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

2.2 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs or decimals thereof as per the requirement of schedule III (division II), unless otherwise stated.

2 Critical Accounting Estimates and Judgements:

The preparation of Standalone Financial Information requires the use of accounting estimates which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the Standalone Financial Information. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.
Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that shall have a financial impact on the Company and that are believed to be reasonable under the circumstances.

TC VISA SERVICES (INDIA) LIMITED

TC VISA SERVICES (INDIA) LIMITED
Notes to Financial Statements for the Year Ended March 31, 2026
(All amounts in INR Lakhs, unless otherwise stated)

Note 3: Deferred Tax Assets (Net)

The balance comprises of temporary differences attributable to:

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred Tax Assets		
On carried forward business losses	32.3	40.8
Net Deferred Tax Assets	**32.3**	**40.8**

Movement in Deferred Tax Assets

Particulars	On carried forward business losses	Total
As at April 1, 2024	69.9	69.9
charged/(credited)		
-to profit or loss	(29.1)	(29.1)
-to other comprehensive income	-	-
As at March 31, 2025	**40.8**	**40.8**
charged/(credited)		
-to profit or loss	(8.5)	(8.5)
-to other comprehensive income	-	-
As at March 31, 2026	**32.3**	**32.3**

Note 4: Current Tax Assets/(Liabilities)

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Balance - Current Tax Asset/(Liability)	(44.1)	(43.8)
Less: Current Tax payable for the year	-	-
Add: Taxes Paid	3.3	(0.3)
Closing Balances - Current Tax Asset/(Liabilities)	**(40.8)**	**(44.1)**

Note 5: Financial Assets

5(a) Cash and cash equivalents

Particulars	As at March 31, 2026	As at March 31, 2025
Balances with banks :		
In current accounts	7.2	16.1
Fixed Deposits with original maturity of less than three months	247.0	1,200.0
Total Cash and cash equivalents	**254.2**	**1,216.1**

5(b) Other Financial Assets

Particulars	Non-current	Current	Non-current	Current
	As at March 31, 2026		As at March 31, 2025	
Accrued Income/Interest	-	0.6	-	22.3
Total Other Financial Assets	**-**	**0.6**	**-**	**22.3**

TC VISA SERVICES (INDIA) LIMITED

TC VISA SERVICES (INDIA) LIMITED
Notes to Financial Statements for the Year Ended March 31, 2026
(All amounts in INR Lakhs, unless otherwise stated)

Note 6: Other Current Assets

Particulars	As at March 31, 2026	As at March 31, 2025
Advance to Suppliers		
Considered good	0.1	0.1
Considered Doubtful	-	-
Less: Allowance for doubtful advances	-	-
	0.1	**0.1**
Receivable from Government authorities	21.6	20.2
Deposit with Government authorities	0.9	-
Total	**22.6**	**20.3**

TC VISA SERVICES (INDIA) LIMITED

TC VISA SERVICES (INDIA) LIMITED
Notes to Financial Statements for the Year Ended March 31, 2026
(All amounts in INR Lakhs, unless otherwise stated)

Note 8: Reserves and surplus

Particulars	As at March 31, 2026	As at March 31, 2025
Capital Contribution	10.0	9.9
Retained Earnings	102.9	1,077.6
Total reserves and surplus	**112.9**	**1,087.6**

(a) Capital Contribution

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Balance	**9.9**	**9.9**
Capital Contribution towards ESOP Expenses	-	-
Closing Balance	**9.9**	**9.9**

(b) Retained Earnings

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Balance	**1,077.6**	**990.9**
Net Profit for the year	25.2	86.7
Items of other Comprehensive income recognised directly in retained earnings	-	-
Dividend on Equity Shares	(1,000.0)	
Closing Balance	**102.9**	**1,077.6**

Nature and Purpose of Reserves-

Capital Contribution
The company has created capital contribution reserve in relation to push-down ESOP's from its parent company- Thomas Cook (India) Limited due to Ind AS requirement.

TC VISA SERVICES (INDIA) LIMITED
Notes to Financial Statements for the Year Ended March 31, 2026
(All amounts in INR Lakhs, unless otherwise stated)

Note 9: Financial Liabilities

9(a) Trade Payables

Particulars	As at March 31, 2026	As at March 31, 2025
Trade Payables		
-Dues of micro enterprises and small enterprises	-	-
-Dues of creditors other than micro enterprises and small enterprises	150.9	162.8
Total Trade Payables	**150.9**	**162.8**

Note: There are no delayed payments to Micro and Small Enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006 during the year. Further, there are no dues to such parties which are outstanding as at the Balance Sheet date. This information has been determined on the basis of information available with the company. This has been relied upon by the auditors.

Trade Payable Ageing Schedule

As at March 31, 2026

Particulars	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	1.1	6.6	125.0	18.2	**150.9**
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
Total Trade Payables	**1.1**	**6.6**	**125.0**	**18.2**	**150.9**

As at March 31, 2025

Particulars	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	1.8	62.6	78.9	19.5	**162.8**
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
Total Trade Payables	**1.8**	**62.6**	**78.9**	**19.5**	**162.8**

TC VISA SERVICES (INDIA) LIMITED

TC VISA SERVICES (INDIA) LIMITED
Notes to Financial Statements for the Year Ended March 31, 2026
(All amounts in INR Lakhs, unless otherwise stated)

Note 10: Other Income

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Claims Written back	11.3	23.9
Interest on Fixed Deposits with Bank	32.7	28.8
Interest Income on Income tax Refund	0.1	0.3
Interest on Loan to Related Parties	-	66.5
Total	**44.1**	**119.5**

Note 11: Finance Costs

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Bank Charges	0.2	0.2
Total	**0.2**	**0.2**

Note 12: Other Expenses

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Rent (Refer note 20)	2.3	2.1
Repairs and Maintenance	0.9	1.1
Rates and Taxes	-	0.2
Legal and Professional Charges (net) #(Refer note below "a")	6.8	0.1
Written off of irrecoverable balances*	0.3	0.0
Total	**10.2**	**3.5**

Legal and Professional charges include auditors remuneration
* Amount is below the rounding off norm adopted by the Company.

(a): Details of payments to auditors

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Payment to auditors		
As auditor:		
-Statutory Audit	1.0	1.0
Total payments to auditors	**1.0**	**1.0**

Note 13: Income Tax Expense

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
(a) Income tax expense		
Current tax		
Current tax on profits for the year	-	-
Adjustments for current tax of prior periods	-	-
Total current tax expense	-	-
Deferred tax		
Decrease (increase) in deferred tax assets	8.5	29.1
Total deferred tax credit	**8.5**	**29.1**
Income tax expense	**8.5**	**29.1**

(b) The reconciliation of tax expense and the accounting profit multiplied by India's tax rate :

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Profit from continuing operations before income tax expense	33.7	115.8
Tax at the Indian tax rate of 25.17% (PY - 25.17%)	**8.5**	**29.1**
Tax effect of amounts which are not deductible(taxable) in calculating taxable income:		
Interest on shortfall of advance tax	-	-
Dividend income	-	-
Sec 14A Disallowance	-	-
On account of rate difference as compared to previous year	-	-
Other items	-	-
Income tax expense	**8.5**	**29.1**

TC VISA SERVICES (INDIA) LIMITED

Note 14: Fair value measurements

Financial instruments by category

Particulars	As at March 31, 2026			As at March 31, 2025		
	FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
Financial assets						
Trade receivable	-	-	-	-	-	-
Cash and cash equivalents	-	-	254.2	-	-	1,216.1
Others	-	-	0.5	-	-	22.3
Total financial assets	-	-	**254.5**	-	-	**1,238.4**
Financial liabilities						
Trade Payable	-	-	150.9	-	-	162.8
Other Financial Liabilities	-	-	-	-	-	-
Total financial liabilities	-	-	**150.9**	-	-	**162.8**

The carrying amounts of trade receivable, cash and cash equivalents, other financial assets, trade payables, other financial liabilities are considered to be the same as their fair values due to their short-term nature.

Note 15: Financial risk management

(i) Risk management framework

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Company's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the policies and processes. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the management is responsible for overseeing the Company's risk assessment and management policies and processes.

(ii) 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, and arises principally from the Company's receivables from customers. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for payments that are 365 days past due as it represents its estimate of expected credit loss in respect of trade and other receivables.

Cash and cash equivalents
The Company held cash and cash equivalents with credit worthy banks and financial institutions of INR 254.2 Lakhs and INR 1216.1 Lakhs as at March 31, 2026 and March 31, 2025 respectively. The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be good.

(iii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, 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 risk to the Company's reputation.

The Company had working capital of INR 85.6 Lakhs as at March 31, 2026 and INR 1051.8 Lakhs as at March 31, 2025.

(iv) Market risk

(a) Foreign currency risk

The Company does not deal in foreign currency and hence there is no foreign currency risk exposure.

(b) Cash flow and interest rate risk

The entity does not have any borrowings with fluctuating interest rates and hence it is not exposed to interest rate risk.

(c) Price risk

The entity does not have investsment which are exposed to market fluctuations and hence it is not exposed to price risk.

Note 16: Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Board of Directors, at its meeting held on 20 June, 2025 declared a interim dividend of INR 2,000 per ordinary share of INR 10 each and paid as on 24 June, 2025 for the Financial Year 2025-26.

TC VISA SERVICES (INDIA) LIMITED

TC VISA SERVICES (INDIA) LIMITED
Notes to Financial Statements for the Year Ended March 31, 2026
(All amounts in INR Lakhs, unless otherwise stated)

Note 17: Related Party Transactions

(a) Parent Entities

The Company is controlled by the following entity:

Name	Type	Place of Incorporation	Ownership Interest (%)	
			As at March 31, 2026	As at March 31, 2025
Thomas Cook (India) Limited, India ("TCIL")	Holding Company	India	100%	100%
Fairbridge Capital (Mauritius) Limited, Mauritius ("FCML") holds 63.83% of Equity Shares of TCIL. FCML is a stepdown subsidiary of Fairfax Financial Holding Limited, Canada the ultimate Holding Company.	Ultimate Holding Company	Canada		

(b) Key Management personnel

Particulars
R.R. Kenkare
Rajeev Kale
Abraham Alapatt

(c) Transactions with related parties

The following transactions occurred with related parties:

Nature of transaction	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Facilities and Support Services Availed		
Thomas Cook (India) Limited -Rent	2.3	2.1
Loan Given		
Thomas Cook (India) Limited	-	2,000.0
Loan repaid		
Thomas Cook (India) Limited	-	2,000.0
Interest income on Loans to Related Parties		
Thomas Cook (India) Limited	-	66.5
Dividend paid		
Thomas Cook (India) Limited	1,000.0	-
Balances as at the year end	**As at March 31, 2026**	**As at March 31, 2025**
Outstanding payables		
Thomas Cook (India) Limited	-	0.2

TC VISA SERVICES (INDIA) LIMITED

TC VISA SERVICES (INDIA) LIMITED
Notes to Financial Statements for the Year Ended March 31, 2026
(All amounts in INR Lakhs, unless otherwise stated)

Note 18: Earnings Per Share

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Net Profit attributable to equity shareholders	25.2	86.7
Weighted average number of outstanding shares*	0.5	0.5
(a) Basic earnings per share		
Attributable to the equity holder of the company	50.4	173.3
(b) Diluted earnings per share		
Attributable to the equity holder of the company	50.4	173.3

(c) Reconciliation of earnings used in calculating earnings per share

Particulars	March 31, 2026	March 31, 2025
Basic earnings per share		
Profits attributable to the equity holders of the company used in calculating basic earnings per share	25.2	86.7
Profits attributable to the equity holders of the company used in calculating diluted earnings per share	**25.2**	**86.7**

(d) Weighted average number of shares used as the denominator

Particulars	March 31, 2026	March 31, 2025
Weighted average number of equity shares used as the denominator in calculating basic earning per share*	0.5	0.5
Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earning per share*	0.5	0.5

*The number of equity shares are in Lakhs

TC VISA SERVICES (INDIA) LIMITED

Note 19: Operating Leases

Disclosures in respect of cancellable agreements for office premises taken on lease

Particulars	For the Year ended March 31, 2026	For the Year ended March 31,2025
Lease payments recognised in the Statement of Profit and Loss	2.3	2.1

Significant leasing arrangements

-The lease agreements are for a period of eleven months to nine years.
-The lease agreements are cancellable at the option of either party by giving one month to six months' notice.
-Certain agreements provide for increase in rent.

Note 20: Contingent Liabilities

Particulars	For the Year ended March 31, 2026	For the Year ended March 31,2025
Disputed service tax and GST demands	12.6	-

a) It is not practicable for the company to estimate the timing of cash flows, if any, in respect of the above pending resolution of the respective proceedings.

Note 21: Segment Information

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company has only one operating segment, which is 'Visa related services'. The Company earns it's entire revenue from its operations in India.

Note 22: Micro, Small and Medium Enterprises

There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding as at March 31, 2026. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Note 23: Ratio Working

Ratio Analysis	Numerator	Denominator	For the year ended March 31, 2026	For the year ended March 31, 2025	Variance	Remark
Current Ratio	Total Current Assets	Total Current Liabilities	1.45	6.08	-76%	The decrease in the ratio is majorly due to reduction in trade payables. Apart from that investment in fixed deposits has been decreased during current year.
Return on Equity Ratio	Profit after Tax	Closing Shareholder's Equity	0.21	0.07	196%	There is an improvement in ROE due to reduction in equity post dividend distribution
Trade Receivables turnover ratio	Revenue from Operations	Average current trade receivable	#DIV/0!	#DIV/0!	#DIV/0!	N.A
Trade payables turnover ratio	Cost of Goods Sold (Expenses)	Average trade payable	0.07	0.02	204%	The operations has been reduced during the year.
Net capital turnover ratio	Revenue from Operations	Closing working capital	-	-	#DIV/0!	Turnover is NIL
Net profit ratio	Profit after Tax	Revenue from Operations	#DIV/0!	#DIV/0!	#DIV/0!	N.A
Return on Capital employed	Profit before interest and tax	Closing Capital Employed	0.29	0.10	198%	There is an improvement in ROE due to reduction in equity post dividend distribution

TC VISA SERVICES (INDIA) LIMITED

Note 24 : No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note 25: Business Combination - Amalgamation of business undertaking into parent company

The Board of Thomas Cook (India) Limited (parent company) at its meeting held on March 20, 2026, approved the Composite Scheme of Arrangement and Amalgamation amongst Thomas Cook (India) Limited ('TCIL') and its wholly owned subsidiaries, namely Sterling Holiday Resorts Limited ('SHRL'), TC Visa Services (India) Limited ('TCVSL'), Jardin Travel Solution Limited ('JTSL'), and Borderless Travel Servies Limited ('BTSL') and their respective shareholders, in accordance with the provisions of Sections 230 to 232 read with Sections 61 and 66 of the Companies Act, 2013 together with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and the National Company Law Tribunal Rules, 2016 ('Scheme').

The Scheme inter alia provides amalgamation of TCVSL with TCIL

The scheme is subject to requisite statutory and regulatory approvals and sanction by the respective shareholders of each of the companies involved in the Scheme.

Note 26: Additional Regulatory Information detailed in clause 6Y of General Instructions given in Part I of Division II of the Schedule III to the Companies Act, 2013 are furnished to the extent applicable to the Company.

Note 27: Previous year's figures has been regrouped/rearranged wherever necessary to confirm with current year's figure.

Signatures to Notes 1 to 27 form an integral part of the financial statements.

As per our report of even date
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

Atul Shah
Partner
Membership No. 039569

Date: June 10, 2026
Place: Mumbai

G.M. KAPADIA & CO. MUMBAI Chartered Accountants

For and on behalf of the Board of Directors

Abraham Alapatt
Director
DIN: 06809421

Date: June 10, 2026
Place: Mumbai

Rambhau Kenkare
Director
DIN: 01272743

Date: June 10, 2026
Place: Mumbai

TC VISA SERVICES (INDIA) LIMITED

G. M. KAPADIA & CO.

(REGISTERED)

CHARTERED ACCOUNTANTS

1007, RAHEJA CHAMBERS, 213, NARIMAN POINT, MUMBAI 400 021. INDIA

PHONE : (91-22) 6611 6611 FAX : (91-22) 6611 6600

INDEPENDENT AUDITOR'S REPORT
To the Members of TC Tours Limited

Report on Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **TC Tours Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of material accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("the Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, its profit (including other comprehensive income), its changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of standalone financial statements in accordance with the Standards on Auditing ("the SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics issued by ICAI. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in report of the board of directors but does not include the standalone financial statements and our auditor's report thereon. The report of board of directors is expected to be made available to us after the date of this report.

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent

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with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The Company's Management and the Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone 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.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone 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

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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. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system with reference to financial statements in place and the operating effectiveness of such controls.

- 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of section 143(11) of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, we report that:

   (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (ii) In our opinion and to the best of our information and according to the explanations given to us, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

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(iii) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account;

(iv) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act, read with relevant rules issued thereunder and relevant provisions of the Act;

(v) On the basis of the written representations received from the directors as on March 31, 2026 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of section 164(2) of the Act;

(vi) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";

(vii) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid remuneration to its directors during the year. Accordingly, the provisions of section 197 of the Act are not applicable to the Company;

(viii) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

a) The Company does not have any pending litigations, which would impact the financial position of the Company;

b) The Company did not have any material foreseeable losses on long-term contracts including derivative contracts;

c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;

d) (i) The Management has represented that, to the best of its knowledge and belief, as stated in note no. 29, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii) The Management has represented, that, to the best of its knowledge and belief, as stated in note no. 29, no funds have been received by the Company from any

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person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(iii) Based on the audit procedures performed by us that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) above, contain any material mis-statement;

e) The Interim dividend declared and paid by the Company during the year is in accordance with section 123 of the Act.

f) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and that has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with and has been preserved by the company in accordance with statutory record retention requirements to the extent it was enabled and recorded in the prior year.

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

Atul Shah
Partner
Membership No. 039569
UDIN: 26039569GDMGFD5176

Place: Mumbai
Date: May 8, 2026

Annexure A to the Independent Auditor's Report

Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" of our report on even date to the members of the Company on standalone financial statements for the year ended March 31, 2026

To the best of our information and according to the explanation provided to us by the Company and the books of account and records examined by us in the normal course of our audit, we state that:

(i) (a) & (b) The Company does not have any property, plant and equipment and hence provision of paragraph 3(i)(a) and (b) of the Order is not applicable;

(c) The Company does not have any immovables properties except where the Company is the lessee and the lease agreements are duly executed in favour of the lessee. Hence, reporting under paragraph 3(iii)(c) of the Order is not applicable;

(d) The Company does not have any property, plant and equipment or intangible assets. The Company has not revalued its right to use assets during the year and hence, reporting under paragraph 3(iii)(d) of the Order is not applicable; and

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder;

(ii) (a) The Company's nature of operation does not require it to hold inventories. Consequently, paragraph 3(ii)(a) of the Order regarding physical verification of inventories and maintenance of records is not applicable; and

(b) According to the information and explanations given to us, and the procedures performed by us the Company has been sanctioned any working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. The quarterly statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company

(iii) (a) to (d) During the year, the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties. Accordingly, reporting under paragraph 3(iii)(a) to (d) and (f) of the Order is not applicable to the Company; and

(e) The Company has not given any term loan. Accordingly, reporting under paragraph 3(iii)(e) of the Order is not applicable to the Company.

(iv) The Company has not granted any loan, made investment or provided guarantee or security to the parties covered under section 185 and 186 of the Act. Therefore, paragraph 3(iv) of the Order is not applicable to the Company.

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(v) The Company has not accepted deposits from the public and therefore, the provisions of section 73 to 76 or any other relevant provisions of the Act and rules framed thereunder are not applicable to the Company. We have been informed that no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal in this regard.

(vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Act, for the business activities carried out by the Company. Hence, reporting under paragraph 3(vi) of the Order is not applicable.

(vii) (a) The Company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess, and any other statutory dues, as applicable, to the appropriate authorities. According to the information and explanations given to us and based on verification carried out by us on test basis, there are no arrears of statutory dues outstanding as on the last day of the financial year concerned for a period of more than six months from the date, they became payable; and

(b) The details of statutory dues referred to in sub- paragraph (a) above which have not been deposited with the concerned authorities as on March 31, 2026, on account of dispute are given below:

(Rs. in millions)

Name of the statute	Nature of dues	Amount Involved	Amount Unpaid	Period for which the amount relates	Forum where dispute is pending
Income Tax Act,1961	Income Tax	42.1	42.1	AY 2018-19	Commissioner of Income Tax (Appeals)
Income Tax Act,1961	Income Tax(TDS)	1.0	1.0	AY 2021-22	Commissioner of Income Tax (Appeals)
Income Tax Act,1961	Income Tax(TDS)	6.1	6.1	AY 2022-23	Commissioner of Income Tax (Appeals)
Income Tax Act,1961	Income Tax	23.8	23.8	AY 2023-24	Commissioner of Income Tax (Appeals)

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Income Tax Act,1961	Income Tax	9.6	9.6	AY 2024-25	Commissioner of Income Tax (Appeals)
Goods and Services Tax Act,2017	ITC Mismatch	8.0	8.0	AY 2018-19	Commissioner Appeals
Goods and Services Tax Act,2017	ITC Mismatch	8.6	8.6	AY 2020-21	Commissioner Appeals
Goods and Services Tax Act,2017	ITC Mismatch	2.9	2.9	AY 2021-22	Commissioner Appeals

(viii) There are no transaction which are not recorded in the books of accounts and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender;

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority;

(c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company; and

(e) & (f) The Company does not have any subsidiaries, associates or joint ventures. Accordingly, the reporting under paragraph 3(ix)(e) and (f) of the Order is not applicable.

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under paragraph 3(x)(a) of the Order is not applicable to the Company;

(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the current financial year. Accordingly, the reporting under paragraph 3(x)(b) of the Order is not applicable to the Company.

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(xi) (a) We have neither come across any instance of fraud by the Company or any material instance of fraud on the Company by its officers or employees, noticed or reported during the year;

(b) No report under section 143(12) of the Act has been filed during the year by the auditors in Form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government; and

(c) There are no whistle blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and hence reporting under paragraph 3(xii) of the Order is not applicable.

(xiii) In our opinion, the Company is in compliance with section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc., as required by the applicable accounting standards.

(xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business; and

(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedure.

(xvi) (a) to (c) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under paragraph 3(xvi) (a), (b) and (c) of the Order is not applicable;

(d) The Group does not have any CIC as part of the Group as per definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence the reporting under paragraph 3(xvi)(d) of the Order is not applicable.

(xvii) The Company has not incurred cash losses in the financial year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly reporting under paragraph 3(xviii) of the Order is not applicable.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that

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our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) There is no amount remaining unspent by the Company under section 135 of the Act. Accordingly, the reporting under paragraph 3(xx)(a) and (b) of the Order is not applicable to the Company.

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

Atul Shah
Partner
Membership No. 039569
UDIN: 26039569GDMGFD5176

Place: Mumbai
Date: May 8, 2026

Annexure B to the Independent Auditor's Report
Referred to in paragraph 2(vi) under "Report on Other Legal and Regulatory Requirements" of our report on even date to the members of TC Tours Limited on standalone financial statements for the year ended March 31, 2026

Opinion

We have audited the internal financial controls with reference to financial statements of TC Tours Limited ("the Company") as of March 31, 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2026 based on the internal controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI").

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for Internal Financial Controls

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

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The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

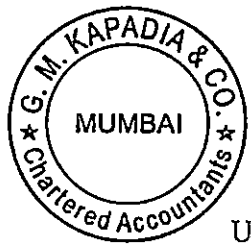
Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W



Atul Shah
Partner
Membership No. 039569
UDIN: 26039569GDMGFD5176

Place: Mumbai
Date: May 8, 2026

TC Tours Limited
Balance Sheet as at March 31, 2026

(Rupees in Million)

Particulars	Notes	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-current assets			
Right of Use Assets	3(a)	1.5	0.5
Deferred tax assets (net)	3(b)	16.6	16.7
Income tax assets	4	186.2	129.3
Total non-current assets		204.3	146.5
Current assets			
Financial assets			
- Trade receivables	5(a)	1,373.0	1,628.9
- Cash and cash equivalents	5(b)	506.0	121.2
- Other financial assets	5(c)	336.4	397.1
Other current assets	6	1,076.9	1,365.4
Total current assets		3,292.3	3,512.6
TOTAL ASSETS		3,496.6	3,659.1
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	7	30.0	30.0
Other equity			
-Reserve & surplus	8	647.2	488.6
Total Equity		677.2	518.6
LIABILITIES			
Non-current liabilities			
Financial liabilities			
- Borrowing	9	191.2	357.5
- Lease liabilities		1.4	0.1
Employee benefit obligations	10	26.9	14.2
Total non-current liabilities		219.5	371.8
Current liabilities			
Financial liabilities			
- Borrowing	11(a)	166.9	166.9
- Lease liabilities		0.3	0.5
- Trade payables	11(b)		
-Dues of micro enterprises and small enterprises		60.4	11.7
-Dues of creditors other than micro enterprises and small enterprises		2,222.1	2,437.6
- Other financial liabilities	11(c)	-	0.7
Employee benefit obligations	10	10.3	29.6
Current tax liabilities		87.4	43.2
Other current liabilities	12	52.5	78.5
Total current liabilities		2,599.9	2,768.7
TOTAL LIABILITIES		2,819.4	3,140.5
TOTAL EQUITY AND LIABILITIES		3,496.6	3,659.1

The above balance sheet should be read in conjunction with the accompanying notes.

As per our report of even date.
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

Atul Shah
Partner
Membership No. 039569

08-May-2026
Place: Mumbai

G. M. KAPADIA & CO. ★ Chartered Accountants ★ MUMBAI

For and on behalf of the Board of Directors

Mahesh Iyer
Director
DIN: 07560302

08-May-2026
Place: Mumbai

Vishal Suri
Director
DIN No.06413771

08-May-2026
Place: Mumbai

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TC TOURS LIMITED
Statement of Profit And Loss for the Year Ended March 31, 2026

(Rupees in Million)

Particulars	Notes	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Income			
Revenue from operations	13	2,843.4	3,677.3
Other income	14	39.8	25.8
Total income		2,883.2	3,703.1
Expenses			
Cost of services		2,221.7	3,161.5
Employee benefits expense	15	116.4	145.8
Depreciation	3(a)	0.7	0.5
Finance Cost	16	48.1	84.4
Other expenses	17	140.3	156.8
Total expenses		2,527.2	3,549.0
Profit before Tax and Exceptional Item		356.0	154.1
Less: Exceptional item	28	10.0	-
Profit before tax		346.0	154.1
Less : Tax expense	18		
Current tax		87.4	43.2
Deferred tax		0.3	(3.7)
Total tax expenses		87.7	39.5
Profit for the year (A)		258.3	114.6
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations		(0.9)	(2.4)
Income tax relating to items that will not be reclassified to profit or loss		0.2	0.6
Total other comprehensive income for the year, net of taxes (B)		(0.7)	(1.8)
Total comprehensive income for the year (A+B)		257.6	112.8
Earnings per equity share (Face value of INR 10 each)	23		
- Basic earnings per share (In INR)		86.1	38.2
- Diluted earnings per share (In INR)		86.1	38.2

The above statement of profit and loss should be read in conjunction with the accompanying notes.

As per our report of even date.
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

Atul Shah
Partner
Membership No. 039569

08-May-2026
Place: Mumbai

G. M. KAPADIA & CO. ★ MUMBAI ★ Chartered Accountants

For and on behalf of the Board of Directors

Mahesh Iyer
Director
DIN: 07560302

08-May-2026
Place: Mumbai

Vishal Suri
Director
DIN No.06413771

08-May-2026
Place: Mumbai

TC TOURS LIMITED
Statement of Cash Flows for the Year Ended March 31, 2026

(Rs. In Million)

Particulars	*Year Ended* March 31, 2026	*Year Ended* March 31, 2025
A) Cash flow from operating activities		
Profit before income tax	346.0	154.1
Adjustments for:		
Interest Income	(2.9)	(7.6)
Depreciation on ROU assets	0.7	0.5
Interest on lease liability	0.2	0.1
Provision for Doubtful Advances (Net) and Impairment charge	4.2	2.5
Operating profit before changes in operating assets and liabilities	348.2	149.6
Change in operating assets and liabilities:		
Decrease / (Increase) in Trade Receivables	255.9	(625.7)
Decrease / (Increase) in Other Financial Assets	60.7	(167.9)
Decrease / (Increase) in Other Current Assets	284.3	(195.8)
(Decrease) / Increase in Employee Benefits Obligation	(7.5)	14.9
(Decrease) / Increase in Trade Payables	(166.8)	861.3
(Decrease) / Increase in Other Financial Liabilities	(0.7)	0.0
(Decrease) / Increase in Other Liabilities	(35.8)	46.6
Cash generated from operations	738.3	83.0
Income taxes paid	(100.1)	(74.2)
Net cash inflow from operating activities	638.2	8.8
B) Cash flow from investing activities:		
Interest Received	2.9	15.3
Net cash inflow / (outflow) from investing activities	2.9	15.3
C) Cash flow from financing activities:		
Repayment of leases	(0.8)	(0.4)
Repayment of borrowings	(166.3)	(107.9)
Dividend paid (net of withholding tax)	(89.1)	-
Net cash inflow / (outflow) from finacing activities	(256.2)	(108.3)
Net increase in cash and cash equivalents	384.8	(84.2)
Add: Cash and cash equivalents at the beginning of the financial year	121.2	205.4
Cash and cash equivalents at the end of the year	506.0	121.2

Reconciliation of Cash Flow statements as per the cash flow statement	Year Ended March 31, 2026	Year Ended March 31, 2025
Cash Flow statement as per above comprises of the following		
Cash and cash equivalents	506.0	121.2
Bank Overdrafts	-	-
Balances as per statement of cash flows	506.0	121.2

Notes :

1. The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Indian Accounting Standard (Ind AS-7) on Statement of Cash Flow as notified under Companies (Acounts) Rules, 2015.
2. The above statement of Cash flow should be read in conjunction with the accompanying notes.

As per our report of even date
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

Atul Shah
Partner
Membership No. 039569

08-May-2026
Place: Mumbai

G. M. KAPADIA & CO. ★ MUMBAI ★ Chartered Accountants

For and on behalf of the Board of Directors

Mahesh Iyer
Director
DIN: 07560302

08-May-2026
Place: Mumbai

Vishal Suri
Director
DIN No.06413771

08-May-2026
Place: Mumbai

TC TOURS LIMITED

Notes to financial statements for the year ended March 31, 2026
(All amounts in INR Million, unless otherwise stated)

STATEMENT OF CHANGES IN EQUITY

Equity share capital

Particulars	Amount
Balance as at March 31, 2024	30.0
changes in equity share capital during the year	-
Balance as at March 31, 2025	30.0
changes in equity share capital during the year	-
Balance as at March 31, 2026	30.0

Other Equity

	Reserves and Surplus		Other Comprehensive Income	Total Other Equity
Particulars	ESOP Reserve	Retained Earnings	Employee Benefit Expenses (Gratuity - OCI)	
Balance at the March 31, 2024	7.7	366.2	1.9	375.9
Profit for the year	-	114.6	-	114.6
Other Comprehensive Income	-	-	(1.8)	(1.8)
Total Comprehensive Income for the year	-	114.6	(1.8)	112.8
Transaction with owners in their capacity as owners				
Employee Stock Option Expense				
Balance at the March 31, 2025	7.7	480.8	0.1	488.6
Profit for the year	-	258.3	-	258.3
Other Comprehensive Income	-	-	(0.7)	(0.7)
Total Comprehensive Income for the year	-	258.3	(0.7)	257.6
Transaction with owners in their capacity as owners				-
Dividend on Equity Shares		(99.0)		(99.0)
Balance as at March 31, 2026	7.7	640.1	(0.6)	647.2

The above statement of changes in equity should be read in conjunction with the accompanying notes.

As per our report of even date.
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

Atul Shah
Partner
Membership No. 039569

08-May-2026
Place: Mumbai

G. M. KAPADIA & CO. ★ MUMBAI ★ Chartered Accountants

For and on behalf of the Board of Directors

Mahesh Iyer
Director
DIN: 07560302

08-May-2026
Place: Mumbai

Vishal Suri
Director
DIN No.06413771

08-May-2026
Place: Mumbai

TC TOURS LIMITED
Notes to financial statements for the year ended March 31, 2026
(All amounts in INR Million, unless otherwise stated)

General Information

TC Tours Limited (CIN-U63040MH1989PLC054761) (the "Company") was incorporated in the state of Maharashtra on December 26, 1989 under the Companies Act, 1956. It's main object is to inter-alia to carry on the trades or business of general passengers, tourists and transport agents and contractors. The Company is a 100% subsidiary of Thomas Cook (India) Limited.

1 Material Accounting Policies

1.1 Basis of preparation of financial statements

(a) Statement of compliance with Ind AS
These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with rule 4 of the Companies (Indian Accounting standards) Rules, 2015 and other relevant provisions of the Act as amended from time to time that are notified and effective as at March 31, 2025. In accordance with proviso of the Rule 4A of Companies Accounting Rules, 2014, the terms used in these financial statements are in accordance with the definitions and other requirements specified in the applicable Accounting Standards.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the rendering of services and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current-non current classification of assets and liabilities.

(b) Historical cost convention
The financial statements have been prepared on a historical cost basis, except for defined benefit plans & Investments measured at fair value.

1.2 Foreign currency translation and transactions

(a) Functional and presentation currency
A Company's functional currency is the currency of the primary economic environment in which an entity operates and is normally the currency in which the entity primarily generates and expends cash.

Presentation currency is the currency in which the financial statements are presented. These financial statements are presented in Indian Rupees (INR), which is Company's functional and presentation currency.

(b) Transactions and balances
(i) Initial Recognition
On initial recognition, foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction.

(ii) Subsequent Recognition
As at the reporting date, non - monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. 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 the period end exchange rates are recognised in profit or loss. 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.

All monetary items denominated in foreign currency are restated at Foreign Exchange Dealers Association of India (FEDAI) rates and the exchange variations arising out of settlement / conversion at the FEDAI rates are recognised in the Statement of Profit and Loss.

1.3 Revenue Recognition
Revenue is measured based on transaction price, which is the consideration paid for services. Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those services. Revenue from rendering of services is net of Indirect taxes and discounts.

(a) Income from operations
The Company earns revenue from travel and related services and human resource services.
(i) Travel and related services
It comprises of leisure tours packages within India and outside India. Revenue on leisure tours/holiday packages are recognized on the completion of the performance obligation which is on the date of departure of the tour.

It also includes income from the sale of airline tickets which is recognized, as an agent, on the basis of net commission earned, at the time of issuance of tickets, as the Company does not assume any performance obligation post the confirmation of the issuance of an airline ticket to the customer. Performance linked bonuses from airlines/global distribution systems ('GDSs') are recognized as and when the performance obligations under the schemes are achieved.

(b) Contract balances
(i) Contract assets
A contract asset is the right to consideration in exchange for services rendered to the customer. If the Company performs by rendering services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

(ii) Contract liabilities
A contract liability is the obligation to transfer services to a customer for which the Company has received consideration from the customer. If a customer pays consideration before the Company renders services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Company performs under the contract.

TC TOURS LTD.

1.4 **Other Income**

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend income is recognized when the right to receive dividend is established.

1.5 **Taxes on Income**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Income tax for the period comprises of current tax and deferred tax. Income tax is recognised in the statement of profit and loss except to the extent that it relates to items recognised in 'Other comprehensive income or directly in equity, in which case the tax is recognised in 'Other comprehensive income' or directly in equity, respectively.

Current Tax:

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the Balance Sheet date, and any adjustments to tax payable in respect of previous years. Interest income/expenses and penalties, if any related to income tax are included in current tax expense.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities. The company offsets the current tax assets as against the liability for provision for tax.

Deferred Tax:

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. Deferred Taxes on items classified under Other Comprehensive Income ('OCI') has been recognised in OCI.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled. Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

1.6 **Leases**

The company's lease asset classes primarily consist of leases for buildings, vehicles and office equipment's. The company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset, the company assesses whether:
(1) the contract involves the use of an identified asset
(2) *the company has substantially all of the economic benefits from use of the asset through the period of the lease and*
(3) the company has the right to direct the use of the asset."

At the date of commencement of the lease, the company recognizes a "Right of Use" ("ROU") asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses if any and adjusted for any remeasurement of the lease liability.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the company changes its assessment if whether it will exercise an extension or a termination option.

TC TOURS LTD.

1.7 Employee Benefits

(a) Long-term Employee Benefits

(i) Defined Contribution Plans

The Company has Defined Contribution Plan for post employment benefits in the form of Provident Fund which is Government administered provident fund. Under such Defined Contribution Plan, the Company has no further obligation beyond making the contributions. The Company's contributions to Defined Contribution Plan is charged to the Statement of Profit and Loss as incurred.

(ii) Defined Benefit Plans

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Re-measurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in other comprehensive income (OCI).

(b) Short-term Employee Benefit

As per the leave policy of the Company, employees are entitled to avail 30 days of annual leave during a calender year. Any carry forward or encashment of the same is not allowed and all unutilised leaves necessarily lapse at the end of the calender year. Provision on actual basis is created for proportionate unutilised leaves as at year end.

1.8 Impairment of Assets

A financial asset not carried at fair value is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets are impaired can include default or delinquency by a debtor, restructuring of an amount due to the Company on terms that the Company would not otherwise consider, indications that a debtor or issuer will enter bankruptcy, the disappearance of an active market for a security. The entity considers evidence of impairment for receivables for each specific asset. All individually significant receivables are assessed for specific impairment.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in statement of profit and loss and are reflected as an allowance account against receivables. Interest on the impaired asset continues to be recognized through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through statement of profit and loss.

The cumulative loss that is removed from other comprehensive income and recognized in profit or loss is the difference between the acquisition cost, net of any principal repayment and amortization, and the current fair value, less any impairment loss previously recognized in statement of profit and loss. Changes in impairment provisions attributable to time value are reflected as a component of interest income.

Carrying amount of tangible assets, intangible assets and investments in subsidiaries (which are carried at cost) are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized 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.
In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.
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 Company's 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

1.9 Provisions and contingent liabilities

Provisions are recognised when the entity has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. Provisions are not recognised for future operating losses. A provision is recognized if the likelihood of an outflow with respect to any one item included in the same class of obligations is more probable than not. Provisions are measured at the present value of management's best estimate of the expenditure require to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Entity or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

2.0 Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, cheques/drafts on hand, remittances in transit, balances with bank held in current account, demand deposits with maturities of three months or less, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are repayable on demand and form an integral part of an entity's cash management, and are included as a component of cash and cash equivalents. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

2.1 Trade receivables

Trade receivables are recognized initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. Although the Company recognises the revenue relating to commission on net and agent basis, the trade receivables and trade payables are recognised on the gross value of services rendered and services received respectively.

2.2 Financial Instruments

(a) Financial assets

(i) Initial recognition and measurement

Financial assets are recognised when the entity becomes a party to the contractual provisions of the instruments. Financial assets other than trade receivables are initially recognised at fair value. Transaction costs are expensed in the Statement of Profit and Loss, expect for financial instruments carried at amortised cost, where transaction costs are adjusted in the amortised cost of the asset.

(ii) Subsequent Measurement

Financial assets, other than equity instruments, are subsequently measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') on the basis of:
(i) the entity's business model for managing the financial assets and
(ii) the contractual cash flow characteristics of the financial asset.

(a) Measured at amortised cost : Financial assets which have contractual cash flows that are solely payments of principal and interest on the principal outstanding and is held within a business model with the objective of holding the assets to collect contractual cash flows, are subsequently measured at amortised cost using the effective interest rate ('EIR') method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. On derecognition, gain or loss, if any, is recognised in the Statement of Profit and Loss.

(b)Measured at fair value through other comprehensive income : Financial assets which have contractual cash flows that are solely payments of principal and interest on the principal outstanding and is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, is measured at fair value through other comprehensive income. It is subsequently measured at fair value with unrealised gains or losses recognised in the other comprehensive income ('OCI'), except for interest income which is recognised as 'other income' in the Statement of Profit and Loss using the EIR method. The losses arising from impairment are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

(c) Measured at fair value through profit or loss: A financial asset not measured at either amortised cost or FVOCI, is measured at FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

All investments in equity instruments classified under financial assets are subsequently measured at fair value. Equity instruments which are held for trading are measured at FVTPL. For all other equity instruments, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument shall be recognised as 'other income' in the Statement of Profit and Loss unless the Company has elected to mensure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss when the company's right to receive payments is establishes.

(iii) Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset On transfer of the financial asset, the Company evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

(b) Financial liabilities

(i) Initial recognition and measurement:

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value plus transaction costs for all financial liabilities not carried at fair value through profit or loss. Financial liabilities carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the Statement of Profit and Loss.

(ii) Subsequent measurement:

Financial liabilities are subsequently measured at amortised cost using EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

(iii) Derecognition:

A financial liability is derecognised when the obligation specified in the contract is discharged, 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 recognized in the statement of profit or loss.

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2.3 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

2.4 Contributed equity

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.5 Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

2.6 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's earnings per share is the net profit for the year after deducting preference dividends and any attributable tax thereto for the year. The weighted average number of equity shares outstanding during the year and for all years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

2.7 Current versus non-current classification

The Company presents its assets and liabilities in the Balance Sheet based on current / non-current classification. An asset is treated as current if it is :a) expected to be realised or intended to be sold or consumed in normal operating cycle; b) held primarily for the purpose of trading; c) expected to be realised within twelve months after the reporting period; ormonths after the reporting period.All other assets are classified as non-current.A liability is current when : a) it is expected to be settled in normal operating cycle; b) it is held primarily for the purpose of trading; c) it is due to be settled within twelve months after the reporting period; or d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current. Deferred tax assets and liabilities are classified as non-current on net basis. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its normal operating cycle.

2.8 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs or decimals thereof as per the requirement of schedule III (division II), unless otherwise stated.

Critical Accounting Estimates and Judgements:

The preparation of Standalone Financial Information requires the use of accounting estimates which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the Standalone Financial Information. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Estimation of defined benefit obligation (Refer note 10) involves critical estimates and judgements.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

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Note 3(a) - Right of Use Assets

Particulars	Building	Total
Gross Carrying Amount		
Opening Balance as at 1 April 2025	15.6	15.6
Additions	1.7	1.7
Disposals/Transfer	-	-
Closing Balance as at 31 March 2026	17.3	17.3
Accumulated Depreciation		
Opening Balance as at 1 April 2025	15.1	15.1
Depreciation	0.7	0.7
Disposals/Transfer	-	-
Closing Balance as at 31st March 2026	15.8	15.8
Net carrying amount as at 31st March 2026	1.5	1.5

Particulars	Building	Total
Gross Carrying Amount		
Opening Balance as at 1 April 2024	15.6	15.6
Additions	-	-
Disposals/Transfer	-	-
Closing Balance as at 31st March 2025	15.6	15.6
Accumulated Depreciation		
Opening Balance as at 1 April 2024	14.6	14.6
Depreciation	0.5	0.5
Disposals/Transfer	-	-
Closing Balance as at 31st March 2025	15.1	15.1
Net carrying amount as at 31st March 2025	0.5	0.5

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Notes to financial statements for the year ended March 31, 2026
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Note 3(b): Deferred Tax Assets (Net)

The balance comprises of temporary differences attributable to:

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred Tax Assets		
On provisions allowable for tax purpose when paid	9.3	10.8
On Provision for Doubtful Advances	7.3	5.9
Other items (ROU)	0.0	(0.0)
Net Deferred Tax Assets	16.6	16.7

Movement in Deferred Tax Assets

Particulars	On provisions allowable for tax purpose when paid	On Provision for Doubtful Advances	Other items (ROU)	Carry Forward of Losses	Total
As at March 31, 2025	10.8	5.9	(0.0)	-	16.7
charged/(credited)					
-to profit or loss	(1.7)	1.4	0.0	-	-0.3
-to other comprehensive income	0.2	-	-	-	0.2
As at March 31, 2026	9.3	7.3	0.0	-	16.6

Note 4: Current Tax Assets

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Balance	86.1	55.1
Less: Current Tax payable for the year	(87.4)	(43.2)
Add: Taxes Paid	100.1	74.2
Closing Balances - Current Tax Asset/(Liabilities)	98.9	86.1

Disclosed as:

Non current tax assets (as per balance sheet)	186.2	129.3
Current tax liability (as per balance sheet)	87.4	43.2

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Notes to financial statements for the year ended March 31, 2026
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Note 5: Financial Assets

5(a)Trade receivables

Particulars	As at March 31, 2026	As at March 31, 2025
Trade receivables	1,375.1	1,633.3
Less: Allowance for doubtful debts	(2.1)	(4.4)
Total recievables	1,373.0	1,628.9
Break up of Security Details		
Unsecured, considered good	1,373.0	1,628.9
Unsecured, considered Doubtful	2.1	4.4
Total	1,375.1	1,633.3
Less: Allowance for doubtful debts	(2.1)	(4.4)
Total Trade Recievables	1,373.0	1,628.9

Ageing for trade receivables outstanding as at March 31, 2026 is as follows:

Particulars	Not Due	Less than 6 months	6 months - 1 year	1-2 yrs.	2-3 yrs.	More than 3 yrs.	Total
(i) Undisputed Trade receivables considered good		1,366.0	6.5	0.5	0.0	-	1,373.0
(ii) Undisputed Trade Receivables-Which have significant increase in credit risk							-
(iii) Undisputed Trade Receivables – credit impaired		-	-	0.6	-	1.5	2.1
(iv) Disputed Trade Receivables– considered good							-
(iv) Disputed Trade Receivables – which have significant increase in credit risk							-
(vi) Disputed Trade Receivables – credit impaired							-
(vii) Unbilled revenue							-
Total	-	1,366.0	6.5	1.1	0.0	1.5	1,375.1
Less: Allowances for Expected Credit Loss		-	-	0.6	-	1.5	2.1
Net Trade Receivables	-	1,366.0	6.5	0.5	0.0	-	1,373.0
Trade receivables - Unbilled							-
							1,373.0

Ageing for trade receivables outstanding as at March 31, 2025 is as follows:

Particulars	Not Due	Less than 6 months	6 months - 1 year	1-2 yrs.	2-3 yrs.	More than 3 yrs.	Total
(i) Undisputed Trade receivables considered good		1,607.4	10.9	10.1	0.5	-	1,628.9
(ii) Undisputed Trade Receivables-Which have significant increase in credit risk							-
(iii) Undisputed Trade Receivables – credit impaired			-	-	-	4.4	4.4
(iv) Disputed Trade Receivables– considered good							-
(iv) Disputed Trade Receivables – which have significant increase in credit risk							-
(vi) Disputed Trade Receivables – credit impaired							-
(vii) Unbilled revenue							-
Total	-	1,607.4	10.9	10.1	0.5	4.4	1,633.3
Less: Allowances for Expected Credit Loss		-	-	-	-	4.4	4.4
Net Trade Receivables		1,607.4	10.9	10.1	0.5	-	1,628.9
Trade receivables - Unbilled							-
							1,628.9

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5(b) Cash and cash equivalents

Particulars	As at March 31, 2026	As at March 31, 2025
Balances with banks:		
In current accounts	154.3	36.5
Fixed Deposits with original maturity of less than three months	350.0	80.0
Cash in hand	1.7	4.7
Total Cash and cash equivalents	506.0	121.2

5(c) Other financial Assets

Particulars	Non-current	Current	Non-current	Current
	Mar 31, 2026	Mar 31, 2026	Mar 31, 2025	Mar 31, 2025
Accrued Revenue	-	322.4	-	256.1
Other Receivables from Related Parties	-	14.0	-	141.0
Total Other financial assets	-	336.4	-	397.1

Note 6: Other Current Assets

Particulars	As at March 31, 2026	As at March 31, 2025
Advance to Suppliers		
Considered good	732.4	975.0
Considered Doubtful	78.5	113.9
Less: Allowance for doubtful advances	(78.5)	(113.9)
Sub total	732.4	975.0
Advance to Employees		
Considered good	9.3	9.8
Considered Doubtful	0.1	-
Less: Allowance for doubtful debts	(0.1)	-
Sub total	9.3	9.8
Prepaid expenses	2.6	3.3
Balances with Government authorities	332.6	377.3
Total Other current assets	1,076.9	1,365.4

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Note 7: Equity Share Capital

Equity Share capital

Particulars	No of Shares (In Mn)	Amount
AUTHORISED		
As at April 1, 2024	3.0	30.0
Increase during the year	-	-
As at March 31, 2025	3.0	30.0
Increase during the year	-	-
As at March 31, 2026	3.0	30.0

(i) Movement in Equity Share Capital during the Year

Particulars	No of Shares (In Mn)	Amount
As at April 1, 2024	3.0	30.0
Add: No of Shares issued during the year	-	-
As at March 31, 2025	3.0	30.0
Add: No of Shares issued during the year	-	-
As at March 31, 2026	3.0	30.0

(ii) Rights, preferences and restrictions attached to shares

The Company has only one class of equity shares at a par value of INR 10/- per share. Each shareholder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the equity share holders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their share holding.

(iii) Shares held by Holding Company

Particulars	As at March 31, 2026		As at March 31, 2025	
	No of Shares (In Mn)	Amount	No of Shares (In Mn)	Amount
Equity Shares				
Thomas cook (India) Limted and its Nominees	3.0	30.0	3.0	30.0

(iv) Shareholding Pattern (Shareholders holding 5% or more shares in the Company)

Category of Shareholder	As at March 31, 2026		As at March 31, 2025	
	No of shares (In Mn)	% of Holding	No of shares (In Mn)	% of Holding
Equity Shares				
Thomas cook (India) Limted and its Nominees	3.0	100.0%	3.0	100.0%

(v) Shares held by promoters at the end of the year

Name of Promoter	As at March 31, 2026		
	No of shares (In Mn)	% of Holding	% Change during the year
Equity Shares			
Thomas cook (India) Limted and its Nominees	3.0	100.0%	-

Name of Promoter	As at March 31, 2025		
	No of shares (In Mn)	% of Holding	% Change during the year
Equity Shares			
Thomas cook (India) Limted and its Nominees	3.0	100.0%	-

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Note 8: Reserves and surplus

Particulars	As at March 31, 2026	As at March 31, 2025
Retained Earnings	640.1	480.8
ESOP Reserve	7.7	7.7
Other Comprehensive Income	(0.6)	0.1
Total reserves and surplus	**647.2**	**488.6**

Retained Earnings

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Balance	480.8	366.2
Net Profit for the year	258.3	114.6
Dividend on Equity Shares	(99.0)	-
Items of other Comprehensive income recognised directly in retained earnings	-	-
Remeasurements of post-employement benefit obligtion, net of tax	-	-
Closing Balance	**640.1**	**480.8**

ESOP Reserve

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Balance	7.7	7.7
Capital Contribution towards ESOP Expenses	-	-
Closing Balance	**7.7**	**7.7**

ESOP Reserve
ESOP Reserve has been created for ESOPs issued by the group company - Thomas Cook (India) Limited to the employees of the company.

Other Comprehensive Income

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Balance	0.1	1.9
Remeasurements of post-employement benefit obligtion, net of tax	(0.7)	(1.8)
Closing Balance	**(0.6)**	**0.1**

Note 9: Non Current Borrowings

Particulars	Maturity Date / Terms	Coupon/ Interest Rate	As at March 31, 2026	As at March 31, 2025
ECLGS Loan*	Refer Note below	8.00%	191.2	357.5
Total Borrowing (Non-Current)			**191.2**	**357.5**

Assets pledged as a security

Particulars	As at March 31, 2026	As at March 31, 2025
Current Financial Assets		
Trade receivables	1,373.0	1,628.9
Cash and cash equivalents	506.0	121.2
Other financial assets	336.4	397.1
Other current assets	1,076.9	1,365.4
Total current assets pledged as security	**3,292.3**	**3,512.6**
Movable Property	-	-
Total Movable Property pledged as security	-	-
Total assets pledged as security	**3,292.3**	**3,512.6**

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**Refer Note 11a, INR 166.90 million is current portion of total 358.1 million ECLGS loan.*

Loan amounting to Rs. 358.1 million (net of processing fees/stamp duty) from HDFC Bank Limited is secured by way of second ranking charge over existing primary and collateral securities including mortgages created in the favour of bank and security created over the assets of the borrower purchased out of this facility. The applicable rate of interest as on balance sheet date is 8.00% p.a. However, the applicable interest rate shall change in accordance with every reset/change of the reference rate / change of reference rate or change of spread by the bank. Duration of the loan is 72 month consisting of moratorium period of initial 24 month and 48 monthly instalment after moratorium period. Interest is serviced on monthly basis.

Note 10: Employee Benefit Obligations

Particulars	As at March 31, 2026			As at March 31, 2025		
	Non Current	Current	Total	Non Current	Current	Total
Leave Entitlement	-	1.4	1.4	-	1.1	1.1
Gratuity	26.9	1.5	28.4	14.2	0.2	14.4
Employee Benefit Payables	-	7.4	7.4	-	28.3	28.3
Total	26.9	10.3	37.2	14.2	29.6	43.8

(i)Leave Obligations - Leave Entitlement

The leave obligations cover the Company's liability for earned leave.

The amount of the provision of INR 1.4 (31 March 2025 - INR 1.1) is presented as current, since the company does not have an unconditional right to defer settlement for any of these obligations. The following amounts reflect leave that is expected to be taken or paid within the next 12 months.

Particulars	As at March 31, 2026	As at March 31, 2025
Current leave obligations expected to be settled within next 12 months	1.4	1.1

(ii) Post Employment Obligations

Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

(iii) Defined contribution Plans

The Company also has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the period towards defined contribution plan is INR 4.7 mn (31 March 2025 - INR 4.5 mn).

Balance Sheet Amounts - Gratuity

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

Particulars	Present value of obligation	Fair value of plan assets	Net amount
April 1, 2024	12.4	2.2	10.2
Current service cost	1.4	-	1.4
Interest expense/(income)	0.8	0.3	0.5
Total amount recognised in profit and loss	2.2	0.3	1.9
Remeasurements			
Return on plan assets, excluding amount included in interest expense/(income)	-	(0.1)	0.1
(Gain)/loss from change in demographic assumptions	2.5		2.5
(Gain)/loss from change in financial assumptions	(0.2)		(0.2)
Experience (gains)/losses	(0.1)	-	(0.1)
Total amount recognised in other comprehensive income	2.2	(0.1)	2.3
Employer contributions	-	0.0	(0.0)
Benefit payments	(1.2)	(1.2)	-
Liabilities assumed / (settled)*	-	-	-
March 31, 2025	15.6	1.2	14.4

Particulars	Present value of obligation	Fair value of plan assets	Net amount
April 1, 2025	15.6	1.2	14.4
Current service cost	2.0	-	2.0
Past service cost	10.0	-	10.0
Interest expense/(income)	1.2	0.2	1.0
Total amount recognised in profit and loss	13.2	0.2	13.0
Remeasurements			
Return on plan assets, excluding amount included in interest expense/(income)	-	(0.1)	0.1
(Gain)/loss from change in demographic assumptions	-		-
(Gain)/loss from change in financial assumptions	(0.9)		(0.9)
Experience (gains)/losses	1.8	-	1.8
Total amount recognised in other comprehensive income	0.8	(0.1)	0.9
Employer contributions	-	-	-
Benefit payments	(0.4)	(0.4)	-
Liabilities assumed / (settled)*	-	-	-
March 31, 2026	29.3	0.9	28.4

*On Account of business inter group transfer

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The net liability disclosed above relates to funded and unfunded plans are as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
Present value of funded obligations	29.3	15.6
Fair value of plan assets	0.9	1.2
Deficit of funded plan	28.4	14.4
Unfunded plans	-	-
Deficit of gratuity plan	28.4	14.4

Significant estimates: Actuarial assumptions and sensitivity

The significant actuarial assumptions were as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
Discount rate	7.05%	6.70%
Salary growth rate	7.50%	7.50%

(iv) Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Particulars	Change in assumptions		Impact on defined benefit obligation			
			Increase in assumptions		Decrease in assumptions	
	March 31,2026	March 31,2025	March 31,2026	March 31,2025	March 31,2026	March 31,2025
Discount rate	50 basis point	50 basis point	-4.31%	-4.44%	4.61%	4.76%
Salary growth rate	50 basis point	50 basis point	4.57%	4.70%	-4.31%	-4.43%

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior year.

(v) Risk Exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below :

a) **Asset volatility-** The plan liabilities are calculated using a discount rate set with reference to bond yields, if the plan assets underperform this yield, this will create a deficit. Further any Decrease in the bond yields will increase the plan liabilities.

b) **Salary growth & Demographic assumptions-** The plan liabilities are calculated using the salary escalation and demographic assumptions which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the company that any adverse salary growth or demographic experience or inadequate returns on underlying plan assets can result in an increase in cost of providing these benefits to employees in future. Since the benefits are lumpsum in nature the plan is not subject to any longevity risks.

(vi) Defined benefit liability and employer contributions

The weighted average duration of the defined benefit obligation is 8.91 years (2025 - 9.19 years). The expected maturity analysis of undiscounted gratuity is as follows:

Particulars	Less than a year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
Post Employment Obligations as at March 31, 2026	2.4	3.4	5.8	49.7	61.3
Post Employment Obligations as at March 31, 2025	1.4	1.2	3.8	25.8	32.1

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Notes to financial statements for the year ended March 31, 2026
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11(a) Current Borrowings

Particulars	Maturity Date	Terms of Payment	Coupon/ Interest Rate	As at March 31, 2026	As at March 31, 2025
Unsecured					
ECLGS Loan	Payable on Demand		8.00%	166.9	166.9
				166.9	166.9

Note 11(b): Trade Payables

Particulars	As at March 31, 2026	As at March 31, 2025
Trade Payables		
-Dues of micro enterprises and small enterprises	60.4	11.7
-Dues of creditors other than micro enterprises and small enterprises	2,222.1	2,437.6
Total Trade Payables	2,282.5	2,449.3

Ageing for trade payables outstanding as at March 31, 2026 is as follows:

Particulars	Unbilled dues	Not Due	Less than 1 yr.	1-2 yrs.	2-3 yrs.	More than 3 yrs	Total
(i) MSME	5.3	19.4	35.7	-	-	-	60.4
(ii) Others	250.2		1,590.5	319.6	61.8	-	2,222.1
(iii) Disputed dues- MSME							-
(iv) Disputed dues- Others							-
Total	255.5	19.4	1,626.2	319.6	61.8	-	2,282.5

Ageing for trade payables outstanding as at March 31, 2025 is as follows:

Particulars	Unbilled dues	Not Due	Less than 1 yr.	1-2 yrs.	2-3 yrs.	More than 3 yrs	Total
(i) MSME	11.72		-	-	-	-	11.7
(ii) Others	296.6		2,017.1	93.6	30.3	-	2,437.6
(iii) Disputed dues- MSME							-
(iv) Disputed dues- Others							-
Total	308.3	-	2,017.1	93.6	30.3	-	2,449.3

Note: Refer Note 25 for dislosure on Micro, Small and Medium Enterprises.

Note 11(c): Other Financial Liablities

Particulars	As at March 31, 2026		As at March 31, 2025	
	Non-Current	Current	Non-Current	Current
Other Payables to Related Parties	-	-	-	0.7
Total Other Financial Liabilities	-	-	-	0.7

Note 12: Other Current Liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Statutory Dues	52.5	78.5
Total	52.5	78.5

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Notes to financial statements for the year ended March 31, 2026
(All amounts in INR Million, unless otherwise stated)

Note 13: Revenue from Operations

Particulars	For the Year ended March 31, 2026	For the Year ended March 31, 2025
Sale of Services		
- Travel and Related Services	2,746.9	3,667.9
Other Operating Income		
- Travel and Related Services	96.5	9.4
Total	2,843.4	3,677.3

Also refer note 27 for IND AS 115 disclosure

Note 14: Other Income

Particulars	For the Year ended March 31, 2026	For the Year ended March 31, 2025
Interest Income on Bank Deposits	2.9	5.2
Interest on Income tax refund	-	2.4
Claims Written back	15.7	14.5
Miscellaneous Income	21.2	3.7
Total	39.8	25.8

Note 15: Employee Benefit Expense

Particulars	For the Year ended March 31, 2026	For the Year ended March 31, 2025
Salaries Wages and Bonus	106.5	137.7
Contribution to Provident and Other Funds	4.7	4.5
Gratuity (Refer note 10)	3.1	1.9
Staff Welfare Expenses	2.1	1.7
Total	116.4	145.8

Note 16: Finance Costs

Particulars	For the Year ended March 31, 2026	For the Year ended March 31, 2025
Interest on Borrowing*	38.4	53.8
Other Finance Charges	9.5	30.5
Interest on Lease liabilty	0.2	0.1
Total	48.1	84.4

Notes: Interest on borrowing includes Bank Overdraft and ECLGS loan.

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Notes to financial statements for the year ended March 31, 2026
(All amounts in INR Million, unless otherwise stated)

Note 17: Other Expenses

Particulars	For the Year ended March 31, 2026	For the Year ended March 31, 2025
Rent (Refer note 24)	15.5	16.7
Repairs and Maintenance	21.6	37.2
Rates and Taxes	1.2	1.4
Security Services	8.8	8.0
Travelling Expenses	5.3	5.8
Legal and Professional Charges #	70.7	67.8
Printing, Stationery and Communication Cost	3.2	3.5
Bad Debt / Advances written off	5.1	59.2
Provisions for doubtful debts and Advances (net)	(0.9)	(56.7)
Advertisment Expenses	1.2	1.1
CSR Expenses (Refer note "b" below)	2.2	3.0
Miscellaneous Expenses	6.4	9.8
Total	**140.3**	**156.8**

 # Legal and Professional charges include auditors remuneration and Group Resource Cost. Refer Note "a" below:

(a): Details of payments to auditors

Particulars	For the Year ended March 31, 2026	For the Year ended March 31, 2025
Payment to auditors		
As auditor:		
-Statutory Audit	0.7	0.7
-Tax Audit	0.2	0.2
In other capacities		
-Re-imbursement of expenses	-	-
Total payments to auditors	**0.9**	**0.9**

(b): Corporate social responsibility expenditure

Particulars	For the Year ended March 31, 2026	For the Year ended March 31, 2025
(a) Gross amount required to be spent by the Company during the year	2.2	1.2
(b) Amount spent and paid during the year on	2.2	3.0
(1) Promoting Health-Care Including Preventive Health-Care And Sanitation	2.2	3.0

Note 18: Income Tax Expense

Particulars	For the Year ended March 31, 2026	For the Year ended March 31, 2025
(a) Income tax expense		
Current tax		
Current tax on profits for the year	87.4	43.2
Adjustments for current tax of prior periods	-	-
Total current tax expense	87.4	43.2
Deferred tax		
(Increase) / decrease in deferred tax assets	0.3	(3.7)
Total deferred tax charge / (credit)	0.3	(3.7)
Income tax expense	87.7	39.5

(b) The reconciliation of tax expense and the accounting profit multiplied by India's tax rate :

Particulars	For the Year ended March 31, 2026	For the Year ended March 31, 2025
Profit from continuing operations before income tax expense	346.0	154.1
Tax at the Indian tax rate of 25.168% (PY - 25.168%)	87.1	38.8
Tax effect of amounts which are not deductible(taxable) in calculating taxable income:		
CSR Expenditure	0.6	0.7
Income tax expense	87.7	39.5

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Note 19: Fair value measurements

Trade receivables, cash and cash equivalents, other financial assets, trade payables and other financial liabilities have been carried at amortised cost. The carrying amounts of these financial assets and financial liabilities are considered to be the same as their fair values due to their short-term nature. Hence, no fair value disclosures / information for these financial assets and financial liabilities has been disclosed since the carrying amount is a reasonable approximation of fair value.

Note 20: Financial risk management

(i) Risk management framework

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Company's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the policies and processes. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the management is responsible for overseeing the Company's risk assessment and management policies and processes.

(ii) 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, and arises principally from the Company's receivables from customers. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for payments that are 365 days past due as it represents its estimate of expected credit loss in respect of trade and other receivables. The Company does not have any financial assets, other than receivables from group entities, that are 365 days past due but not impaired.

Summary of the Company's exposure to credit risk by age of the outstanding from various customers including group entities is as follows:

		As at March 31, 2026	As at March 31, 2025
Past due 1–180 days		1,366.0	1,607.4
Past due 180–365 days		6.5	10.9
Past due > 365 days		2.7	15.0
		1,375.2	1,633.3

Reconciliation of loss allowance provision – Trade receivables

Reconciliation of loss allowance	Amount
Loss allowance on March 31, 2024	(7.4)
Changes in loss allowance	3.0
Loss allowance on March 31, 2025	(4.4)
Changes in loss allowance	2.3
Loss allowance on March 31, 2026	(2.1)

Expected credit loss assessment for customers as at March 31, 2026 and March 31, 2025
Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. As Company's customer is mainly its holding company and few corporate customers (for whom based on information available in the public domain about there credibility/financial performance no impairment indicator exist) hence impairment of trade receivables do not reflect any significant credit losses. Considering the duration of the operations and given that the macro economic indicators affecting customers of the Company have not undergone any substantial change, the Company expects the historical trend to continue. Further, management believes that the unimpaired amounts that are past due by more than 30 days are still collectible in full, based on historical payment behavior and extensive analysis of customer credit risk.

Cash and cash equivalents
The Company held cash and cash equivalents with credit worthy banks and financial institutions of INR 506.0 million and INR 121.2 million as at March 31, 2026 and March 31, 2025 respectively. The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be good.

(iii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, 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 risk to the Company's reputation.

The Company had working capital of INR 692.1 mn as at March 31, 2026 and INR 743.9 mn as at March 31, 2025.

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Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

		Contractual cash flows				
March 31, 2026	Carrying amount	Total	1 year	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Trade payables	2,282.5	2,282.5	2,282.5	-	-	-
Other financial liabilities	-	-	-	-	-	-
Total	2,282.5	2,282.5	2,282.5	-	-	-

		Contractual cash flows				
March 31, 2025	Carrying amount	Total	1 year	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Trade payables	2,437.6	2,437.6	2,437.6	-	-	-
Other financial liabilities	0.7	0.7	0.7	-	-	-
Total	2,438.3	2,438.3	2,438.3	-	-	-

(iv) Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates and foreign currency exchange rates) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short term and long-term debt. The Company is not exposed to any market risk-sensitive financial instruments, foreign currency risk and interest rate risk since it does not have any investments in securities, foreign currency receivables and payables or debts.

Note 21: Capital management

The Company's objective for Capital management is to maximise shareholder's value and support the strategic objectives of the Company. The Company determines the capital requirements based on its financial performance, operating and long term investment plans. The funding requirements are met through operating cash flows.

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Notes to financial statements for the year ended March 31, 2026
(All amounts in INR Million, unless otherwise stated)

Note 22: Related Party Transactions

(a) Parent Entities:

The Company is controlled by the following entities:

Name of Related Parties	Relationship	Place of Business/ Country of Incorporation	Ownership Interest (%)	
			As at March 31, 2026	As at March 31, 2025
Fairfax Financial Holdings Limited	Ultimate Holding	Canada	63.83%	63.83%
Thomas Cook (India) Limited, India	Parent entity	India	100%	100%

(b) Names of related parties and related party relationship:

Name of Related Parties	Relationship	Place of Business/ Country of Incorporation
Fairfax Financial Holdings Limited	Ultimate Holding	Canada
Thomas Cook (India) Limited	Parent entity	India
SOTC Travel Limited	Fellow Subsidiary	India
Travel Corporation (India) Limited	Fellow Subsidiary	India
Sterling Holidays Resort Group	Fellow Subsidiary	India
Sumit Maheshwari	Non-Executive Director of Holding Company	India

(c) Non-Executive Director

Particulars
Mr. Mahesh Iyer (w.e.f. 30th January, 2025)
Mr. Vishal Suri (w.e.f. 30th January, 2025)
Mr. Debasis Nandy
Mr. R.R. Kenkare
Mr. Abraham Alapatt (till 30th January, 2025)
Ms. Mona Cheriyan

(d) Transactions with related parties

The following transactions occurred with related parties:

Nature of transaction	For the Year ended March 31, 2026	For the Year ended March 31, 2025
(i) Holding Company		
Thomas Cook (India) Limited		
- Dividend Paid on Equity Shares	99.0	-
- Sale of Services	1,693.6	2,746.7
- Air Ticket Transactions*	18,959.2	19,174.1
- Facilities and Support Services Availed	81.2	98.9
- Corporate Gurantee fees	0.2	0.2
- Commission expense	461.2	380.0
- Expenses Reimbursed	1.9	0.8
*Only commission income on Air Ticket transactions is part of the Revenue from Operation.		
(ii) Fellow subsidiaries		
SOTC Travel Limited		
- Sale of Services	752.1	565.4
- Air Ticket Transactions*	743.8	842.4
- Commission expense	100.0	72.8
- Expenses Reimbursed	0.0	0.3
- Expenses Recovered	-	0.2
Sterling Holidays Resort Group		
- Facilities and Support Services Availed	24.7	11.5
Travel Corporation (India) Limited		
- Facilities and Support Services Availed	5.9	-
- Expenses Reimburse	0.1	-
(iii) Transaction with Other Parties		
Sumit Maheshwari		
- Travel Services Availed	-	0.3

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(c) Outstanding balances arising from sale and purchase of goods and services

The following balances are outstanding at the end of the reporting period in relation to transactions with related parties:

Particulars	As at March 31, 2026	As at March 31, 2025
Trade Payables		
Thomas Cook (India) Limited	143.4	256.5
SOTC Travel Limited	52.9	43.8
Sterling Holidays Resort Group	2.7	3.1
Travel Corporation (India) Limited	0.3	1.0
Other Payables /(Receivables)		
Thomas Cook (India) Limited	(13.8)	(139.4)
Total payables to related parties	**185.5**	**165.0**

Particulars	As at March 31, 2026	As at March 31, 2025
Trade Receivables		
Thomas Cook (India) Limited	1,252.1	1,524.4
SOTC Travel Limited	53.8	33.0
Other Receivables		
TC Visa Services (India) Limited	0.1	-
Borderless Travel Services Ltd	0.1	0.1
Total receivables from related parties	**1,306.1**	**1,557.5**

Note 23: Earnings Per Share

Particulars	For the year ended March 31,2026	For the year ended March 31, 2025
Net Profit attributable to equity shareholders	258.3	114.6
Weighted average number of outstanding shares	3.0	3.0
(a) Basic earnings per share		
Attributable to the equity holder of the company	86.1	38.2
(b) Diluted earnings per share		
Attributable to the equity holder of the company	86.1	38.2

(c) Reconciliation of earnings used in calculating earnings per share

Particulars	For the year ended March 31,2026	For the year ended March 31, 2025
Basic earnings per share	86.1	38.2
Profits attributable to the equity holders of the company used in calculating basic earnings per share	258.3	114.6
Profits attributable to the equity holders of the company used in calculating diluted earnings per share	258.3	114.6

(d) Weighted average number of shares used as the denominator

Particulars	For the year ended March 31,2026	For the year ended March 31, 2025
Weighted average number of equity shares used as the denominator in calculating basic earning per share	3.0	3.0
Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earning per share	3.0	3.0

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Notes to financial statements for the year ended March 31, 2026
(All amounts in INR Million, unless otherwise stated)

Note 24: Leases

The following is the movement in lease liabilities during the year ended March 31, 2026:

Particulars	Amount
Balance as at March 31, 2025	0.6
Interest on lease liabilities	0.2
Addition during the year	1.7
Payment of lease liabilities	(0.8)
Balance as at March 31, 2026	1.7
Classification as	
Non current	1.4
Current	0.3

Below are the contractual maturities of lease liabilities as of March 31, 2026 on an undiscounted basis:

Particulars	Amount
Less than one year	0.3
One to Five years	1.4
More than Five year	-

Rental expense recognised for short-term leases and low value leases for the year ended March 31,2026	15.5
Interest on Lease Liability	0.2
Depreciation on ROU Assets	0.7

Note 25: Micro, Small and Medium Enterprises

	March 31, 2026	March 31, 2025
a. The amounts remaining unpaid to Micro and Small Suppliers as at the end of the year.		
-- Principal	60.4	11.7
-- Interest	-	-
b. Interest paid by the company in terms of section 16 of the micro, small and medium enterprises development act 2006 along with the amount of the payment made to the supplier beyond the appointed day	-	-
c. Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under Micro, small and medium enterprises act, 2006	-	-
d. Interest accrued and remaining unpaid	-	-
e. Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-
Total outstanding dues of micro enterprises and small enterprises (as per the intimation received from vendors	60.4	11.7

Note 26: Segment Information

Based on the "management approach" as defined in Ind AS 108, the Chief Operating Decision Maker (CODM), comprises of Directors and Senior management, evaluates the Company's performance and reviews the segment business. The Company is primarily engaged in a single segment business of 'Travel related services'. All assets of the Company are domiciled in India and the Company earns majority of its revenue from its operations in India.

Note 27 - IND AS 115 'Revenue from Contracts with Customers':

As per Ind AS 115 'Revenue from Contracts with Customers' revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for services to a customer.

i) Details of revenue from contracts with customers recognised by the Company, net of indirect taxes, in its Statement of Profit and Loss.

Particulars	For the Year ended March 31, 2026	For the Year ended March 31, 2025
Travel and Related Services	2,843.4	3,677.3
	2,843.4	3,677.3

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ii) Disaggregate Revenue

The following table presents Company revenue disaggregated by type of revenue stream and by geography:

Revenue based on geography

Particulars	For the Year ended March 31, 2026	For the Year ended March 31, 2025
India	2,631.1	3,492.3
Overseas	212.2	185.0
	2,843.4	3,677.3

Revenue based on product and services

Particulars	For the Year ended March 31, 2026	For the Year ended March 31, 2025
Travel and Related Services	2,843.4	3,677.3
	2,843.4	3,677.3

Note 28: Gratuity - Exceptional charge

Effective 21 November 2025, the Government of India consolidated 29 existing labour regulations into four Labour codes, namely, The Code on Wages, 2019, The Industrial Relations Code, 2020, The Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020, collectively referred to as the 'New Labour Codes'. The Ministry of Labour & Employment has published draft Central Rules and FAQs to enable assessment of the financial impact due to notification of New Labour Codes.

Based on the requirements of New Labour Codes and relevant Accounting Standards, the Company has estimated the liability for employee benefits, which has resulted in an incremental expense on account of recognition of past service costs. Considering the material, one-time nature of the incremental amount, the Company has presented the same as an 'Exceptional Item' in the standalone financial results for the year ended 31 March 2026 amounting to Rs. 10 Mn, on the basis of guidance provided by ICAI.

The Company continues to monitor the finalisation of Central / State Rules and clarifications from the Government on other aspects of the Labour Code and would provide appropriate accounting effect on the basis of such developments, if any, in subsequent periods.

Note 29:

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

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Notes to financial statements for the year ended March 31, 2026
(All amounts in INR Million, unless otherwise stated)

Note 30: Key Financial Ratios

	Financial performance ratios	Numerator	Denominator	2025-26	2024-25	% Change
A	**Performance Ratios**					
	Net Profit ratio (in %) (i)	Profit after tax	Revenue from operations	9.1%	3.1%	191%
	Net Capital Turnover Ratio (in times)	Revenue from operations	Closing working capital	4.1	4.9	-17%
	Return on Capital Employed (in %) (ii)	Profit before interest and tax	Closing capital employed	47.3%	27.7%	71%
	Return on Equity ratio (in %) (iii)	Profit after tax	Closing shareholder's equity	38.1%	22.1%	73%
	Return on Investment	Income Generated from invested funds	Average invested funds in market	NA	NA	
	Debt Service Coverage ratio (in times) (iv)	Profit before interest, tax and , Depreciation and amortisation	Closing Debt Service	1.1	0.5	147%
B	**Leverage Ratios**					
	Debt- Equity Ratio (in Times) (v)	Debt consists of borrowings and lease liabilities	Total Equity	0.5	1.0	-48%
C	**Liquidity Ratios**					
	Current ratio (in times)	Total Current Assets	Total Current Liabilities	1.3	1.3	0%
D	**Activity Ratio**					
	Inventory Turnover ratio	Cost of goods sold	Closing inventory	NA	NA	NA
	Trade Receivable Turnover Ratio (vi)	Revenue from operations	Average current trade receivables	1.9	2.8	-32%
	Trade Payable Turnover Ratio (vii)	Cost of goods sold	Average trade payable	0.9	1.6	-40%

Reason for Variance

i Significant improvement in profitability due to better margins and reduced operational costs compared to prior year.
ii Higher EBIT relative to capital employed is on account of efficient use of capital resources and improved operating performance.
iii Increased net profit for the year resulted in higher returns for shareholders relative to equity invested.
Iv Improved EBITDA and reduced debt service obligations have strengthened the company's ability to service its debt.
v Debt-Equity ratio improved significantly due to repayment of ECLGS loan during the year, reducing leverage.
vi Due to reduction in revenue during current year.
vii Due to decrease in cost of goods sold.

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Notes to financial statements for the year ended March 31, 2026
(All amounts in INR Million, unless otherwise stated)

Note : 31 Contingent liabilities

Contingent Liabilities and Commitments (to the extent not provided for)

Contingent liabilities	March 31, 2026	March 31, 2025
a. Disputed GST Demands	19.6	19.6
b. Disputed Income Tax Demands	7.1	7.1

a) It is not practicable for the company to estimate the timing of cash flows, if any, in respect of the above pending resolution of the respective proceedings.
b) The company does not expect any reimbursement in respect of the above contingent liabilities.

Note : 32 Capital Commitments

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

Particulars	March 31, 2026	March 31, 2025
Estimated value of contracts on capital account remaining to be executed	-	-

Note : 33 Struck Off Company

Given below the list of vendors whose name are struck off from the register under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

Struck of parties for the year ended 31st March 2026

Name of the Struck off Company	Nature of transactions	Balance Outstanding as on 31st March 2026
Track India Pvt. Ltd.	Air ticket	-
Ih India Heritage Hotels And Resorts Private Limited	Hotel books for event management	0.0
Ahana Hospitality LLP	Hotel books for event management	-

Struck of parties for the year ended 31st March 2025

Name of the Struck off Company	Nature of transactions	Balance Outstanding as on 31st March 2025
Baragarh Resort And Spa Private Limited	Hotel books for event management	(0.0)
Harsh Travels Company Pvt Ltd	Air ticket	2.2
Ladakh Trip India Private Limited	Air ticket	-0.6

Note 34: Additional Regulatory Information detailed in clause 6Y of General Instructions given in Part I of Division II of the Schedule III to the Companies Act, 2013 are furnished to the extent applicable to the Company.

Note 35: The Board of Directors, at its meeting held on 20 June, 2025 declared a interim dividend of INR 33 per ordinary share of INR 10 each and paid as on 24 June, 2025 for the Financial Year 2025-26.

Note 36: Previous year's figures has been regrouped/rearranged wherever necessary to confirm with current year's figure.

Signatures to Notes 1 to 36 form an integral part of the financial statements.

As per our report of even date
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

Atul Shah
Partner
Membership No. 039569

08-May-2026
Place: Mumbai

G. M. KAPADIA & CO. ★ MUMBAI ★ Chartered Accountants

For and on behalf of the Board of Directors

Mahesh Iyer
Director
DIN: 07560302

08-May-2026
Place: Mumbai

Vishal Suri
Director
DIN No.06413771

08-May-2026
Place: Mumbai

G. M. KAPADIA & CO.
(REGISTERED)
CHARTERED ACCOUNTANTS
1007, RAHEJA CHAMBERS, 213, NARIMAN POINT, MUMBAI 400 021. INDIA
PHONE : (91-22) 6611 6611 FAX : (91-22) 6611 6600

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF BORDERLESS TRAVEL SERVICES LIMITED

Report on Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **BORDERLESS TRAVEL SERVICES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of material accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("the Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, its profit (including other comprehensive income), its changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of standalone financial statements in accordance with the Standards on Auditing ("the SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics issued by ICAI. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in report of the board of directors, but does not include the standalone financial statements and our report thereon. The report of board of directors is expected to be made available to us after the date of this report.

G.M. KAPADIA & CO. MUMBAI Chartered Accountants

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The Company's Management and the Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone 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.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

G.M. KAPADIA & CO. ★ MUMBAI ★ Chartered Accountants

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

- Identify and assess the risks of material misstatement of the standalone 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. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of section 143(11) of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, we report that:

G.M. KAPADIA & CO. MUMBAI Chartered Accountants

(i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

(ii) In our opinion and to the best of our information and according to the explanations given to us, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(iii) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account;

(iv) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act, read with relevant rules issued thereunder and relevant provisions of the Act;

(v) On the basis of the written representations received from the directors as on March 31, 2026 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of section 164(2) of the Act;

(vi) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";

(vii) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid remuneration to its directors during the year. Accordingly, the provisions of section 197 of the Act are not applicable to the Company;and

(viii) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

a) The Company does not have any pending litigations, which would impact the financial position of the Company;

b) The Company did not have any material foreseeable losses on long-term contracts including derivative contracts;

c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;

d) (i) The management has represented that, to the best of its knowledge and belief, as stated in note no.23 no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources

G.M. KAPADIA & CO. MUMBAI Chartered Accountants

or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii) The management has represented, that, to the best of its knowledge and belief, as stated in note no.23 no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(iii) Based on the audit procedures performed by us that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) above, contain any material mis-statement;

e) The Company has neither declared nor paid any dividend during the year; and

f) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and that has operated throughout the year for all relevant transactions recorded in the software. . Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with and has been preserved by the company in accordance with statutory record retention requirements to the extent it was enabled and recorded in the prior year.

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

G.M. KAPADIA & CO. ★ MUMBAI ★ Chartered Accountants

Atul Shah
Partner
Membership No. 039569
UDIN:26039569YNKTWC8957

Place: Mumbai
Dated: June 04, 2026

Annexure A to the Independent Auditor's Report

Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" of our report on even date to the members of the Company on standalone financial statements for the year ended March 31, 2026 :

To the best of our information and according to the explanation provided to us by the Company and the books of account and records examined by us in the normal course of our audit, we state that:

(i) (a) to (d) The Company does not have any property, plant and equipment and hence provision of paragraph 3(i)(a) to (d) of the Order is not applicable; and

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The Company's nature of operation does not require it to hold inventories. Consequently, paragraph 3(ii)(a) of the Order regarding physical verification of inventories and maintenance of records is not applicable; and

(b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions and hence reporting under paragraph 3(ii)(b) of the Order is not applicable.

(iii) (a) to (f) During the year, the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, reporting under paragraph 3(iii)(a) to (f) of the Order is not applicable to the Company.

(iv) The Company has not granted any loan, made investment or provided guarantee or security to the parties covered under section 185 and 186 of the Act. Therefore, paragraph 3(iv) of the Order is not applicable to the Company.

(v) The Company has not accepted deposits from the public and therefore, the provisions of section 73 to 76 or any other relevant provisions of the Act and rules framed thereunder are not applicable to the Company. We have been informed that no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal in this regard.

(vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Act, for the business activities carried out by the Company. Hence, reporting under paragraph 3(vi) of the Order is not applicable.

G.M. KAPADIA & CO. MUMBAI Chartered Accountants

(vii) (a) The Company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, and any other statutory dues, as applicable, to the appropriate authorities. According to the information and explanations given to us and based on verification carried out by us on test basis, there are no arrears of statutory dues outstanding as on the last day of the financial year concerned for a period of more than six months from the date, they became payable; and

(b) There are no such statutory dues as referred to in sub- paragraph (a) above which have not been deposited with the concerned authorities as on March 31, 2026, on account of dispute.

(viii) There are no transaction which are not recorded in the books of accounts and have been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix) (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under paragraph 3(ix)(a) of the Order is not applicable to the Company;

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority;

(c) The Company has not taken any terms loan. Accordingly, reporting under paragraph 3(ix)(c) of the Order is not applicable to the Company;

(d) The Company has not raised any funds on short-term basis. Accordingly, the reporting under paragraph 3(ix)(d) of the Order is not applicable to the Company;

(e) & (f) The Company does not have any subsidiaries, associates or joint ventures. Accordingly, the reporting under paragraph 3(ix)(e) and (f) of the Order is not applicable.

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under paragraph 3(x)(a) of the Order is not applicable to the Company; and

(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the current financial year. Accordingly, the reporting under paragraph 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) We have neither come across any instance of fraud by the Company or any material instance of fraud on the Company by its officers or employees, noticed or reported during the year;

(b) No report under section 143(12) of the Act has been filed during the year by the auditors in Form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government; and

(c) There are no whistle blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and hence reporting under paragraph 3(xii) of the Order is not applicable.

(xiii) In our opinion, the Company is in compliance with section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc., as required by the applicable accounting standards.

(xiv) (a) & (b) The Company does not have an internal audit system and is not required to have an internal audit system as per provisions of the Act.

(xv) The Company has not entered into any non-cash transaction with directors. We have been informed that no such transactions have been entered into with persons connected with directors.

(xvi) (a) to (c) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under paragraph 3(xvi) (a), (b) and (c) of the Order is not applicable; and

(d) The Group does not have any CIC as part of the Group as per definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence the reporting under paragraph 3(xvi)(d) of the Order is not applicable.

(xvii) The Company has incurred cash losses amounting to Rs.14.8 Lakhs during the financial year covered by our audit and Rs.15.9 Lakhs in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly reporting under paragraph 3(xviii) of the Order is not applicable.

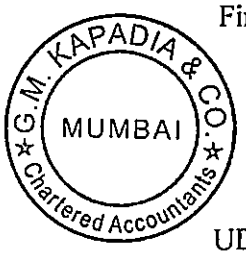
(xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, in our opinion though material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date, management has represented and as stated in the Note 21 to the financial statements that, the Holding Company has undertaken to provide financial support that may be required in Company's obligation towards third parties.

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

(xx) Based on the audit procedures performed by us, the provisions of sub-section (5) and (6) of section 135 of Act are not applicable to the Company. Accordingly, the reporting under paragraph 3(xx)(a) and (b) of the Order is not applicable to the Company.

(xxi) The Company does not have subsidiary, associate or joint venture hence is not required to prepare consolidated financial statements. Accordingly, reporting on paragraph 3(xxi) of the Order is not applicable.

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W



Atul Shah
Partner
Membership No. 039569
UDIN:26039569YNKTWC8957

Place: Mumbai
Dated: June 04, 2026

Annexure B to the Independent Auditor's Report
Referred to in paragraph 2(vi) under "Report on Other Legal and Regulatory Requirements" of our report on even date to the members of the Company on standalone financial statements for the year ended March 31, 2026

Opinion

We have audited the internal financial controls with reference to standalone financial statements of the Company as of March 31, 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2026 based on the internal controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note. on Audit of Internal Financial Controls over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI").

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for Internal Financial Controls

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to the Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

G.M. KAPADIA & CO. ★ MUMBAI ★ Chartered Accountants

Atul Shah
Partner
Membership No. 039569
UDIN:26039569YNKTWC8957

Place: Mumbai
Dated: June 04, 2026

Borderless Travel Services Limited
Balance Sheet as at March 31, 2026

(Amount in Lacs)

Particulars	Notes	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-Current Assets			
Deferred Tax Assets	3	70.3	74.6
Total Non-Current Assets		70.3	74.6
Current assets			
Financial Assets			
Cash & Cash Equivalents	4	0.4	0.7
Other current assets	5	0.6	1.4
Income Tax Assets		2.7	2.7
Total Current Assets		3.7	4.8
TOTAL ASSETS		74.0	79.4
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	6	0.5	0.5
Other equity			
-Reserve & surplus	7	(200.5)	(213.4)
Total Equity		(200.0)	(212.9)
LIABILITIES			
Non-Current liabilites		-	-
Current liabilities			
Financial liabilities			
- Loans	8	185.6	174.0
- Other financial liabilities	8	88.4	114.6
Other current liabilities	9	-	3.7
Total current liabilities		274.0	292.3
TOTAL LIABILITIES		274.0	292.3
TOTAL EQUITY AND LIABILITIES		74.0	79.4

The above balance sheet should be read in conjunction with the accompanying notes.

As per our report of even date.
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

Atul Shah
Partner
Membership No. 039569

Date: 4th June 2026
Place: Mumbai

G.M. KAPADIA & CO. MUMBAI Chartered Accountants

For and on behalf of the Board of Directors

Amit Madhan
Director
DIN: 06646076

Date: 4th June 2026
Place: Mumbai

Abraham Alapatt
Director
DIN: 06809421

Date: 4th June 2026
Place: Mumbai

Borderless Travel Services Limited
Statement of Profit And Loss for the year ended March 31, 2026

(Amount in Lacs)

Particulars	Notes	For the year ended March 31,2026	For the year ended March 31,2025
Income			
Revenue from Operations		-	-
Other income	10	32.1	-
Total income		32.1	-
Expenses			
Finance Cost	11	11.6	13.0
Other expenses	12	3.2	2.9
Total expenses		14.8	15.9
Profit / (Loss) before tax		17.2	(15.9)
Less : Tax expense			
Current tax	13	-	-
Deferred tax	13	4.3	(4.0)
Total tax expenses		4.3	(4.0)
Profit / (Loss) for the year (A)		12.9	(11.9)
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations		-	-
Income tax relating to items that will not be reclassified to profit or loss		-	-
Total other comprehensive income for the year, net of taxes (B)		-	-
Total comprehensive income for the year (A+B)		12.9	(11.9)
Earnings per equity share (Face value of INR 10 each)			
- Basic earnings per share (In INR)	18	257.9	(238.3)
- Diluted earnings per share (In INR)		257.9	(238.3)

The above statement of profit and loss should be read in conjunction with the accompanying notes.

As per our report of even date.
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

Atul Shah
Partner
Membership No. 039569

Date: 4th June 2026
Place: Mumbai

G.M. KAPADIA & CO. MUMBAI Chartered Accountants

For and on behalf of the Board of Directors

Amit Madhan
Director
DIN: 06646076

Date: 4th June 2026
Place: Mumbai

Abraham Alapatt
Director
DIN: 06809421

Date: 4th June 2026
Place: Mumbai

Borderless Travel Services Limited
Notes to financial statements for the year ended March 31, 2026

STATEMENT OF CHANGES IN EQUITY

(A) Equity share capital (Amount in Lacs)

Particulars	Amount
Balance as at April 1, 2024	0.5
changes in equity share capital during the year	-
Balance as at March 31, 2025	0.5
changes in equity share capital during the year	-
Balance as at March 31, 2026	0.5

(B) Other Equity

	Reserves & Surplus	
Particulars	Retained Earnings	Total Reserve & Surplus
Balance as at April 1, 2024	(201.5)	(201.5)
Profit/(Loss) for the year	(11.9)	(11.9)
Other Comprehensive Income	-	-
Total Comprehensive Income for the year	-	-
Balance at the March 31, 2025	(213.4)	(213.4)
Profit/(Loss) for the year	12.9	12.9
Other Comprehensive Income	-	-
Total Comprehensive Income for the year	-	-
Balance as at March 31, 2026	(200.5)	(200.5)

The above statement of changes in equity should be read in conjunction with the accompanying notes.

As per our report of even date.
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

Atul Shah
Partner
Membership No. 039569

Date: 4th June 2026
Place: Mumbai

G. M. KAPADIA & CO. ★ MUMBAI ★ Chartered Accountants

For and on behalf of the Board of Directors

Amit Madhan
Director
DIN: 06646076

Date: 4th June 2026
Place: Mumbai

Abraham Alapatt
Director
DIN: 06809421

Date: 4th June 2026
Place: Mumbai

Borderless Travel Services Limited
Statement of Cash Flows for the year ended March 31, 2026

(Amount in Lacs)

Particulars	Note	Year ended March 31, 2026	Year ended March 31, 2025
A) Cash flow from operating activities			
Profit / (Loss) before income tax		17.2	(15.9)
Adjustments for:			
Interest Expenses		11.6	13.0
Operating profit before changes in operating assets and liabilities		28.8	(2.9)
Change in operating assets and liabilities:			
Increase/(Decrease) in Other financial Liabilities		(26.2)	32.2
Increase/(Decrease) in Other Liabilities		(3.7)	(29.3)
(Increase)/ Decrease in Other Assets		-	-
(Increase)/ Decrease in Other Financial Assets		0.8	0.0
Cash generated from operations		(0.3)	(0.0)
Income taxes paid		-	-
Net cash (outflow) from operating activities		(0.3)	(0.0)
B) Cash flow from investing activities:			
Loan received		-	-
Net cash inflow / (outflow) from investing activities		-	-
C) Cash flow from financing activities:			
Interest paid		-	-
Net cash inflow / (outflow) from investing activities		-	-
Net (decrease) / increase in cash and cash equivalents		(0.3)	(0.0)
Add: Cash and cash equivalents at the beginning of the financial year		0.7	0.7
Cash and cash equivalents at the end of the year		0.4	0.7

Reconciliation of Cash Flow statements as per the cash flow statement	Year ended March 31, 2026	Year ended March 31, 2025
Cash Flow statement as per above comprises of the following		
Cash and cash equivalents	0.4	0.7
Balances as per statement of cash flows	0.4	0.7

Notes :
1. The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Indian Accounting Standard (Ind AS-7) on Statement of Cash Flow as notified under Companies (Acounts) Rules, 2015.
2. The above statement of Cash flow should be read in conjunction with the accompanying notes.

As per our report of even date
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

G. M. KAPADIA & CO. ★ MUMBAI ★ Chartered Accountants

Atul Shah
Partner
Membership No. 039569

Date: 4th June 2026
Place: Mumbai

For and on behalf of the Board of Directors

Amit Madhan
Director
DIN: 06646076

Date: 4th June 2026
Place: Mumbai

Abraham Alapatt
Director
DIN: 06809421

Date: 4th June 2026
Place: Mumbai

General Information

Borderless Travel Services Limited was incorporated on August 25, 2015. The Company is a wholly owned subsidiary of Thomas Cook (India)

1 Material Accounting Policies

1.1 Basis of preparation of financial statements

(a) Statement of compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') In accordance with proviso of the Rule 4A of Companies Accounting Rules, 2014, the terms used in these financial statements are in accordance with the definitions and other requirements specified in the applicable Accounting standards as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with rule 4 of the Companies (Indian Accounting standards) Rules, 2015 that are notified and effective as at March 31, 2025.
This financial statements for the year ended March 31, 2026 has prepared under Ind AS.

Current V/s Non-Current

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the rendering of services and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current-noncurrent classification of assets and liabilities.

1.2 Provisions and contingent liabilities

Provisions are recognised when the entity has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. Provisions are not recognised for future operating losses. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small. Provisions are measured at the present value of management's best estimate of the expenditure require to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Entity or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

1.3 Cash and Cash Equivalents

In the cash flow statement, Cash and Cash Equivalents includes Cash on Hand, Cheques/Drafts on Hand, Remittances in Transit, Balances with Bank held in Current Account and Demand Deposits with maturities of three months or less. Bank overdrafts are repayable on demand and form an integral part of an entity's cash management, and are included as a component of cash and cash equivalents.

1.4 Earnings per share

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, and excluding treasury shares other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.
Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account
• The after income tax effect of interest and other financing costs associated with dilutive potential equity shares,
• The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.
The diluted potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (that is the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date.

Borderless Travel Services Limited

Material Accounting Policies *(continued)*

1.5 **Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest rupees or decimals thereof as per the requirement of schedule III (division II), unless otherwise stated.

2 **Critical Accounting Estimates and Judgements:**

The preparation of Standalone Financial Information requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also need to exercise judgment in applying the group's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the Restated Standalone Financial Information.

Critical estimates and Judgements

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

Borderless Travel Services Limited

Borderless Travel Services Limited
Notes forming part of the Financial Statements for the year ended March 31, 2026

Note 3: Deferred Tax Assets:

The balance comprises of temporary differences attributable to (Amount in Lacs)

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred Tax on Business Losses	70.3	74.6
Total Deferred Tax Assets	70.3	74.6

Note 4: Financial Assets - Cash and cash equivalents

(Amount in Lacs)

Particulars	As at March 31, 2026	As at March 31, 2025
Balances with banks :		
In current accounts	0.4	0.7
Total Cash and cash equivalents	0.4	0.7

Note 5: Other current assets

(Amount in Lacs)

Particulars	As at March 31, 2026	As at March 31, 2025
Balance with Govt Authorities	0.6	1.4
Total Other Current Assets	0.6	1.4

Borderless Travel Services Limited

Borderless Travel Services Limited
Notes forming part of the Financial Statements for the year ended March 31, 2026

Note 6: Equity Share Capital

Equity Share capital (Amount in Lacs)

Particulars	No of Shares	Amount
AUTHORISED		
As at April 1, 2024	10,00,000	100
Increase during the year	-	-
As at March 31, 2025	10,00,000	100
Increase during the year	-	-
As at March 31, 2026	10,00,000	100

(i) Movement in Equity Share Capital during the Year

Particulars	No of Shares	Amount
As at April 1, 2024	5,000	0.5
Add: No of Shares issued during the year	-	-
As at March 31, 2025	5,000	0.5
Add: No of Shares issued during the year	-	-
As at March 31, 2026	5,000	0.5

(ii) Terms and rights attached to shares

The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the residual assets of the Company after distribution to all secured creditors, if any, of all preferential amounts, in proportion to their dues.

(iii) Shares of the company held by Holding Company

Particulars	As at March 31, 2026			As at March 31, 2025		
	No of Shares	Amount	% change during the year	No of Shares	Amount	% change during the year
Equity Shares						
Thomas cook (India) Limited (Holding Company) and its Nominees	5,000	0.5	-	5,000	0.5	-

(iv) Shareholding Pattern (Shareholders holding 5% or more shares in the Company)

Category of Shareholder	As at March 31, 2026			As at March 31, 2025		
	No of Shares	% of Holding	% change during the year	No of Shares	% of Holding	% change during the year
Equity Shares						
Thomas cook (India) Limited (Holding Company) and its Nominees	5,000	100%	-	5,000	100%	-

(v) Shares held by promoters at the end of the year

Category of Shareholder	As at March 31, 2026			As at March 31, 2025		
	No of Shares	% of Holding	% change during the year	No of Shares	% of Holding	% change during the year
Equity Shares						
Thomas cook (India) Limited (Holding Company) and its Nominees	5,000	100%	-	5,000	100%	-

Borderless Travel Services Limited

Borderless Travel Services Limited
Notes forming part of the Financial Statements for the year ended March 31, 2026

Note 7: Reserves and surplus

(Amount in Lacs)

Particulars	As at March 31, 2026	As at March 31, 2025
Retained Earnings	(200.5)	(213.4)
Total Reserves and Surplus	(200.5)	(213.4)

Retained Earnings

(Amount in Lacs)

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Balance	(213.4)	(201.5)
Net Profit / (Loss) for the year	12.9	(11.9)
Items of other Comprehensive income recognised directly in retained earnings	-	-
Closing Balance	(200.5)	(213.4)

Note 8: Financial Liablities

(Amount in Lacs)

Particulars	As at March 31, 2026	As at March 31, 2025
Loan from Related Party	185.6	174.0
Total (A)	185.6	174.0
Other Financial Liabilities		
Payable to Related Party	71.8	98.4
Liabilities against expense	16.6	16.2
Total (B)	88.4	114.6
Total Other Financial Liablities (A+B)	274.0	288.6

Note 9: Other Current Liabilities

(Amount in Lacs)

Particulars	As at March 31, 2026	As at March 31, 2025
Statutory Dues	-	2.0
Other Payables	-	1.7
Total	-	3.7

Borderless Travel Services Limited

Borderless Travel Services Limited
Notes forming part of the Financial Statements for the year ended March 31, 2026

Note 10 : Other Income (Amount in Lacs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Amounts Written Back	32.1	-
Total	32.1	-

Note 11 : Finance Costs (Amount in Lacs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest Expense	11.6	13.0
Total	11.6	13.0

Note 12 : Other Expenses

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Legal and Professional Charges #(Refer note below "a")	0.9	0.8
Rent	2.3	2.1
Total	3.2	2.9

Legal and Professional charges include auditors remuneration

(a): Details of payments to auditors

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Payment to auditors		
As auditor:		
-Statutory Audit	0.4	0.4
-Tax Audit	-	-
In other capacities		
-Re-imbursement of expenses	-	-
Total payments to auditors	0.4	0.4

Note 13: Income Tax Expense

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(a) Income tax expense		
Current tax		
Current tax on profits for the year	-	-
Adjustments for current tax of prior periods	-	-
Total current tax expense	-	-
Deferred tax		
(Increase) / decrease in deferred tax assets	4.3	(4.0)
Total deferred tax credit	4.3	(4.0)
Income tax expense	4.3	(4.0)

(b) The reconciliation of tax expense and the accounting profit multiplied by India's tax rate :

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Profit from continuing operations before income tax expense	17.2	(15.9)
Tax at the Indian tax rate of 25.17% (PY - 25.17%)	4.3	(4.0)
Tax effect of amounts which are not deductible(taxable) in calculating taxable income:		
Allowance under section 43 (B)	(1.6)	-
CSR Expenditure	-	-
Set Off of Losses	(2.8)	-
Carried forward of current year losses	-	4.0
Current tax expense	-	-

Borderless Travel Services Limited

Note 14: Fair value measurements

Trade receivables, cash and cash equivalents, other financial assets, trade payables, and other financial liabilities have been carried at amortised cost. The carrying amounts of these financial assets and financial liabilities are considered to be the same as their fair values due to their short-term nature. Hence, no fair value disclosures / information for these financial assets and financial liabilities has been disclosed since the carrying amount is a reasonable approximation of fair value.

Note 15: Financial risk management

Being a non - operating company, the company is not exposed to any kind of risk.

Note 16: Capital management

The Company's objectives when managing capital (consisting of equity capital and unremitted profit in the financial statements) are to safeguard its ability to continue as a going concern, so it can continue to provide services for the holding company and related entities and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or change the capital structure, the Company may adjust the amount of profits for remittance to holding company, return equity capital, or require holding company to infuse additional capital to support its operations.

There are no externally imposed capital requirements on the Company.

The Company has not proposed any Dividend for the year ended March 31, 2026 and March 31, 2025.

Borderless Travel Services Limited

Borderless Travel Services Limited
Notes forming part of the Financial Statements for the year ended March 31, 2026

Note 17: Related Party Transactions

(a) Parent Entities

The Company is controlled by the following entity:

Name	Type	Place of Incorporation	Ownership Interest (%)	
			As at March 31, 2026	As at March 31, 2025
Thomas Cook (India) Limited, India ("TCIL") holds 100% of Equity Shares of the Company. (Fairbridge Capital (Mauritius) Limited, Mauritius ("FCML") holds 63.83% of Equity Shares of TCIL. FCML is wholly owned and controlled by Fairfax Financial Holdings Limited, Canada, the ultimate holding company.)	Parent entity	India	100%	100%

(b) Fellow Subsidiaries

SOTC Travel Limited	100% Subsidiary of Thomas Cook (India) Limited
TC Tours Limited	100% Subsidiary of Thomas Cook (India) Limited

(b) Key Management personnel (Directors)

Particulars
Amit Madhan
Rajeev Kale
Abraham Alapatt

(c) Transactions with related parties

The following transactions occurred with related parties:

Nature of transaction	March 31, 2026	March 31, 2025
(i) Holding Company		
Facility and Support service provided		
Thomas Cook (India) Limited	2.3	2.1
Interest Expenses		
Thomas Cook (India) Limited	11.6	13.0
Balance as at the year end		
Thomas Cook (India) Limited		
Loan Payable	133.0	133.0
Interest Payable	52.6	42.0
Outstanding Payable	70.7	66.2
(ii) Fellow Subsidiaries		
Balance as at the year end		
Outstanding Payable		
TC Tours Limited	1.1	1.0
SOTC Travel Limited	-	29.1

Borderless Travel Services Limited

Borderless Travel Services Limited
Notes forming part of the Financial Statements for the year ended March 31, 2026

Note 18: Earnings Per Share

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Net Profit attributable to equity shareholders	12.9	(11.9)
Weighted average number of outstanding shares	5,000	5,000
(a) Basic earnings per share		
Attributable to the equity holder of the company	257.9	(238.3)
(b) Diluted earnings per share		
Attributable to the equity holder of the company	257.9	(238.3)

(c) Reconciliation of earnings used in calculating earnings per share

Particulars	March 31, 2026	March 31, 2025
Basic earnings per share		
Profits attributable to the equity holders of the company used in calculating basic earnings per share	12.9	(11.9)
Profits attributable to the equity holders of the company used in calculating diluted earnings per share	12.9	(11.9)

(d) Weighted average number of shares used as the denominator

Particulars	March 31, 2026	March 31, 2025
Weighted average number of equity shares used as the denominator in calculating basic earning per share	5,000	5,000
Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earning per share	5,000	5,000

Note 19 : Segmental Reporting
Since the Company has no operations, there are no reportable segments.

Note 20: Micro, Small and Medium Enterprises

There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding as at March 31, 2026. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Note 21
As at March 31, 2026, company has not started its commercial operations. The Company is a wholly owned subsidiary of Thomas Cook (India) Limited, which has undertook to provide sufficient financial support to the company to carry on business without curtailment of operations for the period of at least 12 months from the date of signing of the audit report i.e. 4 June, 2026 by written support letter.

Borderless Travel Services Limited

Borderless Travel Services Limited
Notes forming part of the Financial Statements for the year ended March 31, 2026

Note 22 : Ratios

Current Ratio	FY 2025-26	FY 2024-25	Variance in %	Remarks
Curent Asests	3.7	4.8		
Current Liabilities	274.0	292.3		
Ratio	1.4%	1.7%	18.3%	

Debt Equity Ratio	FY 2025-26	FY 2024-25	Variance in %	
Total Debt	185.6	174.0		
Total Equity	-200.0	-212.9		
Ratio	-0.9	-0.8	-13%	

Return on Equity Ratio	FY 2025-26	FY 2024-25	Variance in %	
Profit after tax	12.9	(11.9)		Ratio is not comparable owing to negative shareholders' equity arising from accumulated losses.
Total Equity	(200.0)	(212.9)		
Ratio	-0.1	0.1	215%	

Net Profit Ratio	FY 2025-26	FY 2024-25	Variance in %	
Profit after tax	12.9	(11.9)		
Revenue from Operations	-	-		
Ratio	NA	NA	NA	

Net Capital Turnover Ratio	FY 2025-26	FY 2024-25	Variance in %	
Revenue from Operations	-	-		
Closing Working Capital	(270.3)	(287.4)		
Ratio	NA	NA	NA	

Debt Service Coverage Ratio	FY 2025-26	FY 2024-25	Variance in %	
Profit / (Loss) before interest, tax and depreciation	28.9	(2.9)		Ratio improved owing to positive EBITDA generated during the year against losses in the previous year.
Clsoing Debt Service	185.6	175.0		
Ratio	0.2	-0.0	1033%	

Trade Payable Turnover Ratio	FY 2025-26	FY 2024-25	Variance in %	
Cost of Goods Sold	NA	NA		
Closing Trade Payable	16.6	16.2		
Ratio	NA	NA	NA	

Note 23
No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note.24
Additional Regulatory Information detailed in clause 6Y of General Instructions given in Part I of Division II of the Schedule III to the Companies Act, 2013 are furnished to the extent applicable to the Company.

Note 25: Previous year's figures has been regrouped/rearranged wherever necessary to confirm with current year's figure.

Signatures to Notes 1 to 25 form an integral part of the financial statements.

As per our report of even date
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

Atul Shah
Partner
Membership No. 039569

Date: 4th June 2026
Place: Mumbai

G. M. KAPADIA & CO. ★ MUMBAI ★ Chartered Accountants

For and on behalf of the Board of Directors

Amit Madhan	Abraham Alapatt
Director	Director
DIN: 06646076	DIN: 06809421
Date: 4th June 2026	Date: 4th June 2026
Place: Mumbai	Place: Mumbai

Financial Statement

INDIAN HORIZON MARKETING SERVICES LIMITED

FY 2025-26

G. M. KAPADIA & CO.
(REGISTERED)
CHARTERED ACCOUNTANTS
1007, RAHEJA CHAMBERS, 213, NARIMAN POINT, MUMBAI 400 021. INDIA
PHONE : (91-22) 6611 6611 FAX : (91-22) 6611 6600

INDEPENDENT AUDITOR'S REPORT
To the Members of Indian Horizon Marketing Services Limited

Report on Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Indian Horizon Marketing Services Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of material accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("the Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, its loss (including other comprehensive income), its changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of standalone financial statements in accordance with the Standards on Auditing ("the SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics issued by ICAI. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in report of board of directors but does not include the standalone financial statements and our auditor's report

G.M. KAPADIA & CO. MUMBAI Chartered Accountants

thereon. The report of board of directors is expected to be made available to us after the date of this report.

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The Company's Management and the Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone 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.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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

G.M. KAPADIA & CO. MUMBAI Chartered Accountants

assurance, but is not a guarantee that an audit conducted in accordance with SAs 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 standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone 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. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

We also provide those charged with governance with a statement that we have complied with

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relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of section 143 (11) of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, we report that:

   (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (ii) In our opinion and to the best of our information and according to the explanations given to us, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   (iii) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account;

   (iv) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act, read with relevant rules issued thereunder and relevant provisions of the Act;

   (v) On the basis of the written representations received from the directors as on March 31, 2026 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of section 164(2) of the Act;

   (vi) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";

   (vii) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

   In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid remuneration to its directors during the year. Accordingly, the provisions of section 197 of the Act are not applicable to the Company; and

G.M. KAPADIA & CO. MUMBAI Chartered Accountants

(viii) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

a) The Company does not have any pending litigations, which would impact the financial position of the Company;

b) The Company did not have any material foreseeable losses on long-term contracts including derivative contracts;

c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;

d) (i) The Management has represented that, to the best of its knowledge and belief, as stated in note no. 25, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii) The Management has represented, that, to the best of its knowledge and belief, as stated in note no. 25, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(iii) Based on the audit procedures performed by us that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) above, contain any material mis-statement;

e) The Company has neither declared nor paid any dividend during the year; and

f) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and that has operated throughout the year for all relevant transactions recorded in the software. Further, during the

G.M. KAPADIA & CO. MUMBAI Chartered Accountants

course of our audit we did not come across any instance of audit trail feature being tampered with and has been preserved by the company in accordance with statutory record retention requirements to the extent it was enabled and recorded in the prior year.

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

Atul Shah
Partner
Membership No. 039569
UDIN: 26039569FLMPKC5200

Place: Mumbai
Dated: May 12, 2026

Annexure A to the Independent Auditor's Report

Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" of our report on even date to the members of the Company on standalone financial statements for the year ended March 31, 2026:

To the best of our information and according to the explanation provided to us by the Company and the books of account and records examined by us in the normal course of our audit, we state that:

(i) (a)(A) The Company does not have any property, plant and equipment and hence provision of paragraph 3(i)(a)(A), of the Order is not applicable;

(B) The Company has maintained proper records showing full particulars of intangible assets;

(b) & (c) The Company does not have any property, plant and equipment and hence provision of paragraph 3(i)(b) to (c) of the Order is not applicable;

(d) The Company has not revalued any of its intangible assets during the year; and

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The Company's nature of operations does not require it to hold inventories. Consequently, paragraph 3(ii) (a) of the Order regarding physical verification of inventories and maintenance of records is not applicable; and

(b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions and hence reporting under paragraph 3(ii) (b) of the Order is not applicable.

(iii) (a) to (f) During the year, the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, reporting under paragraph 3(iii)(a) to (f) of the Order are not applicable to the Company.

(iv) The Company has not granted any loan, made investment or provided guarantee or security to the parties covered under section 185 and 186 of the Act. Therefore, paragraph 3(iv) of the Order is not applicable to the Company.

(v) The Company has not accepted deposits or amounts which are deemed to be deposits therefore, the provisions of sections 73 to 76 or any other relevant

G.M. KAPADIA & CO. MUMBAI Chartered Accountants

provisions of the Act and the rules framed there under are not applicable to the Company. We have been informed by the management that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal in this regard.

(vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Act, for the business activities carried out by the Company. Hence, reporting under paragraph 3(vi) of the Order is not applicable.

(vii) (a) The Company has generally been regular in depositing with appropriate authorities undisputed statutory dues such as goods and services tax, income tax, cess and other applicable statutory dues. According to information and explanations given to us, no undisputed statutory dues payable were in arrears as at March 31, 2026, for a period of more than six months from the date they became payable; and

(b) There are no such statutory dues as referred to in sub- paragraph (a) above which have not been deposited with the concerned authorities as on March 31, 2026, on account of dispute.

(viii) There are no transaction which are not recorded in the books of accounts and have been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961.

(ix) (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under paragraph 3(ix)(a) of the Order is not applicable to the Company;

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority;

(c) The Company has not taken any terms loan. Accordingly, reporting under paragraph 3(ix)(c) of the Order is not applicable to the Company;

(d) The Company has not raised any funds on short-term basis. Accordingly, the reporting under paragraph 3(ix)(d) of the Order is not applicable to the Company; and

(e) & (f) The Company does not have any subsidiaries, associates or joint ventures. Accordingly, the reporting under paragraph 3(ix)(e) and (f) of the Order is not applicable.

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly,

reporting under paragraph 3(x)(a) of the Order is not applicable to the Company; and

(b) The Company has made allotment on a private placement of equity shares during the year. For such allotment of shares, the Company has complied with the requirements of Section 42 of the Act and the funds raised have been, prima facie, applied by the Company during the year for the purposes for which the funds were raised. The Company has not made any preferential allotment or private placement of (fully or partly or optionally) convertible debentures during the year.

(xi) (a) We have neither come across any instance of fraud by the Company or any material instance of fraud on the Company by its officers or employees, noticed or reported during the year;

(b) No report under section 143(12) of the Act has been filed during the year by the auditors in Form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government; and

(c) There are no whistle blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and hence reporting under paragraph 3(xii) of the Order is not applicable.

(xiii) In our opinion, the Company is in compliance with section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc., as required by the applicable accounting standards.

(xiv)(a) & (b) The Company does not have an internal audit system and is not required to have an internal audit system as per provisions of the Act.

(xv) The Company has not entered into any non-cash transactions with its directors. We have been informed that no such transactions have been entered into with persons connected with directors.

(xvi)(a) to (c) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under paragraph 3(xvi) (a), (b) and (c) of the Order is not applicable; and

(d) The Group does not have any CIC as part of the Group as per definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence the reporting under paragraph 3(xvi)(d) of the Order is not applicable.

G.M. KAPADIA & CO. MUMBAI Chartered Accountants

(xvii) The Company has not incurred any cash losses during the financial year covered by our audit; however it had incurred cash losses of Rs. 648 thousands in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly reporting under paragraph 3(xviii) of the Order is not applicable.

(xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The provisions of section 135(5) and 135(6) of the Act are not applicable to the Company. Accordingly, the reporting under paragraph 3(xx)(a) and (b) of the Order is not applicable to the Company.

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

Atul Shah
Partner
Membership No. 039569
UDIN: 26039569FLMPKC5200

Place: Mumbai
Dated: May 12, 2026

Annexure B to the Independent Auditor's Report
Referred to in paragraph 2(vi) under "Report on Other Legal and Regulatory Requirements" of our report on even date to the members of Indian Horizon Marketing Services Limited on standalone financial statements for the year ended March 31, 2026

Opinion

We have audited the internal financial controls with reference to the standalone financial statements of Indian Horizon Marketing Services Limited ("the Company") as of March 31, 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to the standalone financial statements and such internal financial controls with reference to the standalone financial statements were operating effectively as at March 31, 2026 based on the internal controls with reference to the standalone financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI").

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal controls with reference to the standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for Internal Financial Controls

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to the standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to the standalone financial statements included obtaining an understanding of internal financial controls with reference to the standalone financial statements, assessing the risk that a

G.M. KAPADIA & CO. MUMBAI Chartered Accountants

material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to the standalone financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to the Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to the standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to the standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

G.M. KAPADIA & CO. ★ MUMBAI ★ Chartered Accountants

Atul Shah
Partner
Membership No. 039569
UDIN: 26039569FLMPKC5200

Place: Mumbai
Dated: May 12, 2026

Indian Horizon Marketing Services Limited

Balance Sheet as at March 31, 2026

(Amount in Thousands)

Particulars	Notes	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-Current Assets			
Intangible assets	3	18,210	-
Intangible assets under development	3 (a)	21,718	17,262
Deferred Tax Assets (Net)	4	608	268
Total Non-Current Assets		**40,536**	**17,530**
Current Assets			
Financial Assets			
- Trade receivables	5 (a)	2,494	-
- Cash & Cash Equivalents	5 (b)	26,458	8,123
Current Tax Assets	6	830	10
Other current assets	7	5,188	2,271
Total Current Assets		**34,970**	**10,404**
TOTAL ASSETS		**75,506**	**27,934**
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	8	55,000	22,775
Other Equity	9	(2,215)	(1,203)
Total Equity		**52,785**	**21,572**
LIABILITIES			
Current Liabilities			
Financial Liabilities			
- Trade payables	10 (a)		
-Dues of micro enterprises and small enterprises		8,785	495
-Dues of creditors other than micro enterprises and small enterprises		1,326	4,019
- Other financial liabilities	10 (b)	8,566	1,357
Other Current Liabilities	11	4,044	491
Total Current Liabilities		**22,721**	**6,362**
TOTAL LIABILITIES		**22,721**	**6,362**
TOTAL EQUITY AND LIABILITIES		**75,506**	**27,934**

The above balance sheet should be read in conjunction with the accompanying notes.

As per our report of even date.
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

Atul Shah
Partner
Membership No. 039569

Date: 12th May 2026
Place: Mumbai

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

For and on behalf of the Board of Directors

Debasis Nandy
Director
DIN: 06368365

Date: 12th May 2026
Place: Mumbai

Surya Shive Shanker Bayyapunedi
Director
DIN: 00673720

Date: 12th May 2026
Place: Mumbai

Indian Horizon Marketing Services Limited

Statement of Profit And Loss for the Year Ended March 31, 2026

(Amount in Thousands)

Particulars	Notes	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Income			
Income from operations	12	3,300	-
Total income		**3,300**	**-**
Expenses			
Finance cost	13	0	0
Other expenses	14	3,255	648
Depreciation and amortization expenses	3	1,397	-
Total expenses		**4,652**	**648**
Loss before tax		**(1,352)**	**(648)**
Less: Tax expense	15		
Current tax		-	-
Deferred tax		(340)	(163)
Total tax expenses		**(340)**	**(163)**
Loss for the year (A)		**(1,012)**	**(485)**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations		-	-
Income tax relating to items that will not be reclassified to profit or loss		-	-
Total other comprehensive income for the year, net of taxes (B)		**-**	**-**
Total comprehensive income for the year (A+B)		**(1,012)**	**(485)**
Earnings per equity share (Face value of INR 10 each)	20		
- Basic earnings per share (In INR)		(0.7)	(1.7)
- Diluted earnings per share (In INR)		(0.7)	(1.7)

The above statement of profit and loss should be read in conjunction with the accompanying notes.

As per our report of even date.
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

Atul Shah

Partner
Membership No. 039569

Date: 12th May 2026
Place: Mumbai

G.M. KAPADIA & CO. MUMBAI Chartered Accountants

For and on behalf of the Board of Directors

Debasis Nandy
Director
DIN: 06368365

Date: 12th May 2026
Place: Mumbai

Surya Shive Shanker Bayyapunedi
Director
DIN: 00673720

Date: 12th May 2026
Place: Mumbai

Indian Horizon Marketing Services Limited

Statement of Cash Flows for the Year Ended March 31, 2026

(Amount in Thousands)

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
A) Cash flow from operating activities		
Loss before income tax	**(1,352)**	**(648)**
Adjustments for:		
Amounts written off	-	-
Operating Loss before changes in operating assets and liabilities	**(1,352)**	**(648)**
Change in operating assets and liabilities:		
Increase / (Decrease) in trade payables	5,598	4,514
Increase/(Decrease) in Other financial Liabilities	7,208	974
Increase/(Decrease) in Other Current Liabilities	3,553	490
(Increase) /Decrease in trade receivables	(2,494)	-
(Increase) /Decrease in Other Current Assets	(2,917)	(2,271)
Cash generated from operations	**9,597**	**3,058**
Income taxes paid	820	-
Net cash inflow / (outflow) from operating activities	**8,778**	**3,058**
B) Cash flow from investing activities:		
Intangible Assets capitalised / under development	(22,666)	(17,262)
Net cash inflow/(outflow) from investing activities	**(22,666)**	**(17,262)**
C) Cash flow from financing activities		
Proceeds from issue of equity shares	32,223	22,275
Net cash generated from/(used in) financing activities	**32,223**	22,275
Net increase / (decrease) in cash and cash equivalents	18,335	8,071
Add: Cash and cash equivalents at the beginning of the financial year	8,123	52
Cash and cash equivalents at the end of the year	**26,458**	**8,123**

Reconciliation of Cash Flow statements as per the cash flow statement	**For the Year Ended March 31, 2026**	**For the Year Ended March 31, 2025**
Cash Flow statement as per above comprises of the following		
Cash and cash equivalents	26,458	8,123
Bank Overdrafts	-	-
Balances as per statement of cash flows	**26,458**	**8,123**

Notes :

1. The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Indian Accounting Standard (Ind AS-7) on Statement of Cash Flow as notified under Companies (Acounts) Rules, 2015.

2. The above statement of Cash flow should be read in conjunction with the accompanying notes.

As per our report of even date
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

Atul Shah

Partner
Membership No. 039569

Date: 12th May 2026
Place: Mumbai

G.M. KAPADIA & CO. MUMBAI Chartered Accountants

For and on behalf of the Board of Directors

Debasis Nandy
Director
DIN: 06368365

Date: 12th May 2026
Place: Mumbai

Surya Shive Shanker Bayyapunedi
Director
DIN: 00673720

Date: 12th May 2026
Place: Mumbai

Indian Horizon Marketing Services Limited

Statement of Changes in Equity for the Year Ended March 31, 2026

STATEMENT OF CHANGES IN EQUITY **(Amount in Thousands)**

	Equity share capital	Class "A" Equity Shares
Particulars	**Amount**	**Amount**
Balance as at April 1, 2024	**500**	**-**
changes in equity share capital during the year	11,325	10,950
Balance as at March 31, 2025	**11,825**	**10,950**
changes in equity share capital during the year	3,575	28,650
Balance as at March 31, 2026	**15,400**	**39,600**

Other Equity

	Reserves and Surplus	
Particulars	**Retained Earnings**	**Total Other Equity**
Balance as at April 1, 2024	**(718)**	**(718)**
Loss for the year	(485)	(485)
Other Comprehensive Income	-	-
Balance as at March 31, 2025	**(1,203)**	**(1,203)**
Loss for the year	(1,012)	(1,012)
Other Comprehensive Income	-	-
Balance as at March 31, 2026	**(2,215)**	**(2,215)**

The above statement of changes in equity should be read in conjunction with the accompanying notes.

As per our report of even date.
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

Atul Shah
Partner
Membership No. 039569

Date: 12th May 2026
Place: Mumbai

G.M. KAPADIA & CO. MUMBAI Chartered Accountants

For and on behalf of the Board of Directors

Debasis Nandy
Director
DIN: 06368365

Date: 12th May 2026
Place: Mumbai

Surya Shive Shanker Bayyapunedi
Director
DIN: 00673720

Date: 12th May 2026
Place: Mumbai

General Information

Indian Horizon Marketing Services Limited was incorporated on December 26th, 1989 The Company was a 100% subsidiary of Thomas Cook (India) Limited (till 7th November, 2024) and subsequently became Joint Venture of Thomas Cook (India) Limited and Atirath Technologies Private Limited.

1 Material Accounting Policies

1.1 Basis of preparation of financial statements

(a) Statement of compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') In accordance with proviso of the Rule 4A of Companies Accounting Rules, 2014, the terms used in these financial statements are in accordance with the definitions and other requirements specified in the applicable Accounting standards as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with rule 4 of the Companies (Indian Accounting standards) Rules, 2015 that are notified and effective as at 31st March, 2025.

These financial statements for the year ended 31st March, 2026 has prepared under Ind AS.

Current V/s Non-Current

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the rendering of services and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current-noncurrent classification of assets and liabilities.

1.2 Revenue recognition

Revenue is measured based on transaction price, which is the consideration paid for services. Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those services. Revenue from rendering of servies is net of indirect taxes and discounts.

Income from operations

The Company earns revenue from AI modules developed for travel related services. Revenue from AI software licenses is recognized over the period of the subscription where the customer simultaneously receives and consumes the benefits. For contracts involving multiple deliverables, the transaction price is allocated to each distinct performance obligation based on their standalone selling prices and recognized as and when the respective obligation is satisfied.

1.3 Other Income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.
Dividend income is recognized when the right to receive dividend is established.

1.4 Taxes on Income

Income Tax:

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred Tax:

Deferred tax is recognised using the liability method on taxable temporary differences between the tax base and the accounting base of items included in the Balance Sheet of the Company.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Certain temporary differences arising on initial recognition of assets or liabilities that affect neither accounting nor taxable profit are not recognised.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

Indian Horizon Marketing Services Limited

1.5 Intangible assets

Intangible Assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight line basis over their estimated useful lives. The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the statement of profit and loss.

The carrying value of these intangible assets is reviewed at least annually for impairment and adjusted to the recoverable amount if required.

The estimated useful life are as mentioned below:

Type of Asset	Useful Life
Intangible Assets	7 Years

1.6 Provisions and contingent liabilities

Provisions are recognised when the entity has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. Provisions are not recognised for future operating losses. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small. Provisions are measured at the present value of management's best estimate of the expenditure require to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Entity or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

1.7 Cash and Cash Equivalents

In the cash flow statement, Cash and Cash Equivalents includes Cash on Hand, Cheques/Drafts on Hand, Remittances in Transit, Balances with Bank held in Current Account and Demand Deposits with maturities of three months or less. Bank overdrafts are repayable on demand and form an integral part of an entity's cash management, and are included as a component of cash and cash equivalents.

1.8 Earnings per share

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, and excluding treasury shares other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

The diluted potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (that is the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date.

1.9 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest rupees or decimals thereof as per the requirement of schedule III (division II), unless otherwise stated.

2 Critical Accounting Estimates and Judgements:

The preparation of Standalone Financial Information requires the use of accounting estimates which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the Standalone Financial Information. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

Indian Horizon Marketing Services Limited

Indian Horizon Marketing Services Limited

Notes forming part of the Financial Statements for the year ended March 31, 2026

Note 3 : Intangible assets

Particulars	As at March 31, 2026	As at March 31, 2025
	Computer Software & Licenses	
Gross carrying amount		
Opening gross carrying amount	-	-
Additions	19,607	-
Disposals	-	-
Closing gross carrying amount	**19,607**	**-**
Accumulated amortisation		
Opening accumulated amortisation	-	-
Amortisation charge for the year	1,397	-
Disposals	-	-
Closing accumulated amortisation	**1,397**	**-**
Net carrying amount	18,210	-

Note 3(a) : Intangible assets under development

Particulars	As at March 31, 2026	As at March 31, 2025
Intangible assets under development	21,718	17,262
Total	**21,718**	**17,262**

Intangible assets under development mainly comprises of development of cutomizable travel agent interface tool, development of multilingual voice enable travel chatboat, and development of generative AI travel planner.

Intangible assets under development - Ageing Schedule
As at 31st March 2026

Particular	Less than 1 Year	More than 1 Year	Total
Projects in Progess	21,718	-	21,718
Projects temporarily suspended	-	-	-
Total	**21,718**	**-**	**21,718**

There is neither delay in commissioning of the Intangible assets under development, nor the project has exceeding its

Note 4: Deferred Tax Assets (Net)

The balance comprises of temporary differences attributable to:

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred Tax on Business Losses	608	268
Net Deferred Tax Assets	**608**	**268**

Indian Horizon Marketing Services Limited

Note 5 (a): Financial Assets - Trade Receivable:

Particulars	As at March 31, 2026	As at March 31, 2025
Trade receivable	2,494	-
Less: Allowance for doubtful debts	-	-
Total Trade Receivables	**2,494**	**-**

Ageing for trade receivables outstanding as at March 31, 2026 is as follows:

Particulars	Not Due	Less than 6 months	6 months - 1 year	1-2 yrs.	2-3 yrs.	More than 3 yrs.	Total
(i) Undisputed Trade receivables considered good		2,494	-	-	-	-	2,494
(ii) Undisputed Trade Receivables-Which have significant increase in credit risk							-
(iii) Undisputed Trade Receivables – credit impaired		-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good							-
(iv) Disputed Trade Receivables – which have significant increase in credit risk							-
(vi) Disputed Trade Receivables – credit impaired							-
(vii) Unbilled revenue							-
Total	-	2,494	-	-	-	-	2,494
Less: Allowances for Expected Credit Loss		-	-	-	-	-	-
Net Trade Receivables	-	2,494	-	-	-	-	2,494
Trade receivables - Unbilled							-
							2,494

Note 5 (b): Financial Assets - Cash and Cash Equivalents:

Particulars	As at March 31, 2026	As at March 31, 2025
Balances with banks - In current accounts	26,458	8,123
Total Cash and cash equivalents	**26,458**	**8,123**

Note 6: Current Tax Assets

Particulars	As at March 31, 2026	As at March 31, 2025
Advance Tax and TDS	830	10
Total Current Tax Asset	**830**	**10**

Note 7: Other current assets:

Particulars	As at March 31, 2026	As at March 31, 2025
Balances receivables from government authorities	5,188	2,271
Total Other Current Assets	**5,188**	**2,271**

Indian Horizon Marketing Services Limited

Indian Horizon Marketing Services Limited

Notes forming part of the Financial Statements for the year ended March 31, 2026

Note 8: Equity Share Capital

(i) Authorised Equity Share capital

(Amount in Thousands)

Particulars	No of Shares (In Thousands)	Amount
As at April 1, 2024	**3,000**	**30,000**
Increase during the year	-	-
As at March 31, 2025	**3,000**	**30,000**
Increase during the year	6,960	69,600
As at March 31, 2026	**9,960**	**99,600**
Divided as under:		
- Equity Shares	2,500	25,000
- Class A Equity Shares	3,960	39,600
- Preference Shares	3,500	35,000

(ii) Issued Share Capital

Particulars	Equity Shares		Class "A" Equity Shares	
	No of Shares (In Thousands)	Amount	No of Shares (In Thousands)	Amount
As at April 1, 2024	**50**	**500**	**-**	**-**
Add: No of Shares issued during the year	1,490	14,900	1,460	14,600
As at March 31, 2025	**1,540**	**15,400**	**1,460**	**14,600**
Add: No of Shares issued during the year	-	-	2,500	25,000
As at March 31, 2026	**1,540**	**15,400**	**3,960**	**39,600**

(iii) Subscribed and Paid up

Particulars	Equity Shares		Class "A" Equity Shares	
	No of Shares (In Thousands)	Amount	No of Shares (In Thousands)	Amount
As at March 31, 2024	**50**	**500**	**-**	**-**
Add: No. of Shares issued and Fully Paid Up	60	600	-	-
Add: No. of Shares issued and Partly Paid Up	1,430	10,725	1,460	10,950
As at March 31, 2025	**1,540**	**11,825**	**1,460**	**10,950**
Add: No. of Shares issued and Fully Paid Up*	-	3,575	-	3,650
Add: No. of Shares issued and Fully Paid Up	-	-	2,500	25,000
As at March 31, 2026	**1,540**	**15,400**	**3,960**	**39,600**

*** Shares issued in previous year, 4th tranche of call money received in current year.**

(iv) Terms and rights attached to shares

The Company has two class of equity shares having a par value of Rs. 10 per share.

Equity Shares:

Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the residual assets of the Company after distribution to all secured creditors, if any, of all preferential amounts, in proportion to their dues.

Class A Equity Shares:

Class A Equity Share will not carry any voting rights and will not be entitled to any dividend distribution. In the event of liquidation, the equity shareholders of Class A Equity Shares are not eligible to receive any amounts from the proceeds of liquidation, except in accordance with Applicable Law and as agreed to by the Board and Shareholders.

(v) Shares of the company held by Holding Company / JV Partners

Particulars	As at March 31, 2026		As at March 31, 2025	
	No of Shares (In Thousands)	Amount	No of Shares (In Thousands)	Amount
Equity Shares				
Thomas Cook (India) Limited and its Nominees - Fully Paid up	770	7,700	110	1,100
Thomas Cook (India) Limited and its Nominees - Partly Paid	-	-	660	4,950
Atirath Technologies Private Limited and its Nominees	770	7,700	770	5,775
Class A Equity Shares				
Thomas Cook (India) Limited and its Nominees - Fully Paid	3,960	39,600	-	-
Thomas Cook (India) Limited and its Nominees - Partly Paid	-	-	1,460	10,950

Indian Horizon Marketing Services Limited

(vi) Shareholding Pattern (Shareholders holding 5% or more shares in the Company)

Category of Shareholder	As at March 31, 2026		As at March 31, 2025	
	No of Shares (In Thousands)	% of Holding	No of Shares (In Thousands)	% of Holding
Equity Shares				
Thomas Cook (India) Limited and its Nominees	770	50%	770	50%
Atirath Technologies Private Limited and its Nominees	770	50%	770	50%
Class A Equity Shares				
Thomas Cook (India) Limited and its Nominees	3,960	100%	1,460	100%

(vii) Shares held by the promoters at the end of the year

Name of promoters	As at March 31, 2026		
	No of Shares (In Thousands)	% of Holding	% Change during the year
Equity Shares			
Thomas cook (India) Limited and its Nominees	770	50%	Nil
Atirath Technologies Private Limited and its Nominees	770	50%	Nil
(w.e.f. 7th November, 2024)			
Class A Equity Shares			
Thomas Cook (India) Limited and its Nominees	3,960	100%	Nil

Name of Promoters	As at March 31, 2025		
	No of Shares	% of Holding	% Change during the year
Equity Shares			
Thomas cook (India) Limited and its Nominees	770	50%	-50%
Atirath Technologies Private Limited and its Nominees	770	50%	50%
Class A Equity Shares			-
Thomas cook (India) Limited and its Nominees	1,460	100%	100%

Indian Horizon Marketing Services Limited

Indian Horizon Marketing Services Limited

Notes forming part of the Financial Statements for the year ended March 31, 2026

Note 9: Other Equity (Amount in Thousands)

Particulars	As at March 31, 2026	As at March 31, 2025
Retained Earnings	(2,215)	(1,203)
Total Other Equity	**(2,215)**	**(1,203)**

Retained Earnings

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Balance	(1,203)	(718)
Net Loss for the year	(1,012)	(485)
Closing Balance	**(2,215)**	**(1,203)**

Note 10 (a): Trade Payable

Particulars	As at March 31, 2026	As at March 31, 2025
- Dues of micro enterprises and small enterprises	8,785	495
- Dues of creditors other than micro enterprises and small	1,326	4,019
Total Trade Payable	**10,111**	**4,514**

Ageing for trade payables outstanding as at March 31, 2025 is as follows:

Particulars	Unbilled dues	Less than 1 yr.	1-2 yrs.	2-3 yrs.	More than 3 yrs	Total
(i) MSME	8,785	-	-	-	-	8,785
(ii) Others	176	1,068	82		-	1,326
(iii) Disputed dues- MSME						-
(iv) Disputed dues- Others						-
(v) Unbilled dues						-
Total	**8,961**	**1,068**	**82**	-	-	**10,111**

Note: Refer Note 25 for dislosure on Micro, Small and Medium Enterprises.

Note 10 (b): Other Financial Liablities

Particulars	As at March 31, 2026	As at March 31, 2025
Payable to Related Party	8,566	1,357
Liabilities against expense	-	-
Total Other Financial Liablities	**8,566**	**1,357**

Note 11: Other Current Liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Statutory Dues	(9)	491
Advance from Customer	4,053	-
Total Other Current Liabilities	**4,044**	**491**

Indian Horizon Marketing Services Limited

Notes forming part of the Financial Statements for the year ended March 31, 2026

Note 12: Income From Operations

(Amount in Thousands)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Income From Operations	3,300	-
Total	**3,300**	**-**

Note 13: Finance Costs

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Other Finance Charges	0	0
Total	**0**	**0**

Note 14: Other Expenses

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Rent Expenses	228	205
Legal and Professional Charges #(Refer note below "a")	496	396
Maintenance and Support Charges	2,531	-
Miscellaneous Expenses	0	47
Total	**3,255**	**648**

Legal and Professional charges include auditors remuneration

(a): Details of payments to auditors

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Payment to auditors		
As auditor:		
-Statutory Audit	16	16
-Tax Audit	-	-
Total payments to auditors	**16**	**16**

Note 15: Income Tax Expense

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(a) Income tax expense		
Current tax		
Current tax on profits for the year	-	-
Adjustments for current tax of prior periods	-	-
Total current tax expense	-	-
Deferred tax		
increase in deferred tax assets	(340)	(163)
Total deferred tax credit	(340)	(163)
Income tax expense	**(340)**	**(163)**

(b) The reconciliation of tax expense and the accounting profit multiplied by India's tax rate :

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Loss from continuing operations before income tax expense	(1,352)	(648)
Tax at the Indian tax rate of 25.17% (PY - 25.17%)	**(340)**	**(163)**
Tax effect of amounts which are not deductible(taxable) in calculating taxable income:		
On Carried Forward Losses	976	163
On Depreciation	(635)	-
Income tax expense	-	-

Indian Horizon Marketing Services Limited

Indian Horizon Marketing Services Limited

Notes forming part of the Financial Statements for the year ended March 31, 2026

Note 16: Fair value measurements

Trade receivables, cash and cash equivalents, other financial assets, trade payables, and other financial liabilities have been carried at amortised cost. The carrying amounts of these financial assets and financial liabilities are considered to be the same as their fair values due to their short-term nature. Hence, no fair value disclosures / information for these financial assets and financial liabilities has been disclosed since the carrying amount is a reasonable approximation of fair value.

Note 17: Financial risk management

The company is not exposed to any major Financial risk. The Board of Directors and the management is responsible for overseeing the Company's risk assessment and management policies and processes.

Note 18: Capital management

The Company's objective for Capital management is to maximise shareholder's value and support the strategic objectives of the Company.

In order to maintain or change the capital structure, the Company may adjust the amount of profits for remittance to Joint Venture partners, return equity capital, or require Joint Venture partners to infuse additional capital to support its operations.

There are no externally imposed capital requirements on the Company.

The Company has not proposed any Dividend for the year ended March 31, 2026.

Indian Horizon Marketing Services Limited

Indian Horizon Marketing Services Limited

Notes forming part of the Financial Statements for the year ended March 31, 2026

Note 19: Related Party Transactions

(a) Parent / Joint Venture Entities

The Company is controlled by the following entity:

(Amount in Thousands)

Name	Type	Place of Incorporation	Ownership Interest (%)	
			As at March 31, 2026	As at March 31, 2025
Thomas Cook (India) Limited, India ("TCIL") holds 100% of Equity Shares of the Company. (Fairbridge Capital (Mauritius) Limited, Mauritius ("FCML") holds 63.83% of Equity Shares of TCIL. FCML is a stepdown subsidiary of Fairfax Financial Holdings Limited, Canada, the ultimate holding company.)	Parent entity (Till 7 November, 2024) JV Partner (W.e.f. 8 November, 2024)	India	50%	50%
Atirath Technologies Private Limited	JV Partner (W.e.f. 8 November, 2024)	India	50%	50%

(b) Other related parties

TC Tours Limited	Subsidiary of TCIL	India
SOTC Travel Limited	Subsidiary of TCIL	India

(c) Key Management personnel

Particulars
Debasis Nandy
R R Kenkare (till 8 November 2024)
Abraham Alapatt
Surya Shive Shanker Bayyapunedi (w.e.f. 8 November 2024)
Ramachandra R K Raju (w.e.f. 8 November 2024)

Particulars	As at March 31, 2026	As at March 31, 2025
	Holding / JV Company	Holding Company
Issue of Equity Shares		
Thomas cook (India) Limited	1,650	5,550
Atirath Technologies Private Limited	1,925	5,775
Issues of Class A Equity Shares		
Thomas cook (India) Limited	28,650	10,950
Services Availed		
Thomas cook (India) Limited	228	205
Atirath Technologies Private Limited	27,807	17,262
Services Given		
Thomas cook (India) Limited	1,650	-
SOTC Travel Limited	1,650	-
Recovery of Expenses		
Thomas cook (India) Limited	2,164	-
SOTC Travel Limited	927	-
Advances Received		
Thomas cook (India) Limited	3,453	-
Outstanding Payables		
Thomas cook (India) Limited	8,839	130
TC Tours Limited	61	1,330
Atirath Technologies Private Limited	8,785	4,458
Outstanding Receivables		
Thomas cook (India) Limited	1,746	-
SOTC Travel Limited	969	-

Indian Horizon Marketing Services Limited

Indian Horizon Marketing Services Limited

Notes forming part of the Financial Statements for the year ended March 31, 2026

Note 20: Earnings Per Share (Amount in Thousands)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Net Profit attributable to equity shareholders	(1,012)	(485)
Weighted average number of outstanding shares	1,484	283
(a) Basic earnings per share		
Attributable to the equity holder of the company	(0.7)	(1.7)
(b) Diluted earnings per share		
Attributable to the equity holder of the company	(0.7)	(1.7)

(c) Reconciliation of earnings used in calculating earnings per share

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Basic earnings per share		
Profits attributable to the equity holders of the company used in calculating basic earnings per share	(1,012)	(485)
Profits attributable to the equity holders of the company used in calculating diluted earnings per share	**(1,012)**	**(485)**

(d) Weighted average number of shares used as the denominator

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Weighted average number of equity shares used as the denominator in calculating basic earning per share	1,484	283
Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earning per share	1,484	283

Indian Horizon Marketing Services Limited

Indian Horizon Marketing Services Limited

Notes forming part of the Financial Statements for the year ended March 31, 2026

Note 21: Segmental Reporting

The Company's management reviews the results of the Company as a whole as a single operating segment of 'Software Licensing and Related Services.' Accordingly, the Company has a single reportable segment.

Note 22: Micro, Small and Medium Enterprises

	March 31, 2026	March 31, 2025
a. The amounts remaining unpaid to Micro and Small Suppliers as at the end of the year.		
-- Principal	8,785	-
-- Interest	-	-
b. Interest paid by the company in terms of section 16 of the micro, small and medium enterprises development act 2006 along with the amount of the payment made to the supplier beyond the appointed day	-	-
c. Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under Micro, small and medium enterprises act, 2006	-	-
d. Interest accrued and remaining unpaid	-	-
e. Interest remaining due and payable even in the suceeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-
Total outstanding dues of micro enterprises and small enterprises (as per the intimation received from vendors	8,785	-

Note 23: Key Financials Ratio's

Ratio Analysis	Numerator	Denominator	For the year ended 31 March 2026	For the year ended 31 March 2025	Variance	Remark
Current Ratio	Total Current Assets	Total Current Liabilities	1.54	1.64	-6%	
Return on Equity Ratio	Profir After Tax	Average Shareholders Equity	-0.03	-0.04	-35%	Losses incurred for the year.
Trade Receivables turnover Ratio	Net Credit Sales	Average Accounts Receivable	0.66	-	-	
Trade payables turnover Ratio	Net Credit Purchases	Average Trade Payable	-	-	-	
Net capital turnover ratio	Net Sales	Net Working Capital	0.27	-	-	
Net profit ratio	Profit after tax	Revenue from operations	-0.31	-	-	
Return on Capital employed	Profit before tax and Finance Cost	Total Equity	-0.03	-0.03	-	

Note 24: During the Year Ended 31 March, 2026, the Company has started development of customizable travel agent interface tool, development of multilingual voice enable travel chatboat, and development of generative AI travel planner with the help of fresh equity infusion by the Joint Venture Partners.

Note 25:

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note 26: Additional Regulatory Information detailed in clause 6Y of General Instructions given in Part I of Division II of the Schedule III to the Companies Act, 2013 are furnished to the extent applicable to the Company.

Note 27: Previous year's figures has been regrouped/rearranged wherever necessary to confirm with current year's figure.

Signatures to Notes 1 to 27 form an integral part of the financial statements.

As per our report of even date
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

Atul Shah

Partner
Membership No. 039569

Date: 12th May 2026
Place: Mumbai

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

For and on behalf of the Board of Directors

Debasis Nandy

Director
DIN: 06368365

Date: 12th May 2026
Place: Mumbai

Surya Shive Shanker Bayyapunedi
Director
DIN: 00673720

Date: 12th May 2026
Place: Mumbai

Thomas Cook (Mauritius) Holding Company Limited

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

31 MARCH 2026

Thomas Cook (Mauritius) Holding Company Limited

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Thomas Cook (Mauritius) Holding Company Limited

COMPANY INFORMATION

			Date of appointment	Date of resignation
DIRECTORS	:	Mr Madhavan Karunakaran MENON	19 November 2001	10 March 2025
		Mr Mahesh Chandran IYER	4 January 2013	-
		Mr Debasis NANDY	20 August 2018	-
		Mrs Selvida NAIKEN	29 March 2022	-
		Mrs Vidisha Devi Ramlugun GUNESH	29 November 2021	-
		Mr.Sean Oliver Men Foong LIEW KEW LIN	15 October 2025	-
		Mr Mohinder DYALL	4 September 2013	-
ADMINISTRATOR & SECRETARY	:	Executive Services Limited 2nd Floor, Les Jamalacs Building Vieux Conseil Street Port Louis Republic of Mauritius		
REGISTERED OFFICE	:	Co-Executive Services Mauritius 2nd Floor, Les Jamalacs Building Vieux Conseil Street Port Louis Republic of Mauritius		
AUDITOR	:	Baker Tilly Level 2 Tribeca Central Trianon 72261 Republic of Mauritius		
BANKER	:	The Mauritius Commercial Bank Ltd Sir William Newton Street Trianon 72261 Republic of Mauritius		

Thomas Cook (Mauritius) Holding Company Limited

Commentary of the directors

The directors present their report together with the audited financial statements of Thomas Cook (Mauritius) Holding Company Limited (the "Company") for the year ended 31 March 2026.

Incorporation

The company was incorporated in the Republic of Mauritius on 20 December 1994 under the Companies Act 2001 as a private company with limited liability by shares.

PRINCIPAL ACTIVITY

The principal activity of the Company is that of investment holding.

RESULTS AND DIVIDENDS

The results for the year are as shown on page 9.

The directors did not recommend the payment of dividend for the year under review (2025: USD 100,000).

Directors

The present membership of the board is set out on page 2.

STATEMENT OF DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

Companies Act 2001 requires the directors to prepare financial statements for each financial year which present fairly the financial position, financial performance and cash flows of the Company. In preparing those financial statements, the directors are required to:

- Select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether IFRS Accounting Standards as issued by the International Accounting Standard Board ("IFRS Accounting Standard") have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business for the foreseeable future.

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

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

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

Thomas Cook (Mauritius) Holding Company Limited

Commentary of the directors (Continued)

Directors' interests

The directors do not hold any interests in the ordinary shares of the Company.

Significant contracts

No contracts of significance exist between the Company and its directors.

Donations

The Company has not made any donations during the year under review (2025: Nil).

Directors' remuneration

	2026	2025
	USD	USD
Directors' remuneration including sitting fees	**2,932**	3,016

Audltor

The auditor, **Baker Tilly**, has indicated its willingness to continue in office and a resolution concerning its re-appointment will be proposed at the Annual Meeting. The fees of **USD 3,003** (2025: USD 1,402) (including VAT) payable to the auditor are exclusively for audit services.

Vidisha Devi Ramlugun Gunesh

Selvida Naiken

28 APR 2026

Thomas Cook (Mauritius) Holding Company Limited

SECRETARY'S CERTIFICATE
Under Section 166 (d) of the Companies Act 2001

Certificate from the Secretary to the member of Thomas Cook (Mauritius) Holding Company Limited

We certify, to the best of our knowledge and belief, that we have filed with the Registrar of Companies all such returns as are required of **Thomas Cook (Mauritius) Holding Company Limited,** under the Companies Act 2001, in terms of Section 166 (d), during the financial year ended 31 March 2026.

for Executive Services Limited
COMPANY SECRETARY
EXECUTIVE SERVICES LTD.
Per CHRISTIAN ANGSEESING

Registered office:

C/o Executive Services Limited
2nd Floor, Les Jamalacs Building
Vieux Conseil Street
Port Louis
Republic of Mauritius

Date: 28 APR 2026

Level 2, Tribeca Central,
Trianon 72261
Mauritius

T: +230 460 8800
BRN: LLP22000037
info@bakertilly.mu
www.bakertilly.mu

INDEPENDENT AUDITOR'S REPORT
To the Shareholder of Thomas Cook (Mauritius) Holding Company Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Thomas Cook (Mauritius) Holding Company Limited (the "Company"), which comprise the statement of financial position as at 31 March 2026, and the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies.

In our opinion, the accompanying financial statements on pages 9 to 32 give a true and fair view of the financial position of the Company as at 31 March 2026, and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and in compliance with the requirements of the Mauritius Companies Act 2001.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the *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")* together with the ethical requirements that are relevant to our audit of the financial statements in Mauritius, 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.

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

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board Board and in compliance with the requirements of the Mauritius Companies Act 2001, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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

Baker Tilly is a member of the global network of Baker Tilly International Ltd., the members of which are separate and independent legal entities.

INDEPENDENT AUDITOR'S REPORT
To the Shareholder of Thomas Cook (Mauritius) Holding Company Limited

Report on the Audit of the Financial Statements (Continued)

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

► Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

► Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

► Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

► Conclude on the appropriateness of directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our 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 achieves fair presentation.

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.

INDEPENDENT AUDITOR'S REPORT
To the Shareholder of Thomas Cook (Mauritius) Holding Company Limited

Report on the Audit of the Financial Statements (Continued)

Other Information

The directors are responsible for the other information. The other information comprises the Company information, Commentary of the directors and Secretary's certificate.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Report on Other Legal and Regulatory Requirements

Mauritius Companies Act 2001

We have no relationship with or interests in the Company other than in our capacity as auditor and tax advisor.

We have obtained all the information and explanations we have required.

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

Other Matter

This report has been prepared for and only for the Company's shareholder, in accordance with Section 205 of the Mauritian Companies Act 2001 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed to our prior consent in writing.

Baker Tilly

Baker Tilly

Date: 28 April 2026

Sin C. LI, CPA, CGMA
Licensed by FRC

Thomas Cook (Mauritius) Holding Company Limited

STATEMENT OF OTHER COMPREHENSIVE INCOME
AS AT 31 MARCH 2026

	Note	2026 USD	2025 USD
Income			
Other income	17	**12,000**	792,600
Total income		**12,000**	792,600
ADMIN EXPENDITURE			
Audit fees		**3,003**	2,069
Directors' fees		**2,932**	3,016
Taxation fees		**874**	873
Bank charges		**300**	309
Other expenses		**960**	1,198
Expenses Written off		**-**	13,410
Total expenditure		**8,069**	20,875
Operating profit		**3,931**	771,725
Finance income	16	**85,843**	44,802
Profit before tax		**89,774**	816,527
Income tax expense	18(i)	**(4,528)**	(3,492)
Profit after tax		**85,246**	813,035
Other comprehensive income/(loss) for the year, net of tax		**-**	-
Total comprehensive income for the year		**85,246**	813,035

The notes on pages 13 to 32 form an integral part of these financial statements.

Thomas Cook (Mauritius) Holding Company Limited

STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2026

	Note	2026 USD	2025 USD
ASSETS			
Non-current asset			
Investments in subsidiary	8	**138,255**	138,255
Financial assets at fair value through profit or loss	9	**6**	6
Total non-current assets		**138,261**	138,261
Current asset			
Loan receivable	10	**1,470,000**	1,270,000
Receivable	11	**97,844**	171,650
Cash and cash equivalents	12	**53,304**	95,199
Total current assets		**1,621,148**	1,536,849
Total assets		**1,759,409**	1,675,110
EQUITY AND LIABILITIES			
Equity			
Stated capital	13	**1,655,500**	1,655,500
Retained earnings		**92,458**	7,212
Total equity		**1,747,958**	1,662,712
LIABILITIES			
Current liabilities			
Accruals	15	**7,009**	8,906
Current tax liability	17	**4,442**	3,492
Total current liabilities		**11,451**	12,398
Total equity and liabilities		**1,759,409**	1,675,110

Approved and authorised for issue by the Board of directors on and signed on its behalf by:

Vidisha Devi Ramlugun Gunesh **Selvida Naiken**

28 APR 2026

The notes on pages 13 to 32 form an integral part of these financial statements.

Thomas Cook (Mauritius) Holding Company Limited

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2026

	Stated capital	Retained earnings	Total equity
	USD	USD	USD
Balance at 01 April 2025	**1,655,500**	**7,212**	**1,662,712**
Comprehensive income			
Profit for the year	**-**	**85,246**	**85,246**
Balance at 31 March 2026	**1,655,500**	**92,458**	**1,747,958**
Balance at 01 April 2024	1,655,500	(705,823)	949,677
Comprehensive income			
Profit for the year	-	813,035	813,035
Dividend paid	-	(100,000)	(100,000)
Balance at 31 March 2025	1,655,500	7,212	1,662,712

Thomas Cook (Mauritius) Holding Company Limited

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MARCH 2026

	Note	**2026 USD**	2025 USD
Cash flow from operating activities			
Profit before tax		**89,774**	816,527
Operating profit before working capital changes		**89,774**	816,527
Adjustments for:			
Net changes in working capital:			
Change in receivables	11	**73,806**	(56,802)
Change in accruals	15	**(1,897)**	(6,395)
Tax paid	18	**(3,578)**	(3,053)
Total changes in working capital		**68,332**	(66,250)
Net cash generated from operating activities		**158,105**	750,277
Cash flows from financing activities			
Repayment of loan to related party	19	**1,270,000**	-
Issuance of loan to related party	19	**(1,470,000)**	(680,000)
Dividend paid	14	**-**	(100,000)
Net cash used in financing activities		**(200,000)**	(780,000)
Net movement in cash and cash equivalents		**(41,895)**	(29,723)
Cash and cash equivalents at the beginning of the year		**95,199**	124,922
Cash and cash equivalent at the end of the year		**53,304**	95,199
Cash and cash equivalents made up of:			
Cash at bank	12	**53,304**	95,199

The notes on pages 13 to 32 form an integral part of these financial statements.

1. GENERAL INFORMATION

Thomas Cook (Mauritius) Holding Company Limited, the "Company", was incorporated in the Republic of Mauritius under the Companies Act 2001 on 20 December 1994 as a private company with liability limited by shares. The Company's registered office is C/o Executive Services Limited, 2nd Floor, Les Jamalacs Building, Vieux Conseil Street, Port Louis Republic of Mauritius.

The principal activity of the Company is to hold investments.

2. BASIS OF PREPARATION

(i) Statement of compliance

The financial statements of Thomas Cook (Mauritius) Holding Company Limited have been prepared in accordance with the IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board (IASB) and in compliance with the requirements of Companies Act 2001.

Details of the Company's accounting policies are included in Note 4.

(ii) Basis of measurement

The financial statements have been prepared on the going concern basis using historical cost basis except as otherwise stated in the notes to the financial statements.

(iii) Functional and presentation

The financial statements are presented in United States dollar (USD) which is the Company's functional currency. All amounts have been rounded to the nearest USD unless otherwise stated.

(iv) Going concern

Management has made an assessment of the Company's ability to continue as going concern and is satisfied that the Company has the resources to continue in business in the foreseeable future. Refer to Note 21 for further details. Therefore, the financial statements continue to be prepared on the going concern basis. The directors are satisfied that the Company are in a sound financial position and that both has access to sufficient bank facilities to meet foreseeable cash requirements. The directors are not aware of any new material changes that may adversely impact the Company. The directors are also not aware of any material non-compliance.

(v) Use of estimates and judgement

In preparing these financial statements, management has made 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.

3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

(i) Application of new and revised IFRS Reporting standards("IFRS")

The following amendment issued by the International Accounting Standards Board ("IASB") became effective for annual reporting periods beginning on or after 1 April 2025 and has been applied by the Company in the current financial year:

Lack of Exchangeability (Amendments to IAS 21)

In August 2023, the IASB issued amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates to clarify how an entity determines whether a currency is exchangeable into another currency and how to determine the spot exchange rate when exchangeability is lacking. The amendments also introduce additional disclosure requirements to enable users of financial statements to assess the impact of a currency not being exchangeable.

The adoption of these amendments did not have a material impact on the Company's financial position, performance or cash flows.

(ii) Standards and interpretations issued and not yet effective for the financial year ended 31 March 2026

The following new standards and amendments to existing standards were issued but are not yet effective for the financial year ended 31 March 2026. The Company has not early adopted these standards and amendments.

The Company is currently assessing the potential impact of these standards and amendments on its financial statements.

New standards/Amendments to:	Effective for accounting period beginning on or after
Amendments to IFRS 9 and IFRS 7 – Classification and Measurement of Financial Instruments	01 January 2026
Annual Improvements to IFRS Accounting Standards – Volume 11	01 January 2026
Contracts Referencing Nature-dependent Electricity – Amendments to IFRS 9 and IFRS 7	01 January 2026
IFRS 18 – Presentation and Disclosure in Financial Statements	01 January 2027
Amendments to IFRS 19 – Subsidiaries without Public Accountability	01 January 2027
Amendment to IAS 21 – Translation to a Hyperinflationary Presentation Currency	01 January 2027

Amendments to IFRS 9 and IFRS 7 – Classification and Measurement of Financial Instruments

In May 2024, the IASB issued targeted amendments to IFRS 9 and IFRS 7 to address matters identified during the post-implementation review of IFRS 9. The amendments:

- clarify the date of recognition and derecognition of certain financial assets and financial liabilities, including a new exception for certain financial liabilities settled through electronic cash transfer systems;
- provide additional guidance on assessing whether financial assets meet the solely payments of principal and interest (SPPI) criterion;

3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (CONTINUED)

(ii) Standards and interpretations issued and not yet effective for the financial year ended 31 March 2026(Continued)

- introduce enhanced disclosure requirements for financial instruments with contractual terms that may change cash flows, including instruments linked to environmental, social and governance (ESG) targets; and
- update disclosures for equity instruments designated at fair value through other comprehensive income (FVOCI).

The amendments are effective for annual periods beginning on or after 1 April 2025, with early application permitted. The Company does not expect these amendments to have a material impact on its financial statements.

Annual Improvements to IFRS Accounting Standards – Volume 11

The Annual Improvements include amendments to:

- IFRS 1: Hedge accounting by a first-time adopter
- IFRS 7: Gain or loss on derecognition
- IFRS 7: Disclosure of deferred difference between fair value and transaction price
- IFRS 7: Introduction and credit risk disclosures
- IFRS 9: Lessee derecognition of lease liabilities
- IFRS 9: Transaction price
- IFRS 10: Determination of a 'de facto agent'
- IAS 7: Cost method

The amendments do not include transition requirements, other than that an entity is required to apply the amendment to IFRS 9:2.1(b)(ii) to lease liabilities that are extinguished on or after the beginning of the annual reporting period in which the entity first applies that amendment. The amendments are effective for annual reporting periods beginning on or after 1 January 2026 with earlier application permitted. The Company does not expect these amendments to have a material impact on its financial statements.

Contract Referencing Nature Dependent – Amendments to IFRS 9 and IFRS 7

In December 2024, the Board issued contracts Referencing Nature- Dependent Electricity (Amendments to IFRS 9 and IFRS 7). The amendments include:

- Clarifying the application of the 'own use' requirements
- Permitting hedge accounting if these contracts are used as hedging instruments
- introduce additional disclosure requirements to enhance transparency regarding their effects on financial performance and cash flows

The amendments are effective for annual reporting periods beginning on or after 1 January 2026. Early application is permitted. The amendments shall be applied retrospectively; prior periods need not be restated to reflect the application of the amendments. The Company does not expect these amendments to have a material impact on its operations or financial statements.

3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (CONTINUED)

(ii) Standards and interpretations issued and not yet effective for the financial year ended 31 March 2026 (Continued)

IFRS 18 – Presentation and Disclosure in Financial Statements

In April 2024, the IASB issued IFRS 18, which replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new. It also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements (PFS) and the notes. In addition, narrow-scope amendments have been made to IAS 7 Statement of Cash Flows, which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards.

IFRS 18, and the amendments to the other standards, is effective for reporting periods beginning on or after 1 January 2027, but earlier application is permitted and must be disclosed. IFRS 18 will apply retrospectively. The Company is currently working to identify all impacts the amendments will have on the financial statements.

Amendments to IFRS 19 – Subsidiaries without Public Accountability

Following the issuance of IFRS 19 in May 2024, the IASB issued amendments to IFRS 19 to align its reduced disclosure framework with IFRS Accounting Standards issued between February 2021 and May 2024 that were not reflected in the original version of IFRS 19.
The amendments update and refine the disclosure requirements applicable to eligible subsidiaries applying IFRS 19 and:

- remove certain disclosure objectives, including those relating to supplier finance arrangements, lack of exchangeability and non-current liabilities with covenants;
- reduce disclosure requirements relating to supplier finance arrangements;
- remove disclosure requirements that are interpretative guidance rather than mandatory disclosures; and
- replace disclosure requirements relating to management-defined performance measures with a cross-reference to IFRS 18 Presentation and Disclosure in Financial Statements.

The amendments have the same effective date as IFRS 19, being annual reporting periods beginning on or after 1 January 2027, with early application permitted.

The Company is currently assessing whether it qualifies to apply IFRS 19 and, if applicable, the potential impact of applying IFRS 19 and these amendments on its financial statements.

Amendment to IAS 21 - Translation to a Hyperinflationary Presentation Currency

In November 2025, the International Accounting Standards Board ("IASB") issued Translation to a Hyperinflationary Presentation Currency (Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates).

3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (CONTINUED)

(ii) Standards and interpretations issued and not yet effective for the financial year ended 31 March 2026 (Continued)

Amendment to IAS 21 - Translation to a Hyperinflationary Presentation Currency (continued)

The amendments address how an entity translates amounts when its functional currency is the currency of a non-hyperinflationary economy and its presentation currency is the currency of a hyperinflationary economy. The amendments aim to reduce diversity in practice by clarifying the translation approach in these circumstances and introduce additional disclosure requirements. The amendments are effective for annual reporting periods beginning on or after 1 January 2027, with early application permitted. The Company is currently assessing the potential impact of these amendments on its financial statements.

4 MATERIAL ACCOUNTING POLICIES

(a) Overall considerations

The financial statements have been prepared using material accounting policies and measurement has bases summarised.

Its ultimate holding company,Fairfax Financial Holdings Limited prepares consolidated financial statements in accordance with IFRS. Hence management has taken the advantage of paragraph 4 of the IFRS 10 - Consolidated Financial Statements, which dispenses it from the need to present consolidated financial statements.

(b) Consolidation exemption

The Company has not consolidated its investment in subsidiary given that it is exempt from preparing the consolidated financial statements based on the following:

The Company is wholly owned subsidiary of Thomas Cook (India) Limited, which has been informed about, and does not object to following:

The Company not presenting the consolidated statements for its investments in subsidiaries.

- The Company's debt or equity instruments are not traded in a public market (a domestic or foreign stock exchange or an over-the-counter market, including local and regional markets);
- The Company did not file, nor is it in the process of filing, its financial statements with a securities commission or other regulatory organization, for the purpose of issuing any class of instruments in a public market; and
- The ultimate or any Intermediate parent of the Company produces financial statements available for public use that comply with IFRS Accounting Standards, in which subsidiaries are consolidated or are measured at Fair Value Through Profit or Loss.

Based on above criteria, the Company is exempted from the preparation of consolidated financial statements as the ultimate holding company Fairfax Financial Holdings Limited, a Canadian registered company, prepares the consolidated financial statements in accordance with IFRS Accounting Standards and is available for public use. The registered office of Fairfax Financial Holdings Limited is located in Toronto, Ontario, Canada and the consolidated financial statements of are publicly available on its website.

4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(c) Financial Instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial 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, 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.

(i) Classification and initial measurement of financial assets

All financial assets are initially measured at fair value adjusted for transaction costs, where appropriate.

Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- Amortised cost
- Fair value through profit or loss (FVTPL)
- Fair value through other comprehensive income (FVOCI)

In the current year, the Company does not have any financial assets categorised as FVOCI.

Financial assets - Business model assessment

The Company make an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes: The company's financial assets include:

- the stated policies and objectives for the portfolio and the operation of those policies in practice.

These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets:

- how the performance of the portfolio is evaluated and reported to the Company's management.
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed.
- how managers of the business are compensated - e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(c) Financial Instruments (Continued)

Financial assets - Business model assessment

All income and expenses relating to financial assets that are recognised in the statement of comprehensive income are presented within finance income or finance costs, except for impairment losses which are presented within other expenses.

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows.
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Company's cash and cash equivalents, loan to related party and most of its receivables fall into this category of financial instruments.

Financial assets – Subsequent measurement and gains and losses

The Company's financial liabilities include accruals.

Financial liabilities are classified as measured at amortised cost. Financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Financial assets at fair value through profit or loss

Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorised at fair value through profit and loss. Further, irrespective of business model, financial assets where contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL.

Assets in this category are measured at fair value with gains or losses recognised in profit or loss. The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(c) Financial Instruments (Continued)

Financial assets at fair value through profit or loss (Continued)

The Company holds investment in Travel Circle International (Mauritius) Ltd, an unquoted company and the objective of holding this investment is not for returns from capital appreciation or investment income. Hence the directors consider the cost of this investment to be a fair reflection of the fair value.

Impairment

(i) Non derivative financial assets

The Company recognise loss allowances for ECLs on financial assets measured at amortised cost.

The Company measure loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- Bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company consider 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.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 90 days past due.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. 12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).
The maximum period considered when estimating ECLs is the maximum contractual period over which the Group and the Company is exposed to credit risk.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expect to receive.

4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(c) Financial Instruments (Continued)

Impairment (Continued)

(i) Non derivative financial assets (Continued)

ECLs are discounted at the effective interest rate of the financial asset

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:
- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

Presentation of allowance for ECL in the statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. For individual customers, the Company has a policy of writing off the gross carrying amount when the financial asset is 90 days past due based on historical experience of recoveries of similar assets. For corporate customers, the Company individually make an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Company expect no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

(ii) Non-financial assets

At each reporting date, the Company review the carrying amounts of its non-financial assets (other than deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(c) Financial Instruments (Continued)

Impairment (Continued)

(ii) Non-financial assets (continued)

An impairment loss is recognised if the carrying amount of an asset exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit or loss. Impairment losses recognised in prior periods are assessed at the end of each reporting date for any indications that the loss has decreased or not longer exists.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Derecognition

Financial assets

The Company derecognise a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which either substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfer nor retain substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Company enter into transactions whereby it transfers assets recognised in their statement of financial position but retain either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised

Financial Liabilities

The Company derecognise a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group and the Company also derecognise a financial liability when its terms are ,modified and the cashflows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (excluding any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

Offsetting financial instruments

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

4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(d) Fair value measurement

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Fair value measurement of financial instruments

Financial assets measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. This grouping is determined based on the level of significance inputs used in fair value measurement, as follows:

- **Level 1**-quoted prices (unadjusted) in active market, for identical assets or liabilities
- **Level 2** - inputs other than quoted prices included within Level 1 that are observable for the asset or.
- **Level 3** - unobservable inputs for the asset or liability.

(e) Investments in subsidiary

A subsidiary is an entity over which the Company has control. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has ability to affect those returns through its power over the entity.

Investments in subsidiaries are stated at cost less impairment. Where an indication of impairment exists, the recoverable amounts of the investments are assessed. Where the carrying amounts of the investments are greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is charged to statement of comprehensive income. On disposal of the investments, the difference between the net disposal proceeds and the carrying amount is charged or credited to the statement of comprehensive income.

(f) Income tax

Tax expense recognised in profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting years, that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting date.

Deferred income taxes are calculated using the liability method on temporary differences between the carrying amount of assets and liabilities and their tax bases.

(g) Cash and equivalents

Cash and cash equivalents comprise of cash on hand and demand deposits together with other short-term, highly liquid investments maturing within 90 days that are readily convertible into known amounts of cash and which are subject to an insignificant risk of change in value. The Company has elected to present the statement of cashflows using the indirect method.

4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(h) Stated Capital

Ordinary Shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

(h) Foreign currency

Foreign currency transactions and balances

Foreign currency transactions are translated into the functional currency of the Company, using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary items denominated in foreign currency at year-end exchange rates are recognised in profit or loss.

Non-monetary items are not retranslated at year-end and are measured at historical cost (translated using the exchange rates at the transaction date), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

(i) Revenue recognition

Interest income is accounted on an accrual basis unless collectability is in doubt.

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

To determine whether to recognise revenue, the Company ensures that the following 5 conditions are satisfied:

1. Identifying the contract with a customer.
2. Identifying the performance obligations.
3. Determining the transaction price.
4. Allocating the transaction price to the performance obligations.
5. Recognising revenue when/as performance obligation(s) are satisfied.

The Company also earns management service fees from the provision of accounting services to a sister company which are recognised over time, that is when the Company satisfies performance obligations by transferring the promised services to its client.

(j) Impairment of non-financial assets

At each reporting date, management reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered any impairment loss. When an indication of impairment loss exists, the carrying amount of the asset is assessed and written down to its recoverable amount.

4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(k) Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required from the Company and a reliable estimate of the amount can be made. At time of effective payment, the provision is deducted from the corresponding expenses. All known risks at the reporting date are reviewed in detail and provision is made where necessary.

(l) Related parties

A related party is a person or company where that person or company has control or joint control of the reporting company; has significant influence over the reporting company; or is a member of the key management personnel of the reporting company or of a parent of the reporting company.

(m) Expense recognition

All expenses are accounted for on the accrual basis.

(n) Critical accounting estimates and judgement

When preparing the financial statements, management undertakes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses.

Significant management judgement

Significant management judgement in applying the accounting policies of the Company that has the most significant effect on the financial statements is set out below.

Determination of functional currency

The determination of the functional currency of the Company is critical since recording of transactions and exchange differences arising there from are dependent on the functional currency selected. The directors have considered those factors and have determined that the functional currency of the Company is the USD.

Impairment of investment in subsidiary

The determination of impairment of investment in subsidiary requires significant judgement. In making this judgement, management at group level evaluates, among other factors, the duration and extent to which the fair value of an investments is less than its cost; and the financial health of and short-term business outlook for the investee, including factors such as industry and sector performance, changes in technology and operational and financing cash flows.

4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Estimation uncertainty

At 31 March 2026, there were no estimates and assumptions that would have a significant effect on the recognition and measurement of assets, liabilities, income and expenses.

5 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's activity exposes it to a variety of financial risks: market risk (including currency risk and interest rate risk), credit risk and liquidity risk. The Company's risk management is carried out under policies approved by the Board of Directors and focuses on securing the Company's short to medium term cash flows by minimising the exposure to financial risks.

(a) Market Risk

Foreign exchange sensitivity

The Company is not exposed to foreign currency risk at the reporting date as all transactions are carried out in USD.

Interest rate sensitivity

The exposure to interest rates for the Company's bank balance is considered immaterial. The Company has interest bearing financial asset in the form of loan receivable. The interest on the loan receivable is 6.75%.

(b) Credit risk analysis

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company. The financial assets that potentially expose the Company to credit risk consist of cash and cash equivalents, loan receivable and receivables. The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at the reporting date, as summarised below:

	2026	2025
Current assets:	**USD**	USD
Loan receivables	**1,470,000**	1,270,000
Receivables	**97,844**	171,650
Cash and cash equivalents	**53,304**	95,199
	1,621,148	1,536,849

The credit risk for the bank balance is considered negligible since the Company transacts with a reputable bank. The directors do not expect any default on the loan advanced to the related party as it operates under a single treasury management where the credit risk is considered low.

The cash and cash equivalents are held with The Mauritius Commercial Bank Ltd which is rated AAA based on Moody's ratings.

5 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c) Liquidity risk analysis

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as and when they fall due. The Company's approach to managing liquidity risk 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. Ultimate responsibility for liquidity risk management rests with the Board of Directors who also monitors the Company's short, medium and long-term funding and liquidity management requirements.

The following are the contractual maturities of financial liabilities.

	Carrying amount USD	Contractual cash flows USD	Less than one year USD	1-5 years USD
31 March 2026				
Accruals	**7,009**	**7,009**	**7,009**	**-**
31 March 2025				
Accruals	8,906	8,906	8,906	-

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns to its member and other stakeholders.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid, buy back shares or issue new shares.

The Company monitors capital on the basis of the gearing ratio. The Company was not geared at the reporting date.

6. CAPITAL MANAGEMENT POLICIES AND PROCEDURES

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns to its member and other stakeholders.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid, buy back shares or issue new shares.

The reporting date. Company monitors capital on the basis of the gearing ratio. The Company was not geared at the reporting date.

7 FAIR VALUE MEASUREMENT

(a) Fair value measurement of financial statements

Financial assets measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. This grouping is determined based on the level of significance inputs used in fair value measurement, as follows:

Level 1 - quoted prices (unadjusted) 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; or
Level 3 - unobservable inputs for the asset or liability.

The Company's financial assets at fair value through profit or loss are classified under Level 3

The hierarchy of the fair value measurement of the Company's financial assets are as follows:

	Level 1 USD	Level 2 USD	Level 3 USD	Total USD
31 March 2026				
Financial assets as fair value through profit or loss				
Investment in an unquoted company	**-**	**-**	**6**	**6**
31 March 2025				
Financial assets as fair value through profit or loss				
Investment in an unquoted company	-	-	6	6

The directors consider the cost of the investment to be a reflection of the fair value.

(b) Fair value measurement of non-financial assets and non-financial liabilities

The Company did not have any non-financial instruments at the reporting date.

8. INVESTMENT IN SUBSIDIARY

(i) Unquoted and at cost:

	2026 USD	2025 USD
At 01 April	**138,255**	138,255
Impairment loss	**-**	-
At 31 March	**138,255**	138,255

(ii) Details of the investment are as follows:

Name of investee company	Country of incorporation	Type of investment	2026 holding	2025 holding
Thomas Cook (Mauritius) Operations Company Limited	Republic of Mauritius	Ordinary shares	**100**	100

(iii) No consolidated financial statements are presented as the Company's ultimate holding company, Fairfax Financial Holdings Limited, will present consolidated financial statements under IFRS. The registered office of Fairfax Financial Holdings Limited is 95 Wellington Street West, Suite 800 Toronto, Ontario, Canada. The directors have hence taken the advantage of section 10.4 of IFRS 10- Consolidated Financial Statements, which dispenses it from the need to present consolidated financial statement.

The directors have carried out an impairment assessment of the investment in subsidiaries and except for Thomas Cook Holidays, that will be wound up, the directors have identified that no impairment is required.

9 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Name of Investee company	Country of incorporation	Type of investment	% Holding	2026	2025
Travel Circle International (Mauritius) Ltd	Republic of Mauritius	Ordinary Shares	0.00002	6	6

(i) The Company subscribed to 1 share in Travel Circle International (Mauritius) Ltd, a related company incorporated in Mauritius.

(ii) The cost of the investments is regarded as a reflection of the fair values. As the Company forms part of a group, all impairment assessment is done at the holding company's level.

10 Loan receivable

Travel Circle International (Mauritius) Ltd

	2026 USD	2025 USD
Opening balance	**1,270,000**	590,000
Repaid during the year	**(1,270,000)**	-
Disbursed during the year	**1,470,000**	680,000
Closing balance	**1,470,000**	1,270,000

The previous loan to Travel Circle International (Mauritius) Ltd bears an interest rate of 6.28% or the benchmarked rate per annum, is unsecured and receivable on demand based on group treasury management. During the year, the loan has been repaid and an addition of USD 1,470,000 has been provided to Travel Circle International (Mauritius) Ltd with an interest rate of 6.75%. Interest income for the year amounted to **USD 85,844** (2025: USD 44,802).

11 Receivable

	2026 USD	2025 USD
Receivable from related party - Travel Circle International (Mauritius) Ltd	**171,650**	114,848
Accounting Fees	**12,000**	12,000
Interest Income	**85,844**	44,802
Paid during the year	**(171,650)**	-
Closing balance	**97,844**	171,650

The receivable from related parties are unsecured, bear interest of **6.75%** (2025: 6.28%) and repayable on demand.

12 Cash and cash equivalents

	2026	2025
	USD	USD
Cash at bank	**53,304**	95,199

13 Stated Capital

	2026 USD	2025 USD
1,655,500 ordinary shares of USD 1 each	**1,655,500**	1,655,500

Rights attached to the ordinary shares are as per the Companies' Act 2001, as follows:

(i) the right to vote on a poll for every share held at a meeting of the Company on any resolution.

(ii) the right to an equal share in dividends authorised by the Board.

(iii) the right to an equal share in the distribution of the surplus assets of the Company

14 Dividend

	2026 USD	2025 USD
Declared during the year and paid		
Final Dividend 2026: **USD Nil** (2025: USD 0.06) per ordinary shares.	**-**	100,000

15 Accruals

	2026 USD	2025 USD
Accrued Expenses	**7,009**	8,906

16. Finance income

	2026 USD	2025 USD
Interest income on loan receivable from Travel Circle International (Mauritius) Ltd (Note 11)	**85,843**	44,802

17 Other income

	2026 USD	2025 USD
Dividend income	**-**	780,000
Management services (Note 11)	**12,000**	12,000
Operating income	**-**	600
	12,000	792,600

18 Taxation

(i) Income tax

The Company is liable to income tax at the rate of 15 % and Corporate Social Responsibility at the rate of 2% at 31 March 2026 it had income tax liability of **USD 4,528** (2025: USD 3,492)

Current tax expense

	2026 USD	2025 USD
Income tax based on taxable profits at 15%	**4,017**	3,119
Corporate Social Responsibility 2%	**425**	373
Prior year under provision	**86**	-
	4,528	3,492

18 Taxation (Continued)

The income tax on the Company's profit before tax differs from the theoretical amount that would arise using the effective tax rate is as follows:

Reconciliation of effective tax rate

	2026 USD	2025 USD
Profit before tax	**89,774**	816,527
Tax at effective rate of 15%	**13,466**	122,479
Non-allowable expenses	**852**	3,016
Exempt income	**(10,301)**	(122,376)
	4,017	3,119

(ii)-Income tax reconciliation

Reconciliation of income tax liability in the statement of financial position

	2026 USD	2025 USD
Balance as at 1 April	**3,492**	3,053
Income tax	**4,017**	3,119
Prior year under provision	**86**	-
Paid during the year	**(3,578)**	(3,053)
Corporate Social Responsibility	**425**	373
	4,442	3,492

(iii)-Deferred transactions

Deferred income taxes are calculated on all temporary differences under the liability method at the rate of 15%. No provision for deferred tax asset has been recognized as no taxable income is probable in the foreseeable future.

19 Related parties' transactions

For the year ended 31 March 2026, the Company had transactions with its related parties. The nature, volume of transactions and the balances are as follows:

Name of related parties	Nature relationships	Nature transactions	Volume of transactions USD	Balance on 31 Mar 26 USD	Volume of transactions USD	Balance on 31 Mar 25 USD
Travel Circle International (Mauritius) Limited	Investee company	Loan receivable	**(200,000)**	**1,470,000**	(680,000)	1,270,000
Travel-Circle International (Mauritius) Limited	Investee company	Loan receivable	**(73,807)**	**97,844**	56,802	171,650

All related party transactions are done at arm's length.

20 Holding companies

The directors consider Thomas Cook (India) Limited, a company listed on the Bombay Stock Exchange, India, as the immediate holding company and Fairfax Financial Holdings Limited, a company listed on the Toronto Stock Exchange, Canada, as the ultimate holding company.

Thomas Cook (India) Limited holds 100% of the shares of Thomas Cook (Mauritius) Holding Company Limited.

Fairbridge Capital (Mauritius) Limited ("Fairbridge"), a subsidiary of Fairfax Financial Holdings Limited (the "ultimate parent"), Canada and its affiliates, held equity shares of INR 1 each corresponding to 63.83% stake in Thomas Cook (India) Limited as on 31 March 2019. As at the financial year ended 31 March 2026, the Fairbridge held equity shares if INR 1 each corresponding to 63.83% stake in Thomas Cook (India) Limited.

21 Going concern

The financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

The directors believe that the Company have adequate financial resources to continue in operation for the foreseeable future and accordingly the financial statements have been prepared on a going concern basis. The directors are satisfied that the Company are in a sound financial position and that both has access to sufficient bank facilities to meet foreseeable cash requirements. The directors are not aware of any new material changes that may adversely impact the Company. The directors are also not aware of any material non-compliance.

22 Contingencies and capital commitments

The Company does not have any contingent liability and capital commitment at year.

23 Events after reporting date

The Company does not have any contingent liability and capital commitment at year.

THOMAS COOK (MAURITIUS) OPERATIONS COMPANY LIMITED

FINANCIAL STATEMENTS

YEAR ENDED

31 MARCH 2026

THOMAS COOK (MAURITIUS) OPERATIONS COMPANY LIMITED

FOR THE YEAR ENDED 31 MARCH 2026

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THOMAS COOK (MAURITIUS) OPERATIONS COMPANY LIMITED

FOR THE YEAR ENDED 31 MARCH 2026

CORPORATE DATA

		Date appointed	Date resigned
Directors:	Mr Mohinder Dyall	04 September 2013	-
	Mr Mahesh Chandran Iyer	13 April 2022	-
	Mr Debasis Nandy	17 December 2018	-
	Mrs Vidisha Ramlugun Gunesh	12 April 2021	-
	Mrs Selvida Naiken	29 March 2022	-
	Mr Sean Oliver Men Foong Liew Kew Lin	15 October 2025	-
Secretary:	Executive Services Limited 2nd Floor, Les Jamalacs Building Vieux Conseil Street Port Louis Republic of Mauritius		
Registered Office:	Anglo-Mauritius House 4 Intendance Street Port Louis Republic of Mauritius		
Auditor:	Baker Tilly Level 2, Tribeca Central Trianon 72261 Republic of Mauritius		
Bankers:	AfrAsia Bank Limited Bank One Limited BCP Bank (Mauritius) Limited ABSA Bank (Mauritius) Limited MauBank Ltd SBM Bank (Mauritius) Ltd SBI (Mauritius) Ltd The Mauritius Commercial Bank Ltd		

ANNUAL REPORT

The directors present their annual report together with the audited financial statements of THOMAS COOK (MAURITIUS) OPERATIONS COMPANY LIMITED, the "Company", for the year ended 31 March 2026.

The Company was incorporated in the Republic of Mauritius on 14th February 2000 under the Companies Act 2001 as a private company with liability limited by shares.

PRINCIPAL ACTIVITY

The principal activity of the Company is to deal in foreign exchange under a foreign exchange dealer licence issued by the Bank of Mauritius.

RESULTS AND DIVIDENDS

The results for the year are as shown on page 21.

The directors have not recommended any payment of dividend for the year under review (2025: MUR 36,000,000).

DIRECTORS

The present membership of the Board is set out on page 2.

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

Companies Act 2001 requires the directors to prepare financial statements for each financial year which present fairly the statement of financial position, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows of the Company. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards") have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

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

The Directors confirm that adequate accounting records have been maintained and effective systems of internal control and risk management were in place.

ANNUAL REPORT
Report on Corporate Governance

1. CORPORATE GOVERNANCE

Thomas Cook (Mauritius) Operations Company Limited (the "Company") is a private company incorporated in the Republic of Mauritius. It is a wholly owned subsidiary of Thomas Cook (Mauritius) Holding Company Limited and forms part of the wider Thomas Cook India Group. The ultimate parent company is Fairfax Financial Holdings Limited, Canada.

This report on Corporate Governance has been prepared for the financial year ended 31 March 2026 and reflects the Company's commitment to maintaining a robust governance framework aligned with the National Code of Corporate Governance for Mauritius (2016), as well as applicable regulatory requirements.

The Board remains committed to upholding high standards of integrity, ethical conduct and transparency in all areas of the Company's operations. The governance framework is designed to support effective decision-making, accountability and sustainable value creation for stakeholders.

Although the Company is not classified as a Public Interest Entity under the Financial Reporting Act 2004, the Board has elected to adopt relevant principles of good governance which are appropriate to the nature, scale and complexity of the Company's operations.

The governance approach adopted by the Company aims to:

- promote a strong ethical culture across the organisation;
- ensure effective oversight of strategy and performance;
- maintain sound systems of risk management and internal control; and
- foster constructive engagement with stakeholders, including regulators and business partners.

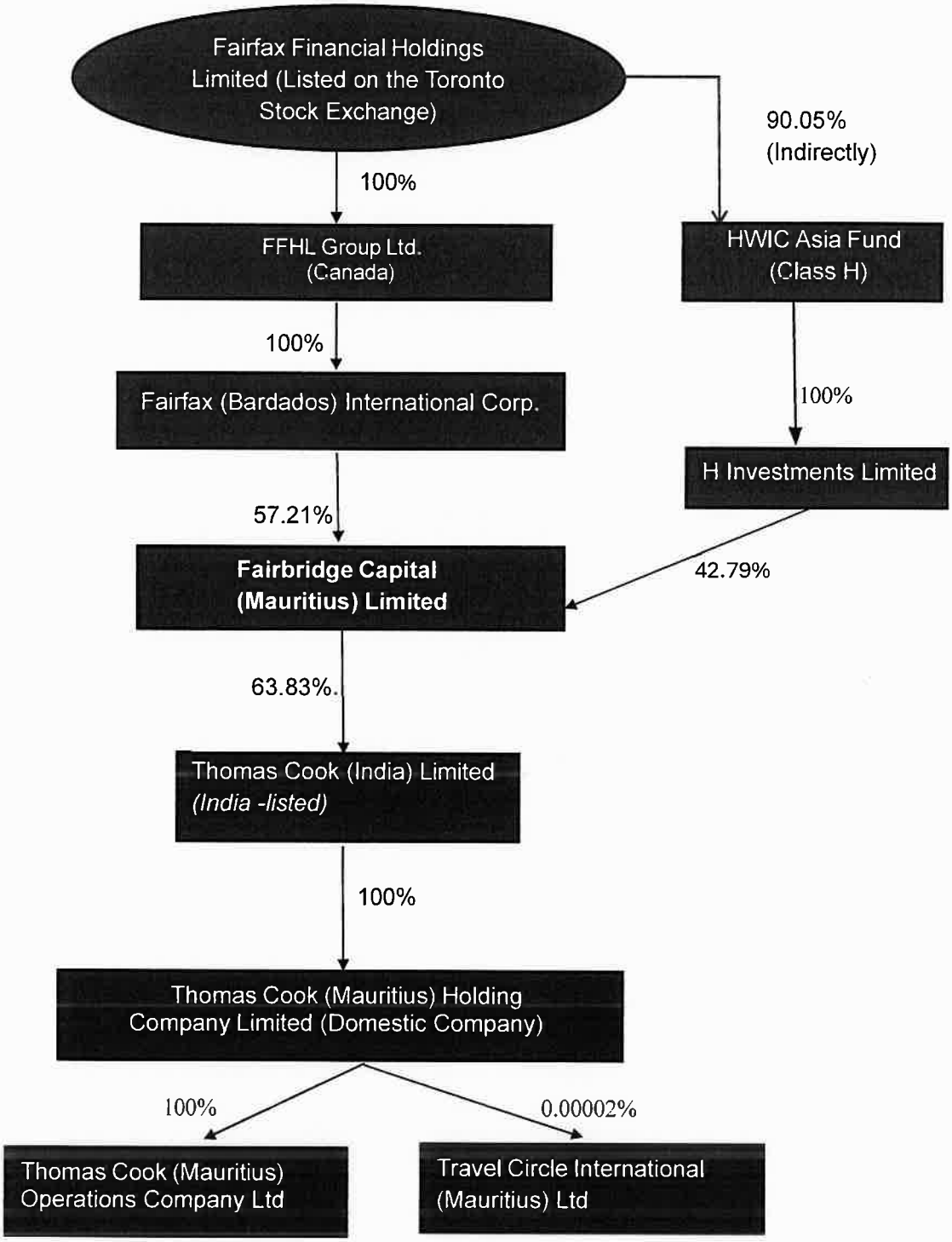
2. ORGANISATIONAL OVERVIEW AND BUSINESS ENVIRONMENT

The Company operates within a dynamic and evolving business environment, influenced by both global and local economic conditions. The Board continues to monitor external developments closely and remains focused on strengthening the Company's operational resilience and adaptability.

ANNUAL REPORT (CONTINUED)

Report on Corporate Governance (continued)

3. SHAREHOLDING STRUCTURE



ANNUAL REPORT (CONTINUED)
Report on Corporate Governance (continued)

4. BOARD OF DIRECTORS

4.1 Structure of the Board

The Company operates under a unitary Board structure. The Board is collectively responsible for providing leadership, setting strategic direction and ensuring the long-term success of the Company.

The Board operates within a clearly defined governance framework, ensuring that appropriate systems of control and accountability are maintained.

4.2 Composition of the Board

The Board comprises a mix of (1) Executive, (2) Non-Executive and (3) Independent Directors, bringing together a broad range of skills, experience and perspectives.

This balanced composition supports independent judgement and ensures that no single individual or group dominates the decision-making process.

4.3 Board Meetings and Attendance

The Board meets regularly during the year to consider matters relating to strategy, performance, risk and compliance.

A schedule of meetings is agreed in advance, and additional meetings may be convened as required. Directors receive comprehensive and timely information to enable informed decision-making.

Attendance of Directors at the Audit and Risk Management Committee and Board meetings are monitored and recorded to ensure effective participation in the governance of the Company.

Members+	02/05/2025	25/08/2025	26/11/2025	25/02/2026
Selvida Naiken, Chaiperson	✓	✓	✓	✓
Vidisha Ramlugun	✓	✓	✓	✓
Oliver Lew Kew*			✓	✓
Mohinder (Shakeel) Dyall	✓	✓	✓	✓
Mahesh Iyer	✓	✓	✓	✓
Debasis Nandy	✓		✓	✓

*Mr Oliver Lew Kew was appointed as director on 15/10/2025

4.4 Directors' Profiles

The Board comprises individuals with a diverse and complementary mix of expertise in finance, governance, academia, technology and operations. Collectively, they provide independent judgement, strategic oversight and leadership to support the long-term sustainability of the Company.

Mrs Selvida Naiken

Independent Director and Chairperson of the Board

Mrs Selvida Naiken is a seasoned governance and finance professional with over 25 years of experience in the public sector. She is a Fellow of the Association of Chartered Certified Accountants (ACCA) and holds a Master's degree in Business Administration (Marketing), a Diploma in Social Work, and certifications in Quality Assurance and Corporate Governance.

ANNUAL REPORT (CONTINUED)
Report on Corporate Governance (continued)

4. BOARD OF DIRECTORS (CONTINUED)

4.4 Directors' Profiles (continued)

Mrs Selvida Naiken (continued)

Her career spans over 25 years and includes senior roles across various Ministries, notably as Senior Accountant, and culminated in her position as Chief Executive Officer of the Financial Reporting Council, where she was responsible for regulating the auditing profession, strengthening financial reporting standards and promoting corporate governance among Public Interest Entities (PIE).

Mrs Naiken brings extensive expertise in regulatory oversight, governance frameworks and institutional accountability, and provides strong leadership to the Board in her capacity as Chairperson.

Dr Vidisha Ramlugun

Independent Director and Chairperson of the Audit and Risk Management Committee

Dr Vidisha Ramlugun is a Senior Lecturer in Finance and Accounting at the University of Mauritius, with specialised expertise in corporate governance, financial reporting and risk oversight. She holds a PhD in Corporate Governance, an MSc in International Banking and Finance, and a BSc (Hons) in Accounting and Finance.

She is a member of the Chartered Governance Institute and the Mauritius Institute of Directors, and has contributed to academic research, publications and conferences in governance-related disciplines.

Dr Ramlugun brings strong analytical rigour and governance expertise to the Board. As Chairperson of the Audit and Risk Management Committee, she plays a key role in overseeing financial reporting integrity, risk management frameworks and internal control systems.

Mr Oliver Lew Kew Lin

Independent Director

Mr Oliver Lew Kew Lin is an accomplished business leader with extensive experience in technology, outsourcing and enterprise development. A former Science Laureate, he graduated from the University of Oxford in Engineering and Computing Science.

He is recognised as a pioneer of the business process outsourcing industry in Mauritius and has led projects for major international organisations. As Managing Director of the Eruption Group, he has been actively involved in driving innovation and the adoption of emerging technologies within enterprises.

Mr Lew Kew Lin brings to the Board significant expertise in digital transformation, strategic management and technology-driven business models, contributing valuable insight into innovation and operational efficiency.

Mr Mahesh Iyer

Non-Executive Director

Mr Mahesh Iyer is a senior executive with extensive experience in the travel and foreign exchange sectors. He has been associated with Thomas Cook India since 1994 and has held several leadership roles across the organisation.

He holds a Master's degree in Marketing Management and has completed an Executive Programme in Business Management. As Managing Director and Chief Executive Officer of Thomas Cook (India) Limited group, he oversees business performance across multiple verticals and drives the Group's long-term strategic direction.

Mr Iyer brings significant industry knowledge, international perspective and strategic leadership to the Board.

Mr Debasis Nandy

Non-Executive Director

Mr Debasis Nandy is a Chartered Accountant with over 30 years of experience in finance, accounting and corporate management. He is an Associate Member of the Institute of Chartered Accountants of India and has completed executive development programmes at Wharton and London Business School.

ANNUAL REPORT (CONTINUED)
Report on Corporate Governance (continued)

4. BOARD OF DIRECTORS (CONTINUED)

4.4 Directors' Profiles (continued)

Mr Debasis Nandy (continued)

He serves as President and Group Chief Financial Officer of Thomas Cook (India) Limited, where he oversees finance operations across the Group's global footprint and brings strong financial expertise and governance insight to the Board.

Mr Nandy brings strong financial expertise, governance insight and international experience to the Board through his prior roles at organisations including Piramal Healthcare, Aviva, ICI and Indian Aluminium.

Mr Mohinder (Shakeel) Dyall

Executive Director and Chief Operating Officer

Mr Mohinder Shakeel Dyall joined the Company in September 2013 as Chief Operating Officer and was appointed to the Board in the same year. He holds a Postgraduate Diploma in Marketing from the Chartered Institute of Marketing, an MSc in E-Business and a Postgraduate Diploma in Financial Crime Compliance.

Prior to joining the Company, he held senior leadership roles including Chief Operating Officer at Flemingo Duty Free Mauritius Ltd and Chief Executive Officer at Mauritius Duty Free Paradise Ltd.

He is responsible for the day-to-day management of the Company and the execution of its strategic objectives, providing the Board with direct insight into operational performance and business development

5. LEADERSHIP STRUCTURE

There is a clear and well-defined division of responsibilities between the Chairperson of the Board and the Chief Operating Officer. This separation ensures an appropriate balance of authority and supports effective governance and oversight.

5.1. Role and Function of the Chairperson

The Chairperson is responsible for providing leadership to the Board and ensuring its effective functioning. This includes setting the Board agenda, facilitating constructive discussion and ensuring that all Directors can contribute effectively to deliberations.

The Chairperson also ensures that the Board operates in a manner that promotes high standards of corporate governance and ethical conduct.

In addition, the Chairperson acts as a key link between the Board and management, working closely with the Chief Operating Officer to ensure that the Board is appropriately informed on all material matters. The Chairperson also represents the Board in its interactions with stakeholders where required.

5.2. Role and Function of the Chief Operating Officer

The Chief Operating Officer ("COO") is responsible for the executive management of the Company and for the implementation of the strategy approved by the Board.

This includes leading the development of the Company's strategic objectives, overseeing operational performance and ensuring that resources are effectively deployed to achieve business goals.

The COO is accountable to the Board for the day-to-day management of the Company and plays a central role in maintaining operational efficiency, financial discipline and organisational performance.

5.3. Role of Non-Executive and Independent Directors

Non-Executive and Independent Directors play a vital role in strengthening the governance framework of the Company. They provide independent judgement and objective oversight on matters relating to strategy, performance, risk and compliance.

Their involvement in Board deliberations ensures that decisions are taken in a balanced and considered manner. They also contribute to policy formulation and strategic planning, while safeguarding against any undue concentration of power within the Board.

ANNUAL REPORT (CONTINUED)
Report on Corporate Governance (continued)

6. GOVERNANCE PRACTICES

6.1. Directors' Duties and Responsibilities

Directors are required to act in good faith and in the best interests of the Company at all times. They exercise due care, skill and diligence in the performance of their duties and are expected to apply independent judgement when making decisions.

The Directors work closely with management to ensure that decisions are taken on a fully informed basis and in a manner that promotes the long-term interests of the Company.

The Company Secretary plays an important role in supporting Directors by ensuring that they are kept informed of their statutory duties and responsibilities under the Companies Act 2001 and other applicable legislation.

6.2. Role and Function of the Company Secretary

The Company Secretary is responsible for supporting the effective functioning of the Board and its committees. This includes ensuring the timely provision of accurate, relevant and comprehensive information to Directors.

The Company Secretary also advises the Board on governance matters and ensures that the Company remains compliant with applicable regulatory and legal requirements.

The Company Secretary attends all Board and committee meetings and is responsible for maintaining proper records of proceedings.

6.3. Conflicts of Interest

The Company has established procedures to ensure that any actual or potential conflicts of interest are identified and appropriately managed.

Directors are required to disclose any interests that may give rise to a conflict at the earliest opportunity. Such disclosures are formally recorded, and where necessary, the relevant Director abstains from participating in discussions or decisions relating to the matter concerned.

6.4. Remuneration of Directors

The remuneration of Directors is determined by the Board, taking into account the level of responsibility, time commitment and prevailing market practices.

Independent Directors are remunerated by way of sitting fees for their participation in Board and committee meetings. For the financial year under review, an aggregate fee of **Rs 900,000** was allocated to Independent Directors

The remuneration framework is designed to ensure that the Company is able to attract and retain individuals with the appropriate skills and experience, while maintaining alignment with good governance principles.

7. BOARD EFFECTIVENESS

7.1. Nomination and Appointment Process

The Board recognises the importance of a formal and transparent process for the nomination and appointment of Directors.

Appointments are based on merit, taking into consideration the skills, experience and independence required to ensure an appropriate balance on the Board.

The appointment process typically includes:

- identification and evaluation of suitable candidates;
- interviews and assessment of competencies;
- approval by the Board;
- obtaining any required regulatory approvals;
- formal appointment through shareholder resolution where applicable; and
- completion of all necessary regulatory filings.

ANNUAL REPORT (CONTINUED)
Report on Corporate Governance (continued)

7. BOARD EFFECTIVENESS (CONTINUED)

7.2. Board Induction and Professional Development

Newly appointed Directors receive a structured induction programme tailored to the Company's operations and governance framework. This includes meetings with senior management and, where relevant, familiarisation with the Company's operational activities.

The Board acknowledges the importance of continuous professional development and encourages Directors to participate in external seminars and training programmes.

Particular emphasis is placed on developments in regulatory compliance, including Anti-Money Laundering and Combatting the Financing of Terrorism (AML/CFT) requirements.

7.3. Board Evaluation

The Board recognises that regular evaluation of its performance is essential to maintaining effectiveness.

Periodic assessments are undertaken to review the Board's composition, functioning and overall performance. These evaluations provide an opportunity to identify strengths, address areas for improvement and enhance the quality of decision-making.

7.4. Succession Planning

The Board is responsible for ensuring that appropriate succession planning arrangements are in place for both Directors and senior management.

This includes reviewing the composition of the Board on an ongoing basis and identifying opportunities to refresh its membership where appropriate.

The Board also ensures that succession plans are in place for key executive roles, including the Chief Operating Officer, to ensure continuity of leadership and minimise operational disruption.

7.5. Board Meetings

The Board meets regularly throughout the year in accordance with a pre-agreed schedule. Additional meetings may be convened where necessary to address specific matters.

At each meeting, the Board is provided with detailed reports covering operational performance, financial results and key risk indicators. The Board also reviews budgets, capital expenditure, audited financial statements and relevant legal or regulatory developments.

The Board remains satisfied that it has been provided with sufficient and timely information to enable it to discharge its responsibilities effectively.

8. BOARD COMMITTEES

8.1. Audit and Risk Management Committee

The Board has established an Audit and Risk Management Committee (the "Committee") to support it in fulfilling its oversight responsibilities in relation to financial reporting, risk management and internal control.

The Committee operates under a formal charter approved by the Board, which is reviewed periodically to ensure continued relevance.

The Committee meets regularly during the year and reports to the Board following each meeting. Minutes of meetings are circulated to all Directors for review and noting.

Responsibilities of the Committee

The key responsibilities of the Committee include:

- reviewing the integrity of the Company's financial statements and disclosures;
- monitoring the effectiveness of internal control systems and risk management processes;
- overseeing the internal audit function and reviewing its findings;
- making recommendations to the Board on the appointment, reappointment and remuneration of external auditors;

ANNUAL REPORT (CONTINUED)
Report on Corporate Governance (continued)

8. BOARD COMMITTEES (CONTINUED)

8.1. Audit and Risk Management Committee (continued)

- assessing the independence and performance of external auditors; and
- ensuring compliance with applicable legal and regulatory requirements.

The Committee is authorised by the Board to:

- investigate any matter within its terms of reference;
- obtain independent professional advice where necessary;
- require the attendance of any employee or external party at its meetings; and
- access all information required to perform its duties.

Membership and Attendance

Member	30/04/2025	21/08/2025	19/11/2025	19/02/2026
Vidisha Ramlugun, Chairperson	✓	✓	✓	✓
Selvida Naiken	✓	✓	✓	✓
Oliver Lew Kew*			✓	✓

*Mr Oliver Lew Kew was appointed a member of the Committee on 26/11/2025

Senior management, including the Chief Operating Officer key Finance, BPIA and compliance personnel, attend meetings of the Committee by invitation. Internal and external auditors also attend as required.

9. RISK MANAGEMENT, INTERNAL CONTROL AND INTERNAL AUDIT

Internal Audit and Internal Control

The internal audit function provides independent assurance to the Board on the effectiveness of the Company's internal control systems and risk management processes.

During the year under review, the internal audit function was outsourced to BDO & Co. from Apr 25 to Sept 25 and by Moore (Mauritius) LLP from Jan 2026 to Mar 2026 with support from the internal audit team.

The Board is satisfied that the internal control framework in place is adequate and effective in addressing the risks faced by the Company.

Risk Management

The Board has overall responsibility for the establishment and oversight of the Company's risk management framework.

The process in place ensures that significant risks are identified, assessed and managed in a structured and consistent manner.

Key elements of the framework include:

- ongoing identification and assessment of risks;
- implementation of appropriate mitigation measures; and
- communication and monitoring of risk across all levels of the organisation.

Further details on financial risk management are disclosed in the audited financial statements.

ANNUAL REPORT (CONTINUED)
Report on Corporate Governance (continued)

10. INFORMATION GOVERNANCE

The Company places significant importance on the protection and proper management of information.

Appropriate systems and controls are in place to ensure the confidentiality, integrity and availability of data, supported by robust information technology infrastructure.

The Board, with the support of the Audit and Risk Management Committee, oversees the effectiveness of these arrangements.

11. ACCOUNTING AND AUDITING

The Board ensures that proper accounting records are maintained and that the financial statements are prepared in accordance with International Financial Reporting Standards (IFRS).

External auditors are appointed in accordance with applicable legal and regulatory requirements. Their independence is monitored and safeguarded at all times.

The auditors' fees (exclusive of VAT) by Baker Tilly for audit and other services were:

	2026 Rs	2025 Rs
Audit fees	**1,200,000**	**1,200,000**
Other Services*	**72,000**	66,000
TOTAL	**1,272,000**	1,266,000

*Other services comprise of professional fees for tax services.

12. INTEGRATED SUSTAINABILITY REPORT

12.1. Ethics and Business Conduct

The Company is committed to conducting its business in accordance with the highest standards of integrity, transparency and professionalism. This commitment is formalised through its Code of Business Conduct and Ethics, which outlines the principles governing ethical behaviour, compliance and accountability expected from all employees.

The Code provides guidance on professional conduct, conflicts of interest, confidentiality, and compliance with applicable laws and regulations. It serves as a foundation for fostering a culture of ethical responsibility throughout the organisation.

The Code of Business Conduct and Ethics was approved by the Board of Directors on 18 November 2015 and remains subject to periodic review to ensure continued relevance in a dynamic regulatory and business environment.

12.2. Health and Safety

The Company places significant importance on the health, safety and well-being of its employees and is committed to maintaining a safe and risk-free working environment.

This is achieved through:

- the provision and maintenance of safe systems of work;
- appropriate training, supervision and instruction;
- effective communication of health and safety practices; and
- continuous monitoring and improvement of workplace conditions.

The Company complies with the provisions of the Occupational Safety and Health Act 2005 and all relevant regulations. Health and safety considerations are embedded into operational processes, and regular consultation is carried out across all levels of the organisation to ensure that standards are upheld and continuously enhanced.

ANNUAL REPORT (CONTINUED)
Report on Corporate Governance (continued)

12. INTEGRATED SUSTAINABILITY REPORT (CONTINUED)

12.3. Training and Development

The Company recognises that its employees are key to the long-term success and is committed to fostering a culture of continuous learning and professional development.

Employees are provided with training and development opportunities to ensure they acquire the necessary skills, knowledge and experience to perform their roles effectively and efficiently.

The Company encourages employees to:

- actively pursue learning opportunities;
- develop new competencies;
- adapt to evolving business needs; and
- take ownership of their personal and professional growth.

This is supported through collaboration between employees, their respective Heads of Department and Management, ensuring alignment between individual development objectives and the Company's strategic goals.

12.4. Equal Employment Opportunity

The Company is committed to provide a fair, inclusive and non-discriminatory workplace. Employment decisions are based strictly on merit, qualifications, experience and performance.

The Company does not tolerate discrimination on the basis of race, colour, religion, gender, national origin, age or any other characteristic protected by applicable laws.

This policy applies to all aspects of employment, including:

- recruitment and selection;
- job assignments;
- remuneration and benefits;
- training and development; and
- disciplinary procedures and termination.

Employees are encouraged to report any concerns relating to discrimination or unfair treatment to their Head of Department or Manager. All concerns are treated seriously and handled confidentially, with assurance that no employee will face retaliation for raising such issues.

Any breach of this policy may result in disciplinary action, up to and including termination of employment.

12.5. Corporate Social Responsibility (CSR)

The Company acknowledges its broader responsibility towards society and is committed to contributing positively to the communities in which it operates.

While its core business activities remain its primary focus, the Company supports initiatives that promote social development, community engagement and employee participation in socially responsible activities.

The Company recognises that involvement in CSR initiatives:

- enhances employee engagement and morale;
- strengthens corporate reputation; and
- reinforces its commitment to sustainable and responsible business practices.

ANNUAL REPORT (CONTINUED)
Report on Corporate Governance (continued)

13. COMMUNICATION AND DISCLOSURE

The Company is committed to maintaining transparency and accountability in its communication with stakeholders.

13.1. Related Party Transactions

All related party transactions are conducted on an arm's length basis and are disclosed in the audited financial statements under the relevant notes (to be completed by the auditors).

13.2. Constitution

The Company's constitution is in full compliance with the provisions of the Companies Act 2001.

13.3. Dividend Policy

The declaration and payment of dividends are determined by the Board, taking into consideration:

- the financial performance of the Company;
- its cash flow position;
- capital expenditure and investment requirements; and
- compliance with solvency requirements.

13.4. Directors' Interests

The Directors have confirmed that they do not hold any direct or indirect interests in the ordinary shares of the Company.

13.5. Significant Contracts

The Company confirms that no contracts of material significance were entered into during the year between the Company and its Directors, subject to final confirmation.

13.6. Donations

The Company did not make any donations during the financial year ended 31 March 2026 (2025: Nil)

13.7. Directors' Remuneration

The remuneration paid to Directors during the financial year ended 31 March 2026 is summarised below:

Category	2026 (Rs)	2025 (Rs)
Independent Directors' Fees	900,000	1,200,000
Executive Director	4,917,508	5,226,073

Directors' remuneration is determined in accordance with their roles, responsibilities and market practices.
Approved by the board of directors on ...28 APR 2026..... and signed on its behalf by:

.....

Director

Date: 28 APR 2026

.....

Director

ANNUAL REPORT (CONTINUED)
Report on Corporate Governance (continued)

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE PREPARATION OF FINANCIAL STATEMENTS

Directors acknowledge their responsibilities for:

(i) Adequate accounting records and maintenance of effective internal control systems;
(ii) the preparation of financial statements which fairly present the state of affairs of the Company as at the end of the financial year and the cash flows for that period and which comply with International Financial Reporting Standards (IFRS);
(iii) the use of appropriate accounting policies supported by reasonable and prudent judgements and estimates.

The external auditors are responsible for reporting on whether the financial statements are fairly presented.

The Directors report that:

(i) adequate accounting records and an effective system of internal controls and risk management have been maintained;
(ii) appropriate accounting policies supported by reasonable and prudent judgements and estimates have been used consistently;
(iii) International Financial Reporting Standards have been adhered to. Any departure has been disclosed, explained and quantified.

ON BEHALF OF THE BOARD

..... **Director**

..... **Director**

Date: 28 APR 2026

Certificate from the Secretary to the members of THOMAS COOK (MAURITIUS) OPERATIONS COMPANY LIMITED

We certify, to the best of our knowledge and belief, that we have filed with the Registrar of Companies all such returns as are required of Thomas Cook (Mauritius) Operations Company Limited, under the Companies Act 2001, in terms of Section 166 (d), during the financial year ended 31 March 2026.

for **Executive Services Limited**
Secretary

EXECUTIVE SERVICES LTD.
Per CHRISTIAN ANGSEESING

Registered address:
2nd Floor, Les Jamalacs Building
Vieux Conseil Street
Port Louis
Republic of Mauritius

Date: 28 APR 2026

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INDEPENDENT AUDITOR'S REPORT
To the Shareholder of Thomas Cook (Mauritius) Operations Company Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Thomas Cook (Mauritius) Operations Company Limited (the "Company"), which comprise the statement of financial position as at 31 March 2026, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies.

In our opinion, the accompanying financial statements on pages 20 to 49 give a true and fair view of the financial position of the Company as at 31 March 2026, and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and in compliance with the requirements of the Mauritius Companies Act 2001.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the 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") together with the ethical requirements that are relevant to our audit of the financial statements in Mauritius, 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.

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

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and in compliance with the requirements of the Mauritius Companies Act 2001, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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

Baker Tilly Alliance Associates trading as Baker Tilly is a member of the global network of Baker Tilly International Ltd., the members of which are separate and independent legal entities.

INDEPENDENT AUDITOR'S REPORT
To the Shareholder of Thomas Cook (Mauritius) Operations Company Limited

Report on the Audit of the Financial Statements (Continued)

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

► Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

► Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

► Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

► Conclude on the appropriateness of directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our 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 achieves fair presentation.

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.

INDEPENDENT AUDITOR'S REPORT
To the Shareholder of Thomas Cook (Mauritius) Operations Company Limited

Report on the Audit of the Financial Statements (Continued)

Other information

The directors are responsible for the other information. The other information comprises of corporate data, annual report and certificate from the secretary.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Report on Other Legal and Regulatory Requirements

Mauritius Companies Act 2001

We have no relationship with or interests in the Company other than in our capacity as auditor and tax advisor.

We have obtained all the information and explanations we have required.

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

Banking Act 2004

In our opinion, the financial statements:

i have been prepared on a basis consistent with that of the preceding year.
ii are complete, fair and properly drawn up; and
iii comply with the Banking Act 2004 as well as the regulations and guidelines of the Bank of Mauritius.

Other Matter

This report has been prepared for and only for the Company's shareholder, in accordance with Section 205 of the Mauritian Companies Act 2001 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed to our prior consent in writing.

Baker Tilly

Baker Tilly

Sin C. Li, CPA, CGMA
Licensed by FRC

Date: 28/04/2026

THOMAS COOK (MAURITIUS) OPERATIONS COMPANY LIMITED

STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2026

	Notes	2026 MUR	2025 MUR
ASSETS			
Non-current assets			
Plant and equipment	7	**12,291,412**	10,043,213
Intangible assets	8	**153,707**	125,642
Right-of-use assets	9	**13,966,275**	19,781,796
Deferred tax assets	22	**-**	430,695
Investment in treasury bills	10	**-**	8,611,911
Total non-current assets		**26,411,394**	38,993,257
Current assets			
Investment in treasury bills	10	**89,183,773**	38,399,220
Trade and other receivables	11	**8,320,776**	8,429,273
Cash and cash equivalents	12	**203,331,339**	186,532,755
Total current assets		**300,835,888**	233,361,248
TOTAL ASSETS		**327,247,282**	272,354,505
EQUITY AND LIABILITIES			
Equity			
Stated capital	13	**64,814,900**	64,814,900
Retained earnings		**123,480,885**	50,489,845
Total equity		**188,295,785**	115,304,745
Liabilities			
Non-current liabilities			
Gratuity obligation	14	**7,123,647**	3,999,647
Lease liabilities	16	**5,265,988**	12,412,479
Total non-current liabilities		**12,389,635**	16,412,126
Current liabilities			
Trade and other payables	17	**21,674,428**	48,544,696
Bank overdraft	15	**87,417,688**	72,259,550
Lease liabilities	16	**9,647,002**	7,818,541
Deferred tax liability		**161,022**	-
Tax liability	22	**7,661,722**	12,014,847
Total current liabilities		**126,561,862**	140,637,634
Total liabilities		**138,951,497**	157,049,760
TOTAL EQUITY AND LIABILITIES		**327,247,282**	272,354,505

Approved by the Board of Directors on 28 APR 2026 and signed on its behalf by:

Name:
Director

Name:
Director

Name:
Chief Operating Officer

The notes on pages 24 to 49 form an integral part of these financial statements.

THOMAS COOK (MAURITIUS) OPERATIONS COMPANY LIMITED

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2026

	Notes	2026 MUR	2025 MUR
INCOME			
Net gains from foreign currency dealings and net foreign exchange differences	18	**168,314,956**	147,920,918
Other operating income	19	**29,713,856**	27,737,386
Administrative expenses		**(100,604,903)**	(91,820,731)
Operating profit		**97,423,909**	83,837,573
Finance income	20	**3,364,787**	1,592,230
Finance costs	21	**(6,390,897)**	(3,588,913)
Net finance cost		**(3,026,110)**	(1,996,683)
Profit before tax		**94,397,799**	81,840,890
Tax expense	22	**(19,344,499)**	(15,338,580)
Profit for the year		**75,053,300**	66,502,310
OTHER COMPREHENSIVE INCOME			
Items that will not be reclassified subsequently to profit or loss			
Deferred tax		**483,740**	(115,900)
Actuarial (loss)/gain on gratuity benefit obligations	14	**(2,546,000)**	610,000
Other comprehensive (loss)/income for the year, net of tax		**(2,062,260)**	494,100
Total comprehensive income for the year		**72,991,040**	66,996,410

The notes on pages 24 to 49 form an integral part of these financial statements.

THOMAS COOK (MAURITIUS) OPERATIONS COMPANY LIMITED

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2026

	Stated capital MUR	Retained earnings MUR	Total MUR
At 1 April 2025	**64,814,900**	**50,489,845**	**115,304,745**
Profit for the year	**-**	**75,053,300**	**75,053,300**
Other comprehensive income:			
Deferred tax	**-**	**483,740**	**483,740**
Actuarial loss on gratuity benefit obligations	**-**	**(2,546,000)**	**(2,546,000)**
Total comprehensive income for the year	**-**	**72,991,040**	**72,991,040**
At 31 March 2026	**64,814,900**	**123,480,885**	**188,295,785**
At 1 April 2024	64,814,900	19,493,435	84,308,335
Profit for the year	-	66,502,310	66,502,310
Dividend paid (Note 13)	-	(36,000,000)	(36,000,000)
Other comprehensive income:			
Deferred tax	-	(115,900)	(115,900)
Actuarial gain on gratuity benefit obligations	-	610,000	610,000
Total comprehensive income for the year	-	30,996,410	30,996,410
At 31 March 2025	64,814,900	50,489,845	115,304,745

The notes on pages 24 to 49 form an integral part of these financial statements.

THOMAS COOK (MAURITIUS) OPERATIONS COMPANY LIMITED

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MARCH 2026

	Notes	2026 MUR	2025 MUR
Cashflows from operating activities			
Profit before tax		**94,397,799**	81,840,890
Adjustment for:			
Depreciation	7, 9	**11,985,941**	11,475,697
Amortisation	8	**45,535**	7,549
Gratuity benefit obligations	14	**1,445,000**	1,149,000
Interest income		**3,364,787**	(1,592,230)
Interest expense		**6,390,897**	3,588,913
Profit on disposal		**320,000**	50,970
Total adjustments		**23,552,160**	14,679,899
Net changes in working capital:			
Change in trade and other receivables		**(1,464,459)**	(1,332,001)
Change in trade and other payables		**(26,870,268)**	28,486,011
Tax paid	22	**(22,622,167)**	(6,380,375)
Total changes in working capital		**(50,956,894)**	20,773,635
Interest received		**(1,791,830)**	1,541,053
Interest paid		**(6,390,897)**	(2,654,745)
Net cash generated from operating activities		**58,810,338**	116,180,732
Cashflows from investing activities			
Purchase of plant and equipment	7	**(4,335,618)**	(1,276,963)
Purchase of intangible assets	8	**(73,600)**	(94,300)
Purchase of Rights-of-use assets		**(4,167,273)**	-
Asset under constructions	7	**84,272**	(84,272)
Employer contributions	14	**(867,000)**	(910,000)
Proceeds from sale of motor vehicle		**(320,000)**	-
Net cash used in investing activities		**(9,679,219)**	(2,365,535)
Cashflows from financing activities			
Proceeds from redemption of investment in treasury bills	10	**38,399,220**	15,650,000
Investment in treasury bills	10	**(80,571,862)**	(15,634,134)
Payment of lease liabilities	16	**(9,485,304)**	(9,584,933)
Addition of lease liabilities		**4,167,273**	-
Dividend paid		**-**	(36,000,000)
Change in borrowings		**15,158,138**	71,644,737
Net cash (used in)/generated from financing activities		**(32,332,535)**	26,075,670
Net change in cash and cash equivalents		**16,798,584**	139,890,867
Cash and cash equivalents at start of the year		**186,532,755**	46,641,888
Cash and cash equivalents at end of the year	12	**203,331,339**	186,532,755
Cash and cash equivalents made up of:			
Cash in hand and cash at bank	12	**203,331,339**	186,532,755
Bank overdraft	15	**(87,417,688)**	(72,259,550)
		115,913,651	114,273,205
Non-cash transactions:			
Lease assets derecognised under IFRS 16		-	-
Lease liabilities derecognised under IFRS 16		-	-

The notes on pages 24 to 49 form an integral part of these financial statements.

1. General information and statement of compliance with International Financial Reporting Standards

THOMAS COOK (MAURITIUS) OPERATIONS COMPANY LIMITED, the "Company", was incorporated in the Republic of Mauritius under the former Mauritius Companies Act 1984 (now replaced by the Companies Act 2001) on 14 January 2000 as a private company with liability limited by shares. The Company's registered office is Ground Floor, Anglo Mauritius House, 4, Intendance Street, Port Louis, Republic of Mauritius.

The main activity of the Company is to deal in foreign exchange under a foreign exchange dealer licence issued by the Bank of Mauritius on 17 June 2005. The financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

(a) Basis of preparation

(i) Statement of compliance

The financial statements of Thomas Cook (Mauritius) Operations Company Limited have been prepared in accordance with the IFRS Accounting Standards and in compliance with the requirements of Companies Act 2001.

(ii) Basis of measurement

The financial statements have been prepared on the going concern basis using historical cost basis except as otherwise stated in the notes to the financial statements.

(iii) Functional and presentation currency

The financial statements are presented in Mauritian Rupee (MUR) which is the Company's functional currency. All amounts have been rounded to the nearest MUR unless otherwise stated.

(iv) Use of estimates and judgement

In preparing these financial statements, management has made 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 estimates are recognised prospectively.

(v) Going concern

Management has made an assessment of the Company's ability to continue as a going concern and is satisfied that the Company has the resources to continue in business in the foreseeable future. Refer to Note 29 for further details. Therefore, the financial statements continued to be prepared on the going concern basis.

2. Application of new and revised IFRS

(a) Application of new and revised IFRS Accounting Standards

The following amendment issued by the International Accounting Standards Board ("IASB") became effective for annual reporting periods beginning on or after 1 April 2025 and has been applied by the Company in the current financial year:

Lack of Exchangeability (Amendments to IAS 21)

In August 2023, the IASB issued amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates to clarify how an entity determines whether a currency is exchangeable into another currency and how to determine the spot exchange rate when exchangeability is lacking. The amendments also introduce additional disclosure requirements to enable users of financial statements to assess the impact of a currency not being exchangeable.

The adoption of these amendments did not have a material impact on the Company's financial position, performance or cash flows.

2. Application of new and revised IFRS (continued)

(b) Standards and interpretations issued and not yet effective

The following new standards and amendments to existing standards were issued but are not yet effective for the financial year ended 31 March 2026. The Company has not early adopted these standards and amendments.

The Company is currently assessing the potential impact of these standards and amendments on its financial statements.

New standards/Amendments to:	Effective for accounting period beginning on or after
Amendments to IFRS 9 and IFRS 7 – Classification and Measurement of Financial Instruments	01 January 2026
Annual Improvements to IFRS Accounting Standards – Volume 11	01 January 2026
Contracts Referencing Nature-dependent Electricity – Amendments to IFRS 9 and IFRS 7	01 January 2026
IFRS 18 – Presentation and Disclosure in Financial Statements	01 January 2027
Amendments to IFRS 19 – Subsidiaries without Public Accountability	01 January 2027
Amendment to IAS 21 – Translation to a Hyperinflationary Presentation Currency	01 January 2027

Amendments to IFRS 9 and IFRS 7 – Classification and Measurement of Financial Instruments

In May 2024, the IASB issued targeted amendments to IFRS 9 and IFRS 7 to address matters identified during the post-implementation review of IFRS 9. The amendments:

- clarify the date of recognition and derecognition of certain financial assets and financial liabilities, including a new exception for certain financial liabilities settled through electronic cash transfer systems;
- provide additional guidance on assessing whether financial assets meet the solely payments of principal and interest (SPPI) criterion,
- introduce enhanced disclosure requirements for financial instruments with contractual terms that may change cash flows, including instruments linked to environmental, social and governance (ESG) targets; and
- update disclosures for equity instruments designated at fair value through other comprehensive income (FVOCI).

The amendments are effective for annual periods beginning on or after 1 April 2025, with early application permitted. The Company does not expect these amendments to have a material impact on its financial statements.

Annual Improvements to IFRS Accounting Standards – Volume 11

The Annual Improvements include amendments to:

- IFRS 1: Hedge accounting by a first-time adopter
- IFRS 7: Gain or loss on derecognition
- IFRS 7: Disclosure of deferred difference between fair value and transaction price
- IFRS 7: Introduction and credit risk disclosures
- IFRS 9: Lessee derecognition of lease liabilities
- IFRS 9: Transaction price
- IFRS 10: Determination of a 'de facto agent'
- IAS 7: Cost method

The amendments do not include transition requirements, other than that an entity is required to apply the amendment to IFRS 9:2.1(b)(ii) to lease liabilities that are extinguished on or after the beginning of the annual reporting period in which the entity first applies that amendment. The amendments are effective for annual reporting periods beginning on or after 1 January 2026 with earlier application permitted. The Company does not expect these amendments to have a material impact on its financial statements.

2. Application of new and revised IFRS (continued)

(b) Standards and interpretations issued and not yet effective (continued)

Contract Referencing Nature Dependent – Amendments to IFRS 9 and IFRS 7

In December 2024, the Board issued contracts Referencing Nature- Dependent Electricity (Amendments to IFRS 9 and IFRS 7). The amendments include:

- Clarifying the application of the 'own use' requirements
- Permitting hedge accounting if these contracts are used as hedging instruments
- introduce additional disclosure requirements to enhance transparency regarding their effects on financial performance and cash flows

The amendments are effective for annual reporting periods beginning on or after 1 April 2025. Early application is permitted. The amendments shall be applied retrospectively; prior periods need not be restated to reflect the application of the amendments. The Company does not expect these amendments to have a material impact on its operations or financial statements.

IFRS 18 – Presentation and Disclosure in Financial Statements

In April 2024, the IASB issued IFRS 18, which replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new. It also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements (PFS) and the notes. In addition, narrow-scope amendments have been made to IAS 7 Statement of Cash Flows, which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards.

IFRS 18, and the amendments to the other standards, is effective for reporting periods beginning on or after 1 January 2027, but earlier application is permitted and must be disclosed. IFRS 18 will apply retrospectively. The Company is currently working to identify all impacts the amendments will have on the financial statements.

Amendments to IFRS 19 – Subsidiaries without Public Accountability

Following the issuance of IFRS 19 in May 2024, the IASB issued amendments to IFRS 19 to align its reduced disclosure framework with IFRS Accounting Standards issued between February 2021 and May 2024 that were not reflected in the original version of IFRS 19.

The amendments update and refine the disclosure requirements applicable to eligible subsidiaries applying IFRS 19 and:

- remove certain disclosure objectives, including those relating to supplier finance arrangements, lack of exchangeability and non-current liabilities with covenants;
- reduce disclosure requirements relating to supplier finance arrangements;
- remove disclosure requirements that are interpretative guidance rather than mandatory disclosures; and
- replace disclosure requirements relating to management-defined performance measures with a cross-reference to IFRS 18 Presentation and Disclosure in Financial Statements.

The amendments have the same effective date as IFRS 19, being annual reporting periods beginning on or after 1 January 2027, with early application permitted.

The Company is currently assessing whether it qualifies to apply IFRS 19 and, if applicable, the potential impact of applying IFRS 19 and these amendments on its financial statements.

Amendment to IAS 21 - Translation to a Hyperinflationary Presentation Currency

In November 2025, the International Accounting Standards Board ("IASB") issued Translation to a Hyperinflationary Presentation Currency (Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates).

2. Application of new and revised IFRS (continued)

(b) Standards and interpretations issued and not yet effective (continued)

Amendment to IAS 21 - Translation to a Hyperinflationary Presentation Currency (continued)

The amendments address how an entity translates amounts when its functional currency is the currency of a non-hyperinflationary economy and its presentation currency is the currency of a hyperinflationary economy. The amendments aim to reduce diversity in practice by clarifying the translation approach in these circumstances and introduce additional disclosure requirements.

The amendments are effective for annual reporting periods beginning on or after 1 January 2027, with early application permitted. The Company is currently assessing the potential impact of these amendments on its financial statements.

3. Material accounting policies

(a) Overall consideration

The financial statements have been prepared using the material accounting policies and measurement bases summarised below.

(b) Foreign currency

Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The financial statements are presented in Mauritian Rupees ("MUR" or "Rs").

Foreign currency transactions and balances

Foreign currency transactions are translated into the functional currency, using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary items denominated in foreign currency at period-end exchange rates are recognised in the statement of comprehensive income.

Non-monetary items are not retranslated at year-end and are measured at historical cost (translated using the exchange rates at the transaction date), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

(c) Plant and equipment

Plant and equipment are initially recorded at cost and subsequently measured at cost less accumulated depreciation and impairment loss.

Depreciation is calculated on the straight-line method to write down the cost of the assets to their residual values over their estimated useful lives as follows:

Office equipment	4.75%
Computer equipment	25%
Furniture and fittings	6.33%
Motor vehicles	15%
Right-of-use	20% - 50%

Depreciation is provided in full in the month of addition and in respect of assets written off and disposed, up to the month of write off and disposal. Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount. Gains and losses on disposal of equipment are determined by reference to their carrying amount and are taken into account in determining operating profit. On disposal of an asset, the difference between the carrying value of the asset and sale consideration is taken to the statement of comprehensive income.

The assets' residual values, useful lives and methods of depreciation are reviewed and adjusted, if appropriate, at each reporting date. Repairs and maintenance costs are expensed as incurred.

Assets of value up to Rs 10,000 are written off completely in the month of acquisition.

3. Material accounting policies (continued)

(d) Intangible assets

Computer software

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of comprehensive income as the expense category that is consistent with the function of the intangible assets.

Acquired computer software has been assessed as having a finite useful life which has been estimated to 4 years.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of comprehensive income when the asset is derecognised.

(e) Financial instruments

Recognition, initial measurement and derecognition

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred.

A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Financial assets and financial liabilities are measured initially at fair value plus transaction costs, where appropriate.

Classification and initial measurement of financial assets

All financial assets are initially measured at fair value adjusted for transaction costs, where appropriate.

Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- Amortised cost
- Fair value through profit or loss (FVTPL)
- Fair value through other comprehensive income (FVOCI)

In the current year, the Company does not have any financial assets categorised as FVTPL and FVOCI.

The classification is determined by both:

- the Company's business model for managing the financial asset; and
- the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that re recognised in the statement of comprehensive income are presented within finance income or finance costs, except for impairment losses which are presented within other expenses.

3. Material accounting policies (continued)

(e) Financial instruments (continued)

Subsequent measurement of financial assets

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows; and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principle and interest on the principle amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Company's cash and cash equivalents, loan to related party and most of its receivables fall into this category of financial instruments.

Impairment of financial assets

IFRS 9's impairment requirements use more forward-looking information to recognise expected credit losses – the 'expected credit loss (ECL) model'. Instruments within the scope of these new requirements include mainly amount due from related parties.

Recognition of credit losses is no longer dependent on the Company first identifying a credit loss event. Instead the Company considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

The Company makes use of a simplified approach in accounting for its amount due from related parties and records the loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. The Company uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses.

The Company writes off a financial asset when there is information indicating that the debtor is in severe difficulty and there is no realistic prospect of recovery. Receivables or other financial assets written off are still subject to recovery procedures based on legal advice.

Classification and subsequent measurement of financial liabilities

The Company's financial liabilities include bank overdrafts, trade and other payables and lease liabilities.

Financial liabilities are measured subsequently at amortised cost using the effective interest method.

All interest-related charges on financial liabilities are included within finance costs.

Offsetting financial instruments

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

(f) Impairment of assets

At each reporting date, the Company reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered any impairment loss. When an indication of impairment loss exists, the carrying amount of the asset is assessed and written down to its recoverable amount.

3. Material accounting policies (continued)

(g) Trade receivables

Trade receivables represent commission receivable on MoneyGram transfers.

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using effective rate of interest less impairment. Discounting is omitted where the effect of discounting is immaterial.

(h) Finance costs

Finance costs are usually referred to as the interest costs on short-term and long-term borrowings. Finance costs are recognised as expense in statement of profit or loss and other comprehensive income in the period in which they are incurred.

(i) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and cash at bank. Cash and cash equivalents are short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of change in value.

(j) Equity and reserves

Stated capital is determined using the nominal value of shares that have been issued.

Retained earnings include all current and prior years' results.

Gratuity benefit deficits comprise of the actuarial losses from changes in demographic and financial assumptions and the return on plan assets.

(k) Income tax

Income tax expense represents the sum of the tax currently payable, deferred tax, Corporate Climate Responsibility Levy and Corporate Social Responsibility not recognised in other comprehensive income or directly in equity.

(i) Current tax

The tax currently payable is based on the taxable profit for the period. Taxable profit differs from profit as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years, but it further excludes items that are neither taxable nor deductible.

The Company's liability for current tax is on the basis of the tax laws enacted or substantively enacted at the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It established provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(ii) Deferred tax

Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss or deductible temporary differences will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit.

Deferred tax liabilities are generally recognised in full.

(iii) Corporate Social Responsibility ("CSR")

The Company is subject to CSR and the contribution is at a rate of 2% on chargeable income of the preceding financial year.

Effective 1 January 2019, the contribution to the Mauritius Revenue Authority must be at least 75% or reduced up to 50% if prior written approval of the National CSR Foundation is obtained.

3. Material accounting policies (continued)

(k) Income tax (continued)

(iv) Corporate Climate Responsibility ("CCR")

The Company is subject to CCR and the contribution is at a rate of 2% on net income, where the total income for that financial year exceeds Rs 50 million.

(l) Investment in treasury bills

Treasury bills are short-term debt instruments issued by the government. They are sold at a discount and redeemed at par value, generating interest income for the investors.

(m) Employee benefits

Gratuity obligations

The liability recognised in the statement of financial position in respect of gratuity obligations is the present value of the gratuity obligations at the end of the reporting period. The gratuity obligations are calculated annually by independent actuaries. The present value of the gratuity obligations is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

Past-service costs are recognised immediately in the profit or loss.

Termination benefits

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits.

Benefits falling due more than 12 months after the reporting period are discounted to their present value.

Termination benefits include wages, salaries, social security contribution, travelling and insurance. These costs are charged to the profit or loss when incurred.

Employee leave entitlement

Employee entitlement to annual leave and other benefits are supposed to be recognised when they accrue to the employees. The Company encourages all employees to take all their annual leave and other benefits during the year and where staff have not been able to take all their annual leave a provision is made.

(n) Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required from the Company and a reliable estimate of the amount can be made. At time of effective payment, the provision is deducted from the corresponding expenses. All known risks at the reporting date are reviewed in detail and provision is made where necessary.

3. Material accounting policies (continued)

(o) Revenue recognition

To determine whether to recognise revenue, the Company ensures that the following 5 conditions are satisfied:

1. Identifying the contract with a customer.
2. Identifying the performance obligations.
3. Determining the transaction prices.
4. Allocating the transaction price to the performance obligations.
5. Recognising revenue when/as performance obligation(s) are satisfied.

The Company earns fees and commission from the sale and purchase of foreign currencies and from the provision of services as detailed below.

(i) Net gains from foreign currency dealings

Sale of foreign currencies

Dealings in foreign exchange transactions are recognised on customer acceptance. Gains and losses arising on these dealings are recognised on a net basis.

Net foreign exchange differences include net realised gains and net gain on currencies translations at year end.

(ii) Other operating income

Other operating income comprises of fees and commission arising from telegraphic transfers, MoneyGram transactions, income from pick-up and delivery of foreign currencies to banks net of import charges.

Fees and commissions are recognised at a point in time, when the Company satisfies performance obligations by transferring services to its clients.

(iii) Interest income

Interest income is recognised on an accrual basis using the effective interest rate method.

(p) Leased assets

The Company as a lessee

For any new contracts entered into on or after 01 April 2019, the Company considers whether a contract is or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.

To apply this definition the Company assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Company;
- the Company has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract; and
- the Company has the right to direct the use of the identified asset throughout the period of use. The Company assesses whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

3. Material accounting policies (continued)

(p) Leased assets (continued)

Measurement and recognition of leases as a lessee

At lease commencement date, the Company recognises a right-of-use asset and a right-of-use liability (lease liability) on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the right-of-use liability, any initial direct costs incurred by the Company, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received).

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the Company's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments.

Subsequent to initial measurement, the liability will be 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.

The Company has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in profit or loss on a straight-line basis over the lease term.

On the statement of financial position, right-of-use assets and lease liabilities have been disclosed as separate line items.

Under IFRS 16, right-of-use assets are tested for impairment in accordance with IAS 36.

Management applies judgment in considering the substance of a lease agreement and whether it transfers substantially all the risks and rewards incidental to ownership of the leased asset. Key factors considered include the length of the lease term in relation to the economic life of the asset, the present value of the minimum lease payments in relation to the asset's fair value, and whether the Company obtains ownership of the asset at the end of the lease term. The finance lease liability is reduced by lease payments net of finance charges.

The interest element of lease payments is charged to profit or loss, as finance costs over the period of the lease.

Operating leases

Where the Company is a lessee, payments on operating lease agreements are recognised as an expense on a straight line basis over the lease term. Associated costs, such as maintenance and insurance, are expensed as incurred.

(q) Related parties

A related party is a person or company where that person or company has control or joint control of the reporting company; has significant influence over the reporting company; or is a member of the key management personnel of the reporting company or of a parent of the reporting company.

(r) Expense recognition

All expenses are accounted for on the accrual basis.

3. Material accounting policies (continued)

(s) Trade payables

Trade payables are obligations to pay for services that have been acquired in the ordinary course of business from suppliers and are classified as current liabilities if payment is due within one year.

Trade payables also include advances received from customers in respect of telegraphic transfers not yet processed by the Company at the reporting date.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective rate of interest. Discounting is omitted where the effect of discounting is immaterial.

(t) Comparatives

Where necessary, comparative figures have been adjusted to conform to changes in presentation in the current year.

(u) Borrowings

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

Borrowing costs are expensed in the year in which they are incurred.

(v) Significant management judgements in applying accounting policies and estimation uncertainty

When preparing the financial statements, management undertakes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses.

Significant management judgement

Significant management judgement in applying the accounting policies of the Company that has the most significant effect on the financial statements is set out below.

Recognition of deferred tax assets

The extent to which the deferred tax assets can be recognised is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilised.

Estimation uncertainty

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may be substantially different.

Gratuity benefit obligations

The cost of gratuity benefit obligations is determined using actuarial valuations. The actuarial valuation is based on a number of critical underlying assumptions such as discount rates, expected rates of return on assets, future salary increases, mortality rates and future pension increases. Variation in these assumptions may significantly impact the gratuity benefit obligations amount and the annual defined benefit expenses.

The assumptions were developed by an independent actuarial appraiser. The benefit obligations at the reporting date were estimated at **MUR 7,123,647** (2025: MUR 3,999,647).

3. Material accounting policies (continued)

(v) Significant management judgements in applying accounting policies and estimation uncertainty (continued)

Estimation uncertainty (continued)

Depreciation and amortisation rates

The Company depreciates or amortises its assets over their estimated useful lives. The estimation of useful lives is based on historical performance and expectation about future use and requires significant degree of judgement. Uncertainties in these estimates relate to technological obsolescence that may change the utility of certain software and IT equipment.

Limitation of sensitivity analysis

Sensitivity analysis in respect of market risk demonstrates the effect of a change in a key assumption while other assumptions remain unchanged. In reality, there is a correlation between the assumptions and other factors. It should also be noted that these sensitivities are non-linear and larger or smaller impacts should not be interpolated or extrapolated from these results.

Sensitivity analysis does not take into consideration that the Company's assets and liabilities are managed. Other limitations include the use of hypothetical market movements to demonstrate potential risk that only represent the Company's view of possible near-term market changes that cannot be predicted with any certainty.

Impairment of receivables

The Company uses the guidance of IFRS 9 to determine the degree of impairment of its receivables. Management considers a broader range of information when assessing credit risk and estimating the credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the receivables. These estimates are based on assumptions about a number of factors and actual results may differ, resulting in future changes to the allowance.

4. Financial instrument risk

Risk management objectives and policies

The Company's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and interest rate risk), credit risk and liquidity risk. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

The Company's risks are managed at the level of the Board of Directors with the assistance of line managers. The Board is responsible for overseeing the establishment of effective risk management systems and the monitoring of internal compliance and controls.

The Company's financial assets and financial liabilities by category are summarised below:

	2026 MUR	2025 MUR
Financial assets:		
Investment in treasury bills	**89,183,773**	47,011,131
Trade and other receivables*	**4,605,325**	2,970,830
Cash and cash equivalents	**203,331,339**	186,532,755
Total financial assets	**297,120,437**	236,514,716
Financial liabilities		
Trade and other payables**	**21,674,428**	48,517,692
Bank overdraft	**87,417,688**	72,259,550
Lease liabilities	**14,912,990**	20,231,020
Total financial liabilities	**124,005,106**	141,008,262

*Trade and other receivables considered as financial assets exclude prepayments amounting to **MUR 3,715,451** (2025: MUR 5,458,443).
**Trade and other payables considered as financial liabilities exclude TDS MUR 0 (2025: MUR 27,004).

4. Financial instrument risk (continued)

(a) Market risk analysis

Foreign exchange sensitivity

The Company has financial assets and financial liabilities denominated in United States Dollar ("USD"), EURO and Great Britain Pound ("GBP"). Consequently, the Company is exposed to the risk that the exchange rates of USD, EURO and GBP relative to Rs may change in a manner which has a material effect on the reported values of the Company's assets and liabilities which are denominated in the foreign currencies. The effect of any change in the exchange rates of other currencies relative to Rs will not have any material impact on the operating cash flows.

The currency profile of the Company's financial assets and financial liabilities is as follows:

	Financial assets		Financial liabilities	
	2026	2025	**2026**	2025
	MUR	MUR	**MUR**	MUR
MUR	**116,148,627**	68,183,023	**124,005,106**	141,008,262
USD	**93,837,057**	111,033,875	-	-
EURO	**29,603,971**	55,778,451	-	-
GBP	**13,339,092**	586,376	-	-
Others	**44,191,690**	932,991	-	-
	297,120,437	236,514,716	**124,005,106**	141,008,262

Foreign currency sensitivity

The information below illustrates the sensitivity of movement in foreign exchange rates against MUR and the impact on profit or loss for the year and equity.

It assumes a 10% change in the USD/MUR, EURO/MUR and GBP/MUR exchange rate for the year ended 31 March 2026 (2025: 10%). The sensitivity analysis is based on the Company's foreign currency financial instruments held at each reporting date.

If the MUR had strengthened against the USD, EURO and GBP by 10%, equity would have decreased by **MUR 13,678,012** at 31 March 2026 (2025: MUR 16,739,871). If the MUR had weakened by the same percentage against these foreign currencies, equity would have increased by **MUR 13,678,012** (2025: MUR 16,739,871).

	2026		2025	
	Profit or loss	**Equity**	Profit or loss	Equity
	MUR	**MUR**	MUR	MUR
USD	**9,383,706**	**9,383,706**	11,103,388	(11,103,388)
EURO	**2,960,397**	**2,960,397**	5,577,845	(5,577,845)
GBP	**1,333,909**	**1,333,909**	58,638	(58,638)
	13,678,012	**13,678,012**	16,739,871	(16,739,871)

Interest rate risk

The Company has interest bearing financial assets and financial liabilities in the form of bank balances, overdrafts, leases and investment in treasury bills. The interest on the overdraft facilities is at floating rate.

The sensitivity analysis below has been determined based on the exposure to interest rates at the reporting date.

If interest rate on the financial instruments had been 25 basis points higher/lower, the net effect would be **MUR 218,544** (2025: MUR 180,649) on the operating cash flows and equity.

4. Financial instrument risk (continued)

(b) Credit risk analysis

Credit risk refers to the risk that the counterparty will default on its contractual obligations resulting in financial loss to the Company. The financial assets that potentially expose the Company to credit risk consist of trade and other receivables, cash and cash equivalents and investment in treasury bills. The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at the reporting date, as summarised below:

	2026 **MUR**	2025 MUR
Current assets:		
Investment in treasury bills	**89,183,773**	47,011,131
Trade and other receivables*	**4,605,325**	2,970,830
Cash and cash equivalents	**203,331,339**	186,532,755
Total financial assets	**297,120,437**	236,514,716

*Trade and other receivables considered as financial assets exclude prepayments amounting to **MUR 3,715,451** (2025: MUR 5,458,443).

Trade receivables consist of amount due from MoneyGram for which the directors consider risk of default as minimal since the latter is a highly reputable organisation and there is no history of default.

The directors consider that no credit risk is associated with the amount due from the related party included in trade and other payables, as the latter forms part of the same group of companies and the ultimate holding company has undertaken to make good of any loss suffered by the Company in the event of any default arising out from this amount due.

The Company holds investment in Government of Mauritius treasury bills on which credit risk is considered minimal.

The credit risk for cash and cash equivalents is considered negligible, since the Company transacts with reputable banks.

The carrying amount of financial assets recorded in the financial statements represents the Company's maximum exposure to credit risk.

The cash and cash equivalents are held with bank and financial institution counterparties which have good credit ratings are rated BBB- to AA+ based on Fitch's and Moody's ratings as illustrated below:

Bank	**Ratings**
AfrAsia Bank Limited	A+
Bank One Limited	BB-
BCP Bank (Mauritius) Limited	BBB-
ABSA Bank (Mauritius) Limited	BB-
SBM Bank (Mauritius) Ltd	Ba1
SBI (Mauritius) Ltd	BBB-
The Mauritius Commercial Bank Ltd	BBB-

None of the above financial assets are secured by collaterals or other credit enhancements.

(c) Liquidity risk analysis

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk 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.

Ultimate responsibility for liquidity risk management rests with the Board of Directors who also monitor the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by monitoring cash inflows and outflows due in day-to-day business.

4. Financial instrument risk (continued)

(c) Liquidity risk analysis (continued)

The maturity profile of the financial liabilities is summarised as follows:

	Carrying amount MUR	Less than one year MUR	1 – 5 years MUR
31 March 2026:			
Trade and other payables	**21,674,428**	**21,674,428**	**-**
Bank overdraft	**87,417,688**	**87,417,688**	**-**
Lease liabilities	**14,912,990**	**9,647,002**	**5,265,988**
	124,005,106	**118,739,118**	**5,265,988**
31 March 2025:			
Trade and other payables	48,517,692	48,517,692	-
Bank overdraft	72,259,550	72,259,550	-
Lease liabilities	20,231,020	7,818,541	12,412,479
	141,008,262	128,595,783	12,412,479

Income projection

The main source of revenue are from the buying and selling of foreign exchange currency notes through the retail outlets and treasury deals with Corporate Clients and Financial Institutions. The Company has projected an increase of 10% in its revenue derived from foreign exchage transactions in the coming financial year as the tourism industry continues to recover and the sustained requirement for currency in the corporate segment. To be able to achieve these increases, marketing efforts will be enhanced towards corporate customers as these carry a higher income generating potential. Although the Company acknowledges the potential of the Money Transfer Service through MoneyGram, it has nevertheless adopted a more prudent approach on the capacity of this segment to generate revenue due to the currency volatility and exchange rate fluctuations risk, based on current trends.

Operating costs

The fixed and variable costs will continue to be closely monitored so that the Company does not have liquidity stress.

5. Capital management policies and procedures

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns to its member and other stakeholders. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid, buy back shares or issue new shares.

The structure of the Company consists of debt, which includes borrowings, offset by cash and cash equivalents and equity comprising of issued capital and retained earnings.

The Company monitors capital on the basis of the gearing ratio. This ratio is determined as the proportion of net debt to total capital.

	Notes	**2026 MUR**	2025 MUR
Total borrowings	5 (i)	**102,330,678**	92,490,570
Less: cash and cash equivalents		**(203,331,339)**	(186,532,755)
Net debt		**(101,000,661)**	(94,042,185)
Total equity	5 (ii)	**188,295,785**	115,304,745
Total capital		**87,295,124**	21,262,560
Gearing ratio		**(116%)**	(442%)

5. Capital management policies and procedures (continued)

(i) Borrowings comprise of bank overdrafts and lease liabilities as detailed in Notes 15 and 16.
(ii) Equity includes both capital and reserves.
(iii) The Company is required to maintain an unimpaired capital of Mauritian Rupee 25,000,000 and an additional two million rupees for each branch that it operates in accordance with the Terms and Conditions of its Foreign Exchange Dealer Licence. At 31 March 2026, the Company's total equity stood at **MUR 188,295,785** (2025: MUR 115,304,745) and therefore the Company meets the unimpaired capital requirement.

Also, in accordance with Section 25 of the Banking Act 2004, the Company should maintain minimum liquid assets, equivalent to not less than 10 per cent of its liabilities, as may be determined by the Bank of Mauritius. Management considers the cash and cash equivalents and Government of Mauritius treasury bills as liquid assets and the total amount of these assets exceeded the total liabilities balance at the reporting date.

6. Fair value measurement

(a) Fair value measurement of financial instruments not carried at fair value

The Company's financial assets and financial liabilities are measured at their carrying amounts which approximate their fair values.

(b) Fair value measurement of non-financial assets and non-financial liabilities

The Company's non-financial assets consist of plant and equipment, intangible assets, deferred tax assets, right of use assets and prepayments. Its non-financial liabilities consist of gratuity obligations and tax liabilities.

For both non-financial assets and non-financial liabilities, fair value measurement is not applicable since these are not measured at fair value on a recurring or non-recurring basis.

7. Plant and equipment

	Office equipment MUR	Computer equipment MUR	Furniture and fittings MUR	Motor vehicles MUR	Total MUR
Cost:					
At 1 April 2025	**6,491,307**	**8,678,488**	**11,354,387**	**3,797,000**	**30,321,182**
Additions	**503,546**	**1,976,427**	**205,645**	**1,650,000**	**4,335,618**
Work in progress	**-**	**-**	**(84,272)**	**-**	**(84,272)**
Disposal	**-**	**(190,934)**	**-**	**(865,000)**	**(1,055,934)**
At 31 March 2026	**6,994,853**	**10,463,981**	**11,475,760**	**4,582,000**	**33,516,594**
Depreciation:					
At 1 April 2025	**3,733,016**	**7,488,372**	**6,827,794**	**2,228,787**	**20,277,969**
Charge for the year	**318,581**	**747,190**	**593,021**	**344,355**	**2,003,147**
Disposals	**-**	**(190,934)**	**-**	**(865,000)**	**(1,055,934)**
At 31 March 2026	**4,051,597**	**8,044,628**	**7,420,815**	**1,708,142**	**21,225,182**
Net book value:					
At 31 March 2026	**2,943,256**	**2,419,353**	**4,054,945**	**2,873,858**	**12,291,412**

7. Plant and equipment (continued)

	Office equipment MUR	Computer equipment MUR	Furniture and fittings MUR	Motor vehicles MUR	Total MUR
Cost:					
At 1 April 2024	6,211,636	8,429,002	10,632,918	3,797,000	29,070,556
Additions	368,441	271,325	637,197	-	1,276,963
Work in progress	-	-	84,272	-	84,272
Disposal	(88,770)	(21,839)	-	-	(110,609)
At 31 March 2025	6,491,307	8,678,488	11,354,387	3,797,000	30,321,182
Depreciation:					
At 1 April 2024	3,473,383	6,945,569	6,219,814	1,809,612	18,448,378
Charge for the year	297,432	564,642	607,980	419,175	1,889,229
Disposals	(37,799)	(21,839)	-	-	(59,638)
At 31 March 2025	3,733,016	7,488,372	6,827,794	2,228,787	20,277,969
Net book value:					
At 31 March 2025	2,758,291	1,190,116	4,526,593	1,568,213	10,043,213

8. Intangible assets

	2026 MUR	2025 MUR
Cost:		
At 1 April	**5,872,653**	5,778,353
Additions	**73,600**	94,300
At 31 March	**5,946,253**	5,872,653
Amortisation:		
At 1 April	**5,747,011**	5,739,462
Charge for the year	**45,535**	7,549
At 31 March	**5,792,546**	5,747,011
Net book values:		
At 31 March	**153,707**	125,642

9. Right-of-use assets

	2026 MUR	2025 MUR
Cost:		
At 1 April	**63,949,041**	43,113,275
Additions	**4,167,273**	20,835,766
At 31 March	**68,116,314**	63,949,041
Amortisation:		
At 1 April	**44,167,245**	34,580,777
Charge for the year	**9,982,794**	9,586,468
At 31 March	**54,150,039**	44,167,245
Net book values:		
At 31 March	**13,966,275**	19,781,796

9. Right-of-use assets (continued)

The statement of comprehensive income includes the following amounts relating to leases:

	2026 MUR	2025 MUR
Depreciation on right-of-use assets	**9,982,794**	9,586,468
Interest expense on lease liabilities	**1,246,103**	934,168

10. Investment in treasury bills

	2026 MUR	2025 MUR
At 1 April	**47,011,131**	47,026,997
Purchased during the year	**80,571,862**	15,634,134
Redeemed during the year	**(38,399,220)**	(15,650,000)
At 31 March	**89,183,773**	47,011,131
Current	**89,183,773**	38,399,220
Non-current	**-**	8,611,911
	89,183,773	47,011,131

At 31 March 2026, the company held treasury bills through financial institutions with maturity dates of 03 December 2026, 13 August 2026, 09 July 2026, 26 August 2026 and 01 September 2026 interest rates between 3.70% - 5.21%.

11. Trade and other receivables

	Notes	2026 MUR	2025 MUR
Trade receivables	11 (i)	**-**	893
Rental and other deposits		**1,756,580**	1,756,580
Other receivables and prepayments		**6,564,196**	6,671,800
		8,320,776	8,429,273

(i) Trade receivables represent commissions receivable from MoneyGram. The credit period is one week and no interest is charged on overdue balances.

The Company applies the IFRS 9 simplified model of recognising lifetime expected credit losses for its amount due from the related party as this item does not have a significant financing component.

The Directors consider that credit risk and loss associated with the amount due from related companies is not significant since the Company forms part of the same group of companies and the ultimate holding company has undertaken to make good of any loss suffered by the Company in the event of any default arising out from this receivable. On this basis, the expected credit loss has been assessed to be not material.

	2026 MUR	2025 MUR
Ageing of trade receivables:		
0 – 30 days	**-**	893
Total	**-**	893

12. Cash and cash equivalents

	2026 MUR	2025 MUR
Cash at bank:		
Local currency	**6,702,937**	4,003,125
Foreign currency	**180,971,810**	168,331,693
	187,674,747	172,334,818
Cash in hand:		
Local currency	**15,581,742**	14,130,155
Foreign currency	**74,850**	67,782
	15,656,592	14,197,937
Cash at bank and in hand	**203,331,339**	186,532,755

13. Stated capital

	2026 MUR	2025 MUR
At 1 April	**64,814,900**	64,814,900
At 31 March	**64,814,900**	64,814,900

The number of shares at 31 March 2026 is 648,149 with a face value of Rs 100 each.

Rights attached to the ordinary shares are as per the Companies' Act 2001, as follows:

(i) the right to vote on a poll for every share held at a meeting of the Company on any resolution;
(ii) the right to an equal share in dividend authorised by the Board; and
(iii) the right to an equal share in distribution of the surplus assets of the Company.

During the year, no dividend was paid (2025: Rs 36,000,000) to the holding company, Thomas Cook (Mauritius) Holding Company Limited.

14. Gratuity obligations

The Company has recognised gratuity obligations of **MUR 7,123,647** (2025. MUR 3,999,647) in the statement of financial position in respect of any retirement gratuities that are expected to be paid out of the Company's cash flow to its employees as determined by the Company's actuary.

	2026 MUR	2025 MUR
Reconciliation of gratuity obligations:		
At 1 April	**3,999,647**	4,370,647
Amount recognised in profit or loss	**1,445,000**	1,149,000
Amount recognised in other comprehensive income	**2,546,000**	(610,000)
Employer contributions	**(867,000)**	(910,000)
At 31 March	**7,123,647**	3,999,647
Reconciliation of present value of gratuity obligations:		
At 1 April	**5,540,647**	5,335,647
Current service costs	**1,237,000**	945,000
Interest expense	**320,000**	260,000
Other benefits paid	**(64,000)**	(334,000)
Liability experience loss/(gain)	**1,285,000**	(737,000)
Liability loss due to change in financial assumptions	**1,149,000**	71,000
At 31 March	**9,467,647**	5,540,647

14. Gratuity obligations (continued)

	2026 MUR	2025 MUR
Reconciliation of fair value of plan assets:		
At 1 April	**1,541,000**	965,000
Interest income	**112,000**	56,000
Benefits paid	**(64,000)**	(334,000)
Return on plan assets excluding interest income	**(112,000)**	(56,000)
Employer contribution	**867,000**	910,000
At 31 March	**2,344,000**	1,541,000
Components of amount recognised in profit or loss:		
Current service costs	**1,237,000**	945,000
Net interest on net defined benefit liability	**208,000**	204,000
	1,445,000	1,149,000
Components of amount recognised in other comprehensive income:		
Return on plan assets below interest income	**112,000**	56,000
Liability experience loss/(gain)	**1,285,000**	(737,000)
Liability loss due to change in financial assumptions	**1,149,000**	71,000
	2,546,000	(610,000)
Principal assumptions used at end of year:		
Discount rate	**5.20%**	5.80%
Rate of salary increases	**6.00%**	4.50%
Average retirement age	**60**	60
Sensitivity analysis on gratuity obligations at end of year:		
Increase due to 1% decrease in discount rate	**656,000**	361,000
Decrease due to 1% increase in discount rate	**579,000**	321,000

Future cash flows

(a) The funding policy is to pay benefits out of the reporting entity's cash flow as and when due.
(b) Expected employer contribution for the next year is Rs 1,322,000.
(c) Weighted average duration of the gratuity obligations established at 7 years.

The Company is subject to an unfunded defined benefit plan for the employees. The plan exposes the Company to normal risks described below:

Interest risk: A decrease in the bond interest rate will increase the plan liability; however, this may be partially offset by a decrease in inflationary pressures on salary increases.

Salary risk: The plan liability is calculated by reference to the future projected salaries of plan participants. As such, an increase in the salary of the plan participants above the assumed rate will increase the plan liability whereas an increase below the assumed rate will decrease the liability.

There has been no plan amendment, curtailment or settlement during the year, except for data adjustments.

15. Bank overdraft

	2026 MUR	2025 MUR
Current:		
Bank overdraft	**87,417,688**	72,259,550
Total borrowings	**87,417,688**	72,259,550

The entity has an overdraft facility with Mauritius Commercial Bank which shall be reviewed at 31 August 2026. Rate applicable on the facility is as follows:

Rate of Interest applicable on the Overdraft facility:

1. Up to MUR 25,000,000/-: MCB's Prime Lending Rate (currently at 6.65%p.a) will be charged on daily debit balances.
2. Up to EUR 480,000/-: EURIBOR 1 Month (floored to 0.00%p.a) plus margin of 4.95%p.a will be charged on daily debit balances.
3. Up to GBP 400,000/-: LIBOR 1 Month (floored to 0.00%p.a) plus margin of 6.68%p.a will be charged on daily debit balances.
4. Up to USD 520,000/-: LIBOR 1 Month (floored to 0.00%p.a) plus margin of 6.67%p.a will be charged on daily debit balances.
5. Up to CHF 480,000/-: LIBOR 1 Month (floored to 0.00%p.a) plus margin of 3.00%p.a will be charged on daily debit balances.
6. Up to JPY 780,000/-: LIBOR 1 Month (floored to 0.00%p.a) plus margin of 3.72%p.a will be charged on daily debit balances.
7. Up to ZAR 10,000,000/-: LIBOR 1 Month (floored to 0.00%p.a) plus margin of 13.25%p.a will be charged on daily debit balances.

Covenants

The facilities are subject to the satisfaction of the following covenants:

(i) The Borrower shall ensure that, upon maturity of the new Treasury Bill belonging to Thomas Cook (Mauritius) Operations Company Limited, in custody with the MCB Ltd: -

- The Treasury Bill is renewed with the MCB Ltd; or
- A minimum of MUR 25,000,000 is routed to a new renewable Fixed Deposit Account, opened with the MCB Ltd, and this shall be pledged to secure the overdraft facility.

(ii) The Borrower shall provide the Bank with its audited accounts and of any parent, subsidiary, other associate of the Borrower or sureties/guarantors in respect of the Borrower's indebtedness to the Bank, prepared in accordance with IFRS accounting standards and consistently applied, at the earliest but not later than 180 days of the end of each financial year;

(iii) The Borrower shall provide the Bank with management accounts within 30 days of the end of each quarter. The management accounts are to include the balance sheet and profit and loss statement.

16. Lease liabilities

The Company's lease liabilities concern rental of buildings.

The remaining period of the lease contracts varies from 1 to 5 years as from 01 April 2022.

	2026 MUR	2025 MUR
At 1 April	**20,231,020**	8,046,017
Additions	**4,167,274**	20,835,768
Adjusted	**24,398,294**	28,881,785
Payments during the year	**(10,731,407)**	(9,584,933)
Interest accrued	**1,246,103**	934,168
At 31 March	**14,912,990**	20,231,020
Split between:		
Current	**9,647,002**	7,818,541
Non-current	**5,265,988**	12,412,479
	14,912,990	20,231,020

Future minimum lease payments at 31 March 2026 were as follows:

	Within 1 year MUR	1 – 5 years MUR	Total MUR
31 March 2026:			
Lease payments	**8,400,899**	**5,265,988**	**13,666,887**
Finance charges	**1,246,103**	**-**	**1,246,103**
Net present value	**9,647,002**	**5,265,988**	**14,912,990**

Future minimum lease payments at 31 March 2025 were as follows:

	Within 1 year MUR	1 – 5 years MUR	Total MUR
31 March 2025:			
Lease payments	6,884,373	12,412,479	19,296,852
Finance charges	934,168	-	934,168
Net present value	7,818,541	12,412,479	20,231,020

Additional information on the right-of-use assets by class of assets is as follows:

	Carrying amount MUR	Amortisation for the year MUR	Impairment MUR
31 March 2026:			
Buildings under rental	**13,966,275**	**9,982,794**	**-**
31 March 2025:			
Buildings under rental	19,781,796	9,586,468	-

Lease payments not recognised as a liability

The Company has elected not to recognise a lease liability for short term leases (leases with an expected term of 12 months or less) or for leases of low value assets or the terms of the contract that do not satisfy the three key criteria as described in the accounting policy on lease (Note 3(p)) and payments made under such leases are expensed on a straight-line basis.

17. Trade and other payables

	Notes	2026 MUR	2025 MUR
Trade payables		**9,810,126**	38,472,534
Due to intermediate holding company	17 (i)	**2,104,157**	3,348,927
Accruals and other payables		**9,760,145**	6,723,235
		21,674,428	48,544,696

(i) The amount payable to the intermediate holding company is unsecured, interest-free and repayable on demand.

18. Net gains from foreign currency dealings and net foreign exchange differences

Net gains from foreign currency dealings arise from sale and purchase of foreign currencies. Dealings in foreign exchange transactions are recognised on customer acceptance. Gains and losses arising on dealings in foreign currencies are recognised on a net basis.

19. Other operating income

	Notes	2026 MUR	2025 MUR
Income from pick-up and delivery of foreign currencies		**(34,385)**	(7,602)
Commission received on money transfer segment transactions		**29,428,241**	27,744,988
Gain on disposal of non-current assets		**320,000**	-
		29,713,856	27,737,386

20. Finance income

	2026 MUR	2025 MUR
Interest received on treasury bills	**3,364,787**	1,592,230
	3,364,787	1,592,230

21. Finance costs

	2026 MUR	2025 MUR
Interest on bank overdraft	**4,540,441**	2,649,141
Interest on lease liabilities	**1,246,103**	934,168
Bank charges	**604,353**	5,604
	6,390,897	3,588,913

22. Taxation

(i) Income tax

The Company is liable to income tax at the rate of 15%, the Corporate social responsibility at the rate of 2%, the Corporate climate responsibility levy at the rate of 2% and at 31 March 2026 it had income tax liability of **MUR 7,661,722** (2025: MUR 12,014,847).

	2026 MUR	2025 MUR
Balance as at 1 April	**12,014,847**	2,953,517
APS paid during the year	**(10,566,777)**	(2,934,921)
Income tax	**14,577,121**	12,772,444
Corporate social responsibility	**1,707,763**	474,331
Corporate climate responsibility levy	**1,984,158**	1,702,993
Corporate climate responsibility levy 2024	**-**	491,937
Paid during the year	**(12,055,390)**	(3,445,454)
Total	**7,661,722**	12,014,847

(ii) Tax expense

	2026 MUR	2025 MUR
Current tax charge	**14,577,121**	12,772,444
Deferred taxation charge/(income)	**1,075,458**	(103,125)
Corporate social responsibility	**1,707,762**	474,331
Corporate climate responsibility levy	**1,984,158**	2,194,930
Total	**19,344,499**	15,338,580

(iii) Income tax reconciliation

The income tax on the Company's profit before tax differs from the theoretical amount that would arise using the effective tax rate is as follows:

	2026 MUR	2025 MUR
Profit before tax	**94,397,799**	81,840,890
Tax at 15%	**14,159,670**	12,276,133
Non-allowable items	**2,728,260**	2,331,882
Movement on deferred taxation – Profit & loss	**1,075,458**	(103,125)
Exempt income	**(2,310,809)**	(1,835,571)
Corporate social responsibility	**1,707,762**	474,331
Corporate climate responsibility levy	**1,984,158**	2,194,930
Tax expense	**19,344,499**	15,338,580

(iv) Deferred taxation

Deferred income taxes are calculated on all temporary differences under the liability method at the rate of 19% for the year (2025: 19%).

The movement in deferred tax liabilities is as follows:

	2026 MUR	2025 MUR
At 1 April	**430,695**	443,470
Movement during the year	**(591,717)**	(12,775)
At 31 March	**(161,022)**	430,695

22. Taxation (continued)

(iv) Deferred taxation(continued)

The deferred tax liabilities/(assets) are made up of:

	2026 MUR	2025 MUR
Accelerated capital allowances	**1,514,582**	329,305
Gratuity obligations	**(1,353,560)**	(760,000)
Total	**161,022**	(430,695)

23. Operating profit

	2026 MUR	2025 MUR
Operating loss is arrived at after:		
Depreciation of plant and equipment	**2,003,147**	1,889,230
Depreciation of right of use assets	**9,982,794**	9,586,468
Amortisation of intangible assets	**45,535**	7,549
Rental expenses	**2,542,044**	2,583,408
Security charges	**4,304,181**	4,169,832
Telephone and connectivity charges	**2,065,407**	2,251,887
Licenses	**2,811,076**	2,839,932
Audit fees and other fees	**1,151,450**	2,025,255
Staff costs:		
Salaries and allowances	**39,211,595**	23,025,779
Social security costs	**2,777,908**	2,681,853
Other employee benefits	**13,889,493**	10,234,014

24. Related party transactions

For the year ended 31 March 2026 and 2025, the Company had transactions with its related parties. The nature, volume of transactions and the balances are as follows:

Nature of relationship	Nature of transactions	Volume of transactions MUR	Debit balance at 31 March 2026 MUR	Debit balance at 31 March 2025 MUR
Ultimate Holding company	Account payables	**1,244,770**	**2,104,157**	3,348,927
Ultimate Holding company	Expenses paid on behalf	**1,740,358**	**5,328,593**	7,068,951

The terms and conditions of the payables are described in Note 17 to these financial statements respectively.

25. Contingent liabilities

The Company has given bank guarantees for an amount of Rs 80,000 to third parties for which no financial loss is anticipated.

26. Reconciliation of liabilities arising from financing activities

	Opening balance MUR	Cash flows MUR	Non-cash changes MUR	Closing balance MUR
31 March 2026				
Treasury bills	**47,011,131**	**42,172,642**	**-**	**89,183,773**
Lease liabilities	**20,231,021**	**(5,318,029)**	**-**	**14,912,992**
Bank overdraft	**(72,259,550)**	**(15,158,138)**	**-**	**(87,417,688)**
	(5,017,398)	**21,696,475**	**-**	**16,679,077**
31 March 2025				
Treasury bills	47,026,997	(15,866)	-	47,011,131
Lease liabilities	8,046,017	12,185,003	-	20,231,020
Bank overdraft	(614,813)	(71,644,737)	-	(72,259,550)
	54,458,201	(59,475,600)	-	(5,017,399)

27. Compensation of key management personnel

	2026 MUR	2025 MUR
Salaries and other short term employee benefits	**4,917,508**	4,363,846

28. Holding companies

The Directors consider Thomas Cook (Mauritius) Holdings Company Limited, a company incorporated in the Republic of Mauritius, as the Company's immediate holding company. Thomas Cook (Mauritius) Holdings Company Limited holds 100% of the shares of the Company.

Thomas Cook (India) Limited, a company incorporated in the Republic of India, holds 100% of the shares of Thomas Cook (Mauritius) Holdings Company Limited.

Fairbridge Capital (Mauritius) Limited, a subsidiary of Fairfax Financial Holdings Limited (the 'ultimate holding'), Canada and its affiliates represent a 63.84% stake in Thomas Cook (India) Limited as on 31 March 2026.

29. Going concern

The financial statements have been prepared on the basis of accounting policies applicable to a going concern. The basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

The directors believe that the Company have adequate financial resources to continue in operation for the foreseeable future and accordingly the financial statements have been prepared on a going concern basis. The directors are satisfied that the Company is in a sound financial position and have access to sufficient bank facilities to meet foreseeable cash requirements. The directors are not aware of any new material changes that may adversely impact the Company. The directors are also not aware of any material non-compliance.

30. Events after the reporting date

As at the date of the approval of the financial statements, the directors are aware of the recent geopolitical tensions and armed conflicts in the Middle East and do not underestimate the seriousness of these events and the impact this will have on the global economy. Currently there is no direct impact on the Company as it does not have any transactions with countries in the affected regions. Accordingly, the directors have determined that the matter does not have a material impact on the financial statements.

Nevertheless, due to the uncertainty surrounding the duration and extent of the conflict and the potential for broader economic impacts, the directors will continue to monitor the situation closely.

A dividend of MUR 48,000,000 will be proposed and approved in the next annual meeting.

There have been no other material events after the reporting date which require disclosure or adjustment to the financial statements for the year ended 31 March 2026.

B S R & Co. LLP
Chartered Accountants

14th Floor, Central B Wing and North C Wing
Nesco IT Park 4, Nesco Center
Western Express Highway
Goregaon (East), Mumbai – 400 063, India
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Independent Auditor's Report

To the Members of Travel Corporation (India) Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Travel Corporation (India) Limited (the "Company") which comprise the balance sheet as at 31 March 2026, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2026, and its profit and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs 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 Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's directors' report, but does not include the financial statements and auditor's report(s) thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for

safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's 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 SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements 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 achieves fair presentation.

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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related

safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2 A. As required by Section 143(3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c. The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors as on 1 April 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 from being appointed as a director in terms of Section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a. The Company does not have any pending litigations which would impact its financial position.

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

d (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the Note 44(iv) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the Note 44(v) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the

circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The Company has neither declared nor paid any dividend during the year.

f. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same was enabled and operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with. Additionally, where audit trail (edit log) facility was enabled and operated, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Siddharth Pandya

Partner

Membership No.: 135037

ICAI UDIN:26135037SXMCGU1380

Place: Mumbai

Date: 30 April 2026

Annexure A to the Independent Auditor's Report on the Financial Statements of Travel Corporation (India) Limited for the year ended 31 March 2026

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of two years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) The Company does not have any immovable property (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee). Accordingly, clause 3(i)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The Company is a service company, primarily rendering travel and tavel related services. Accordingly, it does not hold any physical inventories. Accordingly, clause 3(ii)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, provisions of clauses 3(iii)(a) to 3(iii)(f) of the Order are not applicable to the Company.

(iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security and therefore the relevant provisions of Sections 185 and 186 of the Companies Act, 2013 ("the Act") are not applicable to the Company. Accordingly, clause 3(iv) of the Order is not applicable.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.

(vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and

Annexure A to the Independent Auditor's Report on the Financial Statements of Travel Corporation (India) Limited for the year ended 31 March 2026 *(Continued)*

Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2026 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues, which have not been deposited with the appropriate authorities on account of any dispute.

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.

(d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Act.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company

Annexure A to the Independent Auditor's Report on the Financial Statements of Travel Corporation (India) Limited for the year ended 31 March 2026 *(Continued)*

has been noticed or reported during the year.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) The Company is not part of any group (as defined in the regulations made by the Reserve Bank of India). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

(xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) The average net profit of the Company during the last three financial years is negative and hence, it is not required to spend any money under sub-section (5) of section 135 of the Act.

Annexure A to the Independent Auditor's Report on the Financial Statements of Travel Corporation (India) Limited for the year ended 31 March 2026 *(Continued)*

Accordingly, reporting under clause 3(xx)(a) and 3(xx)(b) of the Order is not applicable for the year.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Siddharth Pandya
Partner
Membership No.: 135037
ICAI UDIN:26135037SXMCGU1380

Place: Mumbai
Date: 30 April 2026

Annexure B to the Independent Auditor's Report on the financial statements of Travel Corporation (India) Limited for the year ended 31 March 2026

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Travel Corporation (India) Limited ("the Company") as of 31 March 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2026, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial

Annexure B to the Independent Auditor's Report on the financial statements of Travel Corporation (India) Limited for the year ended 31 March 2026 *(Continued)*

statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Siddharth Pandya

Partner

Membership No.: 135037

ICAI UDIN:26135037SXMCGU1380

Place: Mumbai

Date: 30 April 2026

Travel Corporation (India) Limited

Balance sheet

as at 31 March 2026

(Currency : Indian Rupees in Millions unless otherwise stated)

		Note	31 March 2026	31 March 2025
I.	**ASSETS**			
1	**Non-current assets**			
	(a) Property, plant and equipment	2	132.23	126.01
	(b) Right of use asset	2	135.65	35.85
	(c) Other intangible assets	3	258.47	2.55
	(d) Intangible asset under development	3	-	172.93
	(e) Financial assets :			
	(i) Investments	4	15.65	15.65
	(ii) Other non-current financial assets	5	37.96	3.64
	(f) Deferred tax assets (net)	6	262.69	299.15
	(g) Income tax assets	7	47.53	44.28
	(h) Other non-current assets	8	0.10	0.01
	Total non-current assets		890.28	700.07
2	**Current assets**			
	(a) Financial assets :			
	(i) Trade receivables	9	632.93	518.23
	(ii) Cash and cash equivalents	10(a)	604.11	798.42
	(iii) Bank balances other than cash and cash equivalents above	10(b)	594.71	32.48
	(iv) Other current financial assets	11	41.27	79.12
	(b) Other current assets	12	495.90	463.40
	Total current assets		2,368.92	1,891.65
	TOTAL ASSETS		3,259.20	2,591.72
II.	**EQUITY AND LIABILITIES**			
1	**Equity**			
	(a) Equity share capital	13	0.10	0.10
	(b) Other equity			
	(i) Instruments entirely equity in nature	14	1,990.19	1,990.19
	(ii) Reserves and surplus	14	(2,060.60)	(2,197.33)
	Total equity		(70.31)	(207.04)
2	**Non-current liabilities**			
	(a) Financial liabilities:			
	(i) Lease liability	15	87.03	12.13
	(b) Provisions	16	120.59	44.82
	Total non-current liabilities		207.62	56.95
3	**Current liabilities**			
	(a) Financial liabilities :			
	(i) Short-term borrowings	17	370.60	610.60
	(ii) Lease liability	18	48.19	28.21
	(iii) Trade payables			
	1. Total outstanding dues of micro enterprises and small enterprises	33	8.94	5.08
	2. Total outstanding dues of creditors other than micro enterprises and medium enterprises	19	1,833.86	1,467.74
	(iv) Other financial liabilities	20	217.74	345.73
	(b) Other current liabilities	21	636.19	379.01
	(c) Short-term provisions	22	6.37	5.44
	Total current liabilities		3,121.89	2,741.81
	Total liabilities		3,329.51	2,798.76
	TOTAL EQUITY AND LIABILITIES		3,259.20	2,591.72

Material accounting policies

The notes from 1 to 48 form an integral part of the financial statements

As per our report of even date attached.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Siddharth Pandya
Partner
Membership No: 135037
Mumbai
30 April 2026

TRAVEL CORPORATION (INDIA) LTD. Tower B, Delta Square, M.G. Road, Sector-25 GURGAON-122001

For and on behalf of the Board of Directors of
Travel Corporation (India) Limited
[CIN: U63040MH2001PLC131693]

Dipak Deva
Managing Director
[DIN:02030005]
Gurugram
30 April 2026

Mahesh Iyer
Director
[DIN No: 07560302]
Mumbai
30 April 2026

Sanjay Shroff
Chief Financial Officer
Gurugram
30 April 2026

G.S.K Sastry Garimella
Company Secretary
Mumbai
30 April 2026

Travel Corporation (India) Limited

Statement of profit and loss

for the year ended 31 March 2026

(Currency : Indian Rupees in Millions unless otherwise stated)

		Note	For the year ended 31 March 2026	For the year ended 31 March 2025
(1)	**Revenue**			
	(a) Revenue from operations	23	6,140.29	5,959.36
	(b) Other income	24	156.04	178.54
	Total income		6,296.33	6,137.90
(2)	**Expenses**			
	(a) Cost of tours	25	4,867.60	4,861.08
	(b) Employee benefits expense	26	745.72	621.55
	(c) Finance costs	27	55.62	75.31
	(d) Depreciation and amortization expenses	2,3	106.71	90.15
	(e) Other expenses	29	313.72	258.15
	Total expenses		6,089.37	5,906.24
(3)	**Profit before Exceptional Item & Tax**		206.96	231.66
(4)	**Exceptional Items**			
	(a) Statutory impact of new Labour Codes	46	51.61	-
(5)	**Profit before Tax**		155.35	231.66
(6)	**Tax expense:**			
	(a) Current tax	6	-	-
	(b) Deferred tax	6	39.22	55.79
(7)	**Profit after tax**		116.13	175.87
(8)	**Other comprehensive income (OCI)**			
	Items that will not be reclassified to profit or loss			
	(a) Remeasurements of defined benefit plan		(10.95)	(13.24)
	(b) Income tax expense on remeasurement benefit of defined benefit plans		2.76	3.33
	Other comprehensive (loss) (net of tax)		(8.19)	(9.91)
(9)	**Total comprehensive income for the year**		107.94	165.96
(10)	**Earnings per equity share (in absolute INR)**			
	(i) Basic	31	11,613.40	17,587.00
	(ii) Diluted	31	0.58	0.88

Material accounting policies

The notes from 1 to 48 form an integral part of the financial statements

As per our report of even date attached.

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Chartered Accountants
Firm's Registration No: 101248W/W-100022

Siddharth Pandya
Partner
Membership No: 135037
Mumbai
30 April 2026

TRAVEL CORPORATION (INDIA) LTD. Tower B, Delta Square M.G. Road, Sector-25 GURGAON-122001

For and on behalf of the Board of Directors of
Travel Corporation (India) Limited
[CIN: U63040MH1200PLC131693]

Dipak Deva
Managing Director
[DIN:02030005]
Gurugram
30 April 2026

Mahesh Iyer
Director
[DIN No 07560302]
Mumbai
30 April 2026

Sanjay Sheth
Chief Financial Officer
Gurugram
30 April 2026

S S K Sastry Garimella
Company Secretary
Mumbai
30 April 2026

Travel Corporation (India) Limited

Statement of cash flows

for the year ended 31 March 2026

(Currency : Indian Rupees in Millions unless otherwise stated)

	For the year ended 31 March 2026	For the year ended 31 March 2025
Cash flows from operating activities:		
Profit before tax	155.35	231.66
Adjustments for:		
Depreciation of Property, plant and equipment	41.94	37.59
Amortisation of intangible assets	9.30	0.94
Depreciation of ROU asset	55.47	51.62
Profit on sale of property, plant and equipment	(14.17)	(16.51)
Unclaimed credit balances no longer required, written back	(0.45)	(0.06)
Excess provision no longer requried, written back	(38.28)	(38.03)
Bad debts and Provision for doubtful debts and advances	0.96	5.25
Net unrealised foreign exchange differences	5.16	(12.48)
Expenses on employees stock options schemes	28.79	-
Interest expense on ROU lease liability including finance lease	9.36	6.35
Interest income on deposits and investments	(24.09)	(13.68)
Interest income - others	(3.47)	(3.44)
Interest expense	42.01	64.72
Dividend income from subsidiary	(58.80)	(88.20)
	209.08	225.73
Working capital Changes		
(Increase) in trade and other receivables	(122.97)	(99.56)
(Increase) in other assets	(32.59)	(168.77)
Decrease / (Increase) in Other Financial assets	3.37	(20.42)
Increase in trade & other payables, other financial liabilities and current liabilities	653.55	548.91
Increase in provisions and employee benefits	65.75	8.37
Net cash flow from operations after working capital adjustments	776.18	494.26
Income tax paid	(3.25)	(22.36)
Net cash flows generated from operating activities	772.93	471.90
Cash flows from investing activities:		
Acquisition of property, plant and equipment and intangible assets	(150.63)	(118.17)
Proceeds from sale of property, plant and equipment and ROU Assets	24.36	24.48
Acquisition of investment in fixed deposit	(562.24)	(32.48)
Proceeds from disposal/redemption of investment in fixed deposit	-	145.17
Interest received on deposits and investments	18.74	16.38
Dividend income from subsidiary	58.80	88.20
Net cash flows (used in) / generated from investing activities	(610.97)	123.58
Cash flows from financing activities:		
Repayment of borrowings	(240.00)	(80.00)
Repayment of lease liability (Principal Amount)	(51.40)	(51.42)
Repayment of lease liability (Finance Charges)	(9.36)	(6.35)
Finance charges on borrowings	(64.27)	(29.33)
Net cash flow (used in) financing activities	(365.03)	(167.10)
Net (decrease) / increase in cash and cash equivalents	(203.07)	428.38
Cash and cash equivalents at the beginning of the period	798.42	362.50
Exchange difference on translation of foreign currency cash and cash equivalents	8.76	7.54
Cash and cash equivalents at the end of the year	604.11	798.42
Note:		
(a) Components of cash and cash equivalents :		
Cash on hand	7.70	-
Balances with scheduled banks		10.28
– Current Account	156.63	
– EEFC Account	183.75	84.23
– Deposit Account (with original maturity of 3 months or less)	256.03	144.86
	604.11	559.05
		798.42

TRAVEL CORPORATION (INDIA) LTD. Tower B, Delta Square, M.G. Road, Sector-25, GURGAON-122001

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Travel Corporation (India) Limited

Statement of cash flows

for the year ended 31 March 2026

(Currency : Indian Rupees in Millions unless otherwise stated)

(b) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (IND AS) 7- " Cash Flow Statements".

Material accounting policies
The notes from 1 to 48 form an integral part of the financial statements
As per our report of even date attached.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Siddharth Pandya
Partner
Membership No: 135037
Mumbai
30 April 2026

For and on behalf of the Board of Directors of
Travel Corporation (India) Limited
[CIN: U63040MH2001PLC131693]

TRAVEL CORPORATION (INDIA) LTD. Tower B, Della Square, M.G. Road, Sector-25 GURGAON-122001

Dipak Deva
Managing Director
[DIN:02030005]
Gurugram
30 April 2026

Mahesh Iyer
Director
[DIN No: 07560302]
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30 April 2026

Sanjay Shroff
Chief Financial Officer
Gurugram
30 April 2026

S S L Sastry Garimella
Company Secretary
Mumbai
30 April 2026

Travel Corporation (India) Limited

Statement of Changes in Equity

for the year ended 31 March 2026

(Currency : Indian Rupees in Millions unless otherwise stated)

(a) Equity share capital

	31 March 2026		31 March 2025	
	No. of Shares	Amount	No. of Shares	Amount
At the commencement of the year	10,000	1,00,000	10,000	1,00,000
Changes in equity share capital during the year [refer Note 17]	-	-	-	-
At the end of the year	10,000	1,00,000	10,000	1,00,000

(b) Other equity

Particulars	Retained earning	Employee share option outstanding	Capital Reserve	Other comprehensive income/ (loss) (Remeasurements of the net defined benefit plans)	Optionally Convertible Non-Cumulative Preference shares	Total other equity
Balance as at 01 April 2024	(81.63)	74.68	(1,633.29)	8.95	1,990.19	(373.10)
Profit for the year	175.87	-	-	-	-	175.87
Other comprehensive income, net of tax	-	-	-	(9.91)	-	(9.91)
Share-based payments [Note 40]	-	-	-	-	-	-
Balance as at 31 March 2025	(437.76)	74.68	(1,633.29)	(0.96)	1,990.19	(207.14)
Profit for the year	116.13	-	-	-	-	116.13
Other comprehensive income, net of tax	-	-	-	(8.19)	-	(8.19)
Share-based payments [Note 40]	-	28.79	-	-	-	28.79
Balance as at 31 March 2026	(321.63)	103.47	(1,633.29)	(9.15)	1,990.19	(70.41)

Material accounting policies

The notes from 1 to 48 form an integral part of the financial statements

As per our report of even date attached.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Siddharth Pandya
Partner
Membership No: 135037
Mumbai
30 April 2026

TRAVEL CORPORATION (INDIA) LTD. Tower B, Della Square, M.G. Road, Sector-25, GURGAON-122001

For and on behalf of the Board of Directors of
Travel Corporation (India) Limited
[CIN: U63040MH2001PLC131693]

Dipak Deva
Managing Director
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30 April 2026

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30 April 2026

Sanjay Shroff
Chief Financial Officer
Gurugram
30 April 2026

S S N Sastry Garimella
Company Secretary
Mumbai
30 April 2026

Travel Corporation (India) Limited

Notes to Standalone Financial Statements

for the year ended 31st March 2026

(Currency: Indian Rupees in Millions unless otherwise stated)

General Information

Travel Corporation (India) Limited is engaged in Travel and Tourism business and working as Travel agent and Tour operator. The Company mainly operates in Inbound Tours. The Company is wholly owned by Thomas Cook (India) Limited (100 %).

1 (A) Material accounting policies

1.1 Basis of preparation

(a) Statement of compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with rule 4 of the Companies (India Accounting Standards) Rules, 2015 and other relevant provisions of the Act as amended from time to time that are notified and effective as at 31 March 2026.

As per the Notification No. G.S.R. 742 (E) dated 27 July 2016, the company has availed exemption from preparing the Consolidated Financial Statement under Rules 6 of the Companies (Accounts) Rules 2014.

(b) Historical cost convention

Standalone financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities – measured at fair value,
- defined benefit plans – defined benefit obligation less plan assets measured at fair value, and
- share based payment – measured at fair value

The financial statements are prepared in Indian Rupees "(INR)" or "(Rs.)" which is also the Company's functional currency and all values are rounded off to nearest million ('000,000) except where otherwise indicated. Wherever the amount is represented as '0.00' ('zero') it construes a value less than five thousand.

1.2 Foreign currency translation and transactions

(a) Functional and presentation currency

A Company's functional currency is the currency of the primary economic environment in which an entity operates and is normally the currency in which the entity primarily generates and expends cash.

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1 (A) Material accounting policies *(Continued)*

1.2 Foreign currency translation and transactions *(Continued)*

(b) Transactions and balances

(i) Initial recognition

On initial recognition, foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction.

(ii) Subsequent recognition

As at the reporting date, non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. 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 the period end exchange rates are recognised in profit and loss. Non-monetary items that are measured at fair value in a foreign currency are translated using exchange rate 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 in the statement of profit and loss.

All monetary items denominated in foreign currency are restated at Foreign Exchange Dealers Association of India (FEDAI) rates and the exchange variations arising out of settlement/ conversion at the FEDAI rates are recognised in the statement of profit and loss.

1.3 Revenue recognition

Revenue is measured based on transaction price, which is the consideration paid for services. Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those services. Revenue from rendering of services is net of Indirect taxes and discounts

(a) Income from Operations

The Company earns revenue from travel and related services.

Travel and related services
The Company earns revenue primarily from Travel and Tourism business and working as Travel agent and Tour operator in Inbound tours. Revenue from inbound tour packages are recognised on the completion of the performance obligation which is on the date of arrival of the tour.

Shopping Commission is recognised based on the commission rate contracted with shops on actual sale of merchandize to the tourist.

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1 (A) Material accounting policies *(Continued)*

1.3 Revenue recognition *(Continued)*

(a) Income from Operations *(Continued)*

Commission income (net) from hotel and other travel services such as, optional tours etc. are recognised at the time of providing the service.

Marketing fees and other incentive income are recognised when it is confirmed.

(b) Contract balances

(i) Contract Assets

A contract asset is the right to consideration in exchange for services rendered to the customer. If the Company performs by rendering services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

(ii) Contract Liabilities

A contract liability is the obligation to transfer services to a customer for which the Company has received consideration from the customer. If a customer pays consideration before the Company renders services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Company performs under the contract.

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1 (A) Material accounting policies *(Continued)*

1.4 Taxes on income

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Income tax for the period comprises of current tax and deferred tax. Income tax is recognised in the statement of profit and loss except to the extent that it relates to items recognised in 'Other comprehensive income' or directly in equity, in which case the tax is recognised in 'Other comprehensive income' or directly in equity, respectively.

(a) Current tax:

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the Balance Sheet date, and any adjustments to tax payable in respect of previous years. Interest income/ expenses and penalties, if any related to income tax are included in current tax expense.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities. The company offsets the current tax assets as against the liability for provision for tax.

(b) Deferred Tax:

Deferred tax is recognised using the balance sheet approach. Deferred tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred taxes on items classified under Other comprehensive income ('OCI') has been recognised in OCI.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled. Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

TRAVEL CORPORATION (INDIA) LTD. Tower B, Delta Square M.G. Road, Sector-35 GURGAON

BSR & Co. LLP Chartered Accountants

1 (A) Material accounting policies *(Continued)*

1.5 Leases

The company as a lessee

The company's lease asset classes primarily consist of leases for buildings and vehicles. The company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset, the group assesses whether:
(1) the contract involves the use of an identified asset,
(2) the company has substantially all of the economic benefits from use of the asset through the period of the lease and
(3) the company has the right to direct the use of the asset.

At the date of commencement of the lease, the company recognizes a "Right of Use" ("ROU") asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The ROU assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease, difference between security deposit given less its present value at the end of lease period and any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses if any and adjusted for any re-measurement of the lease liability.

ROU assets are depreciated from the commencement date on a straight line basis over the lease term or useful life of the underlying asset whichever is less.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the company changes its assessment to exercise an extension or a termination option.

TRAVEL CORPORATION (INDIA) LTD. Tower B, Delta Square, M.G. Road, Sector-25 GURGAON-122001

B S R & Co. LLP Chartered Accountants

1 (A) Material accounting policies *(Continued)*

1.6 Impairment of assets

(a) Financial assets

A financial asset not carried at fair value is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets are impaired can include default or delinquency by a debtor, restructuring of an amount due to the Company on terms that the Company would not otherwise consider, indications that a debtor or issuer will enter bankruptcy, the disappearance of an active market for a security. The entity considers evidence of impairment for receivables for each specific asset. All individually significant receivables are assessed for specific impairment.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognised in statement of profit and loss and are reflected as an allowance account against receivables. Interest on the impaired asset continues to be recognised as income through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through statement of profit and loss.

The company assess at each date of Balance sheet whether a financial assets or group of financial assets is impaired. In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets and credit risk exposure.

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

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BSR & Co. LLP Chartered Accountants

1 (A) Material accounting policies *(Continued)*

1.6 Impairment of assets *(Continued)*

(b) Non-financial assets

Goodwill is tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. Other 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 impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

Total impairment loss of a cash generating unit (CGU) is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU pro-rata on the basis of the carrying amount of each asset in the CGU. An impairment loss on goodwill is recognised in the statement of profit and loss and is not reversed in the subsequent period.

1.7 Cash and cash equivalents

Cash and cash equivalents includes cash on hand, cheques/ drafts on hand, remittances in transit, balances with bank held in current account, demand deposits with original maturities of three months or less, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less than are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are repayable on demand and form an integral part of an entity's cash management and are included as a component of cash and cash equivalents. Bank overdrafts are shown within borrowings in current financial liabilities in the balance sheet.

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Chartered Accountants

1 (A) Material accounting policies *(Continued)*

1.8 Financial instruments

(a) Financial assets

(i) Initial recognition and measurement

Financial assets are recognised when the entity becomes a party to the contractual provisions of the instruments. Transaction costs are expensed in the statement of profit and loss except for financial instruments carried at amortized cost, where transaction costs are adjusted in the amortized cost of the asset.

(ii) Subsequent measurement

Financial assets, other than equity instruments, are subsequently measured at amortized cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') on the basis of:
(i) the entity's business model for managing the financial assets and
(ii) the contractual cash flow characteristics of the financial asset.

(a) Measured at amortized cost:

Financial assets which have contractual cash flows that are solely payments of principal and interest on the principal outstanding and are held within a business model with the objective of holding the assets to collect contractual cash flows, are subsequently measured at amortized cost using the effective interest rate ('EIR') method, less impairment, if any. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in interest income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. On de-recognition, gain or loss, if any, is recognised in the statement of profit and loss.

(b) Measured at fair value through other comprehensive income :

Financial assets which have contractual cash flows that are solely payments of principal and interest on the principal outstanding and is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, is measured at fair value through other comprehensive income. It is subsequently measured at fair value with unrealised gains or losses recognised in the other comprehensive income ('OCI'), except for interest income which is recognised as 'other income' in the Statement of Profit and Loss using the EIR method. The losses arising from impairment are recognised in the Statement of Profit and Loss. On de-recognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

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1 (A) Material accounting policies *(Continued)*

1.8 Financial instruments *(Continued)*

(a) Financial assets *(Continued)*

(ii) Subsequent measurement *(Continued)*

(c) Measured at fair value through profit or loss:
A financial asset not measured at either amortized cost or FVOCI, is measured at FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any recognised as 'other income' in the Statement of Profit and Loss.

All investments in equity instruments classified under financial assets are subsequently measured at fair value (except for investment in subsidiaries). Equity instruments which are held for trading are measured at FVTPL. For all other equity instruments, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument shall be recognised as 'other income' in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss when the company's right to receive payments is establishes.

(iii) Investment in subsidiaries

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. The accounting policy on impairment of non-financial assets is disclosed in Note 1.6. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognised in the statement of profit and loss. Dividend from such investments is recognised in the Statement of profit and loss as other income when the Company's right to receive payment is established.

(iv) De-recognition

The Company de-recognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset. On transfer of the financial asset, the Company evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a fair value basis that reflects the rights and obligations that the Company has retained.

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1 (A) Material accounting policies *(Continued)*

1.8 Financial instruments *(Continued)*

(b) Financial liabilities

(i) Initial recognition and measurement:

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value plus transaction costs for all financial liabilities not carried at FVTPL. Financial liabilities at FVTPL are initially recognised at fair value, and transaction costs are expensed in the statement of profit and loss.

(ii) Subsequent measurement:

Financial liabilities are subsequently measured at amortized cost using EIR method. Financial liabilities carried at FVTPL are measured at fair value with all changes in fair value recognised in the statement of profit and loss.

(iii) De-recognition

A financial liability is de-recognised when the obligation specified in the contract is discharged, 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 de-recognition 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.

(c) Deferred financial instruments

The Company uses derivative financial instruments, such as forward foreign exchange contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value, with changes in fair value recognised in statement of profit and loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

1.9 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterpart.

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1 (A) Material accounting policies *(Continued)*

1.10 Property, plant and equipment

Property, plant and equipment is measured at cost less accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable- that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of profit and loss during the period in which they are incurred. The carrying amount of any component accounted for as a separate asset is de-recognised when replaced. Losses arising from the retirement of, and gains or losses arising from disposal of assets which are carried at cost are recognised in the statement of profit and loss.

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Depreciation is provided on a straight-line method over the estimated useful lives of the assets. The depreciation rates are prescribed in Schedule II of the Companies Act 2013. If the management's estimate of the useful life of a fixed asset at the time of acquisition of the asset or of the remaining useful life on a subsequent review is shorter or longer than that envisaged in the aforesaid Schedule, depreciation is provided at a higher or lower rate respectively, based on the management's estimate of the useful life/remaining life.

Depreciation method, estimated useful lives and residual value:
Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, as follows:

Assets	Useful life
Computer hardware	3 years
Computer servers and networks	6 years
Furniture and fixtures	10 years
Office equipment	5 years
Vehicles (Finance Lease)	4 years
Vehicles (Other than finance lease)	8 years

Leasehold improvements are amortized over the period of the lease or useful life of the asset, whichever is less.

Property, plant and equipment not ready for the intended use on the date of Balance Sheet are disclosed as "Capital work-in-progress".

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at the end of each financial year and adjusted prospectively, if appropriate. The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of profit and loss.

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1 (A) Material accounting policies *(Continued)*

1.11 Intangible Assets

Intangible Assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight line basis over their estimated useful lives. The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the statement of profit and loss.

The carrying value of these intangible assets are reviewed at least annually for impairment and adjusted to the recoverable amount if required.

(i) Computer Software

Costs associated with maintaining software programs are recognised as an expense as incurred.

Development costs those are directly attributable to the design and testing of identifiable and unique software products controlled by the Company are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use,
- management intends to complete the software and use or sell it,
- there is an ability to use or sell the software,
- it can be demonstrated how the software will generate probable future economic benefits,
- adequate technical, financial and other resources are available to complete the development and to use or sell the software, and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalized as part of the software include employee costs and an appropriate portion of relevant overheads.

Computer software
Amortization methods and periods

Asset	**Useful life**
Software (including software – Internally generated / developed)	4 - 8 years

Amortization is calculated using the straight-line method to allocate their cost over their estimated useful lives.

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1 (A) Material accounting policies *(Continued)*

1.12 Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in statement of profit and loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all the facility will be drawn down, the fee is capitalized as a prepayment for liquidity services and amortized over the period of the facility to which it relates.

Borrowings are de-recognised from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in statement of profit and loss.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

1.13 Provisions and contingent liabilities

Provisions are recognised when the entity has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. Provisions are not recognised for future operating losses. A provision is recognised if the likelihood of an outflow with respect to any one item included in the same class of obligations is more probable than not. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Where there are several similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent assets are neither recognised nor disclosed in the financial statements.

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1 (A) Material accounting policies *(Continued)*

1.14 Other Income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

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

Facility support income, group resource income, royalty income and management fees are recognised on accrual basis based on the terms of the agreement.

1.15 Employees share- based payments

Certain employees of the Company are granted rights to equity instruments of its Holding Company as consideration for the services provided to the Company. The estimated fair-values of the awards on the grant date, are recognized as an expense in Statement of Profit and Loss with a corresponding increase to Other Equity on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was in-substance, multiple awards.

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

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1 (A) Material accounting policies *(Continued)*

1.16 Employee benefits

(a) Post-employment benefits:

(i) Defined contribution plans

The Company has defined contribution plan for post-employment benefit in the form of Superannuation scheme. Contributions to Superannuation scheme are charged to the statement of profit and loss as incurred. The contributions to Superannuation scheme are based on the premium contribution called for by Life Insurance Corporation of India (LIC) with whom the Company has entered into an arrangement.

Contribution towards provident fund for certain employees is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations apart from the contributions made on a monthly basis.

(ii) Defined benefit plans

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment of an amount based on the respective employee's salary and the tenure of employment.

Contribution to Gratuity is based on the premium contribution called for by the Life Insurance Corporation of India (LIC) with whom the Company has entered into an arrangement. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The amount of net interest expense calculated by applying the liability discount rate to the net defined benefit liability or asset is charged or credited in the statement of profit and loss. Any differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised immediately in 'Other comprehensive income' and subsequently not reclassified to the statement of profit and loss.

(b) Short term employee benefit

As per the leave Policy of the Company, employees are entitled to avail 30 days of leave during a calendar year. Any carry forward or encashment of the same is not allowed and all unutilized leaves necessarily lapse at the end of the calendar year. At reporting date the liability pertaining to compensated absences is calculate based on the total leave balances of each employee.

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1 (A) Material accounting policies *(Continued)*

1.17 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's earnings per share is the net profit for the year after deducting preference dividends and any attributable tax thereto for the year. The weighted average number of equity shares outstanding during the year and for all years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

1.18 Cost recognition

Costs and expenses are recognised when incurred and have been classified according to their primary nature. The costs of the company are broadly categorized in employee benefit expenses, depreciation and amortization and other operating expenses. Employee benefit expenses include employee compensation, allowances paid, contribution to various funds and staff welfare expenses. Other operating expenses majorly include sub-con tractor charges, rent, recruitment and training expenses, travelling and conveyance, legal and professional fees and communication expenses.

1 (B) Critical Accounting Estimates and Judgements:

The preparation of Financial Statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the Financial Statements.

The areas involving critical estimates and judgements are:

- Useful life of property, plant & equipment - Note 2
- Estimated useful life of intangible asset- Note 3
- Leases - Note 37
- Impairment of investment - Note 4
- Estimation of Defined Benefit Obligation- Note 36
- Recognition of deferred tax assets for carried forward unabsorbed depreciation/ loss - Note 6
- Recognition and measurement of provision and contingencies - Note 38
- Fair value of financial instruments - Note 32
- Impairment of trade receivables-Note 32
- Estimation of inputs for fair value of Share based payment instrument - Note 40

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

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Notes to Standalone Financial Statements

for the year ended 31st March 2026

(Currency: Indian Rupees in Millions unless otherwise stated)

1 (C) Current / Non-Current Classification

All assets and liabilities are classified into current and non-current:

Assets

An asset is classified as current when it satisfies any of the following criteria:

a) it is expected to be realized in, or is intended for sale or consumption in, the company's normal operating cycle;
b) it is held primarily for the purpose of being traded;
c) it is expected to be realized within 12 months after the reporting date; or
d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date. Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

a) it is expected to be settled in the Company's normal operating cycle;
b) it is held primarily for the purpose of being traded:
c) it is due to be settled within 12 months after the reporting date; or
d) the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Operating cycle:

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. Based on the above definition and the nature of services provided, the Company has ascertained its operating cycle as 12 months for the purpose of current & non-current classification of assets and liabilities.

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1 (D) Recent accounting pronouncement

(i) New and amended standards adopted by the Company:

The Ministry of Corporate Affairs ("MCA") notified the Companies (Indian Accounting Standards) Amendment Rules, 2025 and the Companies (Indian Accounting Standards) Second Amendment Rules, 2025 introducing amendments to certain standards, applicable to the Company with effect from 1st April, 2025.

The key changes include guidance on foreign currency exchangeability (Ind AS 21), new disclosure requirements for supplier finance arrangements (Ind AS 7 / Ind AS 107), an exception and disclosure requirements relating to OECD Pillar Two income taxes (Ind AS 12), and clarifications on classification of liabilities subject to covenants (Ind AS 1 / Ind AS 10), certain provisions of which are effective from 1st April, 2026).

The Company has reviewed these amendments and determined that they do not have any significant impact on its Financial Statements.

(ii) New Standards/Amendments notified but not yet effective:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2026, MCA has not notified any other new standards or amendments to the existing standards applicable to the Company.

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Travel Corporation (India) Limited

Notes to the financial statements (Continued)

as at 31 March 2026

(Currency : Indian Rupees in Millions unless otherwise stated)

2 Property, plant and equipment

Particulars	Computer hardware	Furniture and fixtures	Vehicles	Office equipment	Total
Gross block as at 01 April 2024	24.70	84.23	165.05	31.12	305.10
Add: Additions during the year	15.76	11.80	47.60	4.59	79.75
Less: Deletion during the year	7.02	0.15	66.87	0.89	74.93
Gross block as at 31 March 2025	33.44	95.88	145.78	34.82	309.92
Add: Additions during the year	10.50	3.78	43.36	0.68	58.32
Less: Deletion during the year	18.70	0.95	47.93	2.43	70.01
Gross block as at 31 March 2026	25.24	98.71	141.21	33.07	298.23
Accumulated depreciation as at 01 April 2024	5.27	81.31	98.02	28.68	213.28
Add: Depreciation charge during the year	11.20	3.19	21.92	1.28	37.59
Less: Depreciation on Deletion during the year	7.02	0.15	58.90	0.89	66.96
Accumulated depreciation as at 31 March 2025	9.45	84.35	61.04	29.07	183.91
Add: Depreciation charge during the year	13.92	4.83	21.59	1.60	41.94
Less: Depreciation on Deletion during the year	18.68	0.95	37.82	2.40	59.85
Accumulated depreciation as at 31 March 2026	4.69	88.23	44.81	28.27	166.00
Net block as at 31 March 2025	23.99	11.53	84.74	5.75	126.01
Net block as at 31 March 2026	20.55	10.48	96.40	4.80	132.23

Notes:

1. The company has no Capital Work in Progress as on 31 March 2026 & 31 March 2025
2. There have been no revaluation of assets during the year.

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Notes to the financial statements *(Continued)*

as at 31 March 2026

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2 Right of use Asset

Particulars	ROU Assets - Building	ROU Assets - Vehicles	Total
Gross carrying amount as at 01 April 2024	**331.28**	**2.16**	**333.44**
Add: Additions during the year	13.42	-	13.42
Less: Deletion during the year	-	-	-
Gross carrying amount as at 31 March 2025	**344.70**	**2.16**	**346.86**
Add: Additions during the year	152.42	2.85	155.27
Less: Deletion during the year	-	-	-
Gross carrying amount as at 31 March 2026	**497.12**	**5.01**	**502.13**
Accumulated depreciation as at 01 April 2024	**258.70**	**0.69**	**259.39**
Add: Depreciation charge during the year	51.08	0.54	51.62
Less: Depreciation on Deletion during the year	-	-	-
Accumulated depreciation as at 31 March 2025	**309.78**	**1.23**	**311.01**
Add: Depreciation charge during the year	54.28	1.19	55.47
Less: Depreciation on Deletion during the year	-	-	-
Accumulated depreciation as at 31 March 2026	**364.06**	**2.42**	**366.48**
Net carrying amount as at 31 March 2025	**34.92**	**0.93**	**35.85**
Net carrying amount as at 31 March 2026	**133.06**	**2.59**	**135.65**

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3 Other intangible assets

Particulars	Computer Software
Gross block as at 01 April 2024	**27.14**
Add: Additions during the year	2 59
Less: Deletion during the year	-
Gross block as at 31 March 2025	**29.73**
Add: Additions during the year	265 25
Less: Deletion during the year	0 17
Gross block as at 31 March 2026	**294.81**
Accumulated depreciation as at 01 April 2024	**26.24**
Add: Amortisation charge during the year	0 94
Less: Amortisation on Deletion during the year	-
Accumulated depreciation as at 31 March 2025	**27.18**
Add: Amortisation charge during the year	9 30
Less: Amortisation on Deletion during the year	0 14
Accumulated depreciation as at 31 March 2026	**36.34**
Net block as at 31 March 2025	**2.55**
Net block as at 31 March 2026	**258.47**

3 Intangible Asset under development

Gross carrying amount as at 01 April 2024	**137.10**
Add:Additions during the year	35 83
Less:Assets capitalised during the year	-
Gross carrying amount as at 31 March 2025	**172.93**
Add:Additions during the year	91 30
Less:Assets capitalised during the year	264 23
Gross carrying amount as at 31 March 2026	**-**

Ageing of Intangible Assets under development

Particulars	Amount in Intangible Assets under development for a period of				Total
	Less than 1 years	1-2 years	2-3 years	More than 3 years	
As at 31 March 2026					
(i) Projects in progress					
Project 1- Travart*	-	-	-	-	-
(ii) Projects temporarily suspended	-	-	-	-	-
As at 31 March 2025					
(i) Projects in progress					
Project 1- Travart	35.83	38.14	38.23	60.73	172.93
(ii) Projects temporarily suspended	-	-	-	-	-

*There has been no delay for asset under development during the year. Travart has gone live from Jan 2026.

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Notes to the financial statements *(Continued)*

as at 31 March 2026

(Currency : Indian Rupees in Millions unless otherwise stated)

		31 March 2026	31 March 2025
4	**Investments**		
I.	**Investments in Equity instruments**		
	Unquoted investments *		
	Investment in subsidiaries		
	5,00,351 (31 March 2025: 5,00,351) equity shares of Nepali Rs 100, fully paid up, of SITA World Travel (Nepal) Private Limited	4.25	4.25
	190,000 (31 March 2025: 190,000) equity shares of Sri Lankan Rs 10, fully paid up, of SITA World Travel Lanka (Pvt.) Limited (of these 40,000 equity shares were allotted for consideration other than cash)	0.92	0.92
	Less: Impairment loss	(0.92)	(0.92)
	Investment in Associate		
	4,00,000 (31 March 2025: 4,00,000) Equity sahres of Sri Lankan Rs 10, fully paid up, of Tropiculture (Private) Ltd.	1.60	1.60
	Investment in Joint Venture		
	980,000 (31 March 2025: 980,000) Equity shares of Rs. 10 each, fully paid up, of TCI Go Vacation india Private Limited.	9.80	9.80
II.	**Investments in Preference Shares**		
	Investment in subsidiary:		
	43,09,894 (31 March 2025: 43,09,894) Optionally Convertible Redeemable Preference share of Sri Lankan Rs 10 each, fully paid up, of SITA World Travel Lanka (Pvt.) Limited allotted for consideration other than cash	17.17	17.17
	Less: Impairment loss	(17.17)	(17.17)
		15.65	15.65
	*** Carried at cost**		
	Aggregate amount of unquoted investments (net of impairment)	15.65	15.65
	Aggregate amount of impairment of investments	18.09	18.09
5	**Other Non current Financial Assets**		
	Security deposits (Unsecured, Considered Good)**	37.96	3.64
		37.96	3.64

** Financial asset carried at amortised cost

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6 Income taxes

	For the year ended 31 March 2026	For the year ended 31 March 2025
A. The major component of Income tax expenses are as under:		
(i) Income tax recognised in Statement of profit and loss		
Current tax		
In respect of current year	-	-
Deferred tax		
In respect of current year	39.22	55.79
Income Tax Expense recognised in Statement of profit and loss	**39.22**	**55.79**
(ii) Amounts recognised in other comprehensive income		
Deferred tax expense on remeasurements of defined benefit plans	(2.76)	(3.33)
Income tax (Credit) recognised in OCI	**(2.76)**	**(3.33)**
B. Reconciliation of tax expense and the accounting profit for the year is as under :		
Profit before tax	**155.35**	**231.66**
Tax using the Company's domestic tax rate (Current year 25.168% and Previous Year 25.168%)	39.10	58.30
Tax effect of:		
DTL on Unrealised gains of earlier years reversed	-	(2.69)
Others	(2.64)	(3.15)
Tax expense as per Statement of profit and loss	**36.46**	**52.46**

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6 Income taxes *(Continued)*

C. The major components of deferred tax (liabilities)/assets arising on account of timing differences are as follows:

31 March 2026

	Opening as at 1 April 2025	Recognised in profit or loss	Recognised in OCI	Net	Closing as at 31 March 2026
Deferred tax asset					
Property, plant and equipment	17.09	(10.20)	-	(10.20)	6.89
ROU asset / liability	1.04	(1.15)	-	(1.15)	(0.11)
Employee benefits	22.30	15.37	2.76	18.13	40.43
Provisions	0.89	(0.81)	-	(0.81)	0.08
Disallowances under IT Act	2.19	1.54	-	1.54	3.73
Carry forward losses	255.12	(45.36)	-	(45.36)	209.76
Security Deposit	0.52	1.39	-	1.39	1.91
Deferred tax assets / (liabilities)	299.15	(39.22)	2.76	(36.46)	262.69
Offsetting of deferred tax assets and deferred tax liabilities	-	-	-	-	-
Deferred tax assets / (liabilities)	**299.15**	**(39.22)**	**2.76**	**(36.46)**	**262.69**

31 March 2025

	Opening as at 1 April 2024	Recognised in profit or loss	Recognised in OCI	Net	Closing as at 31 March 2025
Deferred tax asset					
Property, plant and equipment	21.19	(4.10)	-	(4.10)	17.09
ROU asset / liability	1.06	(0.02)	-	(0.02)	1.04
Employee benefits	9.33	9.64	3.33	12.97	22.30
Provisions	0.14	0.75	-	0.75	0.89
Disallowances under IT Act	2.79	(0.60)	-	(0.60)	2.19
Carry forward losses	317.75	(62.63)	-	(62.63)	255.12
Allowances under IT Act	0.71	(0.71)	-	(0.71)	-
Security Deposit	1.33	(0.81)	-	(0.81)	0.52
Unrealised Exchange Gain/loss	(2.69)	2.69	-	2.69	-
Deferred tax assets / (liabilities)	351.61	(55.81)	3.33	(52.46)	299.15
Offsetting of deferred tax assets and deferred tax liabilities	-	-	-	-	-
Deferred tax assets / (liabilities)	**351.61**	**(55.81)**	**3.33**	**(52.46)**	**299.15**

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(Currency : Indian Rupees in Millions unless otherwise stated)

		31 March 2026	31 March 2025
7	**Income tax assets**		
	Advance tax [Net of provision for income tax INR 121.12 mn] [31st Mar 2025 INR 121.12 mn]	47 53	44 28
		47.53	44.28
8	**Other non-current assets**		
	Prepaid expenses	0.10	0.01
		0.10	0.01
9	**Trade receivables**		
	Trade receivables - (Unsecured, Considered Good)	632 93	518 23
	Trade receivables which have significant increase in Credit Risk	0.29	3 41
		633 22	521.64
	Less: Allowance for doubtful trade receivable	(0 29)	(3.41)
		632.93	518.23
	Trade receivables includes :		
	Dues from related party [For terms and conditions relating to related party receivables, refer Note 42]	8 45	10 84

Ageing schedule

Particulars	Unbilled	Less than 6 months	Outstanding for following periods from invoice date: 6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
31 March 2026							
(i) Undisputed Trade receivable							
(a) considered good	173 86	459.07	-	-	-	-	632 93
(b) Significant increase in credit risk	-	0 15	0 14	-	-	-	0 29
31 March 2025							
(i) Undisputed Trade receivable							
(a) considered good	21 33	496 88	0 02	-	-	-	518 23
(b) Significant increase in credit risk	-	-	-	3 41	-	-	3 41

10(a)	**Cash and Cash Equivalents**		
	Balances with banks :		
	-In current Accounts	156 63	84 23
	-In EEFC Accounts	183 75	144 86
	-Deposit Accounts (with original maturity of 3 months or less)	256.03	559 05
	Cash on hand	7.70	10 28
		604.11	798.42
10(b)	**Bank balances other than cash and cash equivalents above**		
	Bank deposit (with original maturity of more than 3 months but less than 12 months)	594 71	32 48
		594.71	32.48
11	**Other current financial assets**		
	Security deposits - (Unsecured, Considered Good)	8 76	46 76
	Interest accrued but not due on fixed deposits with banks	6 81	1 46
	Other receivable - (Unsecured, Considered Good)	25.70	30 90
	Other receivable - credit impaired	-	0 10
	Less Other receivable - Provision for doubtful receivables	-	(0.10)
		41.27	79.12
12	**Other current assets**		
	Prepaid expenses	16 91	18.46
	Balances with Government Authorities	29 44	32 11
	Advance to vendors - (Unsecured, Considered Good)	418 08	368 02
	Advance expenses	29.49	42 87
	Staff advances- (Unsecured, Considered Good)	1 98	1 94
		495.90	463.40
	Advance to vendors includes :		
	Dues from related party [refer Note 42]	-	-

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	31 March 2026	31 March 2025

13 Share capital

Equity share capital

Authorised :

10,000 (31 March 2026: 10,000) equity Shares of Rs. 10 each	0.10	0.10

Issued, subscribed and paid up:

10,000 (31 March 2025: 10,000) equity Shares of Rs. 10 each	0.10	0.10
	0.10	0.10

i Reconciliation of number of equity shares outstanding at the beginning and end of the year:

Equity share :

	31 March 2026		31 March 2025	
	No. of Shares	Amount in INR	No of Shares	Amount in INR
At the commencement of the year	10,000	0.10	10,000	0.10
Less: Changes during the year	-	-	-	-
Outstanding at the end of the year	10,000	0.10	10,000	0.10

ii Rights attached to Equity shares

The Company has only one class of Equity Shares with voting rights having a par value of Rs 10/- each per share. Each holder of Equity Shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend, if any proposed by the Board will be paid subject to the approval of the shareholders at the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the Equity shareholders will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

iii Equity Shares held by holding company / ultimate holding company / subsidiaries of holding company

Equity share	31 March 2026		31 March 2025	
	No. of Shares	Amount in INR	No of Shares	Amount in INR
Equity shares of Rs 10 each fully paid-up held by:				
Thomas Cook (India) Limited ('Holding Company')	10,000	0.10	10,000	0.10
	10,000	0.10	10,000	0.10

iv Shareholders holding more than 5% shares in the company is set out below:

Equity share	31 March 2026		31 March 2025	
	No. of Shares	No of shares %	No of Shares	No of shares %
Equity shares of Rs 10 each, fully paid-up, held by:				
Thomas Cook (India) Limited ('Holding Company')	10,000	100.00%	10,000	100.00%

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14 Other equity

(a) Instruments entirely equity in nature

Preference shares :

i Authorised :	31 March 2026	31 March 2025
300,000,000 (31 March 2026 : 300,000,000) 0.01% Non-Cumulative, Optionally Convertible Redeemable Preference shares of Rs 10 each	**3,000.00**	3,000.00
Issued and subscribed and paid up:		
199,019,396 (31 March 2025 : 199,019,396) 0.01% Non-Cumulative, Optionally Convertible Redeemable Preference shares of Rs 10 each, fully paid up	**1,990.19**	1,990.19
	1,990.19	1,990.19

ii Reconcillation of number of Preference shares outstanding at the beginning and end of the year :

	31 March 2026		31 March 2025	
	No. of Shares	Amount in INR	No. of Shares	Amount in INR
At the commencement of the year	19,90,19,396	1,990.19	19,90,19,396	1,990.19
Add. Changes made during the year	-	-	-	-
Outstanding at the end of the year	19,90,19,396	1,990.19	19,90,19,396	1,990.19

iii Rights attached to Preference shares

Preference shares outstanding at the end of 20 years shall be converted into equity shares as per the conversion ratio of one preference shares of Rs. 10 each into one equity share of Rs. 10 each. Failing this, preference shares shall be converted into equity shares by the Company on 11-12-2039. The holders of these shares are entitled to non-cumulative dividend of 0.01%. Preference shares carry a preferential right as to dividend over equity shareholders. where dividend is not declared in respect of a financial year in the case of non-cumulative preference shares, the entitlement for that year lapses. In the event of winding up, preference shareholders have a preferential right over equity shareholders to be repaid to the extent of capital paid-up and dividend in arrears on such shares. The Company has an option to convert the Preference shares or redeem the preference shares at any time after the end of 1 year from the date of allotment.

iv Preference Shares held by holding company

	31 March 2026		31 March 2025	
	No. of Shares	Amount in INR	No. of Shares	Amount in INR
Preference shares of Rs 10 each fully paid-up held by:				
Thomas Cook (India) Limited ('Holding Company')	19,90,19,396	1,990.19	19,90,19,396	1,990.19
	19,90,19,396	1,990.19	19,90,19,396	1,990.19

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v Shareholders holding more than 5% shares in the company is set out below:

	31 March 2026		31 March 2025	
	No. of Shares	No of shares %	No. of Shares	No of shares %
Preference shares of Rs 10 each, fully paid-up, held by:				
Thomas Cook (India) Limited ('Holding Company')	19,90,19,396	100.00%	19,90,19,396	100.00%

vi Aggregate Number and class of shares allotted as fully paid up pursuant to contract without payment being received in cash:

	31 March 2026		31 March 2025	
	No. of Shares	No of shares %	No. of Shares	No of shares %
Preference shares of Rs 10 each, fully paid-up, held by:				
Thomas Cook (India) Limited ('Holding Company')	19,90,19,396	100.00%	19,90,19,396	100.00%

vii Movement of instruments entirely equity in nature

	31 March 2026		31 March 2025	
	No. of Shares	Amount in INR	No. of Shares	Amount in INR
Balance at the beginning of the year	19,90,19,396	1,990.19	19,90,19,396	1,990.19
Add: Issued during the year	-	-		
Less: Redeemed during the year	-	-	-	-
Closing Balance	19,90,19,396	1,990.19	19,90,19,396	1,990.19

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	31 March 2026	31 March 2025
14 Other equity		
(b) Reserves and surplus:		
Retained earnings		
At the commencement of the year	(637.76)	(813.63)
Add: Profit for the year	116.13	175.87
At the end of the year	(521.63)	(637.76)
Other comprehensive income:		
At the commencement of the year	(0.96)	8.95
Add:Other comprehensive (loss) for the year	(8.19)	(9.91)
At the end of the year	(9.15)	(0.96)
Employee share option outstanding		
At the commencement of the year	74.68	74.68
Add: share based payments	28.79	-
At the end of the year	103.47	74.68
Capital reserve		
At the commencement of the year	(1,633.29)	(1,633.29)
Add:Adjustment on account of merger	-	-
At the end of the year	(1,633.29)	(1,633.29)
Total Reserve & Surplus	(2,060.60)	(2,197.33)

Nature and purpose of reserves

i.Retained earnings
Retained earnings are the profits of the Company earned till date net of appropriations.

ii.Employee share option outstanding
The share option outstanding account is used to recognised the grant date fair value of options issued to employees under the Employee stock option plan. This includes options issued to the employees of the company by Holding Company.

iii. Capital reserve
The Company recognises profit and loss on purchase, sale, issue or cancellation of the company's equity instruments to capital reserve. Capital reserve comprises of profits/gains of capital nature earned by the Company and credited directly to such reserve.

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		31 March 2026	31 March 2025
15	**Lease liability**		
	Long term maturities of right of use lease liability (including finance lease) [refer Note 37]	87.03	12.13
		87.03	12.13
16	**Provisions**		
	Provision for employee benefits		
	Gratuity [refer Note 36]	120.59	44.82
		120.59	44.82
17	**Short-term borrowings**		
	-Loans and advances from related parties	370.60	610.60
	Loan availed from Thomas Cook India Limited, Holding company to meet its general corporate purpose and working capital requirement. Loan is repayable on demand and can be renewed for a further period of 6 months/ 1 year with mutual consent. Loan carries a fixed interest rate and interest rate is calculated as per appropriate arm length analysis.		
		370.60	610.60
18	**Lease liability**		
	Current maturities of right of use lease Liability (including finance lease) [refer Note 37]	48.19	28.21
		48.19	28.21
19	**Trade and other payables**		
	Due to micro, small and medium enterprises [refer Note 33]	8.94	5.08
	Due to others	1,833.86	1,467.74
		1,842.80	1,472.82
	Trade payables includes :		
	Dues to related party [refer Note 42]	94.88	91.99

	Outstanding for following periods from due date of payment					
	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
31 March 2026						
(i) MSME	-	8.94	-	-	-	8.94
(ii) Others	85.46	1,442.04	204.96	81.42	19.98	1,833.86
31 March 2025						
(i) MSME	-	5.08	-	-	-	5.08
(ii) Others	40.70	1,221.09	161.18	39.97	4.80	1,467.74

20	**Current - other financial liabilities**		
	Interest accrued and due on borrowings	173.96	196.22
	Accrued salary and benefits	39.97	46.62
	Derivative Liabilities	0.51	-
	Other financial liability	3.30	2.89
		217.74	245.73
	Current - other financial liabilities includes:		
	Dues to related party [refer Note 42]	175.72	198.22
21	**Other current liabilities**		
	Customers' advances	568.26	305.41
	Statutory dues	67.93	73.60
		636.19	379.01
22	**Short-term provisions**		
	Provision for employee benefits:		
	Compensated absences	6.37	5.44
		6.37	5.44

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		For the year ended 31 March 2026	For the year ended 31 March 2025
23	**Revenue from operations**		
(A)	**Sales and services**		
	Income from tours	5,986.83	5,818.18
		5,986.83	**5,818.18**
(B)	**Other operating revenue**		
	Commission income	103.47	97.07
	Marketing fees and other incentive income	6.33	5.46
	Unclaimed credit balances no longer required, written back	0.45	0.06
	Excess provision written back	38.28	38.03
	Other miscellaneous operating income	4.93	0.56
		153.46	**141.18**
		6,140.29	**5,959.36**

(Refer Note 43 for IND AS 115 Disclosure)

24	**Other income**		
	Interest on deposits and investments	24.09	13.68
	Interest income - others	3.47	3.44
	Interest on tax refunds	0.76	-
	Dividend on equity shares - subsidiary	58.80	88.20
	Profit on sale of fixed assets (net)	14.17	16.51
	Management fees income	9.49	12.38
	Facility support income	12.68	10.23
	Royalty and other income	11.87	12.73
	Exchange gain (net)	-	4.52
	Group Resource Income	11.91	9.27
	Input tax credit on GST	8.80	7.58
		156.04	**178.54**
25	**Cost of tours**	4,867.60	4,861.08
		4,867.60	**4,861.08**
26	**Employee benefits expense**		
	Salaries and other allowances	651.61	569.80
	Contribution to provident fund and other funds	24.46	21.54
	Compensated absences	0.93	1.12
	Gratuity [refer Note no. 36]	13.20	7.32
	Share-based payment to employees [refer Note no. 40]	28.79	-
	Staff welfare	26.73	21.77
		745.72	**621.55**

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Travel Corporation (India) Limited

Notes to the financial statements *(Continued)*

for the year ended 31 March 2026

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		For the year ended 31 March 2026	For the year ended 31 March 2025
27	**Finance costs**		
	Interest expense	42.01	64.72
	Interest expense on ROU lease liability including finance lease [refer Note no. 37]	9.36	6.35
	Other finance charges	4.25	4.24
		55.62	**75.31**
28	**Depreciation and amortization expenses**		
	Depreciation and amortization expense	51.24	39.07
	Depreciation and amortization expenses on ROU Asset	55.47	51.08
		106.71	**90.15**
29	**Other expenses**		
	Legal and professional charges	119.27	111.72
	Operational lease rentals	24.57	20.33
	Travelling expenses	23.01	20.23
	Exchange loss (net)	24.67	-
	Advertisement and publicity	27.03	24.28
	Repairs and maintenance – others	26.43	19.78
	Electricity charges	5.81	4.38
	Communication	8.42	6.15
	Housekeeping charges	11.13	9.18
	Rates and taxes	19.43	16.78
	Insurance	5.84	3.70
	Sales promotion	2.57	3.31
	Director commission	1.73	2.00
	Auditors' remuneration*	4.59	4.17
	Security services	3.93	3.20
	Printing and stationery	0.81	1.16
	Provision for doubtful debts	(3.22)	3.44
	Bad debts and advance written off	4.18	1.81
	Miscellaneous expenses	3.52	2.53
		313.72	**258.15**
	*** Auditor's remuneration (excluding taxes)**		
	As auditor		
	- Statutory audit	3.75	3.42
	- Tax Audit	0.25	0.23
	In others Capacity		
	-Certification	0.30	0.30
	Technology, Admin & Out of pocket expenses	0.29	0.22
		4.59	**4.17**
30	**Tax**		
	Current tax	-	-
	Deferred tax	36.46	52.46
		36.46	**52.46**

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31 Earnings per share (EPS)

(In absolute INR)

	31 March 2026	31 March 2025
Profit after tax (A)	11,61,33,966.72	17,58,70,000.00
Number of equity shares		
Weighted average number of equity shares used as denominator in calculating Basic earning per share (B)	10,000	10,000
Add: Adjustment on account of Optionally Convertible Redeemable Non-Cumulative Preference shares #	19,90,19,396	19,90,19,396
Weighted average number of equity shares used as denominator in calculating diluted earning per share ©	19,90,29,396	19,90,29,396
Basic and diluted earnings per share		
D. Basic earnings per share (A/B)	11,613.40	17,587.00
E. Diluted earnings per share (A/C)*	0.58	0.88

For the purpose of calculating equity shares outstanding and the weighted average number of equity shares for the year ended 31 March 2026 and 31 March 2025, the equity shares to be issued pursuant to the Scheme have been considered as outstanding from the beginning of the accounting year.

* The impact of conversion of compulsory convertible preference shares [in numbers 19,90,19,396] into equity shares has been considered, the effect is being dilutive.

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32 Financial instruments – Fair values and risk management

A. Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below.

31 March 2026*	Carrying amount					Fair value			
	Financial instruments measured at fair value through profit or loss (FVTPL)	Financial instruments measured at fair value through comprehensive income (FVTOCI)	Financial instruments measured at amortized cost	Derivative instrument not in hedging relationship	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets not measured at fair value									
Trade receivables	-	-	632.93	-	632.93	-	-	-	-
Cash and cash equivalents	-	-	604.11	-	604.11	-	-	-	-
Bank balances other than cash and cash equivalents abo	-	-	594.71	-	594.71	-	-	-	-
Other financial assets									
- Security Deposit	-	-	46.72	-	46.72	-	46.72	-	46.72
- Others	-	-	32.51	-	32.51	-	-	-	-
	-	-	1,910.98	-	1,910.98	-	46.72	-	46.72
Financial liabilities not measured at fair value									
Trade payables	-	-	1,842.81	-	1,842.81	-	-	-	-
Short Term Borrowing	-	-	370.60	-	370.60	-	-	-	-
Other financial liabilities									
- Non-current	-	-	87.03	-	87.03	-	-	-	-
- Current	-	-	265.93	-	265.93	-	-	-	-
Total financial liabilities	-	-	2,566.37	-	2,566.37	-	-	-	-

*Excludes investment in subsidiaries and Joint Venture are being carried at cost (net of impairment) amounting Rs. 15.65 mn.

Carrying amounts of cash and cash equivalents, trade receivables, unbilled receivables and trade payables as at 31 March 2026 approximate the fair value because of their short term nature.

Level 1 : Level 1 hierarchy includes financial instruments measured using quoted prices.

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, contingent consideration and indemnification asset included in level 3.

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32 Financial instruments – Fair values and risk management *(Continued)*

A. Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below.

31 March 2025*	Carrying amount					Fair value			
	Financial instruments measured at fair value through profit or loss (FVTPL)	Financial instruments measured at fair value through comprehensive income (FVTOCI)	Financial instruments measured at amortized cost	Derivative instrument not in hedging relationship	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets not measured at fair value									
Trade receivables	-	-	518.23	-	518.23	-	-	-	-
Cash and cash equivalents	-	-	798.42	-	798.42	-	-	-	-
Bank balances other than cash and cash equivalents abo	-	-	32.48	-	32.48	-	-	-	-
Other financial assets									
- Security Deposit	-	-	50.39	-	50.39	-	50.39	-	50.39
- Others	-	-	32.37	-	32.37	-	-	-	-
	-	-	1,431.89	-	1,431.89	-	50.39	-	50.39
Financial liabilities not measured at fair value									
Trade payables	-	-	1,472.82	-	1,472.82	-	-	-	-
Short Term Borrowing	-	-	610.60	-	610.60	-	-	-	-
Other financial liabilities									
- Non-current	-	-	12.13	-	12.13	-	-	-	-
- Current	-	-	273.94	-	273.94	-	-	-	-
Total financial liabilities	-	-	2,369.49	-	2,369.49	-	-	-	-

*Excludes investment in subsidiaries and Joint Venture are being carried at cost (net of impairment) amounting Rs. 15.65 mn

Carrying amounts of cash and cash equivalents, trade receivables, unbilled receivables and trade payables as at 31 March 2025 approximate the fair value because of their short term nature.

Level 1 : Level 1 hierarchy includes financial instruments measured using quoted prices.

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, contingent consideration and indemnification asset included in level 3.

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32 Financial instruments – Fair values and risk management *(Continued)*

B. Measurement of fair values

Valuation techniques and significant unobservable inputs
The following tables show the valuation techniques used in measuring Level 1,Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Financial instruments measured at fair value

Type	Valuation technique
Leases & Security Deposit	Discount rates to fair value of financial assets and liabilities at amortised cost is based on general lending rate

Transfers between Levels

There were no transfers in either direction in any of the reporting periods.

C. Financial risk management

The Company has exposure to the following risks arising from financial instruments:
- Credit risk ;
- Liquidity risk ; and
- Market risk

i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the board of directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The board oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The board is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the board.

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32 Financial instruments – Fair values and risk management *(Continued)*

C. Financial risk management *(Continued)*

ii. Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities (primarily trade receivables).

The carrying amount of following financial assets represents the maximum credit exposure:

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

Credit risk arising from trade receivables is managed in accordance with the Company's established policy, procedures and control relating to customer credit risk management. The concentration of credit risk is limited due to the fact that the customer base is large.

The Risk Management Committee has established a credit policy under which each new customer is analysed individually for creditworthiness. Credit limits are established for each customer on annual basis. Any sales exceeding those limits require approval from the Risk Management Committee.

The company establishes an allowance for impairment that represents its estimate of expected losses in respect of trade and other receivables.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

Movement in impairment on trade receivables	31 March 2026	31 March 2025
Balance at the beginning of the year	3.41	0.07
Changes in loss allowance	0.32	3.41
Bad debt written off	3.44	0.07
Balance at the end of the year	0.29	3.41

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32 Financial instruments – Fair values and risk management *(Continued)*

C. Financial risk management *(Continued)*

iii. 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 have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's principal source of liquidity are cash and cash equivalents; bank overdraft and the cash flow that is generated from operations.As of 31 March 2026 the company have negative working capital of INR 752.97 mn including cash and cash equivalent of INR 604.11 mn, other bank balance of INR 594.71 mn and current investment of Rs Nil. As of 31 March 2025 the company have negative working capital of INR 850.16 mn including cash and cash equivalent of INR 798.42 mn, other bank balance of INR 32.48 mn and current investment of Rs Nil. The Company has obtained support letter from its holding company to meet it's working capital requirement, Hence the Company does not perceive any liquidity risk.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

		Contractual cash flows					
31 March 2026	**Carrying amount**	**Total**	**Less than 6 months**	**6-12 months**	**1-2 years**	**2-5 years**	**More than 5 years**
Non-derivative financial liabilities	-	-	-	-	-	-	-
ROU Lease Obligation (including finance lease)	135.22	151.55	28.57	29.19	59.70	31.86	2.23
Short Term Borrowing	370.60	370.60	370.60		-	-	-
Trade and other payables	1,833.86	1,833.86	1,833.86	-	-	-	-
Trade payables due to micro, small and medium enterprises	8.94	8.94	8.94	-	-	-	-
Other financial liabilities	217.74	217.74	217.74	-	-	-	-

		Contractual cash flows					
31 March 2025	Carrying amount	Total	Less than 6 months	6-12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities	-	-	-	-	-	-	-
ROU Lease Obligation (including finance lease)	40.34	43.59	25.22	4.31	3.34	7.47	3.25
Short Term Borrowing	610.60	610.60	610.60	-	-	-	-
Trade and other payables	1,467.74	1,467.74	1,467.74	-	-	-	-
Trade payables due to micro, small and medium enterprises	5.08	5.08	5.08	-	-	-	-
Other financial liabilities	245.73	245.73	245.73	-	-	-	-

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32 Financial instruments – Fair values and risk management *(Continued)*

C. Financial risk management *(Continued)*

iv. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates – will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. We are exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of our investments. Thus, our exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currency. The objective of market risk management is to avoid excessive exposure in our foreign currency revenues and costs.

Currency risk

The Company is exposed to currency risk on account of other payables in foreign currency. The functional currency of the Company is Indian Rupee.

Exposure to currency risk (Exposure in different currencies converted to functional currency)

The currency profile of financial assets and financial liabilities as at 31 March 2026 and 31 March 2025 are as below:

	31 March 2026 LKR	31 March 2026 AUD	31 March 2026 USD	31 March 2026 EUR	31 March 2026 JPY	31 March 2026 GBP
Financial assets						
Cash and cash equivalents	-	-	82.81	34.99	0.71	65.99
Trade receivables and advance to vendors	-	0.06	207.96	65.05	6.85	19.90
	-	0.06	290.77	100.04	7.56	85.89
Financial liabilities						
Trade payables and advance from customers	-	0.68	369.52	110.35	0.15	23.57
	-	0.68	369.52	110.35	0.15	23.57
Net exposure in Rs.	-	(0.62)	(78.75)	(10.31)	7.41	62.32

	31 March 2025 LKR	31 March 2025 AUD	31 March 2025 USD	31 March 2025 EUR	31 March 2025 JPY	31-Mar-25 GBP
Financial assets						
Cash and cash equivalents[4]	0.01	-	120.81	22.50	2.66	3.61
Trade receivables and advance to vendors	-	0.01	337.75	32.35	5.81	49.37
	0.01	0.01	458.56	54.85	8.47	52.98
Financial liabilities						
Trade payables and advance from customers	-	0.01	204.43	58.33	0.22	7.05
	-	0.01	204.43	58.33	0.22	7.05
Net exposure in Rs.	0.01	-	254.13	(3.48)	8.25	45.93

The following significant exchange rates have been applied during the year.

	Average rate		Year-end spot rate	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025
LKR	0.29	0.28	0.30	0.29
AUD	59.27	55.14	65.02	53.81
USD	89.82	84.57	94.84	85.48
EUR	104.82	91.09	109.00	92.09
JPY	0.59	0.56	0.59	0.57
GBP	120.78	108.98	125.51	110.70

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32 Financial instruments – Fair values and risk management *(Continued)*

C. Financial risk management *(Continued)*

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against various currencies as mentioned above at 31 March 2026 and 31 March 2025 would have affected the measurement of financial instruments denominated in the respective currencies and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast transactions to be held in the foreign currencies.

	Profit or loss		Equity, net of tax	
Effect in INR	Strengthening	Weakening	Strengthening	Weakening
31 March 2026				
1% movement				
LKR	-	-	-	-
AUD	(0.01)	0.01	-	-
USD	(0.79)	0.79	-	-
EUR	(0.10)	0.10	-	-
JPY	0.07	(0.07)	-	-
GBP	0.62	(0.62)	-	-
	(0.21)	0.21	-	-

	Profit or loss		Equity, net of tax	
Effect in INR	Strengthening	Weakening	Strengthening	Weakening
31 March 2025				
1% movement				
LKR	-	-	-	-
AUD	-	-	-	-
USD	2.54	(2.54)	-	-
EUR	(0.03)	0.03	-	-
JPY	0.08	(0.08)	-	-
GBP	0.46	(0.46)	-	-
	3.05	(3.05)	-	-

Interest rate risk

The Company's investments are primarily in fixed rate interest bearing investments / loans. Hence, the company is not significantly exposed to interest rate risk.

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33 Micro, Small and Medium Enterprises

Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force from 2 October, 2006, certain disclosures are required to be made relating to dues to Micro and Small Enterprises. On the basis of the information and records available with the management, following are the details of dues to Micro and Small Enterprises:

Particulars	31 March 2026	31 March 2025
The amounts remaining unpaid to micro and small suppliers as at the end of the year.		
– Principal	8.94	5.08
– Interest	-	-
The amount of interest paid by the buyer in terms of section 16 of the Micro Small and Medium Enterprises Development Act, 2006 ('MSMED Act, 2006') along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

34 Segment reporting

The Company is in the business of providing travel and related services to its corporate customers which is considered by management as the only reportable business segment taking into account the nature of the business, the risk and returns, the organisation structure and internal reporting system. The travel and related services includes tour operations and travel management services, arranging air tickets, hotels, sightseeing, visa and other related services.

35 Capital Management

The Company considers the following components of its Balance Sheet to be managed capital:
Total equity – retained profit, other reserves, share capital, share premium

The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders. The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets.

The Company aims to translate profitable growth to superior cash generation through efficient capital management. The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company's focus is on keeping strong total equity base to ensure independence, security, as well as a high financial flexibility for potential future borrowings, if required, without impacting the risk profile of the Company. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure. The Company is not subject to financial covenants in any of its significant financing agreements.

The management monitors the return on capital as well as the level of dividends to shareholders. The Company's goal is to return excess liquidity to shareholders by distributing dividends in future periods.

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36 Employee benefits

A. The Company contributes to the following post-employment benefit plans in India.

(i) Defined contribution plans:

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund, Employee State Insurance Corporation, Labour Welfare Fund and National Pension Scheme which is a defined contribution plan. The Company has no obligations other than to make the specified contributions. The contributions are charged to the Statement of profit and loss as they accrue.

Amount contributed to defined contribution plan and recognised as an expense in the Statement of profit and loss are as under:

Particulars	31 March 2026	31 March 2025
Employer's contribution to provident fund	22.17	20.02
Employee's State Insurance Corporation*	0.00	0.00
Labour welfare fund	0.25	0.21
NPS Contribution	2.04	1.30
Total	24.46	21.53

*Employee's State Insurance Corporation amounts to INR 0.0047 mn in FY 2025-26 and INR 0.0042 mn in FY 2024-25

(ii) Short Term Employee Benefits:

Leave obligations - compensated absences

Effective 1 January 2017 there has been a change in the Leave Policy as a part of a Group alignment initiative. As per the new leave policy, every employee will be allotted 30 days of leave in the first week of January. No leaves can be carried forward to the next year whereby, the leave balance left unutilized on 31 December shall lapse. During the year, a sum aggregating to INR 0.93 mn [31 March 2025: INR 1.12 mn] has been recognised as an expense in the Statement of profit and loss.

(iii) Defined Benefit Plan:

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

Contribution to Gratuity is based on the premium contribution called for by the Life Insurance Corporation of India (LIC) with whom the Company has entered into an arrangement. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The amount of net interest expense calculated by applying the liability discount rate to the net defined benefit liability or asset is charged or credited in the statement of profit and loss. Any differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised immediately in 'Other comprehensive income' and subsequently not reclassified to the statement of profit and loss.

Gratuity is payable to all eligible employees of the Company on superannuation, death and permanent disablement, in terms of the provisions of the Payment of Gratuity Act,1972 or as per the Company's scheme, whichever is more beneficial

In respect of certain employees, the Company has defined benefit plan for other long-term employee benefit in the form of provident fund. Provident fund contributions are made to a Trust administered by the Company. The interest rate payable to the members of the Trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Company.

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at balance sheet date:

	31 March 2026	31 March 2025
Gratuity		
Net defined benefit asset	44.43	43.19
Net defined benefit liability	165.02	88.01
Net defined benefit (asset) / liability	120.59	44.82

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36 Employee benefits *(Continued)*

B. Movement in net defined benefit (asset)/ liability- Gratuity

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components

	Defined benefit obligation		Fair value of plan assets		Net defined benefit (asset) / liability	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Opening balance	88.01	68 91	43.19	44 57	44.82	24 34
Included in profit or loss						
Current service cost	9.06	5 67	-	-	9.06	5 67
Expected return on plan assets	-	-	-	-	-	-
Past service cost	51.30	-	-	-	51.30	-
Interest cost / income	6.90	4.37	2.45	2.72	4.45	1 65
Settlements / benefits paid	-	-	-	-	-	-
	67.26	10.04	2.45	2.72	64.81	7 32
Included in OCI						
Remeasurement loss (gain)	-	-	-	-	-	-
Actuarial loss (gain) arising from:	-	-	-	-	-	-
Amount not recognised due to asset limit	-	-	-	-	-	-
Demographic assumptions	-	0 18	-	-	-	0 18
Financial assumptions	(5.91)	11 74	-	-	(5.91)	11.74
Experience adjustment	17.74	1 84	-	-	17.74	1 84
Effect of asset ceiling	-	-	-	-	-	-
Return on plan assets excluding interest income	-	-	0.87	0 52	(0.87)	(0.52)
	11.83	13.76	0.87	0 52	10.96	13.24
Other						
Contributions paid by the employer	-	-	-	0.08	-	(0.08)
Liabilities assumed / (settled)	-	-	-	-	-	-
Benefits paid	(2.08)	(4 70)	(2.08)	(4 70)	-	-
	(2.08)	(4 70)	(2.08)	(4.62)	-	(0.08)
Closing balance	165.02	88.01	44.43	43 19	120.59	44.82
Represented by						
Net defined benefit asset					44.43	43 19
Net defined benefit liability					165 02	88 01
Net Movement					120.59	44.82

C. Plan assets- Gratuity

Plan assets comprise the following

	31 March 2026	31 March 2025
Investment in Gratuity Fund	44.43	43 19
	44.43	43 19

The major categories of plans assets for gratuity are as follows:

	31 March 2026				31 March 2025			
	Quoted	Unquoted	Total	in %	Quoted	Unquoted	Total	in %
Insurer (LIC) Managed Funds	-	44.43	44.43	100%	-	43 19	43 19	100%

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36 Employee benefits *(Continued)*

D. Defined benefit obligations- Gratuity

i. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date.

	31 March 2026	31 March 2025
Discount rate	7.25%	6.80%
Salary escalation rate	7.50%	7.50%
Mortality rate	IALM (2012-14) Ult	IALM (2012-14) Ult

Employee Attrition Rate	31 March 2026	31 March 2025
Age 21-30	6.40%	6.40%
Age 31-40	7.90%	7.90%
Age 41-50	2.73%	2.73%
Age 50 and above	0.73%	0.73%

Assumptions regarding future mortality have been based on published statistics and mortality tables. The current longevities underlying the values of the defined benefit obligation at the reporting date were as above.

ii. Sensitivity analysis- Gratuity

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	31 March 2026	
	Increase	Decrease
Discount rate (0.5% movement)	(6.17)	6.60
Future salary growth (0.5% movement)	6.55	(6.17)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

iii. Risk exposure for gratuity

Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below:

a) **Asset volatility** - The plan liabilities are calculated using a discount rate set with reference to bond yields, if the plan assets underperform this yield, this will create a deficit. Further any decrease in the bond yields will increase the plan liabilities. The plan assets investments are in unquoted securities which are subject to interest rate risks and the fund manages the interest rate risks to an acceptable low level.

b) **Salary growth & Demographic assumptions** - The plan is of a final salary defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the company that any adverse salary growth or demographic experience or inadequate returns on underlying plan assets can result in an increase in cost of providing these benefits to employees in future. Since the benefits are lumpsum in nature the plan is not subject to any longevity risks.

c) Majority of the plan assets consist of Insurer (LIC) managed funds which offers the best return over the long term with an acceptable level of risk. The plan asset mix is in compliance with the requirements of the respective local regulations.

Defined benefit liability and employer contributions for gratuity

Expected contribution to post employment benefit plans for the year ending March 31, 2027 is INR 3.00 mn. The weighted average duration of the defined benefit obligation is 7.72 years (Previous year 7.89 years).The expected maturity analysis of undiscounted gratuity is as follows:

Particulars	Less than a year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
March 31, 2026 - Post Employment Obligations	**29.00**	**4.74**	**39.87**	**258.68**	**332.29**
March 31, 2025 - Post Employment Obligations	17.34	2.88	14.93	134.90	170.05

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37 Leases

a. *As Lessee:*

Property, plant and equipment' comprises owned and leased assets that do not meet the definition of investment property.

i) Right-of-use assets

	31 March 2026	31 March 2025
Opening Balance (A)	35.85	74.05
Additions during the year(B)	155.27	13.42
Disposal/ transfer during the year (C)	-	-
Depreciation charge for the year (D)	55.47	51.62
Closing Balance (A+B-C-D)	135.65	35.85

Right-of-use assets are mainly office premises and vehicles taken on lease.

ii) Lease liabilities

The following is the movement in the lease liabilities:

	31 March 2026	31 March 2025
Opening Balance	40.34	78.57
Additions during the year	146.29	13.20
Interest on Lease Liabilities	9.36	6.35
Payment of Lease Liabilities	(60.77)	(57.78)
Closing Balance	135.22	40.34

Lease liabilities included in the statement of financial position

	31 March 2026	31 March 2025
Current	48.19	28.21
Non Current	87.03	12.13
Total	135.22	40.33

Maturity analysis - contractual undiscounted cash flows

	31 March 2026	31 March 2025
Less than one year	57.76	29.53
One to five year	91.56	10.81
More than five years	2.23	3.25
Total undiscounted lease liabilities	151.55	43.59

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37 Leases *(Continued)*

iii) Amount recognized in Statement of Profit and Loss

	31 March 2026	31 March 2025
Interest on lease liabilities	9.36	6.35
Depreciation on right-of-use assets	55.47	51.62
Short-term leases and low value leases	24.57	20.33
	89.40	78.30

iv) Amount recognized in Statement of Cash Flow

	31 March 2026	31 March 2025
Repayment of lease liabilities	(70.13)	(64.12)
Finance cost paid towards lease liabilities	9.36	6.35
Total	(60.77)	(57.77)

v) New Leases

In the current year, ROU building Lease of INR 152.42 mn [INR 13.42 mn in FY 2024-25] and ROU Vehicle lease of INR 2.85 mn [Nil in FY 2024-25] have been undertaken / renewed.

vi) Extension options

The lease contracts of the company contain extension/renewal options which are exercisable only by the Company and not by the lessors. The Company includes in its lease term such extension/renewal options that the Company is reasonably certain to exercise. If the lease is extended beyond the renewal term, then the lease rentals will be mutually agreed between the parties based on the fair value of lease rent at the time of extension.

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38 Contingent liabilities and commitments (to the extent not provided for)

	31 March 2026	31 March 2025
Contingent liabilities		
a. Service tax that may arise in respect of which the Service Tax Department is in appeal (in respect of some earlier years, appeals covering the same issues have been decided in favor of the Company by the appellate authorities)	-	159 93
b. The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal.		
Management has accounted for the liability for the period from date of the SC order to 31 March 2019. Further, pending decision on the subject review petition and directions from the EPFO, the impact for the past period, if any, is not ascertainable and consequently no effect has been given in the accounts.		

Capital Commitment:
The company has outstanding capital commitments as on 31st march 2026 against Capex purchase orders amounting to INR 9.68 mn (31st March 2025 : INR 0.10 mn).

39 Corporate social responsibility

As per the provisions of the Companies Act, 2013, every company having:

a. net worth of rupees five hundred crore or more, or
b. turnover of rupees one thousand crore or more, or
c. net profit of rupees five crore

is required to be spend 2% of the average net profits calculated as per section 198 of the Companies Act, 2013 during the three immediately preceding financial years towards CSR.

Since the Company satisfies the above parameters in FY 2025-26 & FY 2024-25. However, due to negative average profit in last three preceeding financial years, the company is not required to spend any amount towards CSR. Pursuant to this, CSR obligation of the Company for the FY 2025-26 & FY 2024-25 are Nil.

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40 Share-based payment arrangements:

A. Description of share-based payment arrangements

i. Share option programmes (equity-settled)

Thomas Cook India Limited, the parent company has granted Employee Stock Options to the Company's employees under various plans. Under these plans, the holder of the vested options are entitled to purchase the shares of the holding company at exercise price prescribed in the plans at the respective date of grant of the options.

The key terms and conditions related to the grants under these plans are as follows; All options are to be settled by the delivery of shares after completion of vesting period.

Plan	Grant date	No. of options	Exercise price	Vesting period	Expiry Period
GT25AUG2015	25-Aug-15	10,000	165.92	3 years	1-Aug-28
GT07NOV2016	7-Nov-16	4,65,594	1.00	4 years	1-Nov-40
GT13JUN2018	13-Jun-18	2,18,900	137.93	3 years	10-Jun-31
GT05OCT2018	5-Oct-18	39,989	1.00	5 years	20-Sep-43
GT30JUL2025A	30-Jul-25	3,64,195	1.00	4 years	24-Jul-49
GT30JUL2025B	30-Jul-25	7,00,000	1.00	4 years	24-Jul-49
GT30JUL2025	30-Jul-25	1,00,119	1.00	4 years	24-Jul-49

Share options outstanding at the end of the year have the following expiry date and exercise prices

Plan	Expiry Period	Exercise price	March 31, 2026 Share Options	March 31, 2025 Share Options
GT25AUG2015	1-Aug-28	165.92	-	6,800
GT07NOV2016	1-Nov-40	1.00	-	-
GT13JUN2018	10-Jun-31	137.93	95,250	1,12,250
GT05OCT2018	20-Sep-43	1.00	-	-
GT30JUL2025A	24-Jul-49	1.00	3,64,195	-
GT30JUL2025B	24-Jul-49	1.00	7,00,000	-
GT30JUL2025	24-Jul-49	1.00	1,00,119	-
Weighted average remaining contractual life of options outstanding at end of year			21.96 Years	6.03 Years

B. Measurement of fair values

i. Equity-settled share-based payment arrangements

The fair value at grant date is determined using the Black-Scholes Model which takes into account the exercise price, expected volatility, option's life, the share price at grant date, expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

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ii. Modification of share based payment schemes:

The Thomas Cook India Limited (TCIL) in a composite scheme of arrangement demerged its Human Resources Services Business and transferred it to Quess Corp Limited (Quess). The scheme was approved by the National Company Law Tribunal (NCLT) with the appointed date as April 1, 2019. The effective date of the scheme was November 25, 2019 when both TCIL and Quess filed the certified copies of the order with their respective jurisdictional Registrar of Companies.
As a part of the composite scheme, Employees whose ESOPs were outstanding on the effective date will be entitled to the additional shares of Quess on account of the demerger of Human Resource Business. Instead of altering the exercise price, TCIL provided additional award in form of Quess shares.
The employees are now entitled to shares of Quess along with those of TCIL in the same share entitlement ratio prescribed in the scheme for the other shareholders of TCIL
In case of vested ESOPs, the employees will be granted shares of TCIL and Quess only on payment of the exercise price. In case of unvested ESOPs, the employees will be granted shares of TCIL and Quess on completion of the remaining vesting period and payment of the exercise price.
The options, to the extent, which are settled by shares of Quess do not meet the definition of a share-based payment arrangement because the value of shares of Quess is not based on the price or value of TCIL's equity instruments or any of its group entity's equity instruments.
The options to the extent which are settled by shares of Quess will be considered as an employee benefit within the scope of Ind AS 19.
The options settled by shares of TCIL continue to be considered as share based payments and are accounted as per IND AS 102.

40 Share-based payment arrangements: *(Continued)*

C. Reconciliation of outstanding share options

The number of share options under the share option programmes were as follows.

Thomas Cook ESOP Sch	GT25AUG2015	Number of options 31 March 2026	Number of options 31 March 2025
Options outstanding as at the beginning of the year		6,800	6,800
Add: Options granted during the year		-	-
Less: Options lapsed during the year		-	-
Less: Options exercised during the year		6,800	-
Options outstanding as at the year end		-	6,800

Thomas Cook ESOP Sch	GT07NOV2016	Number of options 31 March 2026	Number of options 31 March 2025
Options outstanding as at the beginning of the year		-	19,676
Add: Options granted during the year		-	-
Less: Options lapsed during the year		-	-
Less: Options exercised during the year		-	19,676
Options outstanding as at the year end		-	-

Thomas Cook ESOP Sch	GT13JUN2018	Number of options 31 March 2026	Number of options 31 March 2025
Options outstanding as at the beginning of the year		1,12,250	1,72,600
Add: Options granted during the year		-	-
Less: Options lapsed during the year		-	-
Less: Options exercised during the year		17,000	60,350
Options outstanding as at the year end		95,250	1,12,250

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Thomas Cook ESOP Sch	GT05OCT2018	Number of options 31 March 2026	Number of options 31 March 2025
Options outstanding as at the beginning of the year		-	-
Add: Options granted during the year		-	-
Less: Options lapsed during the year		-	-
Less: Options exercised during the year		-	-
Options outstanding as at the year end		-	-

Thomas Cook ESOP Sch	GT30JUL2025A	Number of options 31 March 2026	Number of options 31 March 2025
Options outstanding as at the beginning of the year		-	-
Add: Options granted during the year		3,64,195	-
Less: Options lapsed during the year		-	-
Less: Options exercised during the year		-	-
Options outstanding as at the year end		3,64,195	-

Thomas Cook ESOP Sch	GT30JUL2025B	Number of options 31 March 2026	Number of options 31 March 2025
Options outstanding as at the beginning of the year		-	-
Add: Options granted during the year		7,00,000	-
Less: Options lapsed during the year		-	-
Less: Options exercised during the year		-	-
Options outstanding as at the year end		7,00,000	-

Thomas Cook ESOP Sch	GT30JUL2025	Number of options 31 March 2026	Number of options 31 March 2025
Options outstanding as at the beginning of the year		-	-
Add: Options granted during the year		1,00,119	-
Less: Options lapsed during the year		-	-
Less: Options exercised during the year		-	-
Options outstanding as at the year end		1,00,119	-

D. Expenses/shares option outstanding account arising from share based payment transactions

Total expenses arising from share-based payment related transactions recognised in profit or loss as part of employee benefit expense were as follows:

Particulars	31 March 2026	31 March 2025
Employee ESOP expenses	28.79	-
Employee Stock Expenses	-	-

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41 Analytical Ratios

Ratio	Numerator	Denominator	31 March 2026	31 March 2025	% change	Reason for variance
Current ratio	Current Assets	Current Liabilities	0.76	0.69	10%	No Major variation
Debt- Equity Ratio	Debt consists of borrowings and lease liabilities	Total Equity	(7.19)	(3.14)	129%	The change is on account of repayment of INR 300 mn Loan (including interest) causes reduction in overall debt. Further, due to profit in current year, total equity has improved.
Debt Service Coverage ratio	Profit / (loss) before interest, depreciation and amortization but after taxes	Borrowings principal payments, interest and lease payments	1.15	7.98	86%	Variance is on account of repayment of INR 300 mn of loan (including interest) in comparision to INR 100 mn in previous year.
Return on Equity ratio	Profit/ (loss) after taxes	Average Total Equity = (Opening total equity + closing total equity)/2	(0.84)	(0.61)	38%	Profit decline in current year. However, the average equity is still negative.
Inventory Turnover ratio	Cost of goods sold	Average Inventory	NA	NA	NA	The company is in the business of operating Tour Services and no inventory is maintained. Hence ratio is not calculated.
Trade Receivable Turnover Ratio	Revenue from Operations	Average Trade Receivable = (Opening Trade Receivable + Closing Trade Receivable)/2	10.40	12.35	16%	No Major variation
Trade Payable Turnover Ratio	Cost of Services and Other expenses	Average Trade Payables = (Opening Trade Payable + Closing Trade Payable)/2	3.13	4.02	22%	No Major variation
Net Capital Turnover Ratio	Revenue from Operations	Average Working capital = (Opening Net Current assets + Closing Net Current assets)/2	(7.66)	(6.25)	23%	No Major variation
Net Profit ratio*	Profit/ (loss) after taxes	Revenue from Operations	0.02	0.03	36%	The ratio declines on account of lower profit in current year due to the impact of new labour codes and other regular business operations
Return on Capital Employed	Profit/ (loss) before interest and taxes	Capital Employed = Tangible net worth + Total borrowings + Lease liabilities	(3.00)	(1.48)	102%	In current year, the company has earned profit. However, the capital employed is still negative which makes such variance.
Return on Investment	Income generated from invested funds in market	Average invested funds in market = (Opening funds invested in market + Closing funds invested in market)/2	NA	NA	NA	Not applicable, due to no investment.

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42 Related party transactions

(A) Names of related parties with whom control exists

Name of the parties	Relationships
Thomas Cook (India) Limited	Parent Company of Travel Corporation (India) Limited
Fairfax Financial Holdings Limited	Ultimate Parent Company, Canada

(B) Subsidiaries with whom transactions have taken place during the year

Name of the parties	Relationships
SITA World Travel Lanka (Pvt) Limited	Subsidiary of the Company
SITA World Travel Nepal Private Limited	Subsidiary of the Company

(C) Fellow Subsidiaries with whom transactions have taken place during the year

Name of the parties	Relationships
SOTC Travel Limited	Fellow subsidiary of the Company
Sterling Holiday Resorts Limited	Fellow subsidiary of the Company
Sterling Holiday (Ooty) Limited	Fellow subsidiary of the Company
Sterling Holiday Ltd (Darjeeling)	Fellow subsidiary of the Company
Sterling Holiday Ltd (Fernhill)	Fellow subsidiary of the Company
Sterling Holiday Ltd (Elkhill)	Fellow subsidiary of the Company
Sterling Holiday Ltd (Kodaikanal)	Fellow subsidiary of the Company

(D) Associates with whom transactions have taken place during the year

Name of the parties	Relationships
TCI Go Vacation India Private Limited	Associate of the Company
Tropiculture (Private) Limited	Associate of the Company

(E) Other related parties with whom transactions have taken place during the year

Name of the parties	Relationships
Luxe Asia Private Limited	Other related party
Allsec Technologies Ltd.	Other related party
Quest Corp Limited	Other related party
TC Tours Limited	Other related party
National Collateral Management Services Limited	Other related party
Asian Trail Holdings Ltd [ATH]	Other related party
Asian Trail Ltd	Other related party
Horizon Travel Services LLC	Other related party
Desert Adventures Tourism LLC	Other related party
Private Safaris (East Africa) Ltd	Other related party
Kuoni Private Safaris (Pty) Ltd	Other related party
Travel Circle International Ltd	Other related party
Digiphoto Entertainment Imaging LLC	Other related party
Gulf Dunes LLC, Dubai	Other related party
Bluespring Enterprises Limited	Other related party

(F) Key Management Personnel

Name of the parties	Name of the key management personnel
Managing Director	Mr Dipak Deva
Chief Financial Officer	Mr Sanjay Shroff
Chief Operating Officer	Mr Vineet Mahendru
Company Secretary	Mr S S K Sastry Garimella

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(Currency : Indian Rupees in Millions unless otherwise stated)

42 Related party transactions *(Continued)*

(G) Related parties with whom transactions have taken place during the year

Particulars	Year	Holding Company	Subsidiary	Fellow subsidiaries	Associate	Other Related Party	Key Management Personnel	Total
Sale of services	2026	73.20	-	(0.14)	8.81	4.16	-	86.03
	2025	56.30	-	0.27	13.30	3 86	-	73.73
Purchase of services/ (Reversal of purchase)	2026	-	128.39	1.92	129.43	8.97	-	268.71
	2025	-	148 35	5 85	69 12	0 29	-	223 61
Facility Support Income & Management Fees	2026	-	-	-	22.18	-	-	22.18
	2025	-	-	-	22.61	-	-	22 61
ESOP and Stock Expense Charge	2026	28.79	-	-	-	-	-	28.79
	2025	-	-	-	-	-	-	-
Rent charges	2026	3.06	-	-	-	-	-	3.06
	2025	2.68	-	-	-	-	-	2 68
Corporate guarantee fees /(Income)	2026	0.05	-	-	-	-	-	0.05
	2025	0 02	-	-	-	-	-	0 02
Royalty Income	2026	-	11.86	-	-	-	-	11.86
	2025	-	12.72	-	-	-	-	12.72
Reversal of Royalty Income	2026	-	-	-	-	-	-	-
	2025	-	-	-	-	-	-	-
Dividend Income	2026	-	-	-	58.80	-	-	58.80
	2025	-	-	-	88 20	-	-	88 20
Expenses reimbursed	2026	7.13	-	0.74	8.32	-	-	8.19
	2025	6.23	-	4 78	-	-	-	11.01
Expenses Recovered	2026	-	0.02	-	-	0.08	-	0.10
	2025	-	0.41	-	-	0 08	-	0.49
Management Consultancy Service Income	2026	1.00	-	0.89	-	9.99	-	11.88
	2025	0 67	-	0 54	-	8 17	-	9 38
Management Consultancy Service Expense	2026	45.32	-	2.88	-	-	-	48.20
	2025	43.09	-	2 53	-	-	-	45.62
Loan taken	2026	(300.00)	-	-	-	-	-	(300.00)
	2025	(100.00)	-	-	-	-	-	(100.00)
Interest charge on Loan Availed	2026	41.94	-	-	-	-	-	41.94
	2025	61.54	-	-	-	-	-	61.54
Salaries and other employee benefits to KMP's	2026	-	-	-	-	-	117.39	117.39
	2025	-	-	-	-	-	91 29	91 29
Commission and other benefits to non-executive / independent directors	2026	-	-	-	-	-	2.43	2.43
	2025	-	-	-	-	-	3 00	3 00

(H) Related party transactions

Particulars	Year	Holding Company	Subsidiary	Fellow Subsidiaries	Associate	Other Related Party	Key Management Personnel	Total
Balance as at 31 March								
Receivable (net of advances)	2026	-	2.30	-	3.21	2.51	0.41	8.43
	2025	-	4 36	-	4 01	2 47	0 01	10.85
Payables (net of advances)	2026	572.73	47.98	1.49	17.23	0.09	0.03	639.47
	2025	846.22	48 54	2 62	0 84	0 59	-	898 81

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42 Related party transactions *(Continued)*

(I) Related party transactions:

Particulars	Holding Company	2026	2025
Sale of Services	Thomas Cook (India) Limited	73.20	56.30
ESOP and Stock Expense Charge	Thomas Cook (India) Limited	28.79	-
Rent Charges	Thomas Cook (India) Limited	3.06	2.68
Corporate guarantee fees	Thomas Cook (India) Limited	0.05	0.02
Expenses reimbursed	Thomas Cook (India) Limited	7.13	6.23
Management Consultancy Service Income	Thomas Cook (India) Limited	1.00	0.67
Management Consultancy Service Expense	Thomas Cook (India) Limited	45.32	43.09
Loan taken (net of repayment)*	Thomas Cook (India) Limited	(300.00)	(100 00)
Interest charge on Loan Availed	Thomas Cook (India) Limited	41.94	61.54
Payables:			-
Loan Payable	Thomas Cook (India) Limited	370.60	610.60
Interest Payable	Thomas Cook (India) Limited	173.96	196.22
Trade Payable	Thomas Cook (India) Limited	28.17	39.40

* No new loan taken during the year. However, company has repaid loan amounting INR 240 mn to Thomas Cook (India) Limited during the current year. Further, the company has also paid INR 60 mn against the accrued interest on the said loan

(J) Related party transactions:

Particulars	Subsidiaries	2026	2025
Purchases of services	SITA World Travel Nepal Private Limited	128.39	148 35
Royalty Income	SITA World Travel Nepal Private Limited	11.86	12 72
Expenses recovered	SITA World Travel Nepal Private Limited	0.02	0 41
Receivable:			-
Royalty Income Receivable	SITA World Travel Nepal Private Limited	2.30	4 36
Payable:			-
Trade Payable	SITA World Travel Nepal Private Limited	47.90	48.54

(K) Related party transactions:

Particulars	Fellow Subsidiaries	2026	2025
Sale of Services	SOTC Travel Limited	(0.14)	0 27
Management Consultancy Service Income	SOTC Travel Limited	0.89	0 54
Management Consultancy Service Expense	SOTC Travel Limited	2.88	2 53
Purchases of services	Sterling Holiday Resort Ltd	1.74	4 24
	Sterling Holiday Ltd (Darjeeling)	-	-
	Sterling Holiday Ltd (Fernhill)	-	0 02
	Sterling Holiday Ltd (Elkhill)	0.15	-
	Sterling Holiday Ltd (Kodaikanal)	0.03	0 01
	SOTC Travel Limited	-	3 80
Credit note against services received	SOTC Travel Limited	-	2 22
Expenses reimbursed	SOTC Travel Limited	0.74	4 78
Payable:			
Trade Payable	Sterling Holiday Resort Ltd	0.00	1 58
	Sterling Holiday Ltd (Elkhill)	0.15	-
	SOTC Travel Limited	1.34	1 04

*Payable to Sterling Holiday Resort Ltd is INR 0 0036 mn as on 31 March 2026

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42 Related party transactions *(Continued)*

(L) Related party transactions

Particulars	Associate	2026	2025
Sale of Services	TCI Go Vacation Private Limited	8.81	13 30
Purchases of services	Tropiculture (Private) Limited	129.43	69 12
Facility Support Income & Management Fees	TCI Go Vacation Private Limited	22.18	22 61
Dividend Income	TCI Go Vacation Private Limited	58.80	88 20
Receivables:			
Trade Receivable	TCI Go Vacation Private Limited	3.21	4 01
Payable:			
Trade Payables	TCI Go Vacation Private Limited	-	-
	Tropiculture (Private) Limited	17.23	0 84

(M) Related party transactions

Particulars	Other related party	2026	2025
Sale of Services	TC Tours Limited	4.16	1.92
	Asian Trail Ltd	-	0.58
	Desert Adventures Tourism LLC	-	0.34
	Private Safaris (East Africa) Ltd	-	0.21
	Kuoni Private Safaris (Pty.) Ltd	-	0.30
	Travel Circle International Ltd	-	0.21
	Digiphoto Entertainment Imaging LLC	-	0.30
Purchases of services	Quess Corp Limited	0.52	0 29
	Bluspring Enterprises Limited	0.45	-
Management Consultancy Service Income	TC Tours Limited	1.69	1.50
	Asian Trail Ltd	4.65	4.34
	Desert Adventures Tourism LLC	3.65	2.33
Expense Recovered	TC Tours Limited	0.08	0 03
Expenses Reimbursed	Gulf Dunes LLC, Dubai	0.32	-
Receivables:			
Trade Receivable	TC Tours Limited	0.66	1.01
	Asian Trail Ltd	1.13	0.54
	Desert Adventures Tourism LLC	1.12	0.92
Advance from Customers	TC Tours Limited	0.40	-
Payables:			
Trade Payable	Bluspring Enterprises Limited	0.09	-
	Quess Corp Limited	(0.00)	0.16
	Allsec Technologies Ltd	-	0.43

*Payable to Quess Corp Limited is INR (0 0022) mn as on 31 March 2026.

(N) Transactions with key management personnel

Particulars	2026	2025
Salaries and other employee benefits to KMP's	117.39	91 29
Commission and other benefits to non-executive/independent directors	2.43	3 00
Receivables:		
Employee Advance Receivable	0.41	0 01
Payables:		
Employee Payable*	0.03	0 00

*Employees Payable amounts to INR 0.0038 mn as at 31 March 2025

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43 Ind AS 115 'Revenue from Contracts with Customers'

i) Details of revenue from contracts with customers recognised by the Company, net of indirect taxes in its Statement of Profit and Loss

Revenue from operations:
Revenue from contract with customers

Particulars	31 March 2026	31 March 2025
-Travel and tour related services	6,096.63	5,920.71
	6,096.63	5,920.71

ii) Disaggregate Revenue

The following table presents Company revenue disaggregated by reportable segment:

Revenue based on product and services:
Revenue from contract with customers

Particulars	31 March 2026	31 March 2025
-Travel and tour related services	6,096.63	5,920.71
	6,096.63	5,920.71

iii) Contract balance

(a) Contract Assets :

A contract asset is the right to consideration in exchange for services rendered to the customer. If the Company performs by rendering services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

The contract assets primarily relate to the unbilled revenue from customers for which revenue has been recognized based on the performance obligation / services delivered, however billing of same is yet to be done.

Changes in contract assets are as follows

Particulars	31 March 2026	31 March 2025
Balance at the beginning of the year	21.33	7.00
Revenue recognised during the year	5,986.83	5,818.18
Invoices raised during the year	(5,834.30)	(5,803.85)
Balance at the end of the year	173.86	21.33

(b) Contract liabilities :

The contract liabilities primarily relate to the advance consideration received from customers for which revenue is recognized when the performance obligation is over/ services delivered.

Advance Collections is recognised when payment is received before the related performance obligation is satisfied. This includes advances received from the customer towards In-bound tour packages. Revenue from inbound tour packages are recognized on the completion of the performance obligation which is on the date of arrival of the tour.

Advance from contract with customers

Particulars	31 March 2026	31 March 2025
-Advance collected from customers	568.26	305.41
	568.26	305.41

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(Currency : Indian Rupees in Millions unless otherwise stated)

44 Other Statutory Information

(i) The Company does not have any Benami property, where any proceeding has been initiated or is pending against the Company for holding any Benami property.

(ii) The Company does not have any charges or satisfaction of such charges which are yet to be registered with the Registrar of Companies (ROC) beyond the statutory period.

(iii) The company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(iv) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(v) The Company has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(vi) The Company has not undertaken any transaction with struck off companies during the year.

(vii) The Company does not have any transaction which is not recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey) or any other relevant provisions of the Income-tax Act, 1961

45 Struck Off Companies

The below are the details for the transactions undertaken by the Company with the struck off companies under Section 248 of the Companies Act, 2013

Name of Struck off Company	Nature of transactions with Struck off Company	Transaction during the year March 31, 2026	Balance Outstanding March 31, 2026	Transaction during the year March 31, 2025	Balance Outstanding March 31, 2025	Relationship
NA	NA	-	-	-	-	NA

46 On November 21, 2025, the Government of India notified the four Labour Codes - the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 -consolidating 29 existing labour laws. The Ministry of Labour & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations. The Company has assessed and disclosed the incremental impact of these changes of ₹51.6 million on the basis of the best information available, consistent with the guidance provided by the Institute of Chartered Accountants of India. Considering the materiality and regulatory-driven, non-recurring nature of this impact, the Company has presented such incremental impact as "Statutory impact of new Labour Codes" under "Exceptional items" " in the statement of profit and loss for the quarter and nine months ended 31 December, 2025.

The incremental impact consisting of gratuity of ₹51.6 million primarily arises due to change in wage definition. The Company continues to monitor the finalisation of Central / State Rules and clarifications from the Government on other aspects of the Labour Code and would provide appropriate accounting effect on the basis of such developments as needed.

47 The management has assessed the impact of current geo-political tensions on the travel and tourism sector, including potential disruptions to international travel and customer demand. Based on the assessment carried out, the management is of the view that the Company continues to operate normally and there is no material impact identified on the financial statements.

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48 Transfer pricing

The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under Sections 92-92F of the Income-tax Act. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company is in the process of updating the documentation for the international as well as specified domestic transactions (if applicable) entered into with the associated enterprise during the financial year and expects such records to be in existence latest by the end of the stipulated timeline, as required by law. The Management is of the opinion that its international as well as specified domestic transactions (if any) are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expenses and that of provision for taxation.

Material accounting policies
The notes from 1 to 48 form an integral part of the financial statements
As per our report of even date attached.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Siddharth Pandya
Partner
Membership No: 135037
Mumbai
30 April 2026

TRAVEL CORPORATION INDIA LTD. Tower B, Delta Square, M.G. Road, Sector-25, GURGAON-122001

For and on behalf of the Board of Directors of
Travel Corporation (India) Limited
[CIN: U63040MH2001PLC131693]

Dipak Deva
Managing Director
[DIN:02030005]
Gurugram
30 April 2026

Mahesh Iyer
Director
[DIN No: 07560302]
Mumbai
30 April 2026

Sanjay Sheth
Chief Financial Officer
Gurugram
30 April 2026

S S K Sastry Garimella
Company Secretary
Mumbai
30 April 2026

B S R & Co. LLP
Chartered Accountants

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Goregaon (East), Mumbai – 400 063, India
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Independent Auditor's Report

To the Members of SOTC Travel Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of SOTC Travel Limited (the "Company") which comprise the balance sheet as at 31 March 2026, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2026, and its profit and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs 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 Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's directors' report, but does not include the financial statements and auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other

irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's 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 SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements 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 achieves fair presentation.

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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2 A. As required by Section 143(3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c. The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors as on 1 April 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 from being appointed as a director in terms of Section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a. The Company has disclosed the impact of pending litigations as at 31 March 2026 on its financial position in its financial statements - Refer Note 31 to the financial statements.

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

d (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 42 (iv) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 42 (v) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the

representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The Company has neither declared nor paid any dividend during the year.

f. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same was enabled and operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with. Additionally, where audit trail (edit log) facility was enabled and operated, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Jayesh T Thakkar

Partner

Membership No.: 113959

ICAI UDIN:26113959ZHKBYP5498

Place: Mumbai

Date: 04 May 2026

Annexure A to the Independent Auditor's Report on the Financial Statements of SOTC Travel Limited for the year ended 31 March 2026

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified every year. In accordance with this programme, property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.

(c) The Company does not have any immovable property (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee). Accordingly, clause 3(i)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The Company is a service company, primarily rendering travel and related services. Accordingly, it does not hold any physical inventories. Accordingly, clause 3(ii)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets and corporate guarantee. As represented by management, the Company is not required to file quarterly returns or statements with such banks or financial institutions.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or any other parties during the year. The Company has made investments in mutual funds. The Company has not made any investment in companies, firms and limited liability partnership. Accordingly, provisions of Clause 3(iii)(a), 3(iii)(c) to 3(iii)(f) of the Order are not applicable to the Company.

(a) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made during the year are not prima facie prejudicial to the interest of the Company. The Company has not provided any guarantee or security or granted any loans or advances in the nature of loans.

(iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 and 186 of the Companies Act, 2013 ("the Act"). In respect of the investments made by the Company, in our opinion the provisions of Section 186 of the Act have been complied with.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from

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Annexure A to the Independent Auditor's Report on the Financial Statements of SOTC Travel Limited for the year ended 31 March 2026 *(Continued)*

the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the products manufactured by it (and/or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.

(vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, or Cess or other statutory dues have generally been regularly deposited by the Company with the appropriate authorities, though there has been slight delay in case of Income Tax and Profession Tax.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, or Cess or other statutory dues were in arrears as at 31 March 2026 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount (Rs. in Millions- net of amount paid under protest*)	Period to which the amount relates	Forum where dispute is pending	Remarks , if any
The Finance Act,1994	Service Tax	21.21	October 2006 to March 2011	Appelate Level	None
The Finance Act,1994	Service Tax	46.44	October 2006 to March 2011	Appelate Level	None
The Finance Act,1994	Service Tax	1.29	October 2006 to March 2011	Appelate Level	None
The Finance Act,1994	Service Tax	11.26	October 2006 to March 2011	Appelate Level	None
The Finance Act,1994	Service Tax	1.78	FY 2011-12	Appelate Level	None
The Finance Act,1994	Service Tax	5.26	FY 2011-12	Appelate Level	None
The Finance Act,1994	Service Tax	1.37	FY 2011-12	Appelate Level	None
The Finance	Service Tax	3.08	FY 2011-12	Appelate Level	None

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Annexure A to the Independent Auditor's Report on the Financial Statements of SOTC Travel Limited for the year ended 31 March 2026 *(Continued)*

Name of the statute	Nature of the dues	Amount (Rs. in Millions- net of amount paid under protest*)	Period to which the amount relates	Forum where dispute is pending	Remarks , if any
Act,1994					
The Finance Act,1994	Service Tax	22.82	FY 2012-13	Appelate Level	None
The Finance Act,1994	Service Tax	1.76	FY 2012-13	Appelate Level	None
The Finance Act,1994	Service Tax	33.50	FY 2012-13	Appelate Level	None
The Finance Act,1994	Service Tax	54.71	FY 2013-14	Appelate Level	None
The Finance Act,1994	Service Tax	0.79	FY 2013-14	Appelate Level	None
The Finance Act,1994	Service Tax	5.80	FY 2013-14	Appelate Level	None
The Finance Act,1994	Service Tax	66.42	FY 2014-15	Appelate Level	None
The Finance Act,1994	Service Tax	0.79	FY 2014-15	Appelate Level	None
The Finance Act,1994	Service Tax	5.80	FY 2014-15	Appelate Level	None
The Finance Act,1994	Service Tax	56.78	FY 2015-16	Appelate Level	None
The Finance Act,1994	Service Tax	0.78	FY 2015-16	Appelate Level	None
The Finance Act,1994	Service Tax	8.53	FY 2015-16	Appelate Level	None
The Finance Act,1994	Service Tax	88.03	April 2015 to March 2016	Appeal filed with Kolkatta CESTAT	None
The Finance Act,1994	Service Tax	7.60	FY 2011-12 to 2014-15	Appeal filed with Delhi CESTAT	None
Income Tax Act, 1961	Income Tax (TDS)	1.02	2016-17	Commissioner of Income-tax Appeals (TDS)	None

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Annexure A to the Independent Auditor's Report on the Financial Statements of SOTC Travel Limited for the year ended 31 March 2026 *(Continued)*

Name of the statute	Nature of the dues	Amount (Rs. in Millions- net of amount paid under protest*)	Period to which the amount relates	Forum where dispute is pending	Remarks , if any
Income Tax Act, 1961	Income Tax (TDS)	36.71	2018-19	Commissioner of Income-tax Appeals (TDS)	None
Income Tax Act, 1961	Income Tax (TDS)	5.39	2019-20	Commissioner of Income-tax Appeals (TDS)	None
Income Tax Act, 1961	Income Tax (TDS)	17.94	2020-21	Commissioner of Income-tax Appeals (TDS)	None
Income Tax Act, 1961	Income Tax (TDS)	1.20	2021-22	Commissioner of Income-tax Appeals (TDS)	None
Madhya Pradesh Goods and Services Tax Act, 2017	Goods and Service Tax	3.74	2020-21	First Appellate Authority	None
Telangana Goods and Services Tax Act, 2017	Goods and Service Tax	0.86	2020-21	First Appellate Authority	None
Telangana Goods and Services Tax Act, 2017	Goods and Service Tax	0.54	2020-21	First Appellate Authority	None
Telangana Goods and Services Tax Act, 2017	Goods and Service Tax	1.47	2018-19	GST Tribunal	None
Telangana Goods and Services Tax Act, 2017	Goods and Service Tax	2.50	2020-21	First Appellate Authority	None
Telangana Goods and Services Tax Act, 2017	Goods and Service Tax	0.40	2020-21	First Appellate Authority	None
Telangana Goods and	Goods and	25.41	2019-20	First Appellate	None

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Annexure A to the Independent Auditor's Report on the Financial Statements of SOTC Travel Limited for the year ended 31 March 2026 *(Continued)*

Name of the statute	Nature of the dues	Amount (Rs. in Millions- net of amount paid under protest*)	Period to which the amount relates	Forum where dispute is pending	Remarks , if any
Services Tax Act, 2017	Service Tax			Authority	
Goods and Services Tax Act, 2017	Goods and Service Tax	1.07	2018-19	First Appellate Authority	None
Chandigarh Goods and Services Tax Act, 2017	Goods and Service Tax	22.37	2019-20	First Appellate Authority	None
Tamil Nadu Goods and Services Tax Act, 2017	Goods and Service Tax	0.05	2017-18	First Appellate Authority	None
Madhya Pradesh Goods and Services Tax Act, 2017	Goods and Service Tax	5.33	2021-22	First Appellate Authority	None
Tamil Nadu Goods and Services Tax Act, 2017	Goods and Service Tax	7.69	2021-22	First Appellate Authority	None
Delhi Goods and Services Tax Act, 2017	Goods and Service Tax	5.97	2021-22	First Appellate Authority	None

* Protest deposit paid amounting to Rs. 28.61 Millions

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) In our opinion and according to the information and explanations given to us by the management, the Company has not obtained any term loans during the year and the term loans obtained in the previous periods were fully utilised in the respective periods. Accordingly, clause

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Annexure A to the Independent Auditor's Report on the Financial Statements of SOTC Travel Limited for the year ended 31 March 2026 *(Continued)*

3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary as defined under the Act.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiary (as defined under the Act).

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the year.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) The Company is a unlisted public limited company, which is a subsidiary of listed company and accordingly the requirements as stipulated by the provisions of Section 177 of the Act are not applicable to the Company. In our opinion and according to the information and explanations given to us and on the basis of our examination of records of the Company, transactions with the related parties are in compliance with Section 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

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Annexure A to the Independent Auditor's Report on the Financial Statements of SOTC Travel Limited for the year ended 31 March 2026 *(Continued)*

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) The Company is not part of any group (as defined in the regulations made by the Reserve Bank of India). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

(xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Jayesh T Thakkar

Partner

Membership No.: 113959

ICAI UDIN:26113959ZHKBYP5498

Place: Mumbai

Date: 04 May 2026

Annexure B to the Independent Auditor's Report on the financial statements of SOTC Travel Limited for the year ended 31 March 2026

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of SOTC Travel Limited ("the Company") as of 31 March 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2026, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial

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Annexure B to the Independent Auditor's Report on the financial statements of SOTC Travel Limited for the year ended 31 March 2026 *(Continued)*

statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Jayesh T Thakkar

Partner

Membership No.: 113959

ICAI UDIN:26113959ZHKBYP5498

Place: Mumbai

Date: 04 May 2026

SOTC Travel Limited

Balance Sheet

as at 31 March 2026

(All amount in Rs Millions, unless otherwise stated)

	Note	As at 31 March 2026	As at 31 March 2025
I. ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	2	**44.91**	63.22
(b) Right of use assets	2.1	**122.95**	150.88
(c) Goodwill	2.3	**26.85**	26.85
(d) Other intangible assets	2.3	**19.00**	16.77
(e) Financial assets			
(i) Investments	3	**884.93**	884.93
(ii) Other financial assets	4	**36.93**	31.81
(f) Deferred tax assets (net)	5	**171.04**	239.05
(g) Income tax assets (net)	6	**345.84**	365.06
Total non-current assets		**1,652.45**	1,778.57
(2) Current assets			
(a) Financial assets			
(i) Investments	7	**360.40**	70.10
(ii) Trade receivables	8	**464.27**	470.09
(iii) Cash and cash equivalents	9	**323.68**	353.32
(iv) Bank balances other than cash and cash equivalents above	10	**-**	-
(v) Other financial assets	11	**237.14**	218.93
(b) Other current assets	12	**838.31**	796.37
Total current assets		**2,223.80**	1,908.81
TOTAL ASSETS		**3,876.25**	3,687.38
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity share capital	13	**0.10**	0.10
(b) Other Equity	14	**828.18**	606.34
Total Equity		**828.28**	606.44
(2) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	15	**32.83**	67.61
(ii) Lease liabilities	16	**96.45**	120.17
(b) Provisions	17	**113.64**	61.74
Total Non-current liabilities		**242.92**	249.52
(3) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	18	**34.78**	34.73
(ii) Lease liabilities	16 a	**47.86**	52.52
(iii) Trade payables			
Total outstanding dues of Micro and Small enterprises;and	19	**49.18**	14.57
Total outstanding dues of creditors other than Micro and Small enterprises	19	**1,055.61**	996.89
(iv) Other financial liabilities	20	**8.51**	7.46
(b) Other current liabilities	22	**1,566.00**	1,696.44
(c) Provisions	21	**43.11**	28.81
Total Current Liabilities		**2,805.05**	2,831.42
TOTAL EQUITY AND LIABILITIES		**3,876.25**	3,687.38
Material accounting policies	1B		
Notes to the financial statements	2-46		

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Jayesh T Thakkar
Partner

Membership No: 113959
Mumbai
04-May-2026

For and on behalf of the Board of Directors of
SOTC Travel Limited
[CIN:U63040MH2001PLC131691]

Nilesh Vikamsey
Chairman
[DIN: 00031213]

Vishal Suri
Managing Director and Chief Executive Officer
[DIN: 06413771]

Farroukh Kolah
Chief Financial Officer

Mumbai

04-May-2026

Shaily Gupta
Company Secretary
[Membership No: ACS-24078]

SOTC Travel Limited

Statement of Profit and Loss

for the year ended 31 March 2026

(All amount in Rs Millions, unless otherwise stated)

Particulars	Note	For the year ended 31 March 2026	For the year ended 31 March 2025
(1) Income			
(a) Revenue from operations	23	**11,530.45**	11,149.89
(b) Other income	24	**22.23**	7.79
Total income		**11,552.68**	11,157.68
(2) Expenses			
(a) Cost of services		**9,449.11**	9,215.95
(b) Employee benefits expense	25	**957.59**	842.06
(c) Finance costs	26	**29.22**	33.52
(d) Depreciation and amortization expenses	2	**102.86**	90.51
(e) Other expenses	27	**686.56**	634.40
Total expenses		**11,225.34**	10,816.44
(3)Profit before exceptional items and tax		**327.34**	341.24
(4) Exceptional items			
Impact of new Labour Codes	28	**50.39**	-
(5)Profit before tax		**276.95**	341.24
(6) Tax expense:			
(a) Current tax	5	**-**	-
(b) Deferred tax	5	**69.67**	84.73
(7) Profit for the year		**207.28**	256.51
(8) Other comprehensive Loss (OCI)			
Items that will not be reclassified to profit or (loss)			
(i) Remeasurements of defined benefit (liability) / asset (Note 38)		**(6.62)**	(11.10)
(ii) Income tax expense on remeasurements of defined benefit liability /(asset)		**1.67**	2.79
Other comprehensive Loss (net of income tax) (i-ii)		**(4.95)**	(8.31)
(9) Total comprehensive Income for the year		**202.33**	248.20
(10) Earnings per Equity share (Face value of Rs. 10 each)			
(i) Basic (Rs)	29	**20,727.55**	25,650.54
(ii) Diluted	29	**2.41**	2.98
Material accounting policies	1B		
Notes to the financial statements	2-46		

The notes referred to above form an integral part of the financial statements
As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Jayesh T Thakkar
Partner

Membership No: 113959
Mumbai
04-May-2026

For and on behalf of the Board of Directors of
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[DIN: 00031213]

Vishal Suri
Managing Director and Chief Executive Officer
[DIN: 06413771]

Farroukh Kolah
Chief Financial Officer

Mumbai
04-May-2026

Shaily Gupta
Company Secretary

[Membership No: ACS-24078]

SOTC Travel Limited

Statement of Cash Flows

for the year ended 31 March 2026

(All amount in Rs Millions, unless otherwise stated)

	For the year ended 31 March 2026	For the year ended 31 March 2025
Cash flow from operating activities		
Profit before tax	**276.95**	341.24
Adjustments for:		
Depreciation on property, plant and equipment	**32.66**	23.99
Depreciation on Right of use assets	**59.27**	54.33
Amortisation of intangible assets	**10.92**	12.19
Loss on sale of property, plant and equipment	**1.90**	(0.06)
Gain on Lease liability	**(0.75)**	-
Unrealised Exchange gain / (loss)	**0.37**	-
Share-based payment expense	**19.51**	-
Unclaimed credit balances no longer required, written back	**(55.66)**	(49.09)
Bad debts and advances written off	**6.58**	27.84
Loss allowance for expected credit losses, doubtful advances and deposits (net)	**(8.64)**	(21.78)
Profit on redemption of units of mutual funds	**(3.60)**	(2.66)
Interest income - others	**(0.11)**	(0.38)
Interest income on fixed deposits and investments	**(2.09)**	(4.48)
Interest on tax refunds	**(13.55)**	-
Finance costs	**29.22**	33.52
	352.98	414.66
Changes in working capital		
Decrease / (Increase) in trade and other receivables	**7.87**	(9.77)
(Increase) / Decrease in loans and advances	**(65.67)**	76.45
Increase / (Decrease) in trade payables, other financial liabilities and current liabilities	**71.50**	(47.64)
Increase / (Decrease) in provisions	**7.68**	(0.10)
	374.36	433.60
Income taxes (paid), net of refund and interest thereon	**32.77**	(135.17)
Net cash flows generated from operating activities	**407.13**	298.43
Cash flows from investing activities		
Payment for purchase of property, plant and equipment	**(15.19)**	(57.12)
Payment for purchase of intangible assets	**(14.46)**	(13.54)
Proceeds from sale of property, plant and equipment and intangible assets	**0.24**	0.07
Interest received	**2.25**	4.83
Purchase of units of mutual funds, net	**(286.69)**	(67.44)
Fixed deposits (placed)/redeemed during the year	**-**	(1.92)
Net cash flows used in investing activities	**(313.85)**	(135.12)
Cash flows from financing activities		
Proceeds from borrowings	**100.00**	100.00
Repayments of borrowings	**(134.73)**	(126.39)
Payment of Lease liabilities	**(73.35)**	(64.98)
Interest paid	**(14.84)**	(19.43)
Net cash flows used in financing activities	**(122.92)**	(110.80)
Net (decrease)/ increase in cash and cash equivalents	**(29.64)**	52.51
Cash and cash equivalents at the beginning of the year	**353.32**	300.81
Cash and cash equivalents at the end of the year	**323.68**	353.32

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SOTC Travel Limited

Statement of cash flows *(Continued)*

for the year ended 31 March 2026

(All amount in Rs Millions, unless otherwise stated)

	For the year ended 31 March 2026 Amount	For the year ended 31 March 2025 Amount
Reconciliation of Cash and Cash equivalents with the Balance Sheet		
Cash and Bank Balances as per Balance Sheet	**323.68**	353.32
Cash and Cash equivalents as restated as at the year end	**323.68**	353.32
Note:		
Components of cash and cash equivalents consists of: [Note 9]		
Cash on hand	-	-
Balance with Banks		
Current Account	**323.68**	153.32
Deposit Account (with original maturity of 3 months of less)	-	200.00
Less: Bank Overdraft	-	-
	323.68	353.32

Reconciliation between opening and closing balances in the Balance Sheet for liabilities arising from financing activities

Opening Borrowings	**102.34**	128.73
Proceeds from borrowings	**100.00**	100.00
Repayments of borrowings	**(134.73)**	(126.39)
Closing Borrowings	**67.61**	102.34

Notes:

1. The above statement of cash flow has been prepared under the 'Indirect method' as set out in the Indian Accounting Standard (IND AS) 7 - "Statement of cash flow".

	Note
Material accounting policies	*1B*
Notes to the financial statements	*2-46*

The notes referred to above form an integral part of the financial statements
As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Jayesh T Thakkar
Partner

Membership No: 113959
Mumbai
04-May-2026

For and on behalf of the Board of Directors of
SOTC Travel Limited
[CIN:U63040MH2001PLC131691]

Nilesh Vikamsey
Chairman
[DIN: 00031213]

Vishal Suri
Managing Director and Chief Executive Officer
[DIN: 06413771]

Farroukh Kolah
Chief Financial Officer

Mumbai
04-May-2026

Shaily Gupta
Company Secretary
[Membership No: ACS-24078]

SOTC Travel Limited

Statement of changes in Equity (SOCIE)

for the year ended 31 March 2026

(All amount in Rs Millions, unless otherwise stated)

(a) Equity Share Capital

Particulars	For the year ended 31 March 2026		For the year ended 31 March 2025	
	No. of Shares	Amount	No. of Shares	Amount
At the commencement of the year	10,000	0.1	10,000	0.1
Changes in Equity Share Capital during the year	-	-	-	-
At the end of the year [refer Note 13]	10,000	0.1	10,000	0.1

(b) Other Equity

Particulars	Optionally Convertible Non-Cumulative Redeemable Preference Shares	Capital reserves	Capital redemption reserve	Employee share option outstanding [refer Note 39]	Other comprehensive Income/(loss) (Remeasurements of the net defined benefit plans)	Retained Earnings	Total attributable to Equity Shareholders
Balance at 1 April 2024	860.00	63.80	140.00	94.64	6.48	(806.78)	358.14
Profit for the year	-	-	-	-	-	256.51	256.51
Other comprehensive loss for the year (net of tax)	-	-	-	-	(8.31)	-	(8.31)
Share-based payments [refer Note 39]	-	-	-	-	-	-	-
Balance at 31 March 2025	**860.00**	**63.80**	**140.00**	**94.64**	**(1.83)**	**(550.27)**	**606.34**
Profit for the year	-	-	-	-	-	207.28	**207.28**
Other comprehensive loss for the year (net of tax)	-	-	-	-	(4.95)	-	**(4.95)**
Share-based payments [refer Note 39]	-	-	-	19.51	-	-	**19.51**
Total comprehensive income for the year	-	-	-	**19.51**	**(4.95)**	**207.28**	**221.84**
Balance at 31 March 2026 [refer note 14]	**860.00**	**63.80**	**140.00**	**114.15**	**(6.78)**	**(342.99)**	**828.18**

Notes

The purpose and nature of each reserve within equity has been disclosed in the Note 14.

Material accounting policies	*1B*
Notes to the financial statements	*2-46*

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Jayesh T Thakkar
Partner

Membership No: 113959

Mumbai
04-May-2026

For and on behalf of the Board of Directors of
SOTC Travel Limited
[CIN:U63040MH2001PLC131691]

Nilesh Vikamsey	**Vishal Suri**	**Farroukh Kolah**	**Shaily Gupta**
Chairman	*Managing Director and Chief Executive Officer*	*Chief FinancialOfficer*	*Company Secretary*
	[DIN: 00031213]	[DIN: 06413771]	[Membership No: ACS-24078]

Mumbai
04-May-2026

Notes to the financial statements

for the year ended March 31, 2026
(All amounts in Rs. Millions, unless otherwise stated)

Note 1

1A Company overview

SOTC Travel Limited ('the Company') formerly known as SOTC Travel Private Limited is public limited Company incorporated and domiciled in India having CIN:U63040MH2001PLC131691. The Company is engaged in diversified travel and travel related businesses, working as travel agent and tour operator having registered office at 11th Floor, Marathon Futurex, N.M Joshi Marg, Lower Parel (East), Mumbai-400 013.
The financial statements were approved and authorised to issue in accordance with the resolution passed by the Board of directors at its meeting held on 04 May, 2026.

1B Material Accounting Policies

1B.1 **Basis of preparation**

(a) Statement of compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with rule 4 of the Companies (Indian Accounting standards) Rules, 2015 and other relevant provisions of the Act as amended from time to time that are notified and effective as at 31 March 2026.

(b) Basis of measurement

Financial statements have been prepared on a historical cost basis, except for the following:
- certain financial assets and liabilities - measured at fair value,
- defined benefit plans – defined benefit obligations less plan assets measured at fair value, and
- share based payment - measured at fair value

(c) Functional and presentation currency

The financial statements are presented in Indian Rupees "(INR)" or "(Rs.)" which is also the Company's functional currency and all values are rounded off to nearest millions ('000,000) except where otherwise indicated. Wherever the amount is represented as '0' ('zero') it construes a value less than half million

(d) Foreign currency translation and transactions

(i) Functional and presentation currency

A Company's functional currency is the currency of the primary economic environment in which an entity operates and is normally the currency in which the entity primarily generates and expends cash.

(ii) Transactions and balances

(ii.a) Initial recognition

On initial recognition, foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction.

(ii.b) Subsequent recognition

As at the reporting date, non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. 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 the period end exchange rates are recognised in profit or loss. 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 in the statement of profit and loss.

All monetary items denominated in foreign currency are restated at Foreign Exchange Dealers Association of India (FEDAI) rates and the exchange variations arising out of settlement / conversion at the FEDAI rates are recognised in the statement of profit and loss.

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Chartered Accountants

Notes to the financial statements

for the year ended March 31, 2026
(All amounts in Rs. Millions, unless otherwise stated)

1B.2 **Going Concern**

As at 31 March 2026, the Company's net worth is Rs.828.28 Mn. The Company during the year has made a net profit of Rs.207.28 Mn (FY 2024-2025 Profit of Rs. 256.51 Mn). The Company has also assessed the impact on the future cash flow projections on the basis of significant assumptions as per the available information and based on this analysis the company is expected to generate adequate cash flows in the foreseeable future

Based on aforesaid assessment, management believes that as per estimates made conservatively, the Company will continue as a going concern.

1B.3 **Use of estimates**

The preparation of financial statements in accordance with generally accepted accounting principles ('GAAP') in India requires that management makes judgment, estimates and assumptions that affect the reported amounts of Assets and Liabilities, disclosure of contingent liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reported period. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of facts and circumstances as at the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

Judgments

Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes

Note 23 - Determination of whether a particular service is rendered in the capacity of a principal or agent
Note 30 (ii) - Determining the amount of expected credit loss on financial assets (including trade receivables)
Note 2.2 - Lease classification

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the financial statement is included in the following notes:

Note 1B 2 - Going Concern
Note 2 - Estimate of useful life used for the purposes of depreciation and amortisation on property plant and equipment and intangible assets.
Note 5 - Recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used;
Note 38 - Measurement of defined benefit obligations: key actuarial assumptions;
Note 4, 7, 11, 12 and 23 - Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources
Note 30 - Impairment of financial assets
Note 2 - Impairment of non financial assets

1B.4 **Revenue recognition**

Revenue is measured based on transaction price, which is the consideration paid for services. Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those services. Revenue from rendering of services is net of Indirect taxes and discounts.

(a) Income from operations

The Company earns revenue from travel and related services.

Travel and related services

It comprises of leisure tours packages within India and outside India along with travel related services viz travel insurance and visa services. Revenue on leisure tours / holiday's packages are recognized on the completion of the performance obligation which is on the date of departure of the tour.
It also includes income from the sale of airline tickets is recognized as an agent on the basis of net commission earned, at the time of issuance of tickets, as the Company does not assume any performance obligation post the confirmation of the issuance of an airline ticket to the customer.
Performance linked bonuses from airlines are recognized as and when the performance obligations under the schemes are achieved.

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1B.4 **Revenue recognition (Continued)**

(b) Contract balances

(i) Contract assets

A contract asset is the right to consideration in exchange for services rendered to the customer. If the Company performs by rendering services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

(ii) Contract liabilities

A contract liability is the obligation to transfer services to a customer for which the Company has received consideration from the customer. If a customer pays consideration before the Company renders services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Company performs under the contract.

(c) Customer Loyalty Program

The Company operates a customer loyalty program. The Loyalty Program allows customers to accumulate rewards points on their travel spending as per the scheme. The points give rise to a performance obligation as it entitles customers for redemption as settlement of future purchase transaction price.

Consideration received is allocated between the sale of travel packages and contractual liability for points issued.

Consideration allocated to reward points as a contractual liability is deferred and recognized when points are redeemed or when the points are expired.

Reward points are redeemable by the customers in the future periods for booking either holiday, flight or hotel with the Company. Revenue against the reward points is recognised when redeemed by the customers for travel bookings with the Company. Reward points which remain unredeemed at the time of expiry of such points are recognized as revenue.

1B.5 **Taxes on income**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Income tax for the period comprises of current tax and deferred tax. Income tax is recognised in the statement of profit and loss except to the extent that it relates to items recognised in 'Other comprehensive income or directly in equity, in which case the tax is recognised in 'Other comprehensive income' or directly in equity, respectively.

(a) Current tax:

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the Balance Sheet date, and any adjustments to tax payable in respect of previous years. Interest income/expenses and penalties, if any related to income tax are included in current tax expense.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities. The company offsets the current tax assets as against the liability for provision for tax.

1B.5 **Taxes on income (Continued)**

(b) Deferred tax:

Deferred tax is recognised using the balance sheet approach. Deferred tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. Deferred taxes on items classified under Other comprehensive income ('OCI') has been recognised in OCI.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled. Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

1B.6 **Leases**

The company as a lessee

The company's lease asset classes primarily consist of leases for buildings, vehicles and office equipment. The company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset, the company assesses whether:
(1) the contract involves the use of an identified asset
(2) the company has substantially all of the economic benefits from use of the asset through the period of the lease and
(3) the company has the right to direct the use of the asset.

At the date of commencement of the lease, the company recognizes a "Right of Use" ("ROU") asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses if any and adjusted for any remeasurement of the lease liability.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the company changes its assessment if whether it will exercise an extension or a termination option.

The company as a lessor

Leases for which the company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.
For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

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1B.7 **Impairment of assets**

(a) Financial assets

A financial asset not carried at fair value is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets are impaired can include default or delinquency by a debtor, restructuring of an amount due to the Company on terms that the Company would not otherwise consider, indications that a debtor or issuer will enter bankruptcy, the disappearance of an active market for a security. The entity considers evidence of impairment for receivables for each specific asset. All individually significant receivables are assessed for specific impairment.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in statement of profit and loss and are reflected as an allowance account against receivables. Interest on the impaired asset continues to be recognized as income through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through statement of profit and loss.

The company assess at each date of Balance sheet whether a financial assets or group of financial assets is impaired. In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets and credit risk exposure:

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. The Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

(b) Non financial assets

Goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other 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 impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

Total impairment loss of a cash generating unit (CGU) is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU pro-rata on the basis of the carrying amount of each asset in the CGU. An impairment loss on goodwill is recognized in the statement of profit and loss and is not reversed in the subsequent period.

1B.8 **Cash and cash equivalents**

Cash and cash equivalents includes cash on hand, cheques/drafts on hand, remittances in transit, balances with bank held in current account, demand deposits with original maturities of three months or less, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are repayable on demand and form an integral part of an entity's cash management, and are included as a component of cash and cash equivalents. Bank overdrafts are shown within borrowings in current financial liabilities in the balance sheet.

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1B.9 **Financial instruments**

(a) Initial recognition and measurement

Financial assets are recognised when the entity becomes a party to the contractual provisions of the instruments. Transaction costs are expensed in the statement of profit and loss, except for financial instruments carried at amortized cost, where transaction costs are adjusted in the amortized cost of the asset.

(b) Subsequent measurement

Financial assets, other than equity instruments, are subsequently measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') on the basis of:
(i) the entity's business model for managing the financial assets and
(ii) the contractual cash flow characteristics of the financial asset.

(i) Measured at amortized cost: Financial assets which have contractual cash flows that are solely payments of principal and interest on the principal outstanding and is held within a business model with the objective of holding the assets to collect contractual cash flows, are subsequently measured at amortized cost using the effective interest rate ('EIR') method, less impairment, if any. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in interest income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. On derecognition, gain or loss, if any, is recognised in the statement of profit and loss.

(ii) Measured at fair value through other comprehensive income : Financial assets which have contractual cash flows that are solely payments of principal and interest on the principal outstanding and is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, is measured at fair value through other comprehensive income. It is subsequently measured at fair value with unrealised gains or losses recognised in the other comprehensive income ('OCI'), except for interest income which is recognised as 'other income' in the Statement of Profit and Loss using the EIR method. The losses arising from impairment are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

(iii) Measured at fair value through profit or loss: A financial asset not measured at either amortised cost or FVOCI, is measured at FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

All investments in equity instruments classified under financial assets are subsequently measured at fair value (except for investment in subsidiaries). Equity instruments which are held for trading are measured at FVTPL. For all other equity instruments, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument shall be recognised as 'other income' in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss when the company's right to receive payments is establishes.

(c) Investments in subsidiaries

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. The accounting policy on impairment of non-financial assets is disclosed in Note 1B.7(b). On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognized in the statement of profit and loss.

(d) Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset. On transfer of the financial asset, the Company evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a fair value basis that reflects the rights and obligations that the Company has retained.

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1B.9 **Financial instruments (Continued)**

Financial liabilities

(a) Initial recognition and measurement:
Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value plus transaction costs for all financial liabilities not carried at FVTPL. Financial liabilities carried at FVTPL are initially recognised at fair value, and transaction costs are expensed in the statement of profit and loss.

(b) Subsequent measurement:
Financial liabilities are subsequently measured at amortized cost using EIR method. Financial liabilities carried at FVTPL are measured at fair value with all changes in fair value recognised in the statement of profit and loss.

(c) Derecognition:
A financial liability is derecognised when the obligation specified in the contract is discharged, 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 recognized in the statement of profit or loss.

Derivative financial instruments

The Company uses derivative financial instruments, such as forward foreign exchange contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value, with changes in fair value recognised in statement of profit and loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

1B.10 **Property, plant and equipment**

Property, plant and equipment is measured at cost less accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of profit and loss during the period in which they are incurred. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. Losses arising from the retirement of, and gains or losses arising from disposal of assets which are carried at cost is recognised in the statement of profit and loss.

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Depreciation is provided on a straight-line method over the estimated useful lives of the assets. The depreciation rates are prescribed in Schedule II to the Companies Act, 2013. If the management's estimate of the useful life of a fixed asset at the time of acquisition of the asset or of the remaining useful life on a subsequent review is shorter or longer than that envisaged in the aforesaid Schedule, depreciation is provided at a higher or lower rate respectively, based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given below best represent the period over which management expects to use these assets.

Assets	Useful life as per Companies Act	Useful life as per Management
Furniture and Fixtures	8	5
Office Equipment (including air conditioners)	5	3
Vehicles	8	5
Computer hardware	3	3

Leasehold Improvements are amortised over the period of the lease or useful life of the asset whichever is lower.

Property, plant and equipment not ready for the intended use on the date of Balance Sheet are disclosed as "Capital work-in-progress".

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate. The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of profit and loss.

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1B.10 **Property, plant and equipment (Continued)**

Intangible assets

Intangible Assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight line basis over their estimated useful lives. The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the statement of profit and loss.
The carrying value of these intangible assets is reviewed at least annually for impairment and adjusted to the recoverable amount if required.

(i) Goodwill

Goodwill on business combination is included in intangible assets. Goodwill is not amortized but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold. Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or company's of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or company's of units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the operating segments.

(ii) Computer software

Costs associated with maintaining software programmes are recognised as an expense as incurred. Development costs those are directly attributable to the design and testing of identifiable and unique software products controlled by the Company are recognised as intangible assets when the following criteria are met:
- it is technically feasible to complete the software so that it will be available for use
- management intends to complete the software and use or sell it
- there is an ability to use or sell the software
- it can be demonstrated how the software will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads.

Computer software
Amortisation methods and periods:

Assets	Estimated useful Life (in years)
Software	3-4

1B.11 **Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in statement of profit and loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortized over the period of the facility to which it relates.

Borrowings are derecognised from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in statement of profit and loss.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

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1B.12 **Provisions and contingent liabilities**

Provisions are recognised when the entity has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. Provisions are not recognised for future operating losses. A provision is recognized if the likelihood of an outflow with respect to any one item included in the same class of obligations is more probable than not. Provisions are measured at the present value of management's best estimate of the expenditure require to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Where there are several similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Entity or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent assets are neither recognised nor disclosed in the financial statements.

1B.13 **Other income**

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable. Facility support income, group resource income and management fees is recognised on accrual basis over the period of agreement.

1B.14 **Employee benefits**

(a) Post employment benefits:

(i) Defined contribution plans

The Company's provident fund contribution paid / payable under the recognised provident fund scheme and the employees' state insurance contribution is recognised as an expense in the Statement of profit and loss during the period in which the employee renders the related service.

(ii) Defined benefit plans

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their services in the current and prior periods. These benefits are discounted to determine its present value, and the fair value of any plan assets is deducted therefrom.

Contribution to Gratuity is based on the requirement of the trust with whom the Company maintains the fund balance. The Company's liability is actuarially determined (using the Projected Unit Credit Method) at the end of each year. The amount of net interest expense calculated by applying the liability discount rate to the net defined benefit liability or assets is charged or credited in the statement of profit and loss. Any differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised immediately in 'Other comprehensive income' and subsequently not reclassified to the statement of profit and loss.

(b) Short-term employee benefit

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid, e.g. salaries, short term bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount can be estimated reliably.

(c) Compensated absences

As per the leave Policy of the Company, employees are entitled to avail 30 days of leave during a calendar year. At reporting date liability pertaining to compensated absences is calculate based on the total leave balances of each employee.

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1B.14 **Employee benefits (Continued)**

(d) Employee stock options :

The grant-date fair value of share-based payment awards – i.e. stock options – granted to employees is recognised as personnel expenses, with a corresponding increase in Equity, over the period in which the employees become entitled to the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that meet the related service and non-market performance conditions at the vesting date.

1B.15 **Contributed equity**

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

1B.16 **Earnings per share**

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's earnings per share is the net profit for the year after deducting preference dividends and any attributable tax thereto for the year. The weighted average number of equity shares outstanding during the year and for all years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

1B.17 **Cost recognition**

Costs and expenses are recognised when incurred and have been classified according to their primary nature. The costs of the company are broadly categorised in employee benefit expenses, depreciation and amortisation and other operating expenses. Employee benefit expenses include employee compensation, allowances paid, contribution to various funds and staff welfare expenses. Other operating expenses majorly include sub-contractor charges, rent, recruitment and training expenses, travelling and conveyance, legal and professional fees and communication expenses.

1B.18 **Critical Accounting Estimates and Judgments**

The preparation of Financial Statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the Financial Statements.

The areas involving critical estimates and judgments are:

-Useful life of property, plant & equipment
-Estimated useful life of intangible asset
-Estimated goodwill impairment
-Leases
-Impairment of investment
-Estimation of Defined Benefit Obligation
-Recognition of deferred tax assets for carried forward unabsorbed depreciation/ loss
-Recognition and measurement of provision and contingencies
-Fair value of financial instruments
-Impairment of trade receivables

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(All amounts in Rs. Millions, unless otherwise stated)

1B.19 **Current / Non Current Classification**

Operating cycle:

Based on the time involved between the acquisition of assets for processing and their realization in cash and cash equivalents the company has identified twelve months as its operating cycle for determining current and non-current classification of assets and liabilities in the balance sheet.

1B.20 **Recent accounting pronouncement**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

In May 2025, MCA notified amendments to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, applicable w.e.f. April 1, 2025.

The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

In August 2025, MCA notified the following amendments to:

1. Ind AS 1, Presentation of Financial Statements, applicable w.e.f. April 1, 2025 – The amendment relates to classification of liabilities as current or non-current and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Company has no impact of these amendments in its classification criteria of current
and non-current liabilities.

2. Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments: Disclosures, applicable w.e.f. April 1, 2025 – The amendment in Ind AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

3. Ind AS 12, International Tax Reform – Pillar Two Model Rules applicable immediately - The amendments provide a temporary mandatory relief from deferred tax accounting for top-up tax and disclose that they have applied the relief. This relief is immediate and applies retrospectively.

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as at 31 March 2026

(All amount in Rs Millions, unless otherwise stated)

Note-2 Property, plant and equipment

	Computer hardware	Leasehold Improvements	Furniture and Fixtures	Office Equipment	Total
Gross Block	Amount	Amount	Amount	Amount	Amount
As at 1 April 2025	**97.14**	**19.36**	**11.56**	**8.40**	**136.46**
Additions during the year	**10.46**	**0.96**	**0.83**	**2.94**	**15.19**
Disposals during the year	**19.58**	**3.11**	**0.52**	**2.50**	**25.71**
Gross carrying value as of 31 March 2026	**88.02**	**17.21**	**11.87**	**8.84**	**125.94**
Accumulated depreciation as of 1 April 2025	**42.07**	**14.76**	**9.03**	**7.38**	**73.24**
Depreciation charge during the year	**28.49**	**2.00**	**0.76**	**1.41**	**32.66**
Deduction on disposals during the year	**18.88**	**3.06**	**0.51**	**2.42**	**24.87**
Accumulated depreciation as of 31 March 2026	**51.68**	**13.70**	**9.28**	**6.37**	**81.03**
Carrying value as of 31 March 2026	**36.34**	**3.51**	**2.59**	**2.47**	**44.91**
Gross Block	Amount	Amount	Amount	Amount	Amount
As at 1 April 2024	45.89	17.26	10.12	10.58	83.85
Additions during the year	51.71	2.27	1.86	1.28	57.12
Disposals during the year	0.46	0.17	0.42	3.46	4.51
Gross carrying value as of 31 March 2025	97.14	19.36	11.56	8.40	136.46
Accumulated depreciation as of 1 April 2024	23.50	11.92	8.31	10.01	53.74
Depreciation charge during the year	19.03	3.00	1.13	0.83	23.99
Deduction on disposals during the year	0.46	0.16	0.41	3.46	4.49
Accumulated depreciation as of 31 March 2025	42.07	14.76	9.03	7.38	73.24
Carrying value as of 31 March 2025	55.07	4.60	2.53	1.02	63.22

Note-2.1 Right of use Assets	**31 March 2026** **Amount** Buildings	31 March 2025 **Amount** Buildings	**31 March 2026** **Amount** Vehicles	31 March 2025 Amount Vehicles	**31 March 2026** **Amount** Total	31 March 2025 Amount Total
Gross carrying value as at beginning	**279.46**	**253.14**	**10.73**	6.23	**290.19**	259.37
Additions during the year	**22.46**	91.53	**22.27**	4.50	**44.73**	96.03
Disposals during the year	**25.90**	65.21	**0.97**	-	**26.87**	65.21
Gross carrying value as at year end	**276.02**	279.46	**32.03**	10.73	**308.05**	290.19
Accumulated amortisation as at beginning	**134.98**	148.34	**4.33**	1.85	**139.31**	150.19
Amortisation charge during the year	**52.35**	51.85	**6.93**	2.48	**59.28**	54.33
Deduction on disposals during the year	**12.51**	65.21	**0.98**	-	**13.49**	65.21
Accumulated amortisation as at year end	**174.82**	134.98	**10.28**	4.33	**185.10**	139.31
Net Carrying value as at year end	**101.20**	144.48	**21.75**	6.40	**122.95**	150.88

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Note-2.2 Lease liabilites

	31 March 2026	31 March 2025
The following is the movement in lease liabilities during the year	**Amount**	Amount
Balance as at beginning	**172.69**	127.55
Additions	**44.73**	96.03
Disposal	**(13.39)**	-
Adjustments	**(0.75)**	-
Interest on lease liabilities	**14.38**	14.09
Payment of lease liabilities	**(71.79)**	(64.98)
Lease rent waiver	**(1.56)**	-
Balance as at year end	**144.31**	**172.69**
Classification as		
Non current	**96.45**	120.17
Current	**47.86**	52.52
	144.31	172.69

Note: - Below are the contractual maturities of lease liabilities on an undiscounted basis:

Less than one year	**57.00**	64.39
Between one and five years	**94.24**	112.69
More than five years	**18.20**	29.42
	169.44	206.50
Rental expense recognised for short-term leases for the year ended	**59.81**	53.37
Rental expense recognised for low value leases (other than short term as disclosed above) for the year ended	**-**	-
Expenses related to short team leases and low value leases	**59.81**	53.37

Amounts recognised in profit or loss

Lease under IND AS 116		
Interest on lease liabilities (Refer note 26)	**14.38**	14.09
Depreciation on right-of-use assets	**66.20**	56.82
	80.58	70.91
Amount recognized in Statement of Cash Flow		
Repayment of Lease liabilities-Principal amount	**57.41**	50.89
Repayment of Lease liabilities-Interest amount	**14.38**	14.09
	71.79	64.98

Extension options

The lease contracts of the company contain extension/renewal options which are exercisable only by the Company and not by the lessors. The Company includes in its lease term such extension/renewal options that the Company is reasonably certain to exercise. If the lease is extended beyond the renewal term, then the lease rentals will be mutually agreed between the parties based on the fair value of lease rent at the time of extension.

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Notes to the financial statements (Continued)

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Note-2.3 Intangibles

	Goodwill Amount	Computer Software Amount	Assets Under development Amount	Total Amount
Gross carrying value as at 1 April 2025	**26.85**	**99.30**	**-**	**126.15**
Additions during the year	-	**14.46**	-	**14.46**
Disposals during the year	-	**5.47**	-	**5.47**
Gross carrying value as at 31 March 2026	**26.85**	**108.29**	**-**	**135.14**
Accumulated amortization as at 1 April 2025	-	**82.53**	-	**82.53**
Amortization charge during the year	-	**10.92**	-	**10.92**
Deduction on disposals during the year	-	**4.16**	-	**4.16**
Accumulated amortization as at 31 March 2026	**-**	**89.29**	**-**	**89.29**
Net Carrying value as at 31 March 2026	**26.85**	**19.00**	**-**	**45.85**
Gross carrying value as at 1 April 2024	26.85	85.76	-	112.61
Additions during the year	-	13.54	-	13.54
Disposals during the year	-	-	-	-
Gross carrying value as at 31 March 2025	26.85	99.30	-	126.15
Accumulated amortization as at 1 April 2024	-	70.34	-	70.34
Amortization charge during the year	-	12.19	-	12.19
Deduction on disposals during the year	-	-	-	-
Accumulated amortization as at 31 March 2025	-	82.53	-	82.53
Net Carrying value as at 31 March 2025	26.85	16.77	-	43.62

Nature of Goodwill

Goodwill recognised on the acquisition of the residual business of Kuoni Business Travel.

Impairment testing of Goodwill

For the purposes of impairment testing, Goodwill has been allocated as follows:

	As at 31 March 2026	As at 31 March 2025
Acquisition of the business travel division	**26.85**	26.85
	26.85	26.85

The recoverable amount was based on fair value less costs of disposal, estimated using discounted cash flows. The fair value measurement was categorised as a Level 3 fair value based on inputs in the valuation technique used.

The key assumptions used in the estimation of the recoverable amount are set out below. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and have been based on historical data from both external and internal sources.

	As at 31 March 2026	As at 31 March 2025
Discount rate per annum	**8.70%**	8.55%
Terminal value growth rate per annum	**5%**	5%
Budgeted EBITDA growth rate (average of next 2 years) per annum	**5%**	5%

The discount rate is post tax measure estimated based on the historical industry average weighted-average cost of capital, with the possible no debt leveraging and internal rate of return of 8.7% approximately.

The recoverable amount of Goodwill has been calculated using the discounted cash flow method.

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	31 March 2026 Amount	31 March 2025 Amount
Note 3		
Investments		
A. Investments in subsidiary company		
I. Investments in Equity Shares at amortised cost(unquoted)		
2,108,000 (31 March 2025: 2,108,000) equity shares of USD 1 each, fully paid-up, of Travel Circle International (Mauritius) Limited.	**136.08**	136.08
	136.08	136.08
II. Investments in preference shares at amortised cost (unquoted)		
11,600,000 (31 March 2025: 11,600,000) 6% Optionally Convertible Redeemable Preference Shares of USD 1 each, fully paid-up, of Travel Circle International (Mauritius) Limited.	**748.85**	748.85
	748.85	748.85
	884.93	884.93
Less : Impairment loss	-	-
	884.93	884.93
Aggregate book value of unquoted non-current investments	**884.93**	884.93
Extent of equity interest in subsidiary:		
Travel Circle International (Mauritius) Limited	**51%**	51%
Note 4		
Other financial assets (non-current)		
(Unsecured)		
Security deposits		
Considered good	**35.01**	29.89
Credit impaired	**7.08**	8.74
	42.09	38.63
Less : Loss allowance	**(7.08)**	(8.74)
	35.01	29.89
Fixed deposit accounts with original maturity more than twelve months*	**1.92**	1.92
*All the above FD are lien against margin money deposits.		
	36.93	31.81
Note 5		
Income taxes		
A. The major component of income tax expenses are as under:		
(i) Income tax expenses consist of following :		
Current tax		
In respect of current year	-	-
Changes in estimates related to previous year	-	-
Deferred tax		
Decrease in deferred tax assets	**69.67**	84.73
Income Tax expense recognised in statement of profit and loss	**69.67**	84.73
(ii) Amounts recognised in other comprehensive income		
Deferred tax expense on remeasurements of defined benefit plans	**(1.67)**	(2.79)
Income tax expense recognised in OCI	**(1.67)**	(2.79)
B. Reconciliation of tax expense and the accounting profit for the year is as under :		
Profit before tax	**276.95**	341.24
Tax using the Company's domestic tax rate	**69.70**	85.88
Tax effect of:		
Effect of Income taxable at differential rate	-	-
Others	**(0.03)**	(1.15)
Total	**69.67**	84.73
Deferred tax recognised in Other Comprehensive Income	**(1.67)**	(2.79)
Tax expense as per Statement of Profit and Loss	**68.00**	81.94

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Note 5
Income taxes (Continued)
C. The major components of deferred tax (liabilities)/assets arising on account of timing differences are as follows:

	Balance as on 31 March 2025	Recognised in profit or loss	Recognised in OCI	Net Balance as on 31 March 2026
Deferred tax Asset/(Liabilities)				
Property, plant and equipment	**13.53**	**2.52**		**16.05**
Employee benefits	**33.77**	**12.52**	**1.67**	**47.96**
Tax losses	**176.23**	**(82.53)**		**93.69**
Provisions	**15.52**	**(2.18)**		**13.34**
Deferred tax Assets /(Liabilities)	**239.05**	**(69.67)**	**1.67**	**171.04**

	Balance as on 31 March 2024	Recognised in profit or loss	Recognised in OCI	Net Balance as on 31 March 2025
Deferred tax Asset/(Liabilities)				
Property, plant and equipment	11.18	2.35		13.53
Employee benefits	27.82	3.16	2.79	33.77
Tax losses	260.99	(84.76)		176.23
Provisions	21.00	(5.48)		15.52
Deferred tax Assets /(Liabilities)	320.99	(84.73)	2.79	239.05

	31 March 2026 Amount	31 March 2025 Amount
D. Deferred tax reflected in balance sheet as follows:		
Deferred tax Assets	**171.04**	239.05
Deferred tax Liabilities	**-**	-
Deferred tax Assets (net)	**171.04**	239.05

Note 6
Income tax Asset

Advance tax (net of provision of Tax)	**345.84**	365.06
	345.84	365.06

Note 7
Current Investments

Investments in mutual funds (quoted)		
(Carried at fair value through profit or loss)		
55,030.478 (31 March 2025: Nil) units of ABSL Overnight Fund Direct - Growth Plan at Rs.1456.7325 (31 March 2025: Rs Nil)	**80.17**	-
70,184.469 (31 March 2025: Nil) units of HDFC Overnight Fund-DP - Growth Plan at Rs.3992.7821 (31 March 2025: Rs Nil)	**280.23**	-
Nil (31 March 2025: 50,755.11 units) units of ABSL Money Manager Fund - Growth-Direct Plan at Rs.Nil (31 March 2025: Rs 1381.1229)	**-**	70.10
	360.40	70.10
Notes:		
Aggregate amount of quoted investments and market value thereof	**360.40**	70.10

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(All amount in Rs Millions, unless otherwise stated)

Note 8	31 March 2026 Amount	31 March 2025 Amount
Trade receivables		
Trade receivables considered good - unsecured	**464.27**	470.09
Trade receivables credit impaired	**7.42**	6.83
	471.69	476.92
Less :- Impairment loss allowance	**(7.42)**	(6.83)
	464.27	470.09
Trade, Other Receivables and Other Current Assets includes:		
Dues from related parties - considered good [refer Note 40]	**33.56**	68.71
Movement in expected credit loss allowance on trade receivables		
Balance at the beginning of the year	**6.83**	24.95
Changes in loss allowance during the year	**0.59**	(18.12)
Balance at the end of the year	**7.42**	6.83

As at 31st March 2026	**Outstanding for following periods from due date of payment**					
	Less than 6 Months	**6 months – 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed Trade Receivables - Considered Good	**452.25**	**12.02**	**-**	**-**	**-**	**464.27**
Undisputed Trade Receivables - Credit Impaired	**-**	**-**	**1.24**	**0.31**	**5.87**	**7.42**
Total	**452.25**	**12.02**	**1.24**	**0.31**	**5.87**	**471.69**
Less:Allowance for expected credit losses	**-**	**-**	**(1.24)**	**(0.31)**	**(5.87)**	**(7.42)**
Total Trade Receivable	**452.25**	**12.02**	**-**	**-**	**-**	**464.27**

As at 31st March 2025	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables - Considered Good	462.02	7.64	0.38	0.04	-	470.09
Undisputed Trade Receivables - Credit Impaired	-	-	2.90	0.15	3.78	6.83
Total	462.02	7.64	3.29	0.19	3.78	476.92
Less:Allowance for expected credit losses	-	-	(2.90)	(0.15)	(3.78)	(6.83)
Total Trade Receivable	462.02	7.64	0.38	0.04	-	470.09

Note 9	31 March 2026 Amount	31 March 2025 Amount
Cash and cash equivalents		
Balance with banks :		
in current account	**323.68**	153.32
--in deposit accounts (with original maturity of three months or less)	**-**	200.00
Cash on hand	**-**	-
	323.68	353.32
Note 10		
Bank Balances other than cash and cash equivalents		
Short term deposits (Original maturity more than 3 months and less than 12 months)	**-**	-
	-	-

Deposit balances (including those disclosed under other financial assets (non-current) in Note 4) include fixed deposits under lien aggregating to Rs.1.92 Mn (31 March 2025: Rs 1.92 Mn).

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Note 11 **Other financial Assets (current)** ***(Unsecured)***	31 March 2026 Amount	31 March 2025 Amount
Security deposits		
Considered good	**10.10**	12.21
Credit impaired	**9.84**	14.14
	19.94	26.35
Less :- Impairment loss allowance	**(9.84)**	(14.14)
	10.10	12.21
Other receivables		
Considered good	**227.01**	206.63
Credit impaired	**1.23**	0.88
	228.24	207.51
Less :- Loss allowance	**(1.23)**	(0.88)
	227.01	206.63
Interest accrued but not due on fixed deposits with banks	**0.03**	0.09
	237.14	218.93

Note 12 **Other current Assets**	31 March 2026 Amount	31 March 2025 Amount
Prepaid expenses	**20.41**	24.48
Balances with government Authorities	**6.26**	17.45
(Net of provision of GST recoverable Rs. 20.81 for March 2026 and Rs. 28.59 for March 2025)		
Advance to vendors		
Considered good	**797.98**	739.53
Credit impaired	**21.47**	21.47
	819.45	761.00
Less :- Loss allowance	**(21.47)**	(21.47)
	797.98	739.53
Staff advance		
Considered good	**13.66**	14.91
Credit impaired	**5.97**	9.59
	19.63	24.50
Less :- Loss allowance	**(5.97)**	(9.59)
	13.66	14.91
	838.31	796.37
Advance to vendors includes :		
Advance to related party - Unsecured, Considered good [refer note 40]	**-**	-
Advance to related party - Unsecured, Considered doubtful [refer note 40]	**7.40**	7.40

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	31 March 2026 Amount	31 March 2025 Amount
Note 13		
Equity Share Capital		
Authorised :		
10,000 (31 March 2025: 10,000) Equity Shares of Rs 10 each.	**0.10**	0.10
Issued, subscribed and fully paid up:		
10,000 (31 March 2025: 10,000) Equity Shares of Rs 10 each, fully paid-up.	**0.10**	0.10
	0.10	0.10

A. Reconciliation of number of shares outstanding at the beginning and end of the year :

	31 March 2026		31 March 2025	
	No. of shares	Amount	No. of shares	Amount
Equity shares of face value of Rs 10 each, fully paid-up				
At the commencement of the year	**10,000**	**0.10**	10,000	0.10
Addition during the year	**-**	**-**	-	-
Outstanding at the end of the year	**10,000**	**0.10**	10,000	0.10

B. Rights , preferences and restrictions attached to Equity Shares

Equity shares of face value of Rs 10 each fully paid-up

The Company has a single class of Equity Shares having face value of Rs 10 each. Accordingly, Equity Shares shall rank pari passu with regard to dividends and share in the Company's residual assets after distribution of all preferential amounts, if any. The equity shareholders are entitled to receive dividend as declared from time to time. The voting rights of an Equity Shareholder are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

On winding up of the Company, the holders of Equity Shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of Equity Shares held by them.

C. Shares held by Holding Company / Ultimate Holding Company / Subsidiaries of Holding Company

	31 March 2026		31 March 2025	
	No. of shares	Amount	No. of shares	Amount
Equity Shares of Rs 10 each fully paid-up held by:				
Thomas Cook (India) Limited ('Holding Company') including its nominees	**10,000**	**0.10**	10,000	0.10
	10,000	**0.10**	10,000	0.10

D. Particulars of shareholders holding more than 5% shares of a class of shares:

	31 March 2026		31 March 2025	
	No. of shares	% of total shares	No. of shares	% of total shares
Equity Shares of Rs 10 each, fully paid-up, held by:				
Thomas Cook (India) Limited ('Holding Company')	**10,000**	**100**	10,000	100

E. Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

None

	31 March 2026 Amount	31 March 2025 Amount
Note 14		
Other Equity		
Optionally Convertible Non -Cumulative Redeemable Preference Shares	**860.00**	860.00
Retained earnings	**(342.99)**	(550.27)
Capital reserve arising out of Amalgamation	**63.80**	63.80
Capital Redemption Reserve	**140.00**	140.00
Other Comprehensive Income	**(6.78)**	(1.83)
Employee share option outstanding account	**114.15**	94.64
	828.18	606.34

Notes:-

(i) Optionally Convertible Non -Cumulative Redeemable Preference Shares

Authorised :		
106,000,000 (31 March 2025: 106,000,000) 0.01% Optionally Convertible Non -Cumulative Redeemable Preference Shares of Rs. 10 each.	**1,060.00**	1,060.00
Issued, subscribed and fully paid up:		
86,000,000 (31 March 2025: 86,000,000) 0.01% Optionally Convertible Non -Cumulative Redeemable Preference Shares of Rs. 10 each.		
	860.00	860.00
	860.00	860.00

A. Reconciliation of number of shares outstanding at the beginning and end of the year :

	31 March 2026		31 March 2025	
	No. of shares	Amount	No. of shares	Amount
0.01% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10/- each, fully paid-up				
Opening	**86,000,000**	**860.00**	86,000,000	860.00
Redemption during the year	**-**	**-**	-	-
Outstanding at the end of the year	**86,000,000**	**860.00**	86,000,000	860.00

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B. Rights , preferences and restrictions attached to equity and preference shares

0.01% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10/- each, fully paid-up (Preference Shares)

The Company has a single class of preference shares having par value of Rs 10 per share. These preference shares are issued in consideration of the slump exchange of Outbound Business Division of SOTC Travel Services Private Limited to the Company as contemplated in the Composite Scheme of arrangement and amalgamation, The Company has issued 100,000,000 0.01% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Rs.10/- each to Travel Corporation (India) Limited, as the residual of SOTC Travel Services Private Limited (i.e. post segregation of Outbound Business Division) is amalgamated into Travel Corporation (India) Limited. Preference shares outstanding at the end of 20 years i.e. 31 July 2037, shall be converted into equity shares as per the conversion ratio of 1 preference shares of Rs. 10/- each into one equity share of Rs. 10/- each. The holders of these shares are entitled to Non-Cumulative dividend of 0.01%. Preference shares carry a preferential right as to dividend over equity shareholders. where dividend is not declared in respect of a financial year in the case of Non-Cumulative Preference Shares, the entitlement for that year lapses. In the event of winding up, preference shareholders have a preferential right over equity shareholders to be repaid to the extent of capital paid-up and dividend in arrears on such shares. The Company has an option to convert the preference shares or redeem the preference shares at any time after the end of 1 year from the date of allotment.

In FY 2018-2019, pursuant to provisions of Section 55 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, the Company redeemed 14,000,000 0.01 % Preference Shares of Rs 10/- each at par aggregating to Rs 140 Mn, out of the profits of the Company and sum equal to the nominal amount of the Preference Shares so redeemed was transferred to the Capital Redemption Reserve.

C. Shares held by Holding Company / Ultimate Holding Company / Subsidiaries of Holding Company

	31 March 2026		31 March 2025	
	No. of shares	**Amount**	No. of shares	Amount
0.01% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10/- each, fully paid-up by:				
*Thomas Cook (India) Limited (w.e.f . 25 November 2019)	**86,000,000**	**860.00**	86,000,000	860.00
	86,000,000	**860.00**	86,000,000	860.00

*Pursuant to the National Company Law Tribunal (NCLT) Order dated 10th October 2019, the Composite Scheme of Arrangement & Amalgamation amongst TC Forex Services Limited [TCF] and Travel Corporation (India) Limited [TCI] and TC Travel Services Limited [TCTSL] and SOTC Travel Management Private Limited [SOTC TRAVEL] and Thomas Cook (India) Limited [TCIL] and Quess Corp Limited and their respective shareholders (the Scheme) has become effective from 25th November, 2019. As part of the Scheme/arrangement, the Inbound Business of TCI has demerged into SOTC TRAVEL and the residual business of TCI has been merged, along with the other wholly owned subsidiaries viz TCTSL and TCF, with TCIL. TCI ceased to exist w.e.f. 25th November, 2019 and residual business of TCI has been merged with TCIL.
Pursuant to above, 0.01% Non-Cumulative Optionally Convertible Redeemable Preference Shares (OCRPS) held by TCI in the Company are held by TCIL w.e.f. 25th November, 2019.

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as at 31 March 2026

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D. Particulars of shareholders holding more than 5% shares of a class of shares:

	31 March 2026		31 March 2025	
	No. of shares	% of total shares	No. of shares	% of total shares
0.01% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10/- each, fully paid-up by:				
Thomas Cook (India) Limited	**86.000.000**	**100.00**	86.000.000	100.00

E. Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

100,000,000, 0.01% Non-Cumulative Optionally Convertible Redeemable Preference Shares of Rs. 10/- each, were issued by the Company pursuant to the composite scheme of arrangement and amalgamation in the Financial year ended 2017-2018

In FY 2018-2019, pursuant to provisions of Section 55 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, the Company redeemed 14,000,000 0.01 % Preference Shares of Rs 10/- each at par aggregating to Rs 140 Mn, out of the profits of the Company and sum equal to the nominal amount of the Preference Shares so redeemed was transferred to the Capital Redemption Reserve.

	31 March 2026 Amount	31 March 2025 Amount
ii. Capital Reserve		
Opening Balance	**63.80**	63.80
Closing Balance	**63.80**	63.80

Nature and Purpose of Reserves:-

The reserve created pursuant to Composite Scheme of Arrangement and Amalgamation.

iii. Capital Redemption Reserve		
Opening Balance	**140.00**	140.00
Closing Balance	**140.00**	140.00

Nature and Purpose of Reserves:-

The reserve created out of profits in event of redemption of Optionally Convertible Non-Cumulative Redeemable Preference Shares.

iv. Retained Earnings		
Opening Balance	**(550.27)**	(806.78)
Add : Net Loss for the year	**207.28**	256.51
Closing Balance	**(342.99)**	(550.27)

Nature and Purpose of Reserves:-

Retained earnings are profits/loss of the company earned till date net of appropriations.

v. Other comprehensive income		
Opening Balance	**(1.83)**	6.48
Add : Other Comprehensive Income/(loss) for the year, net of tax	**(4.95)**	(8.31)
Closing Balance	**(6.78)**	(1.83)

vi. Employee Share Option Outstanding Account [refer Note 39]		
Opening Balance	**94.64**	94.64
Add : Charge for the year [refer Note 39]	**19.51**	-
Closing Balance	**114.15**	94.64

Nature and Purpose of Reserves:-

The Company has established an equity-settled share-based payment plans for certain categories of employees of the Company. The shares of the holding Company are issued under the ESOP Scheme to the employees of the Company.

Note 15

Long term borrowings

(Secured)

Term Loan from bank	**32.83**	67.61
	32.83	67.61

Assets pledged as a security

The carrying amounts of assets pledged as security for current and non-current borrowings are:

Current assets		
(a) Financial assets		
(i) Trade receivables	**464.27**	470.09
(ii) Cash and cash equivalents	**323.68**	353.32
(iii) Bank balances other than cash and cash equivalents	-	-
(iv) Other financial assets	**237.14**	218.93
(b) Other current assets	**838.31**	796.37
	1,863.41	1,838.71

The Company received loan amounting to Rs. 81.99 Mn in FY 2021-22 and Rs. 56.71 Mn in FY 2022-23 (net of processing fees/stamp duty) from HDFC Bank Limited which is secured by way of second ranking charge over existing primary and collateral securities including mortgages, if any, created in the favor of bank and security created over the assets of the borrower purchased out of this facility. The applicable rate of interest as on balance sheet date is 9% p.a. (31 March 2025 - 9% p.a.) However, the applicable interest rate shall change in accordance with every reset/ change of the reference rate or change of spread by the bank. Duration of the loan is 72 month and is repayable in 48 monthly installments after a moratorium period of 24 months. Interest to be serviced on a monthly basis.

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	31 March 2026 Amount	31 March 2025 Amount
Note 16		
Other financial liabilities		
Lease liabilities [refer Note 2.2]	**96.45**	120.17
	96.45	120.17
Note 16 a		
Other financial liabilities - Current		
Lease liabilities - Current [refer Note 2.2]	**47.86**	52.52
	47.86	52.52
Note 17		
Provisions		
Provision for employee benefits - (non current)		
Provision for Gratuity [refer Note 38]	**113.64**	61.74
	113.64	61.74
Note 18		
Borrowings		
Current portion of Term Loan from Bank	**34.78**	34.73
	34.78	34.73
Note 19		
Trade payables		
Total outstanding dues of Micro and Small enterprises [refer Note 35]	**49.18**	14.57
Total outstanding dues of creditors other than Micro and Small enterprises	**1,055.61**	996.89
	1,104.79	1,011.46

For related party balances refer Note 40

As at 31st March 2026	**Outstanding for following periods from due date of payment**					
	Unbilled	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Total outstanding dues of MSME	**31.58**	**17.60**	**-**	**-**	**-**	**49.18**
Total outstanding dues of creditors other than MSME	**436.20**	**562.76**	**20.56**	**15.26**	**20.83**	**1,055.61**

As at 31st March 2025	Outstanding for following periods from due date of payment					
	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of MSME	14.31	0.26	-	-	-	14.57
Total outstanding dues of creditors other than MSME	-	858.55	85.11	24.85	28.39	996.89

	31 March 2026 Amount	31 March 2025 Amount
Note 20		
Other financial liabilities (current)		
Security deposits	**4.14**	6.16
Derivative liabilities	**0.37**	-
Others	**4.00**	1.30
	8.51	7.46
Note 21		
Provisions		
Provision for employee benefits - current		
Gratuity [refer note 38]	**33.92**	19.27
Compensated absences [refer Note 38]	**9.19**	9.54
	43.11	28.81
Note 22		
Other current liabilities		
Revenue received in advance	**5.58**	3.65
Advance collected from customers	**1,463.53**	1,547.37
Contractual Liabilities	**9.58**	18.13
Accrued salary and benefits	**28.25**	44.44
Balances due to government authorities	**59.06**	82.85
	1,566.00	1,696.44

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Notes to the financial statements (Continued)

for the year ended 31 March 2026

(All amount in Rs Millions, unless otherwise stated)

Note 23	31 March 2026 Amount	31 March 2025 Amount
Revenue from operations		
Travel and related Services	**10,936.19**	10,637.95
Total Revenue from operations	**10,936.19**	10,637.95
Other operating revenue		
Marketing fees and other incentive income	**270.30**	230.55
Unclaimed credit balances no longer required, written back	**55.66**	49.09
Other miscellaneous operating income	**268.30**	232.30
	594.26	511.94
	11,530.45	11,149.89

IND AS 115 'Revenue from Contracts with Customers'

i) Details of revenue from contracts with customers recognised by the Company, net of indirect taxes in its Statement of Profit and Loss

Revenue from contract with customers		
Travel and related Services	**10,936.19**	10,637.95
Total Revenue from contract with customers	**10,936.19**	10,637.95

ii) Disaggregate Revenue

The following table presents Company revenue disaggregated by type of revenue stream and by reportable segment:

Revenue based on geography		
Revenue from contract with customers		
India	**10,584.14**	10,302.89
Overseas	**352.05**	335.06
	10,936.19	10,637.95
Revenue based on product and services		
Revenue from contract with customers		
Travel and related Services	**10,936.19**	10,637.95
Total Revenue from operations	**10,936.19**	10,637.95

iii) Contract Balances

The contract liabilities primarily relate to the advance consideration received from customers for which revenue is recognized when the performance obligation is over / services delivered.

Advance Collections is recognised when payment is received before the related performance obligation is satisfied. This includes advances received from the customer towards leisure tour / holiday's packages. Revenue on leisure tours / holiday's packages are recognized on the completion of the performance obligation which is on the date of departure of the tour.

Revenue from contract with customers

Particulars	31 March 2026	31 March 2025
Income received in advance	**5.58**	3.65
Advances collected from customers	**1,463.53**	1,547.37
Contractual liabilities	**9.58**	18.13
Total	**1,478.69**	1,569.15

Amount included in contractual liabilities which has been recognized as revenue during the year

The amount of Rs.16.22 Mn included in contractual liabilities as at 31st March 2025 has been recognized as revenue during the year ended 31st March 2026 (31st March 2025: Rs. Nil)

Note 24		
Other income		
Interest Income under the effective interest method on-		
Bank deposits	**2.09**	4.48
Others	**0.11**	0.38
Gain on sale proceeds of current investments measured at FVTPL	**3.60**	2.66
Interest on tax refunds	**13.55**	-
Profit on Sale of Property, Plant and Equipment		0.06
Profit on closure of lease	**0.75**	-
Provisions written back (net)	**2.06**	-
Miscellaneous income	**0.07**	0.21
	22.23	7.79

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Notes to the financial statements (Continued)

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(All amount in Rs Millions, unless otherwise stated)

	31 March 2026 Amount	31 March 2025 Amount
Note 25		
Employee benefits expense		
Salaries and other allowances	**829.54**	738.36
Contribution to provident fund and other funds	**49.24**	41.05
Compensated absences	**(0.34)**	1.85
Empolyee share based payment expenses (refer Note 39)	**19.51**	-
Staff welfare expense	**59.64**	60.80
	957.59	842.06
Note 26		
Finance costs		
Interest and finance charges on Financial Liabilities		
-- Interest on Term loan	**7.27**	10.63
-- Interest on Lease liabilities	**14.38**	14.09
-- Interest on bank over draft	**0.34**	0.25
-- Others Financials liabilities	**3.24**	2.42
-- Bank charges	**3.99**	6.13
	29.22	33.52
Note 27		
Other expenses		
Legal and professional charges	**218.48**	214.67
Advertisement and publicity	**191.53**	173.13
Operational lease rentals	**59.81**	53.37
Repairs and maintenance – others	**87.58**	71.25
Net foreign Exchange difference	**7.98**	17.39
Communication expenses	**23.94**	24.22
Travelling expenses	**38.19**	29.66
Electricity charges	**14.65**	13.38
Rates and taxes	**5.63**	3.51
Printing and stationery expenses	**5.52**	2.33
Directors commission and sitting fees	**5.00**	5.10
Insurance expenses	**6.01**	4.05
Subscription fees	**7.19**	3.38
Provision for doubtful debts and deposits	**-**	(21.78)
Bad debts and advance written off	**-**	27.84
Loss on sale of fixed assets (net)	**1.90**	-
Payment to auditors (refer Note below 27 (a))	**7.44**	6.98
Miscellaneous expenses	**5.71**	5.92
	686.56	634.40
Note 27 (a)		
Payment to Auditors		
Statutory Audit fee	**6.48**	5.96
Tax Audit fee	**0.39**	0.38
Certification fee	**0.08**	0.08
Re-imbursement of expenses	**0.49**	0.56
	7.44	6.98
Note 28		
Exceptional item		
Impact of new Labour Codes(refer note 32)	**50.39**	-
	50.39	-
Note 29		
Earnings per share (EPS)		
A. Net profit for the year attributable to Equity Shareholders	**207.28**	256.51
B. Weighted average number of Equity Shares outstanding during the year	**10,000**	10,000
C. Basic earnings per share (A/B) (Rs)	**20,727.55**	25,650.54
D. Preference shares (numbers)	**86,000,000**	86,000,000
E. Diluted earnings per share [A/(B+C)]	**2.41**	2.98

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Notes to the financial statements (Continued)

for the year ended 31 March 2026

(All amount in Rs Millions, unless otherwise stated)

Note 30

Financial instruments – Fair values and risk management

A. Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below:

as at 31 March 2026

	Carrying amount				Fair value			
	Financial instruments measured at FVTPL	Financial instruments measured at FVTOCI	Financial instruments measured at amortized cost	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets not measured at fair value								
Trade receivables	-	-	464.27	464.27	-	-	-	-
Cash and cash equivalents	-	-	323.68	323.68	-	-	-	-
Other bank balances	-	-	-	-	-	-	-	-
Loans								
- Current	-	-	-	-	-	-	-	-
Other financial assets								
- Non-current (Security deposits)	-	-	35.01	35.01	-	35.01	-	35.01
- Non-current (Others)	-	-	1.92	1.92	-	-	-	-
- Current	-	-	237.14	237.14	-	-	-	-
	-	-	1,062.02	1,062.02	-	35.01	-	35.01
Financial liabilities not measured at fair value								
Non current Borrowings	-	-	32.83	32.83	-	32.83	-	32.83
Current Borrowings (Including Bank Overdraft)	-	-	34.78	34.78	-	34.78	-	34.78
Trade payables	-	-	1,104.79	1,104.79	-	-	-	-
Lease liabilities								
- Non current	-	-	96.45	96.45	-	-	-	-
- Current	-	-	47.86	47.86	-	-	-	-
Other financial liabilities								
- Current	-	-	8.51	8.51	-	-	-	-
Total financial liabilities	-	-	1,325.22	1,325.22	-	67.61	-	67.61

as at 31 March 2025

	Carrying amount				Fair value			
	Financial instruments measured at FVTPL	Financial instruments measured at FVTOCI	Financial instruments measured at amortized cost	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets not measured at fair value								
Trade receivables	-	-	470.09	470.09	-	-	-	-
Cash and cash equivalents	-	-	353.32	353.32	-	-	-	-
Other bank balances	-	-	-	-	-	-	-	-
Loans								
- Current	-	-	-	-	-	-	-	-
Other financial assets								
- Non-current (Security deposits)	-	-	29.89	29.89	-	29.89	-	29.89
- Non-current (Others)	-	-	1.92	1.92	-	-	-	-
- Current	-	-	218.93	218.93	-	-	-	-
	-	-	1,074.14	1,074.14	-	29.89	-	29.89
Financial liabilities not measured at fair value								
Non current Borrowings	-	-	67.61	67.61	-	67.61	-	67.61
Current Borrowings (Bank Overdraft)	-	-	34.73	34.73	-	34.73	-	34.73
Trade payables	-	-	1,011.46	1,011.46	-	-	-	-
Lease liabilities								
- Non current	-	-	120.17	120.17	-	-	-	-
- Current	-	-	52.52	52.52	-	-	-	-
Other financial liabilities								
- Current	-	-	7.46	7.46	-	-	-	-
Total financial liabilities	-	-	1,293.96	1,293.96	-	102.34	-	102.34

Note: The above excludes investments in Subsidiary amounting to Rs.884.93 (previous year Rs. 884.93)

The company has not disclosed the fair value of financials instrument such as trade receivables , trade payables, etc. because their carrying amount are a reasonable approximation of fair value.

Level 1 : Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize 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, contingent consideration and indemnification asset included in level 3.

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Note 30 (Continued)
Financial instruments – Fair values and risk management *(Continued)*

B. Measurement of fair values
Valuation techniques and significant unobservable inputs
The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Financial instruments measured at fair value

Type	Valuation techniques	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Borrowings	Discount rate to fair value of financials assets and liabilities at amortised cost is based on general lending rate.	Not applicable	Not applicable

Transfers between Levels
There were no transfers in either direction in any of the reporting periods

C. Financial risk management
The Company has exposure to the following risks arising from financial instruments:
- Credit risk ;
- Liquidity risk ; and
- Market risk

i. Risk management framework

The Company's Board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Board oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Board is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Board.

ii. 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, and arises principally from the Company's receivables from customers and investments in debt securities. Credit risk primarily arises from financial assets such as trade receivables, Investment in mutual funds, derivative financials instruments , balance with banks and other receivables.

Credit risk arising from investment in mutual funds,derivative financials instruments and balance with banks is limited because the counterparties are bank and recognised financials institution with high credit ratings.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Company establishes an allowance for impairment that represents its estimate of expected losses in respect of trade and other receivables.

The average credit period on sales of services is less than 30 days. Credit risk arising from trade receivables is managed in accordance with the Company's established policy, procedures and control relating to customer credit risk management. The concentration of credit risk in limited due to the fact that the customer base is large.

The Company establishes an allowance for impairment that represents its estimate of expected losses in respect of trade and other receivables.

	31 March 2026	31 March 2025
Movement in expected credit loss allowance on trade receivables		
Balance at the beginning of the year	**6.84**	24.95
Addition during the period	**-**	-
Changes in loss allowance during the year	**0.58**	(18.11)
Balance at the end of the year	**7.42**	6.84

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Note 30 (Continued)
Financial instruments – Fair values and risk management (continued)

iii. 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 have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's principal source of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The company believes that the working capital is sufficient to meet its current requirements, accordingly no liquidity risk is perceived.

Financing arrangements	**31 March 2026**	**31 March 2025**
Particulars		
Fixed Long Term loan - Emergency Credit Line Guarantee Scheme	**67.61**	102.34
	67.61	102.34

Exposure to liquidity risk
The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

as at 31 March 2026		**Contractual cash flows**			
	Carrying amount	**Total**	**Less than 1 year**	**1yr to 2 yrs.**	**more than 2 yrs.**
Non-derivative financial liabilities					
Borrowings	**67.61**	**67.71**	**34.85**	**24.55**	**8.31**
Trade payables	**1,104.79**	**1,104.79**	**1,104.79**	**-**	**-**
Lease liabilities	**144.31**	**169.44**	**57.00**	**40.00**	**72.44**
Other financial liabilities	**8.51**	**8.51**	**8.51**	**-**	**-**
	1,325.22	**1,350.45**	**1,205.15**	**64.55**	**80.75**

as at 31 March 2025		Contractual cash flows			
	Carrying amount	Total	Less than 1 year	1yr to 2 yrs.	more than 2 yrs.
Non-derivative financial liabilities					
Borrowings	102.34	102.56	34.85	34.85	32.86
Trade payables	1,011.46	1,011.46	1,011.46	-	-
Lease liabilities	172.69	206.50	64.39	49.95	92.17
Other financial liabilities	7.46	7.46	7.46	-	-
	1,293.96	1,327.99	1,118.17	84.80	125.03

iv. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables. We are exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of our investments. Thus, our exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currency. The objective of market risk management is to avoid excessive exposure in our foreign currency revenues and costs.

Currency risk

The Company is exposed to currency risk on account of its payables to foreign vendors in various foreign currency. The functional currency of the Company is Indian Rupee. However the Company has natural hedge, the collection from its customer is in equivalent INR which converts in various required currency and park it in SPFC (Special Purpose Foreign Currency) account and release the payment to its vendor as and when payable.

The Company enters into foreign currency transactions in the Leisure Travel Outbound businesses. In the Leisure Travel Outbound business, package prices are denominated partly in the functional currency of the Company, Indian Rupees (INR), and partly in foreign currencies. The portion of customer collection in foreign currencies, which is parked in SPFC (Special Purpose Foreign Currency) accounts, is used to pay off vendor liabilities, denominated in foreign currencies, thereby creating a natural hedge. As a result, the risk related to foreign currency exchange rate fluctuation is insignificant.

Risk starts on the day of tour launch, when price is fixed in foreign currency. Tour price is collected around 15 days/ 1 month in advance and kept in SPFC account to meet payment obligations to Foreign Service providers.

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Note 30 (Continued)

Financial instruments – Fair values and risk management (continued)

Exposure to currency risk (Exposure in different currencies converted to functional currency)

The currency profile of financial assets and financial liabilities as at 31 March 2026 is as below:

as at 31 March 2026 — **Amount in Rs. Millions**

	USD	EUR	GBP	Others
Financial Assets				
Cash and cash equivalents	**54.72**	**25.25**	**10.01**	**137.71**
Other receivables including advances	**381.91**	**110.30**	**9.38**	**352.17**
	436.63	**135.55**	**19.39**	**489.88**
Financial Liabilities				
Trade and other payables	**499.77**	**123.56**	**1.82**	**314.03**
	499.77	**123.56**	**1.82**	**314.03**
Exchange Rates	**94.84**	**109.00**	**125.51**	
Net Exposure in Respective currencies	**(63.14)**	**11.99**	**17.57**	**175.85**

as at 31 March 2025 — Amount in Rs. Millions

	USD	EUR	GBP	Others
Financial assets				
Cash and cash equivalents	39.97	22.06	2.49	127.19
Trade and other receivables including advances	241.17	268.54	55.97	317.60
	281.14	290.60	58.46	444.79
Financial liabilities				
Trade and other payables	367.39	261.99	22.94	428.44
	367.39	261.99	22.94	428.44
Exchange rate	85.48	92.09	110.70	
Net Exposure in Respective currencies	(86.25)	28.61	35.52	16.35

The following significant exchange rates have been applied during the year.

	Average rate		Year-end spot rate	
	31 March 2026	31 March 2025	**31 March 2026**	31 March 2025
USD	**90.16**	84.44	**94.84**	85.48
EUR	**100.54**	91.22	**109.00**	92.09
GBP	**118.11**	107.81	**125.51**	110.70

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against various currencies as mentioned above at March 31 2026 and March 31 2025 would have affected the measurement of financial instruments denominated in the respective currencies and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast transactions to be held in the foreign currencies.

March 31, 2026 — **Amount in Rs. Millions**

	Profit or loss		Equity, net of tax	
	Strengthening	**Weakening**	**Strengthening**	**Weakening**
1% movement				
USD	**(0.60)**	**0.60**	-	-
EUR	**0.11**	**(0.11)**	-	-
GBP	**0.17**	**(0.17)**	-	-

March 31, 2025 — Amount in Rs. Millions

	Profit or Loss		Equity (net of tax)	
	Strengthening	Weakening	Strengthening	Weakening
1% movement				
USD	(0.85)	0.85	-	-
EUR	0.28	(0.28)	-	-
GBP	0.35	(0.35)	-	-

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Note 30 (Continued)

Financial instruments – Fair values and risk management (continued)

Interest rate risk

The exposure of the company's borrowing to interest rate changes at the end of the reporting period are as follows:

	31 March 2026	31 March 2025
Variable rate of borrowings	8.00%	9.00%
Bank overdraft (Weighted average interest rate)	9.49%	9.97%

As at the end of the reporting period, the company had the following fixed and variable rate borrowings:

	31 March 2026		31 March 2025	
	Balance	% of total loans	Balance	% of total loans
Variable rate of borrowings	**67.71**	**100**	102.56	100
Net exposure to cash flow due to interest rate risk	**67.71**	**100**	102.56	100

Sensitivity

Profit or Loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.
Changes in interest rate are based on historical movement.

	Impact on profit after tax	
	31 March 2026	31 March 2025
Interest rates - increase by 100 basis points *	**(0.51)**	(0.77)
Interest rates - decrease by 100 basis points *	**0.51**	0.77

* Holding all other variables constant

Note 31
Contingent Liabilities

	31 March 2026	31 March 2025
Contingent liabilities		
Claims against the Company not acknowledged as debts		
a. Disputed claims made by clients and other parties	**529.88**	565.96
b. Disputed Service Tax Demands	**442.36**	428.85
c. Provident Fund Liability on account of pending Supreme court judgment.	**3.57**	3.57
d. Disputed income tax demands	**22.57**	22.57
e. Disputed GST demands	**83.96**	58.74

(a) It is not practicable for the company to estimate the timing of cash flows, if any, in respect of the above pending resolution of the respective proceedings.

(b) The company does not expect any reimbursement in respect of the above contingent liabilities.

(c) The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of provident fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal. Management has accounted for the liability for the period from date of the SC order to March 31, 2019. Further, pending decision on the subject review petition and directions from the EPFO, the impact for the past period, if any, is not ascertainable and consequently no effect has been given in the accounts.

Note 32
Code on Social Security, 2020

Effective 21 November 2025, the Government of India consolidated 29 existing labour regulations into four Labour codes, namely, The Code on Wages, 2019, The Industrial Relations Code, 2020, The Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020, collectively referred to as the 'New Labour Codes'. The Ministry of Labour & Employment has published draft Central Rules and FAQs to enable assessment of the financial impact due to notification of New Labour Codes.

Based on the requirements of New Labour Codes and relevant Accounting Standards, the Company has estimated the liability for employee benefits, which has resulted in an incremental expense on account of recognition of past service costs. Considering the materiality, one-time nature of the incremental amount, the Company has presented the same as an 'Exceptional Item' in the standalone financial results for the quarter ended 31 December 2025 and year ended 31 March 2026 amounting to Rs. 50.39 Mn. on the basis of guidance provided by ICAI.

The Company continues to monitor the finalisation of Central / State Rules and clarifications from the Government on other aspects of the Labour Code and would provide appropriate accounting effect on the basis of such developments, if any, in subsequent periods.

Note 33
Commitments (to the extent not provided for)

	31 March 2026	31 March 2025
a. Estimated amount of contracts remaining to be executed on capital account and not provided for net of advances	**25.64**	7.04

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Note 34

Relationship with Struck off Companies under section 248 of the companies Act, 2013

as at 31 March 2026

Sr No.	Name of the struck off company	Nature of transactions with struck off company	Balance Payable /(Receivable) (Mn)	Relationship with the struck off company, if any, to be disclosed
i	Oneglobe Travels India Private Limited	Hotel Services	**3.27**	NA
ii	Air Pegasus Private Limited	Airline	**(0.04)**	NA
iii	Travelshongi OPC Private Limited	Travel Agent	**(0.01)**	NA

as at 31 March 2025

Sr No.	Name of the struck off company	Nature of transactions with struck off company	Balance Payable /(Receivable) (Mn)	Relationship with the struck off company, if any, to be disclosed
i	Oneglobe Travels India Private Limited	Hotel Services	4.34	NA
ii	Track India Private Limited	Tour Operator	0.06	NA
iii	Travelshongi OPC Private Limited	Travel Agent	0.01	NA

Note 35
Micro and Small Enterprises

Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force from 2 October, 2006, certain disclosures are required to be made relating to dues to Micro and Small Enterprises

Particulars	31 March 2026	31 March 2025
The amounts remaining unpaid to Micro and Small Suppliers as at the end of the year.		
-- Principal	**49.18**	14.57
-- Interest	-	0.01
The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act, 2006') along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	0.01
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006.	-	0.01

Note 36
Segment reporting

The Company is in the business of providing travel and related services to its retail and corporate customers which is considered by the chief operating decision maker ('CODM') as the only reportable business segment taking into account the nature of the business, the risk and returns, the organisation structure and internal reporting system, the Company also provides financial services which is not a material reportable segment and is largely considered to be an integral part of travel and related services. The travel and related services includes tour operations and travel management services, arranging air tickets, hotels, sightseeing, visa and other related services.

Further, the Company provides services within similar economic environments considering the origin of services and risks and rewards being similar across the said markets / environment, there are no separate reportable geographical segments. Accordingly, these financial statements are reflective of the information required by the Ind AS 108.

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Note 37

Capital Management

The Company considers the following components of its Balance Sheet to be managed capital:
Total equity – retained earnings, capital reserves, share capital.

The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders. The capital structure of the Company is based on management's judgment of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets.

The Company aims to translate profitable growth to superior cash generation through efficient capital management. The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company's focus is on keeping strong total equity base to ensure independence, security, as well as a high financial flexibility for potential future borrowings, if required, without impacting the risk profile of the Company. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure. The Company is not subject to financial covenants in any of its significant financing agreements.

The management monitors the return on capital as well as the level of dividends to shareholders. The Company's goal is to continue to be able to return excess liquidity to shareholders by continuing to distribute dividends in future periods.

Note 38

Employee benefits

The Company contributes to the following post-employment defined benefit plans in India.

(i) Defined contribution plans:
The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund, Employee State Insurance Corporation, Labour Welfare Fund and National Pension Scheme which are defined contribution plan. The Company has no obligations other than to make the specified contributions. The contributions are charged to the Statement of profit and loss as they accrue.

Amount contributed to defined contribution plan and recognised as an expense in the Statement of Profit and Loss are as under:

Particulars	31 March 2026	31 March 2025
Employer's contribution to provident fund	**31.70**	28.68
Employee's State Insurance Corporation	**0.01**	0.05
National pension scheme	**1.86**	1.22
Labour welfare fund	**0.13**	0.07

(ii) Defined benefit plan:
Gratuity plan

The Company provides for Gratuity using the projected unit credit method, with actuarial valuations being carried out at each balance sheet date, based on legislations as enacted up to the balance sheet date. Actuarial gains and losses are recognised in full in Other Comprehensiv Income in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested.

Gratuity is payable to all eligible employees of the Company on superannuation, death and permanent disablement, in terms of the provisions of the Code on Social Security, 2020 or as per the Company's scheme, whichever is more beneficial.

Compensated absences and leave encashment
The leave obligations cover the Company's liability for earned leave. The amount of the provision of Rs. 9.19 Mn (Previous year Rs. 9.54 Mn) is presented as current, since the company does not have an unconditional right to defer settlement for any of these obligations. The following amounts reflect leave that is expected to be taken or settled within the next 12 months. .

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at Balance Sheet date:

	31 March 2026	31 March 2025
Gratuity		
Defined benefit asset-Gratuity plan	-	2.00
Defined benefit liability	**147.56**	83.01
Net defined benefit liability	**147.56**	81.01
- Non-current	**113.64**	61.74
- Current	**33.92**	19.27
Compensated absences		
Liability for compensated absences	**9.19**	9.54
Total employee benefit liabilities	**156.75**	90.54

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Note 38 (Continued)

Employee benefits (Continued)

Movement in net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components

	Defined benefit obligation		Fair value of plan assets		Net defined benefit (asset) liability	
	31 March 2026	31 March 2025	**31 March 2026**	31 March 2025	**31 March 2026**	31 March 2025
Opening balance as on 1 April 2025	**83.01**	65.87	**2.00**	2.49	**81.01**	63.38
Current service cost	**9.85**	6.74	-	-	**9.85**	6.74
Adjustment to opening fair value of plan assets	-	-	-	-	-	-
Expected return on plan assets	-	-	-	-	-	-
Past service cost	**50.39**	-	-	-	**50.39**	-
Interest cost (income)	**5.68**	4.29	-	-	**5.68**	4.29
Settlements / benefits paid	-	-	-	-	-	-
	65.92	11.03	-	-	**65.92**	11.03
Included in OCI						
Remeasurement loss (gain):	-	-	-	-	-	-
Actuarial loss (gain)	**6.85**	11.09	-	-	**6.85**	11.09
Return on plan assets excluding interest income	-	-	**0.22**	(0.01)	**(0.22)**	0.01
	6.85	11.09	**0.22**	(0.01)	**6.63**	11.10
Other						
Contributions paid by the employer	-	-	**6.00**	4.50	**(6.00)**	(4.50)
Benefits paid	**(8.22)**	(4.99)	**(8.22)**	(4.99)	-	-
Closing balance as on 31 March 2026	**147.56**	83.01	-	2.00	**147.56**	81.01

Represented by

Defined benefit asset	-	2.00
Defined benefit liability	**147.56**	83.01
Net defined benefit liability	**147.56**	81.01

The major categories of plans assets for gratuity are as follows

Particulars	**31 March 2026**			31 March 2025		
	Quoted	**Unquoted**	**Total**	Quoted	Unquoted	Total
Insurer Managed Funds	-	-	-	-	1.99	1.99

Defined benefit obligations

i. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

	31 March 2026	31 March 2025
Discount rate	**6.70%**	6.55%
Salary escalation rate	**7.5%**	7.5%
Mortality rate	**IALM (2012-14) Ult**	IALM (2012-14) Ult
Employee Attrition Rate		
Upto Age 30	**40.51%**	40.51%
Age 31-40	**26.60%**	26.60%
Age 41-50	**21.33%**	21.33%
Age 51-59	**9.30%**	9.30%

Assumptions regarding future mortality have been based on published statistics and mortality tables. The current longevities underlying the values of the defined benefit obligation at the reporting date were as follows

As at 31 March 2026, the weighted average duration of the defined benefit obligation was 4.42 years (31 March 2025 : 4.38 years)

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Note 38 (Continued)

Employee benefits (Continued)

ii. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	31 March 2026		31 March 2025	
	Increase	Decrease	Increase	Decrease
Discount rate (2026 - 0.5% and 2025 :- 0.5% movement)	**(3.19)**	**3.32**	(1.79)	1.85
Future salary growth (2026 - 0.5% and 2025 :- 0.5% movement)	**3.19**	**(3.09)**	1.80	(1.75)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

The following table shows expense recognised in Profit and Loss account and

	31 March 2026	31 March 2025
Current service cost	**9.85**	6.74
Past service cost	**50.39**	-
Interest income, net	**5.68**	4.29
	65.92	11.03

The following table shows remeasurement recognised in Other Comprehensive Income

	31 March 2026	31 March 2025
Actuarial loss (gain) /loss on deferred benefit obligation	**6.85**	11.09
Return on plan assets excluding interest income	**(0.22)**	0.01
	6.63	11.10

Risk Exposure for gratuity

Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below :

a) Asset volatility: The plan liabilities are calculated using a discount rate set with reference to bond yields, if the plan assets underperform this yield, this will create a deficit. Further any decrease in the bond yields will increase the plan liabilities. The plan assets investments are in unquoted securities which are subject to interest rate risks and the fund manages the interest rate risks to an acceptable low level.

b) Salary growth & Demographic assumptions: The plan is of a final salary defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the company that any adverse salary growth or demographic experience or inadequate returns on underlying plan assets can result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature the plan is not subject to any longevity risks.

Note 39

Share-based payment arrangements:

A. Description of share-based payment arrangements

i. Share option programs (equity-settled)

Thomas Cook (India) Limited, the parent company has granted employee stock options to the Company's employees on the dates mentioned below. Under these plan, the holder of the vested options are entitled to purchase the shares of the holding company at exercise price as mentioned below.

The key terms and conditions related to the grants under these plans are as follows;

Plan	Method of Settlement	Grant date	No. of options	Exercise price	Vesting period
GT07NOV2016	Equity	7 November 2016	225,000	Rs. 1	100% of the options vest at the end of the 4 years i.e. 7-Nov-2020
ESOP 2018-MGMT	Equity	13 June 2018	422,000	Rs. 137.93	100% of the options vest at the end of the 3 years i.e. 13-June -2021
ESOP 2018-EXECOM	Equity	5 October 2018	97,258	Rs. 1	100% of the options vest at the end of the 5 years i.e. 5-Oct-2023
TCIL ESOP 2018 EXECOM	Equity	30 July 2025	67,005	Rs. 1	100% of the options vest at the end of the 4 years i.e. 29-July-2029
TCIL ESOP 2024 EXECOM	Equity	30 July 2025	641,333	Rs. 1	100% of the options vest at the end of the 4 years i.e. 29-July-2029
TCIL ESOP Scheme 2013	Equity	30 July 2025	41,868	Rs. 1	100% of the options vest at the end of the 4 years i.e. 29-July-2029

Share options outstanding at the end of the year have the following expiry date and exercise prices

Grant Date	Expiry date/ Expiry Year	Exercise price (Rs.)	March 31,2026 Share options	March 31,2025 Share options
13 June 2018	10 June 2031	137.93	**58,200**	71,200
30 July 2025	24 July 2049	1.00	**67,005**	-
30 July 2025	24 July 2049	1.00	**641,333**	-
30 July 2025	24 July 2049	1.00	**41,868**	
Total			**808,406**	71,200
Weighted average remaining contractual life of options outstanding at end of year			**21.97 Years**	6.18 Years

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Note 39 (Continued)
Share-based payment arrangements: (Continued)

B. Measurement of fair values

Equity-settled share-based payment arrangements

The fair value of the employee share options has been measured using the Black-Scholes formula. The Black- Scholes model requires the consideration of certain variables such as volatility, risk free rate, expected dividend yield, etc. for the calculation of the fair value of the option. These variables significantly influence the fair value and any changes in these variables could significantly affect the fair value of the option.

Thomas Cook (India) Limited, the holding company ("TCIL") in a composite scheme of arrangement demerged its Human Resources Services Business and transferred it to Quess Corp Limited ("Quess"). The scheme was approved by the National Company Law Tribunal (NCLT) with the appointed date as April 1, 2019. The effective date of the scheme was November 25, 2019 when both TCIL and Quess filed the certified copies of the order with their respective jurisdictional Registrar of Companies.

As a part of the composite scheme, Employees whose ESOPs were outstanding on the effective date will be entitled to the additional shares of Quess on account of the demerger of Human Resource Business. Instead of altering the exercise price, TCIL provided additional award in form of Quess shares.

The employees are now entitled to shares of Quess along with those of TCIL in the same share entitlement ratio prescribed in the scheme for the other shareholders of TCIL.

In case of vested ESOPs, the employees will be granted shares of TCIL and Quess only on payment of the exercise price. In case of unvested ESOPs, the employees will be granted shares of TCIL and Quess on completion of the remaining vesting period and payment of the exercise price.

The options, to the extent, which are settled by shares of Quess do not meet the definition of a share-based payment arrangement because the value of shares of Quess is not based on the price or value of TCIL's equity instruments or any of its group entity's equity instruments.

The options to the extent which are settled by shares of Quess will be considered as an employee benefit within the scope of Ind AS 19.

The options settled by shares of TCIL continue to be considered as share based payments and are accounted as per IND AS 102.

	March 2026						March 2025		
	GT07NOV2016	**TCIL ESOP Scheme 2013**	**TCIL ESOP 2024 EXECOM**	**ESOP 2018-EXECOM**	**ESOP 2018-MGMT**	**ESOP 2018-EXECOM**	GT07NOV2016	ESOP 2018-MGMT	ESOP 2018-EXECOM
Fair value (Esop Expenses)	**117.75**	**-**	**-**	**-**	**83.65**	**155.80**	117.75	83.65	155.80
Fair value (Stock Expenses)	**95.29**	**-**	**-**	**-**	**65.71**	**95.21**	95.29	65.71	95.21
Number of options	**-**	**41,868**	**641,333**	**67,005**	**58,200**	**-**	-	71,200	-
Share price at grant date	**218.55**	**-**	**-**	**-**	**248.63**	**256.20**	218.55	248.63	256.20
Exercise price	**1.00**	**1.00**	**1.00**	**1.00**	**137.93**	**1.00**	1.00	137.93	1.00

C. Reconciliation of outstanding share options

The number and weighted-average exercise prices of share options under the share option programs were as follows:

Particulars	**Number of options**	**Weighted average exercise price**	Number of options	Weighted average exercise price
	31 March 2026	**31 March 2026**	31 March 2025	31 March 2025
Options outstanding as at the beginning of the year	**71,200**	**137.93**	149,000	137.93
Options granted during the year	**750,206**	**-**	-	-
Options Exercised during the year	**13,000**	**-**	77,800	-
Options lapsed/ forfeited during the year	**-**	**-**	-	-
Options outstanding as at the year end	**808,406**	**10.86**	71,200	137.93
Options vested and exercisable at the end of the year	**-**	**-**	-	-

D Expenses/shares option outstanding account arising from share based payment transactions

Total expenses arising from share-based payment related transactions recognised in profit or loss as part of employee benefit expense were as follows:

Particulars	**31 March 2026**	31 March 2025
Employee ESOP expenses	**19.51**	-
Employee Stock Expenses	**-**	-

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Note 40

Related party transactions

(A) Names of related parties by whom control exists

Name of the parties	Relationships
Fairfax Financial Holdings Limited, Canada	Ultimate Holding Company
Thomas Cook (India) Limited	Holding Company

(B) Parties over whom control exists

Relationships	Name of the parties
Subsidiary Company of SOTC Travel Limited	Travel Circle International (Mauritius) Limited (Holding 51% of total Equity,w.e.f 27 June 2017)

(C) Fellow Subsidiaries and other related parties with whom transactions has taken place during the year

Relationships	Name of the parties
Fellow subsidiaries	Travel Corporation (India) Limited (Amalgamated w.e.f. 25th November, 2019)
	Thomas Cook Lanka (Private) Limited
	Sterling Holiday Resorts Limited
	Asian Trails Singapore Pte Limited
	Asian Trails SDN BHD (Malaysia)
	Asian Trails Limited. (Thailand)
	PT Asian Trails Limited
	Asian Trails (Vietnam) Co. Limited
	Asian Trails Cambodia
	Kuoni Private Safaris (Pty) Limited
	Private Safaris EA Limited
	TC Tours Limited (formerly known as 'Thomas Cook Tours Limited')
	Australia Tours Management Pty Limited.
	DEI Holdings Limited
	Horizon Travel Services LLC
	Desert Adventures Tourism LLC
	Travel Circle International Ltd Hongkong
	Asian Trails Holding Limited.
	Kuoni Australia Holding Pty Limited
	Gulf Dunes LLC
	Thomas Cook (Mauritius) Operations Co Limited
Other Related Parties	Quess Corp Limited (Associate of Fairbridge Capital (Mauritius) Limited)
	Terrier Security Services (India) Private Limited (Associate of Quess Corp Limited)
	Go Digit General Insurance Limited
	Digitide Solutions Limited
	Bluspring Enterprises Limited
Associate/Joint Venture of Holding Company	Indian Horizon Marketing Services Limited

(D) Key Management Personnel / Directors and Management Council

Particulars	Name of the key management personnel
Managing Director and Chief Executive Officer	Mr. Vishal Suri
Directors of the Company	Mr. Madhavan Menon (upto 31st May 2025)
	Mr. Mahesh Iyer (from 7th May 2025)
	Mr. Nilesh Vikamsey
	Mrs.Kishori Udeshi
	Mr. Rahul Bhagat
	Mr. Debasis Nandy
Chief Financial Officer	Mr. Farroukh Kolah
Company Secretary	Ms. Shaily Gupta
Members of Management Council	Mr. Vishal Suri
	Mr. Farroukh Kolah
	Mr. Indiver Rastogi
	Mr. S D Nandakumar
	Mr. Daniel Dsouza (upto 10th October 2024)
	Ms. Deepti Sheth (upto 31st March 2026)

SOTC TRAVEL LIMITED MUMBAI

BSR & Co. LLP 14th Floor, Central B Wing and North C Wing, Nesco IT Park4, Nesco Center, Western Express Highway, Goregaon (East), Mumbai - 400 063 Chartered Accountants

Notes to the financial statements (Continued)

as at 31 March 2026

(All amount in Rs Millions, unless otherwise stated)

Related party transactions *(Continued)*

(E) ***Related parties with whom transactions has taken place during the year***

Particulars	Year	Holding Company	Ultimate Holding Company	Subsidiaries	Associate/Joint Venture of Holding Company	Other Related Parties	Fellow subsidiaries	Key Management Personnel and its relatives
Income from tours/Sale of services	**2026**	**5.06**	-	-	-	-	**(0.14)**	**0.96**
	2025	4.01	-	-	-	-	1.58	1.05
Cost of tours/Purchase of services	**2026**	**364.25**	-	-	**2.98**	**48.47**	**2,348.84**	-
	2025	343.52	-	-	-	45.20	2,468.34	-
Guarantee fees paid	**2026**	**0.15**	-	-	-	-	-	-
	2025	0.12	-	-	-	-	-	-
Expenses reimbursed	**2026**	**206.96**	-	-	-	-	**1.37**	-
	2025	197.84	-	-	-	-	1.19	-
Expenses recovered	**2026**	**6.16**	-	-	-	-	**7.22**	-
	2025	10.36	-	-	-	-	11.61	-
Interest expenses on ROU assets	**2026**	**1.00**	-	-	-	-	-	-
	2025	2.06	-	-	-	-	-	-
ROU lease liability	**2026**	**4.91**	-	-	-	-	-	-
	2025	18.89	-	-	-	-	-	-
Productivity linked bonus income	**2026**	-	-	-	-	-	**61.46**	-
	2025	-	-	-	-	-	51.78	-
CRS (GDS) Income	**2026**	-	-	-	-	-	**32.45**	-
	2025	-	-	-	-	-	17.65	-
Hotel Commission income	**2026**	-	-	-	-	-	**6.06**	-
	2025	-	-	-	-	-	3.40	-
Term loan received during the year	**2026**	**100.00**	-	-	-	-	-	-
	2025	100.00	-	-	-	-	-	-
Term loan received (repaid) during the year	**2026**	**100.00**	-	-	-	-	-	-
	2025	100.00	-	-	-	-	-	-
Voluntary / Charitable contribution	**2026**	-	-	-	-	-	-	-
	2025	-	-	-	-	1.00	-	-
Interest expenses on term loan	**2026**	**0.20**	-	-	-	-	-	-
	2025	0.19	-	-	-	-	-	-
Provision for doubtful advances	**2026**	-	-	-	-	-	**8.28**	-
	2025	-	-	-	-	-	8.28	-
Receivables	**2026**	-	-	-	-	-	**33.56**	-
	2025	2.28	-	-	-	-	66.43	-
Advance to suppliers	**2026**	-	-	-	-	-	**7.40**	-
	2025	-	-	-	-	-	7.40	-
Payables	**2026**	**83.94**	-	-	-	-	**10.96**	-
	2025	68.59	-	-	-	-	2.71	-

(F) Names of parties (subsidiaries and fellow subsidiaries) having related party transactions in excess of 10% in line transactions:

Particulars	Fellow subsidiaries	31 March 2026	31 March 2025
Income from tours/Sale of services	Travel Corporation (India) Limited	**(0.14)**	1.58
	TC Tours Limited	**1,495.90**	1,407.70
	Horizon Travel Services LLC	**162.69**	153.13
	Desert Adventures Tourism LLC	**187.68**	443.55
Cost of tours/Purchase of services	Asian Trails (Thailand)	**192.36**	141.89
	Kuoni Private Safaris (Pty) Limited	-	7.74
	Asian Trails (Malaysia) SDN BHD	**75.33**	87.32
	PT Asian Trails Limited	**10.83**	8.22
	Asian Trails Co Limited Vietnam	**92.89**	126.54
	Asian Trails Cambodia	**0.78**	0.53
	Private Safaris EA Limited	-	1.88
	Australia Tours Management Pty Limited.	**130.38**	89.82

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Notes to the financial statements (Continued)

as at 31 March 2026

(All amount in Rs Millions, unless otherwise stated)

Related party transactions *(Continued)*

(F) Names of parties (subsidiaries and fellow subsidiaries) having related party transactions in excess of 10% in line transactions:

Expenses reimbursed	Travel Corporation (India) Limited	**1.05**	0.92
	TC Tours Limited	**-**	0.27
	Gulf Dunes LLC	**0.32**	-
	Travel Corporation (India) Limited	**3.63**	7.31
	Horizon Travel Services LLC	**0.31**	0.29
	Desert Adventures Tourism LLC	**0.23**	0.22
	Private Safaris EA Limited	**0.23**	0.22
	Kuoni Private Safaris (Pty) Limited	**0.23**	0.22
	Travel Circle International Limited Hongkong	**0.15**	0.14
Expenses recovered	DEI Holdings Limited	**1.37**	1.43
	Asian Trails Holding Limited.	**0.38**	0.50
	Kuoni Australia Holding Pty Limited	**-**	0.13
	Thomas Cook (Mauritius) Operations Co Limited	**0.41**	0.35
	Thomas Cook Lanka (Private) Limited	**-**	0.20
	TC Tours Limited	**-**	0.31
	Sterling Holiday Resorts Limited	**0.28**	0.30
Hotel Commission income	TC Tours Limited	**6.06**	3.40
Productivity linked bonus	TC Tours Limited	**61.46**	51.78
CRS (GDS) Income	TC Tours Limited	**32.45**	17.65
Provision for doubtful advances	Luxe Asia Private Limited	**7.40**	7.40
	Thomas Cook Lanka (Private) Limited	**0.88**	0.88
	Go Digit General Insurance Limited	**3.54**	6.23
Other Related Parties	Quess Corp Limited.	**8.62**	29.16
	Terrier Security Services (India) Private Limited	**9.68**	9.81
	Digitide Solutions Limited	**7.43**	-
	Bluspring Enterprises Limited	**19.20**	-
Associate/Joint Venture of Holding Company	Indian Horizon Marketing Services Limited	**2.98**	-
	Mr Vishal Suri	**0.31**	0.25
Key Management Personnel and its relatives	Mrs Nobalina Suri	**0.34**	0.53
	Ms Saakshi Vishal Suri	**-**	0.01
	Mr Aryaman Vishal Suri	**0.30**	0.15
	Mrs. Santosh Suri	**-**	0.02
	Others	**-**	0.10
	Ms. Shaily Ranjan Gupta	**0.00**	-
Others	Fairfax India Charitable Foundation	**-**	1.00
	Travel Corporation (India) Limited	**1.47**	1.55
	Horizon Travel Services LLC	**27.43**	0.13
	Desert Adventures Tourism LLC	**1.08**	8.80
	Kuoni Private Safaris (Pty) Limited	**0.08**	0.03
	Thomas Cook Lanka (Private) Limited	**0.88**	0.88
	Private Safaris EA Limited	**0.03**	0.03
Receivables	DEI Holdings Limited	**1.04**	0.34
	Asian Trails Holding Limited.	**0.38**	0.06
	Kuoni Australia Holding Pty Limited	**-**	0.50
	Thomas Cook (Mauritius) Operations Co Limited	**0.11**	0.09
	Travel Circle International Limited Hongkong	**0.02**	0.02
	Sterling Holiday Resorts Limited	**0.07**	0.02
	Australia Tours Management Pty Ltd.	**-**	0.23
	Asian Trails (Malaysia)	**0.88**	7.42
	Asian Trails (Thailand)	**-**	17.61
	Asian Trails (Vietnam)	**-**	15.06
	Asian Trails (Indonesia)	**0.09**	0.00
	Borderless Travel Services Limited	**-**	2.94
	TC Tours Limited	**-**	10.74
	Travel Corporation (India) Limited	**0.13**	0.12
	Asian Trails (Thailand)	**3.89**	-
	Horizon Travel Services LLC	**1.86**	2.40
Payables	TC Tours Limited	**0.89**	-
	Asian Trails Cambodia	**-**	0.19
	Australia Tours Management Pty Limited.	**0.73**	-
	Asian Trails Co Limited Vietnam	**3.34**	-
	Asian Trails Cambodia	**0.12**	-
Advance to suppliers	Luxe Asia Private Limited	**7.40**	7.40

Notes to the financial statements (Continued)

as at 31 March 2026

(All amount in Rs Millions, unless otherwise stated)

(G) *Related parties with Holding and Ultimate Holding Company*

Particulars	Holding and Ultimate Holding Company	31 March 2026	31 March 2025
Income from tours	Thomas Cook (India) Limited	**5.06**	4.01
Cost of tours and related services	Thomas Cook (India) Limited	**364.25**	343.52
Expenses reimbursed	Thomas Cook (India) Limited	**206.96**	197.84
Expenses recovered	Thomas Cook (India) Limited	**6.16**	10.36
Interest expenses on ROU assets	Thomas Cook (India) Limited	**1.00**	2.06
ROU lease liability	Thomas Cook (India) Limited	**4.91**	18.89
Guarantee Fees paid	Thomas Cook (India) Limited	**0.15**	0.12
Term loan given during the year	Thomas Cook (India) Limited	-	-
Term loan given (repaid) during the year	Thomas Cook (India) Limited	-	-
Term loan received during the year	Thomas Cook (India) Limited	**100.00**	100.00
Term loan received (repaid) during the year	Thomas Cook (India) Limited	**100.00**	100.00
Interest income on term loan	Thomas Cook (India) Limited	-	-
Interest expenses on term loan	Thomas Cook (India) Limited	**0.20**	0.19
Receivables	Thomas Cook (India) Limited	-	2.28
Payables	Thomas Cook (India) Limited	**83.94**	68.59

(H) Transactions with Key Management Personnel and Members of Management Council

Particulars		31 March 2026	31 March 2025
Salaries and other employee benefits including gratuity to whole-time directors and executive officers			
	Mr. Vishal Suri	**50.77**	51.55
	Mr. Farroukh Kolah	**12.95**	10.80
	Ms. Shaily Gupta	**2.99**	2.61
	Mr. S D Nandakumar	**22.59**	19.36
	Mr. Daniel Dsouza (upto 10th October 2024)	-	10.78
	Ms. Deepti Sheth (upto 31st March 2026)	**11.05**	8.10
Commission and other benefits to non-executive/independent directors		**3.60**	3.60

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(All amount in Rs Millions, unless otherwise stated)

Note 41

	Financial performance ratios	Numerator	Denominator	31 March 2026	31 March 2025	% Change
A	**Performance Ratios**					
	Net Profit ratio	Profit/(Loss) after tax	Revenue from operations	**0.02**	0.02	-22%
	Net Capital Turnover Ratio (in times) (i)	Revenue from operations	Average working capital = (Opening net current assets + Closing net current assets)/2*	**(15.33)**	(11.31)	36%
	Return on Capital Employed (ii)	Profit/(Loss) before interest and tax	Capital Employed = Tangible Net Worth ** + Total Debt + Lease Liabilities	**0.31**	0.45	-31%
	Return on Equity ratio (iii)	Profit/(Loss) after tax	Average total equity = (Opening total equity + Closing total equity)/2	**0.29**	0.53	-46%
	Return on Investment	Income generated from invested fund in the market	Average invested fund in market= (Opening funds in the market+ Closing funds in the market)/2	**4%**	4%	-7%
	Debt Service Coverage ratio	Profit/(Loss) before interest, tax and , Depreciation and amortisation	Borrowings principal payments, Interest and lease payment	**3.74**	4.20	-11%
B	**Leverage Ratios**					
	Debt- Equity Ratio (iv)	Total Borrowings	Total Equity	**0.26**	0.45	-44%
C	**Liquidity Ratios**					
	Current ratio	Current Assets	Total Current Liabilities	**0.79**	0.67	18%
D	**Activity Ratio**					
	Inventory Turnover ratio	Cost of services	Closing inventory	**NA**	NA	NA
	Trade Receivable Turnover Ratio	Revenue from operations	Average trade receivables = (Opening trade receivable + Closing trade receivable)/2	**24.68**	23.81	4%
	Trade Payable Turnover Ratio	Cost of services	Average trade payable = (Opening trade payable + Closing trade payable)/2	**9.58**	8.80	9%

* Net current assets = Total current assets - Total current liability

**Tangible net worth = Total net worth - Intangible assets (including intangible asset under development and goodwill)

Reason for Variance

i Due to increase in net working capital while revenue remained relatively stable

ii Decrease in ROCE due to lower EBIT on account of one time gratuity impact, coupled with increase in capital employed from retained earnings.

iii Decrease in ROE due to lower PAT on account of one time gratuity impact, coupled with increase in average equity from retained earnings.

iv The ratio has improved because company has repaid part of the Term Loan

Note 42

Other Statutory Information

(i) The Company does not have any Benami property, where any proceeding has been initiated or is pending against the Company, for holding any Benami property.

(ii) The Company does not have any charges or satisfaction of such charges which are yet to be registered with the Registrar of Companies (ROC) beyond the statutory period.

(iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(iv) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(v) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(vi) The Company does not have any transaction which is not recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey) or any other relevant provisions of the Income-tax Act, 1961.

(vii) The Company has not revalued its property,plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year

(viii) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority

(ix) The Company has complied with the number of layers prescribed under the Companies Act.2013

(x) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

Note 43

During the previous year ,the Company detected a cyber-incident. The Company immediately disconnected the network and isolated all servers in line with the protocols defined to contain the spread of the malware. Since then, Company along with Information Technology security experts have completed a full check of all its systems to scan and remove all malware and affected files to prevent any future recurrence. All Information Technology applications and infrastructure are restored and running with enhanced security features and entire business operation back to normal. The cyber incident did not had any material financial impact on the company.

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Notes to the financial statements (Continued)

as at 31 March 2026

(All amount in Rs Millions, unless otherwise stated)

Note 44

Transfer Pricing

The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under Sections 92-92F of the Income-tax Act. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company is in the process of updating the documentation for the international as well as specified domestic transactions (if applicable) entered into with the associated enterprise during the financial year and expects such records to be in existence latest by the end of the stipulated timeline, as required by law. The Management is of the opinion that its international as well as specified domestic transactions (if any) are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expenses and that of provision for taxation.

Note 45

Other information with regards other matters specified in schedule III of the Companies Act 2013 is either nil or not applicable to the company for the financial year ended 31 March 2026.

Note 46

Thomas Cook (India) Limited, the holding company, prepares consolidated financial statement under Ind AS, hence Company has availed the exemption for preparing consolidated financial statement under Ind AS 110.

The notes from 1 to 46 form an integral part of the financial statements.

As per our report of even date attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Jayesh T Thakkar
Partner

Membership No: 113959
Mumbai
04-May-2026

For and on behalf of the Board of Directors of
SOTC Travel Limited
[CIN:U63040MH2001PLC131691]

Nilesh Vikamsey
Chairman
[DIN: 00031213]

Vishal Suri
Managing Director and
Chief Executive Officer
[DIN: 06413771]

Farroukh Kolah
Chief Financial Officer

Shaily Gupta
Company Secretary
[Membership No: ACS-24078]

Mumbai
04-May-2026

B S R & Co. LLP
Chartered Accountants

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Chennai – 600 031, India
Telephone: +91 44 4608 3100
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Independent Auditor's Report

To the Members of Sterling Holiday Resorts Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Sterling Holiday Resorts Limited (the "Company") which comprise the balance sheet as at 31 March 2026, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2026, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs 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 Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Management's and Board of Directors' Responsibilities for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

THM

Auditor's 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 SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements 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 achieves fair presentation.

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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2 A. As required by Section 143(3) of the Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit. THM

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

c. The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors as on 31 March 2026 and 01 April 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 from being appointed as a director in terms of Section 164(2) of the Act.

f. the qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(A)(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a. The Company has disclosed the impact of pending litigations as at 31 March 2026 on its financial position in its financial statements - Refer Note 42 to the financial statements.

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

d (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 56 (iv) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 56 (v) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

THM

e. The Company has neither declared nor paid any dividend during the year.

f. Based on our examination which included test checks, the Company has used accounting softwares from third party service providers for maintaining its books of account relating to general ledger, revenue and payroll. At the application level, the accounting softwares have a feature of recording audit trail (edit log) facility and the same has operated throughout the for all relevant transactions recorded in the software. Further, during the course of our audit, did not come across any instance of audit trail feature being tampered with. While the systems used for general ledger and revenue support audit trail functionality, we are unable to comment whether it was enabled at the database level due to the absence of relevant reporting in the independent auditor's report in relation to controls at service organization. With respect to the payroll software, based on the relevant reporting in the independent auditor's report in relation to controls at service organization, the audit trail (edit log) facility has been enabled at the database level and the same has operated throughout the for all relevant transactions recorded in the software. The Company has retained audit logs as per statutory requirements, except for the instances mentioned above.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid and payable by the Company to its director during the current year is in accordance with the provisions of Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

T H Mahadevan

Partner

Membership No.: 224352

ICAI UDIN:26224352BBLJRG3335

Place: Chennai

Date: 11 May 2026

Annexure A to the Independent Auditor's Report on the Financial Statements of Sterling Holiday Resorts Limited for the year ended 31 March 2026

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company, except for the following which are not held in the name of the Company:

Description of property	Gross carrying value (INR in lakhs)	Held in the name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in the name of the Company. Also indicate if in dispute
Freehold land	44,840.20	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Refer Note 3 and 47 of the financial statements
Building	20,234.31	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Refer Note 3 and 47 of the financial statements
Freehold land	4,471.90	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Refer Note 3, 44(a) and 47 of the financial statements
Building	4,908.09	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Refer Note 3, 44(a) and 47 of the financial statements

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Annexure A to the Independent Auditor's Report on the Financial Statements of Sterling Holiday Resorts Limited for the year ended 31 March 2026 *(Continued)*

Description of property	Gross carrying value (INR in lakhs)	Held in the name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in the name of the Company. Also indicate if in dispute
Freehold land	860.00	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Refer Note 3 and 44(c) of the financial statements
Freehold land	10,203.50	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Refer Note 3, 44(d)(i) and 47 of the financial statements
Building	4,233.40	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Refer Note 3, 44(d)(i) and 47 of the financial statements
Freehold land	20,150.00	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Refer Note 3, 44(d)(ii) and 47 of the financial statements
Building	5,256.45	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Refer Note 3, 44(d)(ii) and 47 of the financial statements
Freehold land	1,210.00	Manchanda Resorts Private Limited	No	March 20, 1990 onwards	SHRIL had acquire Manchanda Resorts Pvt Ltd, title deeds are yet to be transferred.
Building	2,779.78	Manchanda Resorts Private Limited	No	March 20, 1990 onwards	SHRIL had acquire Manchanda Resorts Pvt

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Annexure A to the Independent Auditor's Report on the Financial Statements of Sterling Holiday Resorts Limited for the year ended 31 March 2026 *(Continued)*

Description of property	Gross carrying value (INR in lakhs)	Held in the name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in the name of the Company. Also indicate if in dispute
					Ltd, title deeds are yet to be transferred.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year except for all assets comprising 'Freehold Land' and 'Leasehold Land' (see Note 50 in the financial statements).

The aforesaid revaluation is based on the valuation performed by a Registered Valuer and the amount of net change was Rs. 13,472.27 lakhs which is more than 10% in the aggregate of the net carrying value of total land as a class of Property, Plant and Equipment.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or any other parties during the year. However, the Company has made investments in mutual funds during the year and has granted loans to other parties during the year in respect of which the requisite information is as below.

(a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans as below: THM

Annexure A to the Independent Auditor's Report on the Financial Statements of Sterling Holiday Resorts Limited for the year ended 31 March 2026 *(Continued)*

Particulars	Guarantees (INR in lakhs)	Security (INR in lakhs)	Loans # (INR in lakhs)	Advances in nature of loans (INR in lakhs)
Aggregate amount granted during the year				
Subsidiaries*	-	-	-	-
Joint ventures*	-	-	-	-
Associates*	-	-	-	-
Others	-	-	8.26	-
Balance outstanding as at balance sheet date				
Subsidiaries*	-	-	205.53 ^	-
Joint ventures*	-	-	-	-
Associates*	-	-	-	-
Others	-	-	6.14	-

*As per the Companies Act, 2013

Represents loans extended to employees

^ A loss allowance of INR 205.53 lakhs has been recorded on the balance outstanding as at the balance sheet date by the Company, based on its assessment of recoverability of this balance. The amount is repayable on demand and hence we are unable to comment on the regularity of payment of principal and the amount overdue for more than ninety days.

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the terms and conditions of the loans granted during the year, are prima facie, not prejudicial to the interest of the Company. The Company has not made any investments, provided gurantees, given security or granted advances in the nature of loans during the year. However, the Company has made investments in mutual funds during the year.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.

(f) According to the information and explanations given to us and on the basis of our examination

Annexure A to the Independent Auditor's Report on the Financial Statements of Sterling Holiday Resorts Limited for the year ended 31 March 2026 *(Continued)*

of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

(iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has not provided any guarantee or security as specified under Section 185 and 186 of the Companies Act, 2013 ("the Act"). In respect of the investments made and loans given by the Company, in our opinion the provisions of Section 185 and 186 of the Act have been complied with.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.

(vii) (a) The Company does not have liability in respect of Service tax and Duty of excise during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the undisputed statutory dues including Goods and Service Tax, Sales Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have been regularly deposited by the Company with the appropriate authorities, though there have been slight delays in a few cases of provident fund, Employees State Insurance and Tax deducted at source.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Services Tax, Sales Tax, Provident Fund, Employees State Insurance, Income-Tax, Value Added Tax or Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2026 for a period of more than six months from the date they became payable, except as mentioned below:

Name of the statute	Nature of the dues	Amount (INR in lakhs)	Period to which the amount relates	Due date	Date of payment
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident fund	21.83	Oct 2019 - Aug 2023	15th of next month	Unpaid

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Services Tax, Provident Fund, Employees State Insurance, Income-Tax, Sales Tax, Luxury tax, Value Added Tax or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

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Annexure A to the Independent Auditor's Report on the Financial Statements of Sterling Holiday Resorts Limited for the year ended 31 March 2026 *(Continued)*

Name of the statute	Nature of the dues	Amount * (INR in lakhs)	Period to which the amount relates	Forum where dispute is pending
Uttarakhand Goods and Services Tax Act, 2017	Goods and Services Tax	24.34	FY 2018-19	Deputy Commissioner (Appeals) , State Tax
Tamil Nadu Goods and Services Tax Act, 2017	Goods and Services Tax	862.88	FY 2017-18 and 2018-19	Commissioner of Central Tax, Appeals, Chennai
Tamil Nadu Goods and Services Tax Act, 2017	Goods and Services Tax	1,080.74	FY 2019-20 to 2021-22	Commissioner of Central Tax, Appeals, Chennai
Kerela Goods and Service Tax Act, 2017	Goods and Services Tax	26.37	FY 2019-20	Deputy Commissioner (Appeals) , State Tax
Integrated Goods and Service Tax Act.	Goods and Services Tax	167.60	F.Y 2019-20 to 2023-24	Commissioner (Appeals)
Tamil Nadu Luxury tax Act	Luxury tax	6,050.13	FY 1998-99 to 2017-18	Madras High Court
Tamil Nadu Luxury tax Act	Luxury tax	114.76	FY 2010-11 to 2014-15	Madras High Court
The Income Tax Act, 1961	Income tax	648.76	AY 2001-02	Income Tax Appellate Tribunal, Mumbai
The Income Tax Act, 1961	Income tax	2,450.30	AY 2015-16	Income Tax Appellate Tribunal, Mumbai
The Income Tax Act, 1961	Income tax	6,660.94	AY 2017-18	Income Tax Appellate Tribunal, Mumbai
The Income Tax Act, 1961	Income tax	201.84	AY 2018-19	Income Tax Appellate Tribunal, Mumbai
The Income Tax	Income Tax	22.05	AY 2024-25	Commissioner of

Annexure A to the Independent Auditor's Report on the Financial Statements of Sterling Holiday Resorts Limited for the year ended 31 March 2026 *(Continued)*

Name of the statute	Nature of the dues	Amount * (INR in lakhs)	Period to which the amount relates	Forum where dispute is pending
Act, 1961				Income Tax (Appeals)

* Net of amounts paid under protest

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) In our opinion and according to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Act. The Company does not hold any investment in any associates or joint ventures (as defined under the Act) during the year ended 31 March 2026.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act). The Company does not hold any investment in any associates or joint ventures (as defined under the Act) during the year ended 31 March 2026.

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) Based on the information and explanations provided to us, the Company does not have a vigil mechanism and is not required to have a vigil mechanism as per the Act or SEBI (Listing

THM

Annexure A to the Independent Auditor's Report on the Financial Statements of Sterling Holiday Resorts Limited for the year ended 31 March 2026 *(Continued)*

Obligations and Disclosure Requirements) Regulations, 2015.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) The requirements as stipulated by the provisions of Section 177 of the Act are not applicable to the Company. In our opinion and according to the information and explanations given to us and on the basis of our examination of records of the Company, transactions with the related parties are in compliance with Section 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

(xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly,

THM

Annexure A to the Independent Auditor's Report on the Financial Statements of Sterling Holiday Resorts Limited for the year ended 31 March 2026 *(Continued)*

clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

T H Mahadevan
Partner
Membership No.: 224352
ICAI UDIN:26224352BBLJRG3335

Place: Chennai
Date: 11 May 2026

Annexure B to the Independent Auditor's Report on the financial statements of Sterling Holiday Resorts Limited for the year ended 31 March 2026

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Sterling Holiday Resorts Limited ("the Company") as of 31 March 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2026, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial

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Annexure B to the Independent Auditor's Report on the financial statements of Sterling Holiday Resorts Limited for the year ended 31 March 2026 *(Continued)*

statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

T H Mahadevan

Partner

Membership No.: 224352

ICAI UDIN:26224352BBLJRG3335

Place: Chennai

Date: 11 May 2026

Sterling Holiday Resorts Limited
Balance Sheet as at March 31, 2026
(All amounts are in lakhs of Indian rupees, unless otherwise stated)

	Note	As at March 31, 2026	As at March 31, 2025
Assets			
Non-current assets			
Property, plant and equipment	3	116,929.63	102,018.30
Capital work-in-progress	4	479.29	368.71
Right of use assets	51	12,665.92	14,215.22
Other intangible assets	5	5.06	10.79
Financial assets			
i. Investments	6(a)	190.16	190.16
ii. Other financial assets	9	3,282.38	2,132.44
Other tax assets (net)	10	2,035.04	3,131.20
Deferred acquisition cost	11	6,389.13	7,223.29
Other non-current assets	12	184.67	236.29
Total non-current assets		**142,161.28**	**129,526.40**
Current assets			
Inventories	13	329.90	262.84
Financial assets			
i. Investments	6(b)	20,300.21	9,723.66
ii. Trade receivables	7	1,698.40	1,422.75
iii. Cash and cash equivalents	14	2,132.60	632.04
iv. Bank balances other than (iii) above	15	515.65	-
v. Loans	8	7.12	14.49
vi. Other financial assets	9	6,569.54	15,251.98
Deferred acquisition cost	11	435.24	460.94
Other current assets	16	1,245.43	1,053.98
Total current assets		**33,234.09**	**28,822.68**
Total assets		**175,395.37**	**158,349.08**
Equity and liabilities			
Equity			
Equity share capital	17	2,905.00	2,905.00
Other equity			
Reserves and surplus	18	19,560.26	12,267.72
Other comprehensive income	19	69,301.38	57,732.76
Total equity		**91,766.64**	**72,905.48**
Liabilities			
Non-current liabilities			
Financial liabilities			
i. Lease liabilities	51	9,657.69	11,503.40
ii. Other financial liabilities	20	51.22	17.00
Provisions	22	627.89	539.30
Deferred tax liabilities (net)	23	10,207.12	5,771.65
Other non-current liabilities			
i. Contract liability - Deferred revenue	24	47,402.63	53,313.44
Total non-current liabilities		**67,946.55**	**71,144.79**
Current liabilities			
Financial liabilities			
i. Lease liabilities	51	2,669.45	2,227.44
ii. Trade payables			
a) total outstanding dues of micro enterprises and small enterprises; and	25	311.43	274.23
b) total outstanding dues of creditors other than micro enterprises and small enterprises	25	3,070.20	3,208.00
iii. Other financial liabilities	21	501.84	724.25
Other current liabilities			
i. Contract liability - Deferred revenue	26	6,815.76	5,553.92
ii. Others	27	1,759.02	1,780.53
Provisions	22	554.49	530.44
Total current liabilities		**15,682.18**	**14,298.81**
Total liabilities		**83,628.73**	**85,443.60**
Total equity and liabilities		**175,395.37**	**158,349.08**
Material accounting policies	1.3		

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached
for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

T H Mahadevan
Partner
Membership No: 224352
Place: Chennai
Date: May 11, 2026

for and on behalf of the Board of Directors of
Sterling Holiday Resorts Limited
CIN: U63040TN1989PLC114064

Vikram Dayal Lalvani
Managing Director & Chief Executive Officer
DIN: 07115464
Place: Chennai
Date: May 5, 2026

Usha Rangarajan
Director
DIN: 07154943
Place: Coimbatore
Date: May 5, 2026

Krishna Kumar L
Chief Financial Officer
Membership No: 028935
Place: Chennai
Date: May 5, 2026

Muthukumaran A
Company Secretary
Membership No: A33894
Place: Chennai
Date: May 5, 2026

Sterling Holiday Resorts Limited
Statement of Profit and Loss for the year ended March 31, 2026
(All amounts are in lakhs of Indian rupees, unless otherwise stated)

	Note	Year ended March 31, 2026	Year ended March 31, 2025
Income			
Revenue from operations	28	48,412.46	45,346.29
Other income	29	3,036.86	3,464.53
Total income		**51,449.32**	**48,810.82**
Expenses			
Cost of materials consumed	30	3,488.54	3,193.49
Employee benefits expense	31	14,340.37	14,310.20
Finance costs	32	1,267.00	1,272.56
Depreciation and amortisation expense	33	4,317.25	3,920.64
Other expenses	34	17,954.38	15,782.19
Total expenses		**41,367.54**	**38,479.07**
Profit before exceptional items and tax		**10,081.78**	**10,331.75**
Exceptional items	57	207.98	2,401.71
Profit before tax		**9,873.80**	**7,930.03**
Tax expense:			
Current tax	35	-	-
Deferred tax	35	2,548.32	2,181.84
Total tax expense		**2,548.32**	**2,181.84**
Profit for the year		**7,325.48**	**5,748.19**
Other comprehensive income / (loss)			
Items that will not be reclassified to profit or loss			
Remeasurements of defined benefit liability / (asset)		(65.54)	(87.38)
Revaluation gain on land		13,472.27	-
Income tax relating to items that will not be reclassified to profit or loss		(1,887.15)	(1,131.05)
Other Comprehensive (loss) / income for the year, net of tax		**11,519.58**	**(1,218.43)**
Total comprehensive income for the year		**18,845.06**	**4,529.76**
Earnings per equity share (Face value of INR 10 each)	55		
Basic earnings per share (INR)		25.22	19.79
Diluted earnings per share (INR)		25.22	19.79
Material accounting policies	1.3		

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached
for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

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Date: May 5, 2026

Sterling Holiday Resorts Limited
Statement of changes in equity for the year ended March 31, 2026
(All amounts are in lakhs of Indian rupees, unless otherwise stated)

I) Equity share capital

	Amount
Balance as at April 1, 2024	2,905.00
Changes in equity share capital during the year	-
Balance as at March 31, 2025	**2,905.00**
Balance as at April 1, 2025	**2,905.00**
Changes in equity share capital during the year	-
Balance as at March 31, 2026	**2,905.00**

II) Other equity

	Reserves and surplus						Other comprehensive income			
	Securities premium	General reserve	Retained earnings	Capital Redemption Reserve	Capital contribution from Holding company	Total	Remeasurements of the defined benefit liability / (asset)	Revaluation reserve	Total	Total
Balance as at April 1, 2024	**32,057.94**	**-**	**(27,377.51)**	30.30	**1,665.29**	**6,376.02**	-	**59,090.49**	**59,090.49**	**65,466.51**
Profit for the year	-	-	5,748.19	-	-	5,748.19	-	-	-	**5,748.19**
Equity-settled share-based payment	-	-	-	-	4.21	4.21	-	-	-	**4.21**
Other comprehensive income for the year	-	-	-	-	-	-	(65.39)	-	(65.39)	**(65.39)**
Transfer to retained earnings - Actuarial gain / (loss) (Net of tax)	-	-	(65.39)	-	-	(65.39)	65.39	-	65.39	-
Transfer to retained earnings - Sale of land (Net of tax)	-	-	204.69	-	-	204.69	-	(204.69)	(204.69)	-
Remeasurement of deferred tax liability	-	-	-	-	-	-	-	(1,153.04)	(1,153.04)	**(1,153.04)**
Balance as at March 31, 2025	**32,057.94**	**-**	**(21,490.02)**	**30.30**	**1,669.50**	**12,267.72**	-	**57,732.76**	**57,732.76**	**70,000.48**
Balance as at April 1, 2025	**32,057.94**	-	**(21,490.02)**	**30.30**	**1,669.50**	**12,267.72**	-	**57,732.76**	**57,732.76**	**70,000.48**
Profit for the year	-	-	7,325.48	-	-	7,325.48	-	-	-	**7,325.48**
Other comprehensive income for the year	-	-	-	-	-	-	(49.04)	11,568.62	11,519.58	**11,519.58**
Equity-settled share-based payment	-	-	-	-	16.10	16.10	-	-	-	**16.10**
Transfer to retained earnings - Actuarial gain / (loss) (Net of tax)	-	-	(49.04)	-	-	(49.04)	49.04	-	49.04	-
Balance as at March 31, 2026	**32,057.94**	-	**(14,213.58)**	**30.30**	**1,685.60**	**19,560.26**	-	**69,301.38**	**69,301.38**	**88,861.64**

Material accounting policies 1.3

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached
for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

T H Mahadevan
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Date: May 5, 2026

Muthukumaran A
Company Secretary
Membership No: A33894
Place: Chennai
Date: May 5, 2026

Sterling Holiday Resorts Limited
Statement of Cash flows for the year ended March 31, 2026
(All amounts are in lakhs of Indian rupees, unless otherwise stated)

	Note	Year ended March 31, 2026	Year ended March 31, 2025
Cash flow from operating activities			
Profit before tax		9,873.80	7,930.03
Adjustments for:			
Depreciation and amortisation expense	31	4,317.25	3,920.64
Finance costs	32	1,267.00	1,272.56
Income from termination of memberships		(2,768.98)	(5,530.81)
Interest income	29	(1,192.75)	(1,089.03)
Loss on sale of assets (net)	34	14.44	(69.01)
Equity-settled share-based payment	18	16.10	4.21
Gain on sale of investments (net)	29	(23.21)	(47.66)
Change in fair value of financials assets at fair value through profit or loss	29	(725.69)	(659.61)
Income from termination of lease contracts	29	(47.57)	(563.04)
Impairment of investment and loans in subsidiary	57	-	1,990.02
Impairment of other receivables	57	40.17	-
Working capital adjustments:			
Increase in trade receivables		(275.65)	(1,557.40)
Increase in inventories		(67.06)	(11.21)
Increase in other financial assets		(3.79)	(1,226.20)
Decrease in other assets		677.43	2,118.95
Decrease in trade payables		(100.60)	(546.86)
Decrease in other liabilities		(1,901.53)	(546.23)
Increase in employee benefit obligations		47.11	245.13
Decrease in other financial liabilities		(229.98)	(10.31)
Cash generated from operating activities		**8,916.49**	**5,624.17**
Income taxes paid (net of refund)		1,096.16	(508.60)
Net cash from operating activities		**10,012.65**	**5,115.57**
Cash flows from investing activities			
Acquisition of property, plant and equipment and intangible assets (including capital creditors and capital advances)		(3,298.82)	(1,983.27)
Proceeds from disposal of property, plant and equipment		1.19	515.01
Repayment of loan by subsidiaries		26.17	4,122.30
Loans given to subsidiaries		(66.34)	(596.31)
Other loans		7.37	-
Investment in fixed deposits		(8,331.56)	(19,799.92)
Proceeds from fixed deposits		15,168.08	14,357.14
Investment in mutual funds		(11,249.50)	(1,949.90)
Proceeds from sale of mutual funds		1,421.85	1,363.82
Interest received		1,289.06	2,197.03
Net cash (used in) investing activities		**(5,032.50)**	**(1,774.10)**
Cash flows from financing activities			
Finance cost paid		(54.21)	(86.41)
Principal payment of lease liabilities		(3,425.38)	(2,971.32)
Net cash (used in) financing activities		**(3,479.59)**	**(3,057.73)**
Net increase / (decrease) in cash and cash equivalents		1,500.56	283.74
Cash and cash equivalents at the beginning of the year		632.04	348.30
Cash and cash equivalents at the end of the year		**2,132.60**	**632.04**

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Sterling Holiday Resorts Limited
Statement of Cash flows for the year ended March 31, 2026
(All amounts are in lakhs of Indian rupees, unless otherwise stated)

	Note	Year ended March 31, 2026	Year ended March 31, 2025
Cash and cash equivalents comprises:			
Balances with banks on current account	14	2,099.53	582.15
Cash on hand	14	33.07	49.89
Cash and cash equivalents at the end of the year		2,132.60	632.04
Material accounting policies	1.3		

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached
for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

T H Mahadevan
Partner
Membership No: 224352
Place: Chennai
Date: May 11, 2026

for and on behalf of the Board of Directors of
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Chief Financial Officer
Membership No: 028935
Place: Chennai
Date: May 5, 2026

Muthukumaran A
Company Secretary
Membership No: A33894
Place: Chennai
Date: May 5, 2026

1.1 Reporting entity

Sterling Holiday Resorts Limited ('the Company') is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is registered with the Ministry of Corporate Affairs under Corporate Identification Number (CIN) U63040TN1989PLC114064

The Company's registered office is at Purva Primus, 4th Floor, 236, Okkiyampettai, Old Mahabalipuram Road, Thoraipakkam, Chennai - 600097 The Company is a subsidiary of Thomas Cook (India) Limited and the ultimate holding company is Fairfax Financial Holdings Limited, Canada The Company is primarily involved in Leisure Hospitality Services (Resort business) and selling Membership (Time share).

1.2 Basis of preparation

(a) Statement of compliance

These financial statements of have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act as amended from time to time.

The financial statements were approved for issue by the Company's Board of Directors on May 05, 2026

Details of the Company's material accounting policies are included in note 1 3 The Company has consistently applied the accounting policies to all the periods present in these financial statements

(b) Basis of measurement

These financial statements have been prepared on a historical cost basis and on an accrual basis, except for the following items

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Investments mandatorily measured at FVTPL (refer note 1 3(b)(ii))	Fair value
Freehold and leasehold land	Fair value
Share based payment arrangements	Fair value of the option
Net defined benefit liability (refer note 1 3(g)(iii))	Present value of the defined benefit obligation less the fair value of plan assets

(c) Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency All the financial statements have been rounded-off to the nearest lakhs, or decimals thereof, unless otherwise indicated Transactions and balances with values below the rounding off norm adopted by the Company have been reflected as "-" in the relevant notes in these financial statements.

(d) Use of estimates and judgements

In preparing these financial statements, management has made judgements and estimates 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 recognised prospectively

Judgement

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes

Note 3(b) and 36 Financial instruments Classification and measurement

Note 3(k) and 51 Lease term whether the Company is reasonably certain to exercise extension options

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties at the reporting date that have a significant risk of resulting in a significant adjustment to the carrying amounts of assets and liabilities within the next financial year is included in the following notes. Actual results may be different from these estimates.

Note 3 : Freehold land and leasehold land is measured based on valuation by external independent valuers using market approach

Note 22: Measurement of defined benefit obligations key actuarial assumptions.

Note 23: Recognition of deferred tax assets availability of future taxable profit against which deductible temporary differences and tax losses carried forward can be utilised.

Note 3(i) and Note 28: Revenue recognition estimate of expected returns

Note 36 : Determine the fair value of financial assets or liability based on unobservable inputs

Note 37: Measurement of ECL allowance for trade receivables key assumptions in determining the weighted-average loss rate;

Notes 42 and 44: Recognition and measurement of provisions and contingencies key assumptions about the likelihood and magnitude of an outflow of resources.

(e) Measurement of fair values

A number of Company's accounting policies and disclosures require the measurement of fair values, for both financial and non financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values The Company regularly reviews significant unobservable inputs and valuation adjustments, including level 3 fair values If third party information is used to measure fair values, then the Company assesses the evidence obtained from the third parties to support the conclusion that these valuation meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.
- Level 1 quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e as prices) or indirectly (i.e derived from prices)
- Level 3 inputs for the asset or liability that are not based on observable market data (unobservable inputs)

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1.2 Basis of preparation *(continued)*

(e) Measurement of fair values *(continued)*

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible The inputs used to measure the fair value of assets or a liability fall into different levels of the fair value hierarchy Accordingly, the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the low level input that is significant to the entire measurement

Management uses various valuation techniques to determine fair value of financial instruments (where active market quotes are not available) This involves developing estimates and assumptions consistent with how market participants would price the instrument Management based on its assumptions on observable data as far as possible but where it not available, the management uses the best information available Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred

(f) Current and Non-current classification

Based on the nature of services / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities

(g) Going Concern

The financial statements for the year ended March 31, 2026 reflect that the Company has accumulated losses of INR 14,213 58 lakhs (March 31, 2025 INR 21,490 02 lakhs) (which have eroded the net worth of the Company) as at the balance sheet date The above accumulated loss includes a one-time impact of INR 30,259 54 lakhs on change in accounting for contracts with customers, pursuant to transition to Ind AS 115 Revenue from Contracts with Customers During the year Company has earned profit before tax of INR 9,873 80 (March 31, 2025 INR 7930 03) The Company has considered various internal and external sources of information, up to the date of approval of the financial statements, in determining the potential impact on the financial position and business operations of the Company

Based on the expected continued profitability, approved cash flow projections for the next 12 months, availability of assets (land, buildings, trade receivables etc) for securitization monetization for additional funds, the Company believes that it would be able to meet its financial requirements and no adjustments would be required in respect of the carrying values of assets liabilities Accordingly, these financial statements are prepared on a going concern basis

(h) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief operating decision maker The Chairman – Whole Time Director (WTD) of the Company has been identified as the chief operating decision maker of the Company who assesses the financial performance and position of the Company and makes strategic decisions Refer Note 42 for segment information presented

1.3 Material accounting policies

(a) Foreign currency transactions

Transactions in foreign currencies are translated into the functional currency of the Company, at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction Foreign exchange gain and losses from settlement of these transactions are recognised in the statement of profit or loss.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate as at the reporting date Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of transaction. Exchange differences arising on translation are recognised in the statement of profit or loss.

(b) Financial instruments

(i) Recognition and initial measurement

Trade receivables 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
However, if the Company has an unconditional right to an amount that differs from the transaction price (e g due to the Company's refund policy), the trade receivable will be initially measured at the amount of that unconditional right

(ii) Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at
- amortised cost,
- Fair value through other comprehensive income (FVOCI) – debt investment,
- Fair value through other comprehensive income (FVOCI) – equity investment, or
- Fair value through profit and loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition unless the company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

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STERLING HOLIDAY RESORTS LIMITED CHENNAI

1.3 Material accounting policies *(continued)*

(b) Financial instruments *(continued)*

(ii) Classification and subsequent measurement *(continued)*

Financial assets *(continued)*

a) Non-derivative financial assets

Financial assets at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:
- it is held within a business model whose objective is to hold assets to collect contractual cash flows, and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments at FVTOCI

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:
- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Equity instruments at FVTOCI

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

Where the Company elects to designate an equity instrument at fair value through other comprehensive income (FVOCI), all changes in fair value, except for dividend income, are recognised in other comprehensive income and are not subsequently reclassified to the Statement of Profit or Loss.

Financial assets at FVTPL

All financial assets not classified as measured at amortised cost or FVTOCI as described above are measured at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI as at FVTPL, if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non- recourse features).

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1.3 Material accounting policies *(continued)*

(b) Financial instruments *(continued)*

(ii) Classification and subsequent measurement *(continued)*

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest *(continued)*

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets – Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities – Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

(iii) De-recognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different, in which case, a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

(iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

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STERLING HOLIDAY RESORTS LIMITED ★ CHENNAI ★

1.3 Material accounting policies *(continued)*

(c) Property, plant and equipment

(i) Recognition and measurement

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Items of property, plant and equipment (including capital-work-in progress) are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses.

Cost of an item of property, plant and equipment comprises:

a purchase price, including import duties and non-refundable taxes on purchase (goods and service tax), after deducting trade discounts and rebates

b any directly attributable cost of bringing the item to its working condition for its intended use, estimated costs of dismantling and removing the item and restoring the site on which it is located

Cost of a self-constructed item of property, plant and equipment comprises:

a the cost of materials and direct labour,

b any directly attributable cost of bringing the item to its working condition for its intended use, estimated costs of dismantling and removing the item and restoring the site on which it is located

Any gain/ loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

The Company follows revaluation model for measurement of freehold and leasehold land. Freehold and leasehold land will be recognized at fair value based on periodic, at least triennial, valuations done by external independent valuers, less subsequent depreciation of leasehold land. Increase in the carrying amount arising on revaluation of land are recognized, net of tax, in other comprehensive income and accumulated in reserves in shareholders' equity.

Fair value of the land is determined using the Market comparable method, i.e., the valuations performed by the valuer are based on active market sale prices, adjusted for difference in the nature, location or condition of the specific property. Refer Note 50.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably.

(iii) Depreciation

Depreciation is calculated on the cost of items of property, plant and equipment less their estimated residual values over the estimated useful lives using the straight-line method and is generally recognised in the Statement of profit or loss. Freehold land is not depreciated.

Depreciation on property, plant and equipment is charged over the estimated useful life of the asset as evaluated on technical assessment on straight-line method, in accordance with Part A and C of Schedule II to the Companies Act, 2013.

The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as follows:

Asset	Management estimate of useful life	Useful life as per Schedule II
Buildings	30 - 60	30 - 60
Plant and equipment	15	15
Electrical equipment	10	10
Office equipment	5	5
Furniture and fixtures	8 to 10	10
Computer equipments – Desktop, laptop and end-user items	3	3
Computer equipments – Servers and Network	6	6
Vehicles	8	8 - 10 years

Depreciation method, useful lives and residual values are reviewed at each financial period-end and adjusted if necessary, for each reporting period. Based on technical assessment and consequent advice, the management believes that its estimate of useful life as given above best represent the period over which management expects to use the asset.

Leasehold improvements are amortized on a straight line basis over the useful life of the asset or the remaining lease term whichever is lower.

On property, plant and equipment added/ disposed off during the period, depreciation is charged on pro-rata basis for the period from/up to which the asset is ready for use/disposed off.

Premium paid for acquiring leasehold land is amortised over the period of lease. Assets constructed on leasehold land/leasehold improvements are amortised over the primary period of lease or its estimated useful life, whichever is lower.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/ (losses).

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1.3 Material accounting policies *(continued)*

(d) Intangible assets

(i) Recognition and measurement

Research and development:

Expenditure on research activities is recognised in profit or loss as incurred.

Development expenditure is capitalised as part of the cost if the resulting intangibles asset only if the expenditure can be measured reliably, the product or process is the technically and commercially feasible, future economic benefits are probable and the company intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in profit or loss as incurred. Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortisation and any accumulated impairment losses.

Other intangible assets:

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities). Amortisation is calculated on a straight-line basis over their estimated useful lives and it is included in the Statement of profit or loss. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates and cost of assets can be measured reliably. All other expenditure, is recognised in profit or loss as incurred.

(iii) Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in Depreciation and amortisation expense in the Statement of profit or loss.

The estimated useful life of intangible asset consisting computer software are as follows:

Category of asset	Management estimate of useful life
Software	3 - 5 years

(e) Inventories

Inventories are measured at the lower of cost and net realisable value.

Inventories comprising of provisions, perishables, beverages and operating supplies are stated at lower of cost and net realizable value. Cost is determined using the Weighted average method. The cost comprises of purchase price, non-refundable taxes and delivery handling cost incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. Inventories are written down for slow moving/ non-moving items, wherever necessary.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated costs necessary to make the sale. Raw materials and other supplies held for use in the production of finished products are not written down below cost except in cases when a decline in the price of materials indicates that the cost of the finished products shall exceed the net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

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1.3 Material accounting policies *(continued)*

(f) Impairment

(i) Impairment of financial instruments

The Company recognises loss allowances for expected credit losses on financial assets measured at amortised cost and contract assets

The Company measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:
• debt securities and loans that are determined to have low credit risk at the reporting date; and
• other debt securities and bank balances for which credit risk (i.e the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables, finance lease receivables, and contract assets are always measured at an amount equal to lifetime ECLs.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months)

The maximum period considered when estimating expected credit losses is the maximum contractual
period over which the Company is exposed to credit risk.
When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, 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 and including forward looking information

The Company considers a financial asset to be in default when:
- the recipient is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held), or

- the financial asset is more than 180 days past due.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i e the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive)

ECLs are discounted at the effective interest rate of the financial asset

Credit-impaired financial assets

At each reporting date, the Company assesses whether such financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:
- significant financial difficulty;
- a breach of contract such as a default or being more than 180 days past due;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise.
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. For individual customers, the Company has a policy of writing off the gross carrying amount when the financial asset is 180 days past due based on historical experience of recoveries of similar assets. For corporate customers, the Company individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Company expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

(f) Impairment *(continued)*

(ii) Impairment of non-financial assets *(continued)*

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than biological assets, inventories, contract assets and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination

The recoverable amount of an individual asset or CGU is the greater of its value in use and its fair value less costs of disposal. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount
Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

In respect of other assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss previously recognised is reversed only if there has been a change in the estimates used to determine the recoverable amount since the last impairment loss was recognised. Such a reversal is made only to the extent that the asset's carrying amount neither exceeds its recoverable amount nor the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised

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1.3 Material accounting policies *(continued)*

(g) Employee benefits

(i) Short-term employee benefits

Short-term employee benefits are measured on an undiscounted basis and expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term benefits, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(ii) Defined contribution plans

A defined contribution plan is a post-employment benefit plan where the Company's legal or constructive obligation is limited to the amount that it contributes to a separate legal entity.

The Company makes specified monthly contributions towards Government administered provident fund scheme.

Obligations for contributions to defined contribution plan are expensed as an employee benefits expense in the Statement of profit or loss in period in which the related service is provided by the employee. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

(iii) Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in the future contributions to the plan ('the asset ceiling'). To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in other comprehensive income. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate determined by reference to market yields at the end of the reporting period on government bonds. The rate is applied on the net defined benefit liability (asset), both as determined at the start of the annual reporting period, taking into account any changes in the net defined liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of the plan are changed or when the plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs. The Company Gratuity plan is funded with Life Insurance Corporation of India, for all of the employees.

(iv) Long-term employee benefits - Compensated absences:

Accumulated absences expected to be carried forward beyond twelve months is treated as long-term employee benefit for measurement purposes. The Company's net obligation in respect of other long-term employee benefit of accumulating compensated absences is the amount of future benefit that employees have accumulated at the end of the period. That benefit is discounted to determine its present value. The obligation is measured annually by a qualified actuary using the projected unit credit method. Remeasurements are recognised in profit or loss in the period in which they arise.

The obligations are presented as current liabilities in the balance sheet, if the Company does not have an unconditional right to defer the settlement for at least twelve months after the reporting date.

(v) Termination benefits:

Termination benefits are expensed at the earlier of when the Company can no longer withdraw the offer of those benefits and when the Company recognises costs for a restructuring. If the benefits are not expected to be settled wholly within 12 months of the reporting date, they are discounted.

(vi) Share-based payment arrangements

The grant date fair value of equity-settled share-based payment arrangements granted to employees is generally recognised as an employee benefits expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. When the terms of an equity-settled award are modified, the minimum expense recognised by the Company is the grant date fair value of the unmodified award, provided the vesting conditions (other than a market condition) specified on grant date of the award are met. Further, additional expense, if any, is measured and recognised as at the date of modification, in case such modification increases the total fair value of the share-based payment plan, or is otherwise beneficial to the employee. Share-based payment arrangements granted directly to the employees of the Company by the Holding company and settled in the holding company's equity instruments are measured in accordance with the requirements applicable to equity-settled share-based payment transactions, with a corresponding increase in capital contribution from the parent.

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1.3 Material accounting policies *(continued)*

(h) Provisions (other than for employee benefits), Contingent liabilities and Contingent assets

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Expected future operating losses are not provided for.

Where the Company expects some or all of the expenditure required to settle a provision will be reimbursed by another party, the reimbursement is recognised when, and only when, it is virtually certain that reimbursement will be received if the entity settles the obligation. The reimbursement is treated as a separate asset.

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

Onerous contracts

A contract is considered to be onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. A provision for onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract, which is determined based on the incremental costs of fulfilling the obligation under the contract and an allocation of other costs directly related to fulfilling the contract. Before such a provision is made, the Company recognises any impairment loss on the assets associated with that contract.

Contingent liabilities

Contingent liability is a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets

Contingent asset is not recognised in the financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognized.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

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1.3 Material accounting policies *(continued)*

(i) Revenue recognition

The Company's business is to sell membership and provide holiday facilities to members for a specified period each year, over a number of years, for which membership fee is collected either in full upfront, or on a deferred payment basis. The Company is involved in the business of operating hotels and holiday resorts, providing travel and tourism-related services including tour operations and hospitality services, and earning income from such activities including room rentals, tour packages, and allied services

Under Ind AS 115 an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard establishes a five-step approach to revenue recognition that includes identifying contracts with customers, identifying performance obligations, determining transaction prices, allocating transaction prices to performance obligations and recognizing revenues when or as the performance obligations are satisfied.

a) Revenue from membership fees

The Company recognises the membership fees over the tenure of membership as the performance obligation is fulfilled over the tenure of membership. Revenue from consumer offers and other benefits provided on membership are recognized as and when such benefits are provided to members at its respective fair value.
The payment for membership fee is collected either in full upfront, or on a deferred payment basis. The revenue to be recognized in future periods classified as deferred income under the head 'other non-current' / 'other current liabilities'. Discounts and other incentives provided to the customer's are reduced from the overall contract value

Revenue is recognized only when it is probable that the economic benefits associated with the transaction will flow to the Company. Revenue with respect to instalments/contracts where there is an uncertainty about collectability, is deferred (even though the membership is not cancelled). The estimation of such revenues where there is uncertainty in collection has been made by the Company based on past trends of year-wise cancellation of memberships and considering factors impacting future collections.

b) Revenue from annual subscription fees

Income in respect of annual subscription fee or annual amenity charges dues from members is recognized only when it is reasonably certain that the ultimate collection will be made. Where the length of time between rendering services and collection of consideration from the customers is more than one year, the Company adjusts the consideration for time value of money

c) Interest income on membership plans

Interest is recognised as income based on the terms of the contracts entered into with the members if they are reasonably certain to be recovered from the customers.

Revenue is recognized only when it is probable that the economic benefits associated with the transaction will flow to the Company. Revenue with respect to instalments/contracts where there is an uncertainty about collectability, is deferred (even though the membership is not cancelled). The estimation of such revenues where there is uncertainty in collection has been made by the Company based on past trends of year-wise cancellation of memberships and considering factors impacting future collections. Unbilled revenue instalments that are due more than 12 months are considered overdue and are adjusted against credits available under deferred revenue

d) Incremental costs of obtaining and fulfilling a contract

The Company recognises as an asset the incremental costs of obtaining a contract with a customer if the entity expects to recover those costs. The incremental costs of obtaining a contract are those costs that an entity incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained. Costs to obtain a contract that would have been incurred regardless of whether the contract was obtained are recognised as an expense when incurred, unless those costs are explicitly chargeable to the customer regardless of whether the contract is obtained

If the costs incurred in fulfilling a contract with a customer are not within the scope of another Standard, the Company recognizes an asset from the costs incurred to fulfil a contract only if those costs meet all of the following criteria

- the costs relate directly to a contract or to an anticipated contract that the entity can specifically identify,

- the costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future, and

- the costs are expected to be recovered

The above costs to obtain and fulfill a contract are amortised over the effective membership period.

f) Revenue from resorts

Income from resorts comprising of sale of food and beverages, room rentals and other services are recognized when these are sold and as services are rendered.

g) Contract balances

(i) Contract assets
A contract asset is the right to consideration in exchange for services rendered to the customer. If the Company renders services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional

(ii) Contract liabilities
A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration has received consideration, or for which an amount of consideration is due from the customer. Contract liabilities are recognised as revenue when the Company performs under the contract.

h) Deferred acquisition cost
Incremental costs of acquisition of the members are deferred over the period of effective membership in line with revenue deferral. Incremental costs are those that would not have been incurred if the contract was not obtained. Such cost which will be amortised in the future period are disclosed under deferred acquisition cost.

(ii) Interest income or expense

Interest income or expense is recognised using the effective interest method
The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to
- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability
In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability
However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

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STERLING HOLIDAY RESORTS LIMITED CHENNAI

1.3 Material accounting policies *(continued)*

(k) Leases

The Company has adopted Ind AS 116 Leases with effect from April 1, 2019 and the Company has elected to measure right-of-use asset for all leases at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet immediately before the date of initial application. At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange of consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company uses the definition of a lease in Ind AS 116. Premium paid for acquiring leasehold land is amortised over the period of lease.

Company as a Lessee

At commencement or on modification of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Company has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. The Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources that reflects the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:
- fixed payments, including in-substance fixed payments,
- variable lease payments that depend on an index or rate, initially measured using the index or rate as at the commencement date,
- amounts expected to be payable under a residual value guarantee, and
- the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revision in-substance fixed lease payment.

When the lease liability is remeasured due to modification in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or recorded in the Statement of profit or loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognizes any remaining amount of the re-measurement in Statement of profit or loss. The Company presents right-of-use assets in 'Non-current assets' and lease liabilities in 'Financial liabilities' in the balance sheet.

Short term leases and low value assets

The Company has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Company as a Lessor

At the inception or on modification of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. When the Company acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Company makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease, if not, then it is an operating lease. As part of this assessment, the Company considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

If an arrangement contains lease and non-lease components, then the Company applies Ind AS 115 to allocate the consideration in the contract.

The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'other income'.

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1.3 Material accounting policies *(continued)*

(l) Income tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in Other comprehensive income

The Company has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets

(i) Current tax

Current tax comprises of the expected tax payable or receivable on the taxable income or loss for the period and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted at the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that

(i) is not a business combination, and

(ii) at the time of the transaction;

a.) that affects neither accounting nor taxable profit or loss and

b.) does not give rise to equal taxable and deductible temporary differences.

- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future, and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for the Company. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

(m) Borrowing costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred

(n) Earnings per share

a) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year (refer Note 55)

b) Diluted earnings per share

Diluted earnings per share is computed by dividing the profit (considered in determination of basic earnings per share) after considering the effect of interest and other financing costs or income (net of attributable taxes) associated with dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earnings per share adjusted for the weighted average number of equity shares that would have been issued upon conversion of all dilutive potential equity shares

1.3 Material accounting policies *(continued)*

(o) Cash flows Statement

Cash flows are reported using the indirect method, whereby profit / (loss) is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information. In cash flow statement, cash and cash equivalents include cash in hand, balances with banks in current accounts and other short-term highly liquid investments with original maturities of three months or less.

(p) Cash and cash equivalents (for the purpose of cash flow statement)

Cash comprises of cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

1.4 Recent pronouncements

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2026, MCA has notified the following:

Ind AS 1 - Presentation of Financial Statements

For accounting periods beginning on or after 1 April 2026, when an entity breaches any covenant of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand, it classifies the liability as current, even if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach. An entity classifies the liability as current because, at the end of the reporting period, it does not have the right to defer its settlement for at least 12 months after that date.

However, an entity classifies the liability as non-current if the lender agreed by the end of the reporting period to provide a period of grace ending at least 12 months after the reporting period, within which the entity can rectify the breach and during which the lender cannot demand immediate repayment. This amendment is to be applied retrospectively for annual reporting periods beginning on or after 1 April 2026, in accordance with Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors.

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3 Property, plant and equipment

(See accounting policy in note 1.3 (c))

Reconciliation of carrying amount for the year ended March 31, 2026:

Particulars	Land - freehold	Buildings	Computers	Plant and equiments	Furniture and fixtures	Office equipments	Vehicles	Electrical installations	Total
I. Gross Block									
Balance as at April 1, 2025	70,354.92	36,023.08	519.67	2,949.41	3,814.11	136.02	195.97	5,134.99	119,128.17
Additions / Adjustments	-	1,805.72	33.79	558.95	364.50	10.47	25.19	473.89	3,272.51
Disposals / Transfer / Write offs	-	-	(14.65)	(68.53)	(464.46)	(57.20)	-	(84.74)	(689.57)
Balance as at March 31, 2026	**70,354.92**	**37,828.80**	**538.81**	**3,439.83**	**3,714.15**	**89.29**	**221.16**	**5,524.14**	**121,711.11**
			(1.00)						
II. Accumulated depreciation									
Balance as at April 1, 2025	-	7,491.70	453.73	1,488.22	3,322.02	80.27	131.73	4,142.20	17,109.87
Depreciation for the year	-	889.59	32.15	203.99	145.94	16.41	14.88	355.08	1,658.03
Disposals / Transfer / Write offs	-	-	(14.61)	(59.28)	(463.52)	(57.20)	-	(79.33)	(673.94)
Balance as at March 31, 2026	-	**8,381.29**	**471.26**	**1,632.92**	**3,004.44**	**39.48**	**146.61**	**4,417.95**	**18,093.96**
III. Revaluation									
Revaluation for the year	13,312.48	-	-	-	-	-	-	-	13,312.48
Net block									
Balance as at March 31, 2026	83,667.40	29,447.51	67.55	1,806.91	709.71	49.81	74.55	1,106.19	116,929.63

Reconciliation of carrying amount for the year ended March 31, 2025:

Particulars	Land - freehold	Buildings	Computers	Plant and equiments	Furniture and fixtures	Office equipments	Vehicles	Electrical installations	Total
I. Gross Block									
Balance as at April 1, 2024	70,764.92	35,149.02	538.05	2,530.47	3,862.76	124.45	188.86	5,265.69	118,424.22
Additions / Adjustments	-	922.55	48.14	440.97	198.85	31.48	12.43	188.53	1,842.95
Disposals / Transfer / Write offs	(410.00)	(48.49)	(66.52)	(22.03)	(247.50)	(19.91)	(5.32)	(319.23)	(1,139.00)
Balance as at March 31, 2025	**70,354.92**	**36,023.08**	**519.67**	**2,949.41**	**3,814.11**	**136.02**	**195.97**	**5,134.99**	**119,128.17**
II. Accumulated depreciation									
Balance as at April 1, 2024	-	6,659.47	490.33	1,324.60	3,388.45	86.59	123.95	4,012.27	16,085.66
Depreciation for the year	-	858.31	29.03	179.54	180.69	13.55	13.10	442.84	1,717.06
Disposals / Transfer / Write offs	-	(26.08)	(65.63)	(15.92)	(247.12)	(19.87)	(5.32)	(312.91)	(692.85)
Balance as at March 31, 2025	-	**7,491.70**	**453.73**	**1,488.22**	**3,322.02**	**80.27**	**131.73**	**4,142.20**	**17,109.87**
Net block									
Balance as at March 31, 2025	70,354.92	28,531.38	65.94	1,461.19	492.09	55.75	64.24	992.79	102,018.30

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3 Property, plant and equipment (continued)

Revaluation of land

The revalued land consists of both freehold and leasehold (Refer note 50).

Nature	Revaluation model		Cost model	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Freehold land	83,667.40	70,354.92	5,250.87	5,250.87
Leasehold land	1,946.60	1,812.36	161.91	161.91
Total	**85,614.00**	**72,167.28**	**5,412.78**	**5,412.78**

(a) Consequent to the Scheme referred in Note 47 becoming effective, the Company is in the process of transferring the title of land and buildings in the name of Company.

(b) Refer Note 43 for capital commitments.

(c) Refer Note 44 for certain property related matters.

(d) The Company has written off assets with net carrying amount of INR 12.00 lakhs based on physical verification conducted (Previous year INR 10.49 lakhs).

(e) Details of title deeds of immovable properties not held in the name of the Company

Relevant line item in the Balance Sheet	Description of property	Gross carrying value (lakhs)	Held in the name of	Whether promoter, director or their relative or employee	Period held indicate range, where appropriate	Reason for not being held in the name of the Company
Property, Plant and Equipment	Freehold land	44,840.20	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Refer Note 47
Property, Plant and Equipment	Building	20,234.31	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Refer Note 47
Property, Plant and Equipment	Freehold land	4,471.90	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Refer Note 44 (a)
Property, Plant and Equipment	Building	4,908.09	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Refer Note 44 (a)
Property, Plant and Equipment	Freehold land	860.00	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Refer Note 44 (c)
Property, Plant and Equipment	Freehold land	10,253.50	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Refer Note 44 (d (i))
Property, Plant and Equipment	Building	4,233.40	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Refer Note 44 (d (i))
Property, Plant and Equipment	Freehold land	20,150.00	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Refer Note 44 (d (ii))
Property, Plant and Equipment	Building	5,256.45	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Refer Note 44 (d (ii))
Property, Plant and Equipment	Freehold land	1,210.00	Manchanda Resorts Private Limited	No	March 20, 1990 onwards	SHRIL had acquired Manchanda Resorts Pvt Ltd, title deeds are yet to be transferred
Property, Plant and Equipment	Building	2,779.78	Manchanda Resorts Private Limited	No	March 20, 1990 onwards	

4 Capital work-in-progress

Particulars	As at March 31, 2026	As at March 31, 2025
Balance as at April 1, 2025	368.72	299.63
Additions during the year	3,383.08	1,912.04
Capitalisation during the year	3,272.51	1,842.95
Balance as at March 31, 2026	**479.29**	**368.72**

Capital work-in-progress mainly comprises of resort properties under construction/ renovation

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4 Capital work-in-progress *(continued)*

Ageing of Capital work-in-progress

As at March 31, 2026:

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	475.97	3.32	-	-	479.29
Projects temporarily suspended	-	-	-	-	-
Total	**475.97**	**3.32**	**-**	**-**	**479.29**

As at March 31, 2025:

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	368.72	-	-	-	368.72
Projects temporarily suspended	-	-	-	-	-
Total	**368.72**	**-**	**-**	**-**	**368.72**

5 Intangible assets

(See accounting policy in note 1.3 (d))

Reconciliation of carrying amount for the year ended March 31, 2026

Asset description	Gross carrying amount				Accumulated amortisation				Net carrying amount	
	As at April 1, 2025	Additions	Disposals	As at March 31, 2026	As at April 1, 2025	Amortisation for the year	Disposals	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026
Computer software	2,013.42	-	24.71	1,988.71	2,002.63	5.15	24.13	1,983.65	10.79	5.06
Total	**2,013.42**	**-**	**24.71**	**1,988.71**	**2,002.63**	**5.15**	**24.13**	**1,983.65**	**10.79**	**5.06**

Reconciliation of carrying amount for the year ended March 31, 2025:

Asset description	Gross carrying amount				Accumulated amortisation				Net carrying amount	
	As at April 1, 2024	Additions	Disposals	As at March 31, 2025	As at April 1, 2024	Amortisation for the year	Disposals	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025
Computer software	2,022.22	-	8.80	2,013.42	1,988.13	23.30	8.80	2,002.63	34.09	10.79
Total	**2,022.22**	**-**	**8.80**	**2,013.42**	**1,988.13**	**23.30**	**8.80**	**2,002.63**	**34.09**	**10.79**

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6 Investments
(See accounting policy in note 1.3 (b))

	As at March 31, 2026	As at March 31, 2025
6(a) Non-current investments		
Investments in equity instruments (fully paid-up)		
Investment in subsidiaries - Unquoted (At cost):		
49,000 (March 31, 2025: 49,000) equity shares of INR 10 each in Sterling Holidays (Ooty) Limited	73.48	73.48
49,000 (March 31, 2025: 49,000) equity shares of INR 10 each in Sterling Holiday Resorts (Kodaikanal) Limited	116.68	116.68
147,578 (March 31, 2025: 147,578) equity shares of INR 100 each in Nature Trails Resorts Private Limited (net of impairment of INR Nil (March 31, 2025: 1,785.01 lakhs) (Refer note below)	-	-
Total	**190.16**	**190.16**

6(b) Current investments	As at March 31, 2026	As at March 31, 2025
Investments in Mutual funds at FVTPL - Quoted		
7,72,368 (March 31, 2025: 7,72,368) units of ABSL Short Term Fund - Reg - Growth	380.44	359.48
63,08,062 (March 31, 2025: 47,78,287) units of HDFC Corporate Bond Fund - Reg - Growth	2,103.16	1,522.60
1,635,693 (March 31, 2025: 1,635,693) units of Kotak Banking and PSU Debt Fund - Reg - Growth	1,107.17	1,046.37
14,263 (March 31, 2025: 14,263) units of Nippon India Money Market Fund - Reg - Growth	618.83	580.65
1,106,231 (March 31, 2025: 1,106,231) units of ABSL Corporate Bond Fund - Reg - Growth-Short Term Fund	1,280.96	1,223.77
1,822,513 (March 31, 2025: 1,822,513) units of ICICI Prudential Banking and PSU Debt Fund - Growth	616.56	584.03
81,48,627 (March 31, 2025: 78,22,633) units of ICICI Prudential Corporate Bond Fund - Reg - Growth	2,520.99	2,282.93
148,193 (March 31, 2025: 148,193) units of ICICI Prudential Savings Fund - Growth	843.25	789.14
809,641 (March 31, 2025: 809,641) units of ICICI Prudential Short Term Fund - Growth	505.90	476.29
102,497 (March 31, 2025: 102,497) units of ABSL Savings Fund - Reg - Growth	587.95	550.75
982,620 (March 31, 2025: 9,82,620) units of HDFC Short Term Debt fund - Reg - Growth	326.35	307.65
32,82,540 (March 31, 2025: Nil) units of HDFC Corporate Bond fund - Direct - Growth	1,120.45	-
25,93,809 (March 31, 2025: Nil) units of Nippon India Short Duration Fund - Direct Growth Plan (Growth Option)	1,547.21	-
30,57,310 (March 31, 2025: Nil) units of Nippon India Corporate Bond Fund - Direct Plan (Growth Option)	1,991.34	-
5,160 (March 31, 2025: Nil) units of Kotak Corporate Bond Fund Standard Growth	201.18	-
3,24,661 (March 31, 2025: Nil) units of Nippon India Corporate Bond Fund - Reg - Growth	200.91	-
20,51,161 (March 31, 2025: Nil) units of HDFC Short term Debt Fund - Direct - Growth	704.77	-
2,57,268 (March 31, 2025: Nil) units of ABSL Corporate Bond Fund - Direct - Growth	303.38	-
7,51,465 (March 31, 2025: Nil) units of ABSL Short term Debt Fund - Direct - Growth	402.38	-
9,42,860 (March 31, 2025: Nil) units of ICICI Prudential Corporate Bond Fund - Direct - Growth	306.04	-
21,976 (March 31, 2025: Nil) units of Mirae Asset - Ultra Short Duration Fund	304.04	-
5,80,644 (March 31, 2025: Nil) units of Mirae Asset - Short Duration Fund	100.42	-
5,23,143 (March 31, 2025: Nil) units of ICICI Pru Short Term Direct-Growth	358.10	-
6,82,478 (March 31, 2025: Nil) units of ICICI Prudential Medium Term Bond Fund - Direct Plan - Growth	352.01	-
14,904 (March 31, 2025: Nil) units of Kotak Corporate Bond Direct-Growth	608.24	-
36,79,516 (March 31, 2025: Nil) units of SBI Corporate Bond Direct-Growth	607.31	-
1,11,914 (March 31, 2025: Nil) units of DSP Bond Fund - Direct Plan - Growth	100.06	-
3,50,587 (March 31, 2025: Nil) units of SBI Medium Duration Fund -Growth	200.81	-
Total	**20,300.21**	**9,723.66**

6(c) Aggregate amount of quoted investments and market value thereof	20,300.21	9,723.66
Aggregate value of unquoted investments	190.16	190.16
Aggregate amount of impairment in the value of investments	-	2,066.09

Note: On March 1, 2025, Nature Trails Resorts Private Limited sold three operational resorts located in Durshet, Sajan and Kundalika as a business undertaking on slump sale basis to Thomas Cook (India) limited. The Company performed an impairment analysis on its investment in Nature Trails Resorts Private Limited. Basis the projected cashflows from operations of the subsidiary, the Company impaired the entire investment amounting to INR Nil (March 31, 2025: 1,785.01 INR lakhs). The impairment loss was recognised in the statement of profit and loss as an exceptional item.

7 Trade receivables - current
(See accounting policy in note 1.3 (b))

Considered good - Unsecured	1,698.40	1,422.75
Credit impaired	3.84	6.56
	1,702.24	**1,429.31**
Less: Loss allowance (refer note 37)	(3.84)	(6.56)
Total	**1,698.40**	**1,422.75**
Of the above, trade receivables from related parties are as below		
Total trade receivables from related parties (Refer note 41)	839.59	441.99
Less: Loss allowance	-	-
Net trade receivables from related parties	**839.59**	**441.99**

From an accounting perspective, revenue is recognised only when it is probable that the economic benefits associated with the transaction will flow to the Company. If a member is considered as a overdue member, he is not allowed to use the benefits of membership until the overdue amount is regularised or fully paid in that relevant period. The Company proceeds to evaluate cancellation of such contracts and adjusts such overdue customer's unbilled receivables against deferred income.

7 Trade receivables *(continued)*

Ageing of trade receivables

As at March 31, 2026

	Outstanding for following periods from due date of payment							
	Unbilled	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed Trade receivables								
Considered good	360.51	99.92	1,146.42	90.36	1.19	-	-	1,698.40
Significant increase in credit risk	-	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	3.84	-	3.84
Disputed Trade receivables								
Considered good	-	-	-	-	-	-	-	-
Significant increase in credit risk	-	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-	-
Total	**360.51**	**99.92**	**1,146.42**	**90.36**	**1.19**	**3.84**	**-**	**1,702.24**
Less: Loss allowance								**(3.84)**
Net trade receivables								**1,698.40**

As at March 31, 2025

	Outstanding for following periods from due date of payment							
	Unbilled	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed Trade receivables								
Considered good	221.67	185.24	593.50	268.60	65.68	88.05	-	1,422.75
Significant increase in credit risk	-	-	-	-	-	-	-	-
Credit impaired	-	-	0.46	-	-	-	6.10	6.56
Disputed Trade receivables								-
Considered good	-	-	-	-	-	-	-	-
Significant increase in credit risk	-	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-	-
Total	**221.67**	**185.24**	**593.96**	**268.60**	**65.68**	**88.05**	**6.10**	**1,429.31**
Less: Loss allowance								**(6.56)**
Net trade receivables								**1,422.75**

	As at March 31, 2026		As at March 31, 2025	
	Current	Non current	Current	Non current
8 Loans				
Loans to related parties				
Loans to subsidiaries				
Loan receivables considered good - Unsecured (Refer note 41)	-	-	-	-
Interest accrued on loans to subsidiaries (Refer note 41)	-	-	-	-
Loan receivables - credit impaired (Refer note 41)		-	205.53	-
Interest accrued on loans to subsidiaries (Refer note 41)	-	-	0.23	-
Less: Loss allowance (Refer Note below)	-	-	(205.76)	-
	-	-	-	-
Other loans				
Employee advances and loans	7.12	-	14.49	-
Total	**7.12**	-	**14.49**	-

Note: On March 1, 2025, Nature Trails Resorts Private Limited sold three operational resorts located in Durshet, Sajan and Kundalika as a business undertaking on slump sale basis to Thomas Cook (India) limited. Basis the projected cashflows from operations of the subsidiary, the Company has provided for loss allowance on the entire loan receivables amounting to INR Nil (March 31, 2025: 205.76). The loss allowance was recognised in the statement of profit and loss as an exceptional item.

	As at March 31, 2026		As at March 31, 2025	
	Current	Non current	Current	Non current
9 Other financial assets *(See accounting policy in note 1.3 (b))*				
Security deposits	48.80	1,388.85	48.34	1,479.41
Bank Deposits under lien with remaining maturity period of more than 12 months from the reporting date	399.65	45.94	88.34	52.22
Bank Deposits with remaining maturity period of more than 12 months from the reporting date	6,073.95	1,250.00	15,071.95	3.22
Receivable on sale of fixed assets (Refer note 44(b))	-	597.59	-	597.59
Receivables from related parties	40.17	-	-	-
Less: Loss allowance (Refer Note below)	(40.17)	-	-	-
Other receivables from third parties	47.14	-	43.35	-
Total	**6,569.54**	**3,282.38**	**15,251.98**	**2,132.44**

Note: The Company has provided for loss allowance on amount receivable from Nature Trail Resorts Private Limited amounting to INR 40.17 lakhs (March 31, 2025: Nil). The loss allowance was recognised in the statement of profit and loss as an exceptional item.

	As at March 31, 2026	As at March 31, 2025
10 Other tax assets (net)		
Advance tax (net of provision for tax)	2,035.04	3,131.20
	2,035.04	**3,131.20**

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	As at March 31, 2026		As at March 31, 2025	
11 Deferred acquisition cost*	**Current**	**Non current**	**Current**	**Non current**
Deferred acquisition cost	435.24	6,389.13	460.94	7,223.29
	435.24	**6,389.13**	**460.94**	**7,223.29**

*Deferred acquisition cost relates to incremental costs of acquisition of the member that are deferred over the period of effective membership. Incremental costs are those that would not have been incurred if the contract was not obtained. Also Refer note 52

12 Other non-current assets	**As at March 31, 2026**	**As at March 31, 2025**
Prepaid expenses	26.15	35.17
Capital advances		
- Considered good	158.52	201.12
	184.67	**236.29**

13 Inventories
(See accounting policy in note 1.3 (e))

Food and beverages	167.72	137.80
Operating supplies	162.18	125.04
Total	**329.90**	**262.84**

14 Cash and cash equivalents
(See accounting policy in Note 1.3 (h) and 1.3 (p))

Balances with banks on current account	2,099.53	582.15
Cash on hand	33.07	49.89
Total	**2,132.60**	**632.04**

15 Bank balances other than cash and cash equivalents
(See accounting policy in note 1.3 (h))

Deposits with original maturity of more than 3 months but less than 12 months	514.41	-
Balances held as Margin money / Security towards other bank guarantees	1.24	-
	515.65	-

16 Other current assets

Prepaid expenses	676.21	505.73
Advances to vendors		
Considered good	394.32	370.42
Considered doubtful	-	23.05
	394.32	**393.47**
Less: Loss allowance	-	(23.05)
	394.32	**370.42**
Balances with government authorities	174.90	177.83
Total	**1,245.43**	**1,053.98**

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17 Equity share capital

Authorised	**March 31, 2026**	**March 31, 2025**
390 lakhs (March 31, 2025: 390 lakhs) equity shares of INR 10 each	3,900.00	3,900.00
10 lakhs (March 31, 2025: 10 lakhs) preference shares of INR 10 each	100.00	100.00
Issued, subscribed and paid-up		
290.50 lakhs (March 31, 2025: 290.50 lakhs) equity shares of INR 10 each	2,905.00	2,905.00
As at Mar 31, 2025	**2,905.00**	**2,905.00**

a) Reconciliation of shares outstanding at the beginning and at the end of the year

	March 31, 2026		**March 31, 2025**	
	Number *in lakhs*	**Amount** *in lakhs*	**Number** *in lakhs*	**Amount** *in lakhs*
Equity shares				
At the commencement of the year	290.50	2,905.00	290.50	2,905.00
Shares issued during the year	-	-	-	-
At the end of the year	**290.50**	**2,905.00**	**290.50**	**2,905.00**

All issued shares are fully paid up.

b) Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets on winding up. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder are in proportion to retain share of the paid-up equity share capital of the Company. On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, in proportion to the number of equity shares held.

c) Shares held by holding/ultimate holding company (i.e., parent of the Group) and/or their subsidiaries/associates

	March 31, 2026		**March 31, 2025**	
	Number *in lakhs*	**Amount** *in lakhs*	**Number** *in lakhs*	**Amount** *in lakhs*
Equity shares of INR 10 each held by the holding company	290.50	2,905.00	290.50	2,905.00

d) Particulars of shareholders holding more than 5% shares of a class of shares

	March 31, 2026		**March 31, 2025**	
	Number *in lakhs*	**% of total shares in class**	**Number** *in lakhs*	**% of total shares in class**
Equity shares of INR 10 each held by				
Thomas Cook (India) Limited and its nominees (holding company)	290.50	100%	290.50	100%

e) Shares reserved for issue under options

There are no shares reserved for issue under options and contracts/commitments for sale of shares/disinvestment as at March 31, 2026 (March 31, 2025: NIL)

f) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

-No bonus shares have been issued during the period of five years immediately preceding the reporting date

-No shares have been issued for consideration other than cash during the period of 5 years immediately preceding the reporting date

-No shares have been bought back during the period of five years immediately preceding the reporting date.

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	As at March 31, 2026	As at March 31, 2025
18 Other equity - Reserves and surplus		
Securities premium	32,057.94	32,057.94
Retained earnings	(14,213.58)	(21,490.02)
Capital redemption reserve	30.30	30.30
Capital contribution from Holding company	1,685.60	1,669.50
Total	**19,560.26**	**12,267.72**
Movement in reserves and surplus balances is as follows :		
a) Securities premium		
Opening balance	32,057.94	32,057.94
Additions during the year	-	-
Closing balance	**32,057.94**	**32,057.94**
b) Retained earnings		
Opening balance	(21,490.02)	(27,377.51)
Profit for the year	7,325.48	5,748.19
Transfer to capital redemption reserve	-	-
Items of other comprehensive income recognised directly in retained earnings		
Actuarial (loss) / gain	(65.54)	(87.38)
- Income tax relating to item above	16.50	21.99
Revaluation reserve (net of tax)	-	204.69
Closing balance	**(14,213.58)**	**(21,490.02)**
c) Capital contribution from Holding company		
Opening balance	1,669.50	1,665.29
Additions during the year	16.10	4.21
Closing balance	**1,685.60**	**1,669.50**
d) Capital redemption reserve		
Opening balance	30.30	30.30
Additions during the year	-	-
Closing balance	**30.30**	**30.30**

Securities premium
Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

Retained earnings
Retained earnings represents the amount of accumulated earnings of the Company.

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19 Other reserves

	Other comprehensive income		
	Remeasurements of the defined benefit liability / (asset)	Revaluation Reserve	Total
As at April 1, 2024	-	**59,090.49**	**59,090.49**
Additions during the year	(87.38)	-	(87.38)
Income tax effect	21.99	(1,153.04)	(1,131.05)
Transferred to retained earnings	65.39	(204.69)	(139.30)
As at March 31, 2025	-	**57,732.76**	**57,732.76**
Additions during the year	(65.54)	13,472.27	13,406.73
Income tax effect	16.50	(1,903.65)	(1,887.15)
Transferred to retained earnings	49.04	-	49.04
As at March 31, 2026	-	69,301.38	69,301.38

Capital contribution from holding company
Capital contribution from holding company is used for recognising the grant date fair value of the share options issued to the employees under the Employee Share Option Scheme in addition to the fair value of the options issued to the employees of the Company by the holding company (Thomas Cook (India) Limited) as per Ind AS 102

Revaluation reserve
During the previous year, the Company revalued its land (freehold & leasehold) at fair value based on valuations by external independent valuers. Consequently, any increase in the carrying amount arising on revaluation of land are recognized, net of tax, in other comprehensive income and accumulated in other reserves in shareholders' equity. Refer Note 50

Remeasurements of the defined benefit liability / (asset)
Remeasurements of the defined benefit liability / (asset) represents remeasurement of the net defined benefit liabilities comprise of actuarial gain / loss

Movement in revaluation reserve	**Amount**
As at March 31, 2024	**59,090.49**
Revaluation surplus during the year	-
Transfer to retained earnings	(204.69)
Income tax effect	(1,153.04)
As at March 31, 2025	**57,732.76**
Revaluation surplus during the year	13,472.27
Transfer to retained earnings	-
Income tax effect	(1,903.65)
As at March 31, 2026	**69,301.38**

	As at March 31, 2026	As at March 31, 2025
20 Other financial liabilities- Non-current		
(See accounting policy in Note 1.3 (h))		
Retention payable	51.22	17.00
Total	**51.22**	**17.00**
21 Other financial liabilities- Current		
(See accounting policy in Note 1.3 (h))		
Security deposits	140.69	143.62
Payable towards purchase of Property, plant and equipment	120.82	79.17
Retention payable	99.97	103.80
Interest payable to micro enterprises and small enterprises (Refer note 46)	0.80	0.66
Refund liabilities	139.56	397.00
Total	**501.84**	**724.25**

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22 Provisions

(See accounting policy in Note 1.3 (g) and (h))

	As at March 31, 2026			As at March 31, 2025		
	Current	Non-current	Total	Current	Non-current	Total
Compensated absences	-	-	-	85.94	-	85.94
Gratuity	554.49	627.89	1,182.39	444.50	539.30	983.80
Total	**554.49**	**627.89**	**1,182.39**	**530.44**	**539.30**	**1,069.74**

(i) Post employment obligations

a) Gratuity

The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contributions to recognised fund. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

	Present value of obligation	Fair value of plan assets	Net amount
As at April 1, 2025	1,003.82	20.02	**983.80**
Current service cost	92.79	-	**92.79**
Past service cost	125.09	-	**125.09**
Interest expense/(income)	58.23	1.29	**56.93**
Total amount recognised in profit or loss	**276.11**	**1.29**	**274.81**
Remeasurements			
Return on plan assets, excluding amounts included in interest expense/(income)	-	-	-
(Gain)/loss from change in demographic assumptions	(19.55)	-	**(19.55)**
(Gain)/loss from change in financial assumptions	11.11	-	**11.11**
Experience (gains)/losses	73.98	-	**73.98**
Total amount recognised in other comprehensive income	**65.54**	**-**	**65.54**
Employer contributions	-	35.00	**(35.00)**
Benefit payments	(147.36)	(40.59)	**(106.76)**
As at March 31, 2026	**1,198.11**	**15.72**	**1,182.39**

	Present value of obligation	Fair value of plan assets	Net amount
As at April 1, 2024	642.60	20.67	**621.93**
Current service cost	80.64	-	**80.64**
Past service cost	242.43	-	**242.43**
Interest expense/(income)	38.41	(1.47)	**36.94**
Total amount recognised in profit or loss	**361.48**	**(1.47)**	**360.01**
Remeasurements			
Return on plan assets, excluding amounts included in interest expense/(income)	-	(7.22)	**7.22**
(Gain)/loss from change in demographic assumptions	-	-	-
(Gain)/loss from change in financial assumptions	11.00	-	**11.00**
Experience (gains)/losses	69.16	-	**69.16**
Total amount recognised in other comprehensive	**80.16**	**(7.22)**	**87.38**
Employer contributions	-	85.00	**(85.00)**
Benefit payments	(80.42)	(79.90)	**(0.52)**
As at March 31, 2025	**1,003.82**	**20.02**	**983.80**

The net liability disclosed above relates to funded plan is as follows:

	As at March 31, 2026	As at March 31, 2025
Present value of funded obligations	1,198.10	1,003.82
Fair value of plan assets	(15.72)	(20.02)
Deficit of funded plan	**1,182.39**	**983.80**
Current benefit obligation	554.49	444.50
Non-current benefit obligation	627.90	539.30
Deficit of gratuity plan	**1,182.39**	**983.80**

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22 Provisions *(continued)*

(ii) Defined contribution plans

The Company has also certain defined contribution plans. Contributions are made towards provident fund and Employee State Insurance (ESI) in India for employees at the rate of 12% and 4.75% respectively of basic salary as per regulations. The contributions are made to registered provident fund and Employee State Insurance Corporation administered by Government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the year towards defined contribution plan is INR 734.54 lakhs (March 31, 2025: INR 646.29 lakhs)

(iii) Principal actuarial assumptions used in valuation of Gratuity

	March 31, 2026	March 31, 2025
Discount rate	6.46%	6.45%
Expected rate of return on plan assets	6.45%	6.45%
Salary growth rate	6.00%	6.00%
Attrition rate	46.50%	40.00%

Estimates of future salary increases considered in actuarial valuation takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in employment market

(vi) Sensitivity Analysis

a) Gratuity	**As at March 31, 2026**	**As at March 31, 2025**
Discount rate:		
+ 100 basis points	(17.77)	(17.05)
- 100 basis points	18.47	17.82
Salary escalation rate:		
+ 100 basis points	21.68	21.43
- 100 basis points	(21.29)	(20.74)

b) Compensated absences	**As at March 31, 2026**	**As at March 31, 2025**
Discount rate:		
+ 100 basis points	-	(3.68)
- 100 basis points	-	3.85
Salary escalation rate:		
+ 100 basis points	-	4.89
- 100 basis points	-	(4.76)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to the significant actuarial assumptions, the same method (present value of defined benefit obligation calculated using the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability in the balance sheet

The methods and types of assumption used in preparing the sensitivity analysis did not change compared to the prior period.

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23 Deferred tax

a) Tax effect of items constituting deferred tax liabilities:	As at March 31, 2026	As at March 31, 2025
Property, plant and equipment (excluding land)	3,934.09	3,850.54
Investment in securities	463.05	280.41
Fair valuation of land	11,093.25	9,189.61
Right of use assets	2,638.23	3,056.01
Total deferred tax liabilities	**18,128.61**	**16,376.57**
Set-off of tax	7,921.49	10,604.92
Deferred tax liability as per the balance sheet	**10,207.12**	**5,771.66**
Tax effect of items constituting deferred tax assets:		
Unabsorbed depreciation allowance and business loss	2,874.57	4,820.27
Provisions (including investment in subsidiary)	783.44	715.47
Leases liabilities	3,100.36	3,455.93
Deferred Income	1,162.71	1,612.48
Fair valuation of financials assets	0.40	0.77
Total deferred tax assets	**7,921.49**	**10,604.92**
Set-off of tax	7,921.49	10,604.92
Deferred tax asset as per the balance sheet	-	-

The company had recognized deferred tax asset on carried forward losses only to the extent of deferred tax liabilities during the year ended March 31, 2026. Deferred tax assets and deferred tax liabilities have been offset wherever the Company has legally enforceable right to set off current assets and deferred tax liabilities relate to income taxes levied by the same taxation authority.

b) Movement of Deferred tax balances

Particulars	For the year ended March 31, 2026				
	At April 1, 2025	Recognised in Profit and Loss	Recognised in OCI	Deferred tax liabilities	Deferred tax assets
Movement in deferred tax balances					
Set-off of tax	(3,850.54)	(83.55)	-	(3,934.09)	-
Investment in securities	(280.41)	(182.64)	-	(463.05)	-
Right of use assets	(3,056.01)	417.78	-	(2,638.23)	-
Fair valuation of land	(9,189.61)	-	(1,903.64)	(11,093.25)	-
Unabsorbed depreciation allowance and business loss carry forward	4,820.27	(1,945.70)	-	-	2,874.57
Provisions	715.47	51.47	16.50	-	783.44
Lease liability	3,455.93	(355.57)	-	-	3,100.36
Deferred Revenue	1,612.48	(449.77)	-	-	1,162.71
Fair valuation of financial assets	0.77	(0.37)	-	-	0.40
Tax assets / (liabilities) before set-off	**(5,771.65)**	**(2,548.33)**	**(1,887.14)**	**(18,128.61)**	**7,921.49**
Set-off of tax				7,921.49	(7,921.49)
Net tax asset / (liability)				**(10,207.12)**	-

Particulars	For the year ended March 31, 2025				
	At April 1, 2024	Recognised in Profit and Loss	Recognised in OCI	Deferred tax liabilities	Deferred tax assets
Movement in deferred tax balances					
Set-off of tax	(3,760.03)	(90.51)	-	(3,850.54)	-
Investment in securities	(173.82)	(106.59)	-	(280.41)	-
Right of use assets	(2,080.96)	(975.05)	-	(3,056.01)	-
Fair valuation of land	(8,036.57)	-	(1,153.04)	(9,189.61)	-
Unabsorbed depreciation allowance and business loss carry forward	6,481.08	(1,660.81)	-	-	4,820.27
Provisions	343.48	350.00	21.99	-	715.47
Lease liability	2,399.14	1,056.79	-	-	3,455.93
Deferred Revenue	2,357.17	(744.69)	-	-	1,612.48
Fair valuation of financial assets	11.75	(10.98)	-	-	0.77
Tax assets / (liabilities) before set-off	-	**(2,181.84)**	**(1,131.05)**	**(16,376.57)**	**10,604.92**
Tax assets / (liabilities) before set-off				10,604.92	(10,604.92)
Net tax asset / (liability)				**(5,771.65)**	-

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		As at March 31, 2026	As at March 31, 2025
24	**Other non-current liabilities - Deferred revenue**		
	Contract liability - Deferred income (Refer note 52)	47,206.79	52,840.53
	Contract liability - Advance received from customers (Refer note 52)	195.84	472.91
	Total	**47,402.63**	**53,313.44**

25 Trade payables

(See accounting policy in note 1.3 (h))

Total outstanding dues of micro enterprises and small enterprises (Refer note 46)	311.43	274.23
Total outstanding dues of creditors other than micro enterprises and small enterprises	3,070.20	3,208.00
Total	**3,381.63**	**3,482.23**
Of the above, trade payables to related parties (Refer note 41(h))	21.41	19.40
Micro and small enterprises have been identified by the Company on the basis of the information available with the Company		
The Company's exposure to liquidity risks related to trade payables is disclosed in note 37	-	

Ageing Schedule as at March 31, 2026

Particulars	Oustanding for following periods from the date of invoice						
	Unbilled dues	Not dues	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	308.87	1.62	0.26	-	**310.75**
Others	1,717.53	-	1,321.20	8.66	20.35	3.14	**3,070.88**
Disputed - **MSME**	-	-	-	-	-	-	-
Disputed - Other	-	-	-	-	-	-	-
	1,717.53	**-**	**1,630.07**	**10.28**	**20.61**	3.14	**3,381.63**

Ageing Schedule as at March 31, 2025

Particulars	Oustanding for following periods from the date of invoice						
	Unbilled dues	Not dues	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	0.11	274.12	-	-	-	**274.23**
Others	1,845.99	0.83	1,247.88	57.28	56.02	-	**3,208.00**
Disputed - **MSME**	-	-	-	-	-	-	-
Disputed - Other	-	-	-	-	-	-	-
	1,845.99	**0.94**	**1,522.00**	**57.28**	**56.02**	-	**3,482.23**

26	**Other current liabilities - Deferred revenue**		
	Contract liability - Deferred income (Refer note 52)	2,949.67	3,139.92
	Contract liability - Advance received from customers (Refer note 52)	3,866.09	2,414.00
	Total	**6,815.76**	**5,553.92**
27	**Other current liabilities - Others**		
	Salaries, wages, bonus and employee payables	1,412.30	1,417.59
	Statutory liabilities	346.72	362.94
	Total	**1,759.02**	**1,780.53**

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	Year ended March 31, 2026	Year ended March 31, 2025
28 Revenue from operations		
(See accounting policy in note 1.3 (i))		
Revenue from contract with customers		
Income from sale of membership:		
- Membership fee/Admission fees (net of provision for cancellation) (refer notes below)	6,073.66	9,285.16
- Annual subscription fees/ Annual amenity charges	5,208.39	5,173.54
Income from resorts:		
- Room rentals	25,972.95	21,286.68
- Food and beverages	6,162.26	5,447.87
- Others	3,809.05	3,179.64
- Management contract income	1,182.31	743.30
Other operating revenues		
- Service charges	3.31	227.29
- Interest income on installment sales	0.54	2.81
Total	**48,412.46**	**45,346.29**
Disaggregation of revenue from contracts with customers		
The Company derives income from sale of membership fee over a period of time and income from resorts at a point in time.		
At a point in time	42,338.27	36,058.33
Over a period of time	6,074.19	9,287.97
Total Revenue from contract with customers	**48,412.46**	**45,346.29**

Notes:

a) Pursuant to IND AS 115, revenue is recognised only when it is probable that the economic benefits associated with the transaction will flow to the Company. If a member is considered as a overdue member, then such member is not allowed to avail the benefits of membership until the overdue amount is regularised or fully paid in that relevant period. The Company proceeds to evaluate cancellation of such contracts and reverse the realised portion against the current income. Based on this estimate, the Company has made a provision as of March 31, 2026: INR 3.84 lakhs (March 31, 2025: INR 6.56 lakhs)

b) During the year, the Company has cancelled certain membership contracts of members who have defaulted in payment of certain EMIs and / or Annual amenity charges (AAC) / Annual subscription fees (ASF) for past periods. The Company has assessed the contractual terms and on the basis of legal advice has established their bona fide to cancel these membership contracts. Consequentially, there has been a write-back of deferred income (net of receivables) INR 3,381.11 lakhs (March 31, 2025: INR 8,761.56 lakhs) and write-off of the related unamortised cost INR 425.00 lakhs (March 31, 2025: INR 1,162.95 lakhs) (also refer note 52).

29 Other income		
Interest income on:		
- Loans and advances to related parties	22.39	344.94
- Deposits with bank	843.92	728.75
- Income tax refund	255.42	24.28
- Others	71.02	37.47
Management fees	1,014.01	918.98
Net gain on financial assets measured at fair value through profit or loss	725.69	659.61
Reversal of stamp duty on Composite scheme of arrangement and amalgamation	-	493.78
Provision / Liabilities no longer required written back	-	120.01
Profit on sale of property, plant and equipment (net)	-	69.01
Gain on sale of current investments	23.21	47.66
Income from skill development training	15.36	6.19
Scrap sales	11.08	10.05
Income from termination of lease contracts	47.57	-
Miscellaneous income	3.38	-
Operational lease rent	3.80	3.80
Total	**3,036.86**	**3,464.53**

30 Cost of materials consumed		
Inventory at the beginning of the year	137.80	137.61
Add: Purchases	3,518.46	3,193.68
Less: Inventory at the end of the year	167.72	137.80
Cost of materials consumed	**3,488.54**	**3,193.49**

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		Year ended March 31, 2026	Year ended March 31, 2025
31	**Employee benefits expense**		
	Salaries, wages and bonus	13,008.56	12,724.33
	Contribution to provident and other funds	734.54	646.29
	Gratuity expense (Refer Note 22)	149.73	360.02
	Employee share-based payment expense (Refer Note 49)	16.10	4.21
	Staff welfare expenses	431.45	575.35
	Total	**14,340.37**	**14,310.20**
32	**Finance costs**		
	(See accounting policy in Note 1.3 (j) and 1.3 (k))		
	Interest and finance charges on financial liabilities measured at amortized cost	54.35	86.41
	Interest on lease liabilities	1,212.64	1,186.15
	Total	**1,267.00**	**1,272.56**
33	**Depreciation and amortisation expenses**		
	(See accounting policy in Note 1.3 (c), 1.3 (d) and 1.3 (k))		
	Depreciation of property, plant and equipment	1,658.03	1,717.05
	Amortisation of intangible assets	5.73	23.30
	Depreciation of right of use assets	2,653.49	2,180.29
	Total	**4,317.25**	**3,920.64**
34	**Other expenses**		
	Consumption of stores and spares	851.44	665.19
	Power and fuel	2,423.67	2,280.23
	Rent	1,457.76	965.79
	Repairs and maintenance		
	-Buildings	325.06	230.75
	-Plant and machinery	639.55	511.77
	-Others	1,085.09	965.44
	Insurance	80.63	101.72
	Management contract expenses	526.45	344.15
	Business support expenses	382.33	391.89
	Rates and taxes	938.95	300.86
	Guest supplies	369.24	319.39
	Laundry expenses	398.28	354.62
	Communication	290.95	266.19
	Recruitment and training	27.85	16.05
	Travel and tours	509.13	445.96
	Legal and professional	1,330.09	1,147.82
	Subcontract charges	574.71	567.97
	Directors' sitting fees	8.60	7.20
	Payment to auditors		
	- Statutory audit	31.94	31.67
	- Limited review	25.20	25.20
	- Reimbursement of expenses	2.88	4.87
	Travel and conveyance	1,053.62	934.91
	Security charges	439.82	396.92
	Water charges	245.17	233.55
	Sales commission	1,952.53	1,847.26
	Sales promotion	972.01	1,486.82
	Bad debts written off	31.15	-
	Bank charges	421.65	427.45
	Loss on sale of assets (net)	14.44	-
	Printing and stationery	95.94	89.87
	Expenditure on corporate social responsibility (refer note 53)	152.65	141.92
	Miscellaneous expenses	295.62	278.76
	Total	**17,954.38**	**15,782.19**

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	Year ended March 31, 2026	Year ended March 31, 2025
35 Income tax expenses		
a) Amount recognised in profit or loss		
Current tax		
Current tax for the year	-	-
Total	-	-
Deferred tax expense		
Recognition of previously unrecognised tax losses	-	-
Origination and reversal of temporary differences	2,548.32	2,181.84
Total	**2,548.32**	**2,181.84**
Total tax expense/(benefit)	**2,548.32**	**2,181.84**

b) Amount recognised in other comprehensive income

	As at March 31, 2026		
	Before tax	Tax (expense) / credit	Net of tax
Income tax relating to items that will not be subsequently reclassified to profit or loss			
Remeasurements of defined benefit plan	(65.54)	16.50	(49.04)
Revaluation of freehold land	13,472.27	(1,903.64)	11,568.63
	13,406.73	**(1,887.14)**	**11,519.59**

	As at March 31, 2025		
	Before tax	Tax (expense) / credit	Net of tax
Income tax relating to items that will not be subsequently reclassified to profit or loss			
Remeasurements of defined benefit plan	(87.38)	21.99	(65.39)
Revaluation of freehold land	-	(1,153.04)	(1,153.04)
	(87.38)	**(1,131.05)**	**(1,218.43)**

c) Reconciliation of tax expense and the accounting profit multiplied by India's Tax Rate:	Year ended Mar 31, 2026		Year ended March 31, 2025	
	%	Amount	%	Amount
Profit before income tax expense		9,873.80		7,930.03
Tax expense / (income) computed at Indian Tax rate	25.17%	2,485.04	25.17%	1,995.82
Tax effect of				
- Expenses not deductible in determining taxable profit	0.39%	38.42	-3.66%	(289.92)
- Others	0.25%	24.86	6.00%	475.94
Tax expense	**25.81%**	**2,548.32**	**27.51%**	**2,181.84**

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36 Fair value measurements

Financial instruments by category

	As at March 31, 2026			As at March 31, 2025		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments	20,300.21	-	190.16	9,723.66	-	**190.16**
Trade receivables	-	-	1,698.40	-	-	1,422.75
Employee loans and advances	-	-	7.12	-	-	14.49
Cash and cash equivalents	-	-	2,132.60	-	-	632.04
Other bank balances	-	-	515.65	-	-	-
Bank deposits with more than 12 months maturity	-	-	7,369.89	-	-	15,127.39
Security deposits	-	-	1,437.65	-	-	1,527.75
Other receivables	-	-	644.73	-	-	640.94
Total financial assets	**20,300.21**	-	**13,996.20**	**9,723.66**	-	**19,555.52**
Financial liabilities						
Trade payables	-	-	3,381.63	-	-	3,482.23
Capital creditors	-	-	120.82	-	-	79.17
Retention payable	-	-	151.19	-	-	120.80
Security deposits	-	-	140.68	-	-	143.62
Other liabilities	-	-	140.36	-	-	397.66
Total financial liabilities	-	-	**3,934.68**	-	-	**4,223.48**

The summary of financial instruments above does not include investments held by the Company in its subsidiaries amounting to INR 190.16 lakhs as on June 30, 2025 (March 31, 2025: INR 1,975.17 lakhs) which has been measured by applying the principles of Ind AS 27 - Separate Financial Statements

This summary includes all financial instruments valued based on the principles of Ind AS 109 - Financial Instruments

(i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are
(a) recognised and measured at fair value and
(b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard

Financial assets and liabilities measured at fair value - recurring fair value measurements

As at March 31, 2026	**Notes**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets					
Investments at FVTPL:					
Mutual funds	6(b)	20,300.21	-	-	20,300.21
Total financial assets		**20,300.21**	-	-	**20,300.21**

As at March 31, 2025	**Notes**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets					
Financial investments at FVTPL:					
Mutual funds	6(b)	9,723.66	-	-	9,723.66
Total financial assets		9,723.66	-	-	9,723.66

There are no transfers between levels 1 and 2 during the year

(ii) Valuation technique used to determine fair value:

Level 1 : Fair value is determined using NAV for mutual funds and market value listed equity shares
Level 3 : Fair value is determined using discounted cash flow method

The Company has not disclosed the fair values of financial instruments such as trade receivables, cash and cash equivalents, bank balances other than cash and cash equivalents, trade payables and certain other financial assets and liabilities, because their carrying amounts are a reasonable approximation of fair value.

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37 Financial risk management

The Company's activities expose it to market risk, liquidity risk and credit risk.
This note explains the sources of risk which the entity is exposed to and how the entity manages the risk in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit risk	Trade receivables, investments, financial assets measured at amortised cost.	Ageing analysis and credit assessment	Diversification of portfolio and Assessment of customer credit worthiness at inception and through the credit period
Liquidity risk	Borrowings, trade payables and other liabilities	Cash flow forecasts	Availability of funds committed credit lines and borrowing facilities
Market risk – interest rate	Long-term borrowings at variable rates	Sensitivity analysis	Analysis of market rates on a real time basis, pre-closure of loans

The Company's risk management is carried out by a central treasury department under policies approved by the board of directors. The board provides principles for overall risk management, as well as policies covering specific areas, such as interest rate risk, credit risk, non-derivative financial instruments and investment of excess liquidity.

(A) Credit risk

A significant portion of the Company's sales of Vacation Ownerships are by way of deferred payment schemes where the customer is obligated to pay the membership fee in Equated Monthly Instalments (EMIs) and the ensuing credit risk is managed by the Company in the following manner

From an accounting perspective, revenue is recognised only when it is probable that the economic benefits associated with the transaction will flow to the Group The member is not allowed to use the benefits of membership untill the overdue amount is regularised or fully paid in that relevant period The Group also assesses lifetime expected credit loss by using appropriate models, as prescribed by Ind AS 109, using past trends of collections and historical credit loss experience The categorisation of the receivables into its ageing buckets for the purposes of estimating the expected loss allowance has been profiled based on the longest overdue of that member, for example, if a member has one instalment overdue for say 12 months, the entire receivable of the member is aggregated into that ageing bucket and the credit loss allowance is determined after taking into account the credits against the member under "Contract liability- Deferred Revenue" (refer note 24 and note 26)

The allowances for credit loss and for revenue deferred at inception referred to above, carried at the end of every reporting period, are tested for adequacy and appropriately dealt with

(i) Credit risk management

The credit loss allowance carried by the Company is as under

	March 31, 2026	March 31, 2025
Carrying value of receivables (refer note 7)	1,702 24	1,429 31
Credit loss allowance	3 84	6 56
Loss allowance %	0 2%	0 5%

The Company defers revenue at inception and provides for cancellation allowance based on historical trend. The amounts so deferred and the credit loss allowance are adjusted from the carrying value of receivables (refer note 7) in the same proportion, except in cases where the allowance is directly attributable to a particular contract.

Reconciliation of loss allowance provision	Amount
Loss allowance on March 31, 2024	**66.02**
Allowance for credit loss recognised during the year	0 46
Adjustment on account of contracts cancelled during the year	(52 63)
Provision no longer required	(7 29)
Amounts written off during the year	-
Loss allowance on March 31, 2025	**6.56**
Allowance for credit loss recognised during the year	0 46
Adjustment on account of contracts cancelled during the year	(52 63)
Provision no longer required	(7 29)
Amounts written off during the year	-
Loss allowance on March 31, 2026	**3.84**

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37 Financial risk management *(continued)*

(B) Liquidity risk

The Company manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities

(i) Financing arrangements

	March 31, 2026	March 31, 2025
Marketable securities	20,300.21	9,723.66

The marketable securities can be disposed by the Company at any point of time based on the objects and working capital requirements of the Company

(ii) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities There are no derivative financial
The amounts disclosed in the table are the contractual undiscounted cash flows, including interest Balances due within 12 months equal their carrying balances as the impact of discounting is not significant

Contractual maturities of financial liabilities:

As at March 31, 2026	Carrying amount	Less than 3 months	3 months to 6 months	6 months to 1 year	Between 1 and 2 years	Above 2 years	Total
Financial liabilities							
Lease liabilities	12,327.14	884.92	875.68	1,730.12	3,212.23	9,204.72	15,907.67
Trade payables	3,381.63	3,381.63	-	-	-	-	3,381.63
Other financial liabilities	553.06	501.83	-	-	51.22	-	553.05
Total financial liabilities	**16,261.83**	**4,768.38**	**875.68**	**1,730.12**	**3,263.45**	**9,204.72**	**19,842.35**

As at March 31, 2025	Carrying amount	Less than 3 months	3 months to 6 months	6 months to 1 year	Between 1 and 2 years	Above 2 years	Total
Financial liabilities							
Lease liabilities	13,730.84	859.43	863.12	1,697.01	3,287.82	11,373.99	18,081.37
Trade payables	3,482.23	3,482.23	-	-	-	-	3,482.23
Other financial liabilities	741.25	724.25	-	-	17.00	-	741.25
Total financial liabilities	**17,954.32**	**5,065.91**	**863.12**	**1,697.01**	**3,304.82**	**11,373.99**	**22,304.85**

C) Market risk - 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 change in market interest rates.

The Company does not have any credit facilities from any banks or financial institutions As a result, changes in interest rates are not likely to substantially affect its business or results of operations The Company does not have any credit facilities from any banks or financial institutions. As a result, changes in interest rates are not likely to substantially affect its business or results of operations

Interest rate sensitivity

The Company does not have any credit facilities from any banks or financial institutions As a result, changes in interest rates are not likely to substantially affect its business or results of operations

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38 Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The Company manages its capital so as to safeguard their ability to continue as a going concern and to optimize returns to shareholders. The Capital structure of the Company is based on the management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor and creditor confidence.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The company monitors the capital using a gearing ratio, which is net debt divided by total equity. Net debt is calculated as total liabilities (as shown in the balance sheet) less cash and cash equivalents and other bank balances. The Company's net debt to equity ratio i.e., capital gearing ratio at March 31 2026, is as follows:

	As at March 31, 2026	As at March 31, 2025
Total Liabilities	83,628.73	85,443.60
Less: Cash and cash equivalents and other bank balances	(2,648.25)	(632.04)
Adjusted net debt	**80,980.48**	**84,811.56**
Total equity	91,766.64	72,905.48
Net debt to equity ratio	**0.88**	**1.16**

39 Exemption from preparing consolidated financial statements

These financial statements are the standalone financial statements of the Company. The Company has used the exemption under Paragraph 4(a) of Ind AS 110 and has elected not to prepare the consolidated financial statements. The consolidated financial statements are prepared by the Holding company, Thomas Cook India Limited, Mumbai. Refer below for the details of subsidiaries of the Company:

Name of the investee	% of shares held	
	March 31, 2026	March 31, 2025
Sterling Holidays (Ooty) Limited	98%	98%
Sterling Holiday Resorts (Kodaikanal) Limited	98%	98%
Nature Trails Resorts Private Limited	100%	100%

40 Segment information

Description of segments and principal activities

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief operating decision maker. The Chairman-Whole Time Director (WTD) of the Company has been identified as the chief operating decision maker of Sterling Holiday Resorts Limited who assesses the financial performance and position of the Company, and makes strategic decisions. The Company has only one reportable segment - "Leisure Hospitality and Resorts"

Geographic information

The geographic information analyses the Company's revenues and non-current assets by the Company's country of domicile (i.e. India) and other countries.

The Company generated all its revenue from India and all the assets of the Company are located in India.

Major customer

The Company is not reliant on revenues from transactions with any single external customer and does not receive 10% or more of its revenues from transactions with any single external customer.

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41 Related party transactions

(a) Nature of related party and related party relationship

Description of related party	Name of the related party
Ultimate Holding Company	Fairfax Financial Holdings Limited, Canada
Holding Company	Thomas Cook (India) Limited
Subsidiaries	Sterling Holiday Resorts (Kodaikanal) Limited Sterling Holidays (Ooty) Limited Nature Trails Resorts Private Limited
Key Managerial Personnel	Vikram Dayal Lalvani (Managing Director) Madhavan Menon Karunakaran (Director till May 31, 2025) Sumit Maheshwari (Director) Pravir Kumar Vohra (Independent Director till April 9, 2025) Latha Ramanathan (Independent Director till August 31, 2024) Usha Rangarajan (Independent Director from October 28, 2024) Mr Rahul Narain Bhagat (Independent director from May 5, 2025) Krishna Kumar L (Chief Financial Officer) A Muthukumaran (Company Secretary)
Trust of Ultimate Holding Company	Fairfax India Charitable foundation

(b) Parent entities

The Company is controlled by following entity

Name of entity	Nature of relationship	% of shareholding	
		March 31, 2026	March 31, 2025
Fairfax Financial Holdings Limited, Canada	Ultimate Holding Company	-	-
Thomas Cook (India) Limited	Holding Company	100%	100%

(c) Subsidiaries

Name of entity	Principal Activities	% of shareholding	
		March 31, 2026	March 31, 2025
Sterling Holidays (Ooty) Limited ('Ooty')	Resorts business	98%	98%
Sterling Holiday Resorts (Kodaikanal) Limited ('Kodai')	Resorts business	98%	98%
Nature Trails Resorts (Private) Limited ('NT')	Adventure holiday activities business	100%	100%

(d) Fellow subsidiaries with whom transactions have been entered

Travel Corporation (India) Limited
TC Tours Private Limited
SOTC Travel Limited

(e) Key management personnel compensation	Year ended March 31, 2026	Year ended March 31, 2025
Mr Vikram Dayal Lalvani (Managing Director)		
Short-term employee benefits	233.18	233.18
Post-employment benefits	12.01	12.01
Performance bonus	350.00	350.00
Employee stock options	-	155.87
Total	**595.19**	**751.06**
Mr Krishna Kumar (Chief Financial Officer)		
Short-term employee benefits	110.80	102.49
Post-employment benefits	4.88	4.19
Performance bonus	26.55	30.80
Total	**142.23**	**137.48**
Mr Muthukumaran Audikesavan (Company Secretary)		
Short-term employee benefits	21.00	18.46
Post-employment benefits	0.93	0.81
Performance bonus	2.32	2.21
Total	**24.25**	**21.48**

(f) Sitting fees paid to directors

Mrs Latha Ramanathan (Director till Aug 31, 2024)	-	1.70
Mr Pravir Kumar Vohra (Director till Apr 9, 2025)	0.30	4.10
Mrs Usha Rangarajan (Director from Oct 28, 2024)	4.80	1.40
Mr Rahul Narain Bhagat (Director from May 5, 2025)	3.50	-
Total	**8.60**	**7.20**

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41 Related party transactions *(continued)*

(g) Transactions with related parties

Transactions with related parties are as follows:

	Year ended March 31, 2026	Year ended March 31, 2025
Revenue from operations		
TC Tours Private Limited	239.48	106.85
Travel Corporation (India) Limited	19.22	42.72
SOTC Travel Limited	-	0.36
Total	**258.70**	**149.93**
Interest income		
Sterling Holidays (Ooty) Limited	-	-
Sterling Holiday Resorts (Kodaikanal) Limited	-	30.72
Nature Trails Resorts Private Limited	22.39	314.22
Total	**22.39**	**344.94**
Income from use of brand		
Sterling Holidays (Ooty) Limited	70.39	62.36
Sterling Holiday Resorts (Kodaikanal) Limited	43.63	39.12
Total	**114.01**	**101.48**
Reimbursement of expenses		
Thomas Cook (India) Limited	-	1.25
Rent expense		
Thomas Cook (India) Limited	18.25	5.92
SOTC Travel Limited	2.30	2.95
Sterling Holidays (Ooty) Limited	117.80	145.97
Sterling Holiday Resorts (Kodaikanal) Limited	218.20	215.02
Nature Trails Resorts Private Limited	-	9.16
	356.55	**379.02**
Facilities and support service fees		
Thomas Cook (India) Limited	3.06	-
Management fees		
Sterling Holidays (Ooty) Limited	492.00	447.00
Sterling Holiday Resorts (Kodaikanal) Limited	408.00	370.50
Total	**900.00**	**817.50**
Income from Business support service		
Sterling Holidays (Ooty) Limited	762.53	665.12
Sterling Holiday Resorts (Kodaikanal) Limited	647.64	546.68
Nature Trails Resorts Private Limited	-	39.03
Thomas Cook (India) Limited	14.72	22.47
Total	**1,424.89**	**1,273.30**
Travel booking & other support services		
Thomas Cook (India) Limited	73.69	81.03
Services availed		
Allsec Technologies Limited	-	0.88
Employee stock option expense (ESOP)		
Thomas Cook (India) Limited	16.10	4.21
Loans and Advances repaid		
Sterling Holidays (Ooty) Limited	-	-
Sterling Holiday Resorts (Kodaikanal) Limited	-	603.65
Nature Trails Resorts Private Limited	26.17	3,518.65
Total	**26.17**	**4,122.30**
Loan given		
Nature Trails Resorts Private Limited	66.34	596.31
Total	**66.34**	**596.31**
Corporate social responsibility expenses		
Fairfax India Charitable foundation	152.65	141.92
Total	**152.65**	**141.92**
Loss allowance for other receivables		
Nature Trails Resorts Private Limited	40.17	-

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41 Related party transactions *(continued)*

(h) Outstanding balances as at the year end	**As at March 31, 2026**	**As at March 31, 2025**
Trade payables		
Thomas Cook (India) Limited	21.41	19.23
SOTC Travel Limited	-	0.17
Total	**21.41**	**19.40**
Trade receivables		
Travel Corporation (India) Limited	0.84	16.39
TC Tours Private Limited	26.44	31.49
Thomas Cook (India) Limited	62.36	119.75
SOTC Travel Limited	-	0.40
Sterling Holidays (Ooty) Limited	313.36	23.75
Sterling Holiday Resorts (Kodaikanal) Limited	436.58	250.21
Total	**839.59**	**441.99**
Other receivables		
Nature Trails Resorts Private Limited	40.17	-
	40.17	**-**
Trade payables towards management & brand fees		
Sterling Holidays (Ooty) Limited	-	4.06
Sterling Holiday Resorts (Kodaikanal) Limited	-	4.14
Nature Trails Resorts Private Limited	-	48.01
Total	**-**	**56.21**
Loans to related parties		
Loans to subsidiaries		
Nature Trails Resorts Private Limited	-	205.53
Interest accrued on loans given		
Nature Trails Resorts Private Limited	-	0.23
Total	**-**	**205.76**

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42 Contingent liabilities and capital commitment *(See accounting policy in note 1.3 (h))*	**As at March 31, 2026**	**As at March 31, 2025**
Claims against the Company not acknowledged as debt:		
(a) In respect of income tax matters:		
For AY 2015-16, the Assessing Officer issued an order covering the treatment of ASCF entitlement fee, ESOP expenses, disallowance of brought-forward losses of the demerged entity (Sterling Holiday Resorts India Limited), and other adjustments. The Company appealed before the CIT(A), Mumbai, who granted partial relief on ASCF entitlement fee but upheld the ESOP disallowance and disallowance of carry-forward losses. Both the Company and the Income Tax Department have filed cross-appeals before the ITAT, Mumbai	2,450.30	2,450.30
For AY 2017-18, the Assessing Officer raised a high-pitched demand by making additions resulting in a tax demand. On appeal, the CIT(A), Mumbai granted partial relief by deleting few additions and sustained few additions. Both the Company and the Department have filed cross-appeals before the ITAT, Mumbai. Based on management's assessment and external advice, the Company believes the demand is not sustainable.	6,660.94	6,660.94
The Assessing Officer raised income tax demands for AY 2001-02 and AY 2006-07 and also levied penalties for these years. Based on management's assessment and advice from external consultants, the Company believes the demands are not sustainable. The Company filed appeals before the Commissioner of Income Tax (Appeals), Mumbai, who passed a favourable order reducing the penalties	648.76	648.76
For AY 2018-19, the Assessing Officer disallowed ESOP expenses, added back deferred income, and disallowed long-term capital loss on sale of land, instead assessing a long-term capital gain. On appeal, the CIT(A) granted partial relief on deferred income but upheld the ESOP and capital gain additions. Both the Company and the Department have filed cross-appeals. There is no tax liability due to available brought-forward losses and unabsorbed depreciation.	201.84	201.84
For AY 2024-25, certain employees had not linked their PAN with Aadhaar. As a result, TDS CPC applied a higher tax rate of 20% under Section 206AA and raised a demand	22.05	22.05
(b) Others:		
Luxury tax related demands under appeal	6,164.90	6,164.90
GST related matters	2,278.20	2,104.14
Customer, vendor, employee and property related disputes under appeal	1,047.08	900.97
Stamp duty on Composite scheme of arrangement and amalgamation	493.78	493.78

Note: The company has assessed that it is only possible, but not probable, that outflow of economic resources will be required.

Supreme Court vide their judgement dated February 28, 2018 clarified that Provident fund deduction is to be made on basic salary and on other salary components which are universally made available to all employees. The Company, based on external advice, believes that there are interpretative challenges on the application of the judgement retrospectively. Pursuant to the ruling, the Company recorded a provision of INR 45.33 lakhs in 2018-19, with respect to demands received for Manali (for the period of April 2007 to December 2015) and Munnar (for periods prior to 2013). Based on the advice and in the absence of the reliable measurement of the provision for earlier periods, the Company has not recorded a provision with respect to any period other than as mentioned above. The Company would update the provision in future based on clarification received from the relevant authorities.

43 Capital commitments	**As at March 31, 2026**	**As at March 31, 2025**
Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities	326.23	777.74

44 Property related matters

a) During the financial year 2011-12, pursuant to One Time Settlement (OTS) scheme, the Company had fully settled the dues of a Financial Institution (FI) and also obtained a 'No Due' certificate with respect to Ooty Fernhill property. However, the financial institution has not released the title deeds of the properties given as security for the reason that a Third Party has filed a writ petition against the FI challenging the cancellation of sale of the said property to them. The Company is also a party to the said writ petition. The said writ petition was disposed off by Hon'ble High Court of Madras, against the Company. The Company has preferred Special Leave Petition (SLP) before the Hon'ble Supreme Court of India and the Court has ordered 'Status quo' in all respects concerning the said properties. The net book value and gross book value of land and building as at March 31, 2026 in respect of the said property aggregates to INR 8,287.351 lakhs (March 31, 2025: INR 8,106.43 lakhs) and INR 9,379.99 lakhs (March 31, 2025: INR 9,379.99 lakhs) respectively. In view of the management and based on the independent legal opinion obtained, the Company has a fair chance to succeed in the appeal pending before Hon'ble Supreme Court of India.

b) The Company had in the past transferred a property at Goa and part of the sale consideration amounting to INR 527.10 lakhs (March 31, 2025: INR 527.10 lakhs) (included under "Other non current assets") was retained by the buyer pending compliance of certain conditions. The Company is confident of recovering this amount as it has taken effective steps for discharge of its obligations. The Company is also legally advised that it has the right of vendor's lien against the immovable property sold to the extent of amount due. The Company has filed a suit against the buyer for recovery of the amount. In view of the aforesaid, the above amount is considered good and recoverable by Management. Application for rejection of the plaint by the defendant has been dismissed. The Defendant filed a revision before the High Court at Goa and High Court dismissed the same. Currently case is under trial.

c) During the financial year 2015-16, Company had transferred a property of 7.3 acres out of 10.3 acres land parcel at Chail for consideration and with a condition that the buyer would construct 10 cottages in the 3 acres land retained by the Company and handover the same. However, the buyer had taken the possession of the entire parcel of land and had not fulfilled the condition. The book value of the land is INR 860.00 lakhs (March 31, 2025: INR 761.70 lakhs). The title deeds for 3 acres of land are not available with the Company. There is an arbitration award in favor of the Company which the Company is enforcing in the court of law. The Company is of the view that it has a fair chance to succeed in its plea. The High Court has ordered 'Status Quo' on the property. The Company has filed an application for appointment of the receiver.

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d) Other property related matters

Property	Net carrying amount as on March 31, 2026	Net carrying amount as on March 31, 2025	Remarks
i) Kodai Valley View (Revalued - Refer Note 50)	10,253 50	10,007 30	The Company has submitted the original title documents with the District Magistrate as part of the plaint filed in response to litigation for title in 1993 The case will be heard before the District Court Kodaikanal.
ii) Puri	20,150.00	12,200.00	The registration has not been duly recorded in the revenue records in the name of the Company since the consolidation case was pending against the original owners at the time of purchase The original owners mutated the revenue records in their name The Company has filed writ before High court challenging the mutation of revenue records. SHRL has withdrawn the petition before High Court SHRL has filed revision before Collector for mutation of records.
iii) Hubli	4.85	4.98	Sale deed was not registered in the name of the Company. The Company had paid the entire consideration and taken over possession of the property Seller Company was liquidated in the past, accordingly the Company needs to take necessary legal steps to register the title in its name. The Company has approached the official liquidators office and is yet to receive next steps from them.

45 The Company holds 98% of the equity shares in Sterling Holidays (Ooty) Limited and Sterling Holiday Resorts (Kodaikanal) Limited Each subsidiary is responsible for maintaining its respective property in accordance with the property timeshare agreements entered into with the timeshare members Certain timeshare weeks in these properties remain unsold and are retained by the Company Pursuant to the necessary approvals obtained by both the Company and its subsidiaries under the Companies Act, 2013, the subsidiaries are permitted to rent out both (i) weeks sold to timeshare members and (ii) unsold weeks retained by the Company, provided such weeks are vacant The subsidiaries are entitled to earn revenue from such rentals, and neither the timeshare members nor the Company shall have any claim over this revenue Furthermore, under the exchange clause of the timeshare agreement, members of these properties are entitled to access and utilize facilities at other resorts operated by the Company

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46 Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2025-26, to the extent the Company has received intimation from the "Suppliers" regarding their status under the Act:

		As at March 31, 2026	As at March 31, 2025
i	Principal amount remaining unpaid to any supplier as at end of the year	311.43	274.23
ii	Interest due thereon remaining unpaid to any supplier as at end of the year	0.80	0.66
iii	Amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year	-	-
iv	Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006)	-	-
v	The amount of interest accrued and remaining unpaid at the end of the year	-	-
vi	The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act 2006	0.80	0.66

47 The composite Scheme of Arrangement and Amalgamation ("the Scheme") between Thomas Cook Insurance Services (India) Limited (now known as Sterling Holiday Resorts Limited) ("the Company"), Thomas Cook (India) Limited ("TCIL") and erstwhile Sterling Holiday Resorts (India) Limited ("SHRIL") and their respective shareholders and creditors was sanctioned by the High Court of Judicature at Mumbai and the High Court of Judicature at Madras on July 2, 2015 and April 13, 2015, respectively, and made effective on August 18, 2015. In terms of the said Scheme, the Timeshare and Resort business of erstwhile SHRIL ("Demerged Undertaking") was demerged and transferred to and vested with the Company as a going concern and the residual SHRIL was amalgamated with TCIL. The appointed date of the Scheme is April 1, 2014.

In accordance with the said Scheme:

a) the assets and liabilities of the Demerged Undertaking as on April 1, 2014 was taken over by the Company and have been recorded at their respective book values, ignoring revaluations.

b) the Equity Shares (including equity shares acquired after appointed date) held by the Company in erstwhile SHRIL were cancelled.

c) the difference of INR 22,984.06 lakhs between the book values of net assets of the Demerged Undertaking recorded in the books of the Company as above and the value of investments in erstwhile SHRIL in the books of the Company, was adjusted against Securities Premium Account.

d) an amount of INR 274 lakhs relating to current tax provision was reversed and an amount of INR 4.2 lakhs relating to deferred tax asset was reversed into retained earnings consequent to the scheme.

e) in consideration for transfer of Demerged Undertaking into the Company, 116 equity shares of TCIL of INR 1 each was issued to the shareholders of erstwhile SHRIL for every 100 shares of INR 10 each held in erstwhile SHRIL.

		As at March 31, 2026	As at March 31, 2025
48	**Assets pledged as security**		
	Freehold land (Revalued - Refer Note 50)	1,253.00	15,255.80
	Buildings	-	5,180.19
	Movable assets	-	731.29

The amount disclosed under assets pledged as security pertains to a working capital loan facility sanctioned by Sterling Holiday Resorts Limited. However, the said facility has not been availed or utilized during the reporting period.

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49 Share based payments

(a) Employee option plan

The options outstanding as at March 31, 2026, represent the unvested, vested and exercisable options granted by Thomas Cook India Limited, the holding company, to the employees of the Company. This disclosure is based on the information relating to the scheme shared by the holding company.

Sterling Holiday Resorts Limited Employee Stock Options Scheme 2012 - ("SHRL ESOS 2012")

As per clause 15.3.2 of the Composite Scheme of Arrangement and Amalgamation between Sterling Holiday Resorts (India) Limited (SHRIL) and Thomas Cook Insurance Services (India) Ltd (TCISIL), and Thomas Cook (India) Ltd (TCIL) the SHRIL ESOS 2012 became a part of the holding company's schemes and Stock Options which had been granted but not exercised as of the Record Date, by such SHRIL employees shall lapse and in lieu of the Lapsed Options of SHRIL, TCIL shall grant 120 options for every 100 options of SHRIL. The revised Exercise Price for Grant I was INR 80.00 and for Grant II was INR 108.46. Subject to the terms of the Scheme and SEBI ESOP Guidelines, the option holder will have a period of 5 years from the date of which the Options have vested, within which the vested options can be exercised.

Thomas Cook Employees Stock Scheme 2015

Under Employee Share Option Scheme 2015 (ESOP 2015) granted by Thomas Cook India Limited, the holding Company, 33%, 33% and 34% of the options granted vest in a period of 12 months, 24 months and 36 months respectively from the grant date. Once vested the options remain exercisable for a period of 10 years from the date of grant.

Thomas Cook Employees Stock Scheme 2018 - Management (ESOP 2018 – Management)

Thomas Cook Employees Stock Scheme 2018 - Execom

The Exercise Price shall be equal to face value of shares i.e. INR 1 per option

The objective of the ESOP 2018 - Execom is to reward the Execom Employees of the Company for their performance and to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this Scheme to retain talent in the organization. The Company views Employee Stock Options as instruments that would enable the Employees to share the value they create for the Company and align individual objectives of employees with objectives of the Company in the years to come.

The Scheme shall be applicable to the Execom and Employees of TCIL, its Subsidiary companies in India and abroad, as determined by the Committee on its own discretion from time to time.

Options granted under ESOP 2018 - Execom would Vest only at the end of 5 years from the date of grant of such options. Vesting of options would be subject to continued employment with the Company and certain performance parameters. The specific performance parameters will be decided by the Committee from time to time and will be communicated to the employees. The attainment of such performance parameters would be determined by the Committee from time to time which shall be a mandatory condition for vesting of options.

Thomas Cook Employees Stock Scheme 2024 - Execom

The Exercise Price shall be equal to face value of shares i.e Re. 1 per option

The objective of the ESOP 2024 - Execom is to reward the Execom Employees of the Company for their performance and to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this Scheme to retain talent in the organization. The Company views Employee Stock Options as instruments that would enable the Employees to share the value they create for the Company and align individual objectives of employees with objectives of the Company in the years to come. The Scheme shall be applicable to the Execom and Employees of the Company, its Subsidiary companies in India and abroad, as determined by the Committee on its own discretion from time to time. Options granted under ESOP 2024 - Execom would Vest only at the end of 3 years but not later than 7 years from the date of grant of such options. Vesting of options would be subject to continued employment with the Company and certain performance parameters. The specific performance parameters will be decided by the Committee from time to time and will be communicated to the employees. The attainment of such performance parameters would be determined by the Committee from time to time which shall be a mandatory condition for vesting of options.

i) Summary of options granted under plan :

TCIL ESOP 2018 Execom	March 31, 2026		March 31, 2025	
	Avg exercise price per share option	Number of options	Avg exercise price per share option	Number of options
Opening balance	1.00	82,624	1.00	187,541
Granted during the year	-	-	-	-
Exercised during the year	1.00	62,184	1.00	104,917
Forfeited during the year	1.00	-	1.00	-
	1.00	**20,440**	**1.00**	**82,624**

TCIL ESOP 2018 Management	March 31, 2026		March 31, 2025	
	Avg exercise price per share option	Number of options	Avg exercise price per share option	Number of options
Opening balance	125.10	41,456	125.10	48,368
Granted during the year	-	-	-	-
Exercised during the year	125.10	3,900	125.10	6,912
Forfeited during the year	-	-	125.10	-
	125.10	**37,556**	**125.10**	**41,456**

ESOP 2015	March 31, 2026		March 31, 2025	
	Avg exercise price per share option	Number of options	Avg exercise price per share option	Number of options
Opening balance	165.92	46,934	165.92	61,666
Granted during the year	-	-	-	-
Exercised during the year	165.92	22,233	165.92	14,732
Forfeited during the year	165.92	24,701	-	-
	-	-	**165.92**	**46,934**

TCIL ESOP 2024 EXECOM	March 31, 2026		March 31, 2025	
	Avg exercise price per share option	Number of options	Avg exercise price per share option	Number of options
Opening balance	-	-	-	-
Granted during the year	1.00	1,370,000	-	-
Exercised during the year	-	-	-	-
Forfeited during the year	-	-	-	-
	1.00	**1,370,000**	-	-

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49 Share based payments *(continued)*

(a) Employee option plan *(continued)*

ii) Share options outstanding at the end of year have following expiry date and exercise prices

				Share options	
	Grant date	**Expiry date**	**Exercise price**	**March 31, 2026**	**March 31, 2025**
ESOP 2018 - Execom	October 5, 2018	September 29, 2043	1.00	20,440	82,624
ESOP 2018 - Management	September 1, 2018	August 29, 2031	125.10	37,556	41,456
ESOP 2015	August 25, 2015	August 24, 2025	165.92	-	46,934
TCIL ESOP 2024 EXECOM	March 20, 2026	March 14, 2049	1.00	1,370,000	-

iii) Modification of share based payment:

On implementation of Composite Scheme of arrangement and Demerger of Human Resource Business

The Holding company (TCIL) in a composite scheme of arrangement demerged its Human Resources Services Business and transferred it to Quess Corp Limited (Quess) The scheme was approved by the National Company Law Tribunal (NCLT) with the appointed date as April 1, 2019 The effective date of the scheme was November 25, 2019 when both TCIL and Quess filed the certified copies of the order with their respective jurisdictional Registrar of Companies

As a part of the composite scheme, Group Employees whose ESOPs were outstanding on the effective date will be entitled to the additional shares of Quess on account of the demerger of Human Resource Business Instead of altering the exercise price, TCIL provided additional award in form of Quess shares

The group employees are now entitled to shares of Quess along with those of TCIL in the same share entitlement ratio prescribed in the scheme for the other shareholders of TCIL (1889:10,000)

In case of vested ESOPs, the employees will be granted shares of TCIL and Quess only on payment of the exercise price In case of unvested ESOPs, the employees will be granted shares of TCIL and Quess on completion of the remaining vesting period and payment of the exercise price

The options, to the extent, which are settled by shares of Quess do not meet the definition of a share-based payment arrangement because the value of shares of Quess is not based on the price or value of TCIL's equity instruments or any of its group entity's equity instruments The options to the extent which are settled by shares of Quess will be considered as an employee benefit within the scope of Ind AS 19 The options settled by shares of TCIL continue to be considered as share based payments and are accounted as per IND AS 102

(b) Expense arising from share based payment transaction

Particulars	**Year ended March 31, 2026**	**Year ended March 31, 2025**
Employee option plan expenses	16.10	4.21
Total	**16.10**	**4.21**

50 Revaluation of land

During the financial year 2018-19, the Company had changed its accounting policy with respect to measurement of freehold and leasehold land from the cost model to revaluation model with effect from April 1, 2018 Freehold and leasehold land will be recognized at fair value based on periodic valuation done by external independent valuers, less subsequent amortization of leasehold land A revaluation surplus will be recorded in OCI and credited to the asset revaluation reserve in equity However, to the extent that it reverses a revaluation deficit of the same asset previously recognized in profit or loss, the increase is recognized in profit and loss. A revaluation deficit is recognized in the statement of profit and loss, except to the extent that it offsets an existing surplus on the same asset recognized in the asset revaluation reserve Fair value of the land assets was determined by an external independent valuer using the market comparable method, i.e., the valuations performed by the valuer are based on active market sale prices, adjusted for difference in the nature, location or condition of the specific property.

The carrying amounts as at March 31, 2026 and March 31, 2025 under cost and revaluation models are given below

Block of asset	**Revaluation model**		**Cost model**	
	As at March 31, 2026	**As at March 31, 2025**	**As at March 31, 2026**	**As at March 31, 2025**
Freehold land	83,667.40	70,354.92	5,250.87	5,250.87
Right of use asset - land (Refer note 51)	1,946.60	1,812.36	161.91	161.91
Total	**85,614.00**	**72,167.28**	**5,412.78**	**5,412.78**

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51 Leases

(See accounting policy in note 1.3 (k))

(a) Movement in right of use assets and lease liabilities as per Ind AS 116 Leases

As a lessee, the company leases many assets including land and building and computer equipment's

Right of use assets	Land	Building	Computer Equipment	Total
Balance at April 1, 2024	**1,838.00**	**8,463.56**	**125.11**	**10,426.67**
Addition to right of use assets	-	5,824.17	144.67	5,968.84
Amortisation charge for the year	(25.64)	(2,040.28)	(114.37)	(2,180.29)
Derecognition of right of use assets	-	-	-	-
Balance at March 31, 2025	**1,812.36**	**12,247.45**	**155.41**	**14,215.22**
Addition to right of use assets	-	851.88	182.12	1,034.00
Amortisation charge for the year	(25.53)	(2,526.59)	(101.37)	(2,653.49)
Derecognition of right of use assets	-	(89.58)	-	(89.58)
Revaluation during the year	159.77	-	-	159.77
Balance at March 31, 2026	**1,946.60**	**10,483.16**	**236.16**	**12,665.92**

Lease Liabilities	Amount
Balance at April 1, 2024	**9,532.50**
Additions	5,983.51
Deletions	-
Finance cost accrued during the period	1,186.14
Discharge of lease liabilities	(2,971.32)
Balance at March 31, 2025	**13,730.83**
Additions	993.77
Deletions	(137.16)
Finance cost accrued during the period	1,212.64
Discharge of lease liabilities	(3,472.95)
Balance at March 31, 2026	**12,327.14**

	As at March 31, 2026	As at March 31, 2025
Current	2,669.45	2,227.44
Non-current	9,657.69	11,503.40

(b) Maturity analysis - contractual undiscounted cash flows

	As at March 31, 2026	As at March 31, 2025
Less than one year	3,490.72	2,975.67
1 - 2 Year	3,212.23	3,419.56
2 - 3 Year	2,543.27	3,287.82
3 - 4 Year	1,947.41	3,068.00
4 - 5 Year	1,809.37	2,361.88
More than five years	2,904.67	5,944.12
Total	**15,907.67**	**21,057.05**

(c) Amounts recognised in profit or loss

	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest expense on lease liabilities	1,212.64	917.32
Amortisation of ROU	2,653.49	1,468.24
Expenses relating to short term leases	1,457.76	699.76
Total	**5,323.89**	**3,085.32**

(d) Amounts recognised in statement of cash flow

	As at March 31, 2026	As at March 31, 2025
Total cash outflow for leases	3,472.95	2,971.32

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52 Ind AS 115 - Revenue from contracts with customers

Movement in deferred acquisition costs and contract liabilities

(a) Deferred acquisition costs

	Year ended March 31, 2026	Year ended March 31, 2025
Opening balance	7,684.21	9,155.18
Additions during the year	38.80	521.40
Written off due to cancellation of contracts	(409.51)	(1,162.95)
Amortised during the year	(489.13)	(829.42)
Closing balance	**6,824.37**	**7,684.21**

(b) Contract liabilities

	Membership fee	AAC / ASF	Other resort revenue	Total
Opening balance as at April 1, 2025	55,980.42	1,303.29	1,583.65	58,867.36
Additions during the year (net)	455.92	1,299.24	3,032.92	4,788.07
Contracts cancelled during the year	(3,314.45)		-	(3,314.45)
Income recognized during the year	(3,259.08)	(1,526.11)	(1,631.02)	(6,416.22)
Adjustment on account of provision	293.62		-	293.62
Closing balance as at March 31, 2026	**50,156.43**	**1,076.42**	**2,985.55**	**54,218.39**

Contract liabilities

	Membership fee	AAC / ASF	Other resort revenue	Total
Opening balance as at April 1, 2024	63,954.16	1,695.58	1,684.55	67,334.29
Additions during the year (net)	2,331.65	1,147.05	7,150.09	10,628.79
Contracts cancelled during the year	(8,761.56)	-	-	(8,761.56)
Income recognized during the year	(3,210.96)	(1,539.34)	(7,250.99)	(12,001.29)
Adjustment on account of provision	1,667.13	-	-	1,667.13
Closing balance as at March 31, 2025	**55,980.42**	**1,303.29**	**1,583.65**	**58,867.36**

For contract liabilities pertaining to membership fee, services will be provided over the effective membership period and revenue is recognised over that period. Other contract liabilities pertain to consideration received in advance and are recognized as revenue in the respective period when the service is rendered.

(c) Revenue expected to be recognised in the future from Deferred Contract Liability

	As at March 31, 2026	As at March 31, 2025
AAC / ASF		
< 1 Year	827.31	830.38
More than 1 year	249.10	472.91
	1,076.42	**1,303.29**
Membership fee		
< 1 Year	2,949.67	3,194.32
1 - 2 Year	2,949.67	3,194.32
2 - 3 Year	2,949.67	3,194.32
More than 3 Years	41,307.42	46,397.50
	50,156.43	**55,980.46**

The deferred contract liability broken year wise shows summary of Membership and Annual subscription fee recognisable over the time. Annual subscription fee being the annual fees chargeable to the member every year over the life of contract.

(d) Reconciliation of revenue from contract with customer	Year ended March 31, 2026	Year ended March 31, 2025
Revenue from contract with customer as per the contract price	48,027.98	45,052.18
Adjustments made to contract price on account of :-		
(i) Discounts / Rebates / Incentives	(381.76)	(364.00)
(ii) Other adjustments	(2.72)	69.89
Revenue from contract with customer as per the statement of Profit and Loss	**48,412.46**	**45,346.29**

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55 Earnings per share

(See accounting policy in Note 1.3 (n))

	As at / Year ended March 31, 2026	As at / Year ended March 31, 2025
Profit for the year attributable to the equity holders of the Company	7,325.48	5,748.19
Weighted average number of equity shares outstanding (in lakhs)	290.50	290.50
Basic and diluted earnings per share (INR)	**25.22**	**19.79**

56 Additional regulatory information pursuant to the requirement in Division II of Schedule III to the Companies Act 2013:

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property

(ii) The Company revalued its freehold land (including right-of-use assets relating to leasehold land) during the previous year. The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current year. Refer Note 50.

(iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(iv) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(v) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(vi) The Company has not entered into any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)

(vii) The Company has not been declared as a wilful defaulter by any bank or financial institution or government or any government authority

(viii) The Company has complied with the number of layers prescribed under the Companies Act, 2013

(ix) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year

(x) The Company does not have any charge or satisfaction which is yet to be registered with Registrar of Companies (ROC) beyond statutory period except the following

Charge holder name	Registrar location	As at March 31, 2026	As at March 31, 2025
HDFC Bank Limited	Mumbai	-	8,348.50
Housing Development Finance Corporation Limited	Mumbai	-	1,300.00

(xi) The Company neither has borrowings nor has been sanctioned working capital during the year from banks or financial institutions on the basis of security of current assets

(xii) The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956

(xiii) The Company does not have any loans or advances in the nature of loans granted to promoters, directors, key managerial personnel and the related parties either severally or jointly with any other person, that are (a) repayable on demand or (b) without specifying any terms or period of repayment.

57 Exceptional items

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Impairment of investment and loans in Nature Trails Resorts Private Limited Refer [Note 6(a) and 8]	-	1,990.77
Impairment of other receivables from Nature Trails Resorts Private Limited Refer [Note 6(a) and 8]	40.17	-
Litigations settlement *	-	410.94
Statutory impact of new labour codes #	142.06	-
Expenses arising out of scheme ^	25.75	
	207.98	**2,401.71**

* During the previous year, the Company had applied for full and final settlement of tax dues in relation to luxury tax litigations under the Amnesty Scheme. The aforesaid litigations were settled with the concerned authorities, by way of payment of tax dues aggregating to INR 410.94 lakhs. Accordingly, the dues settled was recognised in the statement of profit and loss as an exceptional item.

On November 21, 2025, the Government of India notified the four Labor Codes - the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 - consolidating 29 existing labour laws. The Ministry of Labor & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations. We have assessed and disclosed the incremental impact of these changes on the basis of the best information available, consistent with the guidance provided by the Institute of Chartered Accountants of India. Considering the materiality and regulatory-driven, non-recurring nature of this impact, the Company has presented such incremental impact as under "Exceptional items" in the interim statement of profit and loss for the year ended March 31, 2026. The Company has engaged external consultants and are considering options including restructuring the remuneration to restrict the gratuity impact to 50% of the total remuneration. Based on such an assumption, certain allowances like special allowances have not been fully considered for determining the gratuity liability though based on current interpretation these may be warranted. Based on management assumptions an actuarial valuation has been obtained, and the incremental cost of INR 142.07 lakhs has been presented under exceptional items in the Statement of Profit and Loss for the year ended March 31, 2026. The Company continues to monitor the finalization of Central, State Rules and clarifications from the Government on other aspects of Labour Code and would provide appropriate accounting effect on the basis of such developments as needed.

^ The Board at its meeting held on March 20, 2026, approved the Composite Scheme of Arrangement and Amalgamation amongst Thomas Cook (India) Limited ('TCIL') and its wholly owned subsidiaries and their respective shareholders, in accordance with the provisions of Sections 230 to 232 read with Sections 61 and 66 of the Companies Act, 2013 together with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and the National Company Law Tribunal Rules, 2016 ('Scheme'). The Scheme inter alia provides for the demerger of the resorts and resort management business of TCIL into SHRL. Shareholders of TCIL will receive shares of SHRL as a consideration for the demerger, in the ratio of 81 shares of SHRL for every 100 shares held in TCIL. The Scheme is subject to requisite statutory and regulatory approvals and sanction by the respective shareholders of each of the companies involved in the Scheme. Further, exceptional item for the year ended 31 March 2026 includes cost incurred till date by the Company towards legal and professional fees in connection with the scheme of INR 25.75 lakhs.

B S R & Co. LLP ★ Chartered Accountants ★

STERLING HOLIDAY RESORTS LIMITED ★ CHENNAI ★

58 Subsequent events

There are no significant subsequent events, that have occurred after the reporting period till the date of the signing of these financial statements.

As per our report of even date attached
for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

T H Mahadevan
Partner
Membership No: 224352
Place: Chennai
Date: May 11, 2026

for and on behalf of the Board of Directors of
Sterling Holiday Resorts Limited
CIN: U63040TN1989PLC114064

Vikram Dayal Lalvani
Managing Director & Chief Executive Officer
DIN: 07115464
Place: Chennai
Date: May 5, 2026

Usha Rangarajan
Director
DIN: 07154943
Place: Coimbatore
Date: May 5, 2026

Krishna Kumar L
Chief Financial Officer
Membership No: 028935
Place: Chennai
Date: May 5, 2026

Muthukumaran A
Company Secretary
Membership No: A33894
Place: Chennai
Date: May 5, 2026

53 Corporate Social Responsibility

	Year ended March 31, 2026	Year ended March 31, 2025
(a) Amount required to be spent by the company during the year	155.24	141.92
(b) Amount approved by the board to be spent during the year	152.65	141.92
(c) Amount spent during the year	152.65	141.92
(i) Construction/acquisition of any asset	-	-
(ii) on purposes other then (i) above	152.65	141.92
(d) Details of related party transactions*	-	-
(e) Details of unspent obligation #	2.59	-

* Paid to Fairfax India Charitable foundation (Trust of Ultimate Holding Company) - acquisition and installation of dialysis machines along with project supervision cost
# The unspent obligation is not with respect to any ongoing project. The Company will deposit the unspent amount within 6 months from the expiry of the financial year

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BSR & Co. LLP ★ Chartered Accountants ★

STERLING HOLIDAY RESORTS LIMITED ★ CHENNAI ★

54 Ratio analysis and its elements

Ratio	Numerator	Denominator	March 31, 2026	March 31, 2025	% change	Reason for variance
Current ratio	Current Assets	Current Liabilities	3.70	3.24	14%	Not applicable
Return on Equity ratio	Profits after tax	Average Shareholder's Equity	8.90%	8.14%	1%	Not applicable
Inventory Turnover ratio	Cost of goods sold	Average Inventory	11.77	12.41	-5%	Not applicable
Trade Receivable Turnover Ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	31.02	29.91	4%	Not applicable
Trade Payable Turnover Ratio	Net credit purchases = Gross credit purchases - purchase return	Average Trade Payables	1.04	0.85	21%	Not applicable
Net Capital Turnover Ratio	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities	2.02	2.31	-12%	Not applicable
Net Profit ratio	Net Profit	Net sales = Total sales - sales return	15%	13%	2%	Not applicable
Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	35%	55%	-21%	Not applicable
Return on Investment	Interest (Finance Income)	Investment	5%	2%	3%	Not applicable

Note: The Company does not have any borrowings; therefore, the debt-equity ratio and debt service coverage ratio are not applicable

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BSR & Co. LLP ★ Chartered Accountants ★

STERLING HOLIDAY RESORTS LIMITED CHENNAI

Sterling Holiday Resorts Limited
Consolidated Balance sheet as at March 31, 2026
(All amounts are in lakhs of Indian rupees, unless otherwise stated)

	Note	As at March 31, 2026	As at March 31, 2025
Assets			
Non-current assets			
Property, plant and equipment	3	117,032.10	102,136.61
Right-of-use assets	49	12,665.92	14,215.22
Capital work-in-progress	4	487.59	368.71
Goodwill	40	1,287.37	1,287.37
Other intangible assets	5	5.06	10.79
Financial assets			
i. Other financial assets	9	3,766.84	2,374.05
Other tax assets	10	2,355.72	3,223.13
Deferred acquisition cost	11	6,389.13	7,223.29
Other non-current assets	12	192.22	251.60
Total non-current assets		**144,181.95**	**131,090.77**
Current assets			
Inventories	13	378.43	300.39
Financial assets			
i. Investments	6	20,300.21	9,723.66
ii. Trade receivables	7	1,045.06	1,242.27
iii. Cash and cash equivalents	14	2,278.14	1,564.58
iv. Bank balances other than (iii) above	15	515.66	-
v. Loans	8	7.12	14.73
vi. Other financial assets	9	9,215.68	15,812.64
Deferred acquisition cost	11	435.23	460.93
Other current assets	16	1,339.55	1,094.08
Total current assets		**35,515.08**	**30,213.28**
Total assets		**179,697.03**	**161,304.05**
Equity and liabilities			
Equity			
Equity share capital	17	2,905.00	2,905.00
Other equity			
Reserves and surplus	18	22,537.65	14,214.09
Items of other comprehensive income	19	69,300.12	57,731.49
Equity attributable to owners of the Company		**94,742.77**	**74,850.58**
Non-controlling interests		42.61	21.15
Total equity		**94,785.38**	**74,871.73**
Liabilities			
Non-current liabilities			
Financial liabilities			
i. Lease liabilities	49	9,657.69	11,503.40
ii. Other financial liabilities	20(a)	51.22	17.00
Provisions	21	627.90	539.30
Deferred tax liabilities (net)	22	10,684.49	6,248.88
Other non-current liabilities			
Contract liabilities	23	47,402.63	53,313.44
Total non-current liabilities		**68,423.93**	**71,622.02**
Current liabilities			
Financial liabilities			
i. Lease liabilities	49	2,669.45	2,227.44
ii. Trade payables			
a) total outstanding dues of micro enterprises and small enterprises; and	24	318.28	286.60
b) total outstanding dues of creditors other than micro enterprises and small enterprises	24	3,225.90	3,327.32
iii. Other financial liabilities	20(b)	556.00	777.89
Other current liabilities			
-Contract liabilities	26	7,073.33	5,596.37
-Others	27	1,791.20	1,822.52
Provisions	21	554.49	530.44
Current tax liabilities	25	299.07	241.72
Total current liabilities		**16,487.72**	**14,810.30**
Total liabilities		**84,911.65**	**86,432.32**
Total equity and liabilities		**179,697.03**	**161,304.05**
Material accounting policies	1.3		

The notes referred to above form an integral part of the consolidated financial information.

for B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

T H Mahadevan
Partner

Membership No: 224352
Place: Chennai
Date: May 11, 2026

for and on behalf of the Board of Directors of
Sterling Holiday Resorts Limited
CIN: U63040TN1989PLC114064

Vikram Dayal Lalvani
Managing Director &
Chief Executive Officer
DIN: 07115464
Place: Chennai
Date: May 05, 2026

Usha Rangarajan
Director
DIN: 07154943
Place: Coimbatore
Date: May 05, 2026

Krishna Kumar L
Chief Financial Officer
Membership No: 028935
Place: Chennai
Date: May 05, 2026

Muthukumaran A
Company Secretary
Membership No: A33894
Place: Chennai
Date: May 05, 2026

Sterling Holiday Resorts Limited

Consolidated Statement of Profit and Loss for the year ended March 31, 2026

(All amounts are in lakhs of Indian rupees, unless otherwise stated)

	Note	Year ended March 31, 2026	Year ended March 31, 2025
Income			
Revenue from operations	28	52,719.69	50,164.17
Other income	29	2,164.88	2,257.11
Total income		**54,884.57**	**52,421.28**
Expenses			
Cost of materials consumed	30	3,960.68	3,841.25
Employee benefits expense	31	14,390.32	14,690.94
Finance costs	32	1,268.54	1,278.69
Depreciation and amortisation expense	33	4,333.10	3,983.24
Other expenses	34	19,470.64	17,338.23
Total expenses		**43,423.28**	**41,132.35**
Profit before exceptional items and tax		**11,461.29**	**11,288.93**
Exceptional items	56	167.81	679.75
Profit before tax		**11,293.48**	**10,609.18**
- Current tax			
- Current tax	35	367.05	519.41
- Deferred tax	35	2,548.46	2,217.11
Tax expense		**2,915.51**	**2,736.52**
Profit for the year		**8,377.97**	**7,872.66**
Other comprehensive income (OCI)			
Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit liability / (asset)		(65.54)	(105.06)
Revaluation gain on land		13,472.27	-
Income tax relating to items that will not be reclassified to profit or loss		(1,887.15)	(1,131.05)
Other comprehensive income / (loss) for the year, net of tax		**11,519.58**	**(1,236.11)**
Total comprehensive income for the year		**19,897.55**	**6,636.55**
Profit for the year attributable to:			
Owners of the Company		8,356.51	7,851.71
Non-controlling interests		21.46	20.95
		8,377.97	**7,872.66**
Other comprehensive income / (loss) for the year attributable to:			
Owners of the Company		11,519.58	(1,236.11)
Non-controlling interests		-	-
		11,519.58	**(1,236.11)**
Total comprehensive income for the year attributable to:			
Owners of the Company		19,876.09	6,615.60
Non-controlling interests		21.46	20.95
		19,897.55	**6,636.55**
Earnings per equity share (Face value of INR 10 each)			
Basic and diluted earnings per share (INR)	53	28.77	27.03
Material accounting policies	1.3		

The notes referred to above form an integral part of the consolidated financial information.

for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

T H Mahadevan
Partner
Membership No: 224352
Place: Chennai
Date: May 11, 2026

for and on behalf of the Board of Directors of
Sterling Holiday Resorts Limited
CIN: U63040TN1989PLC114064

Vikram Dayal Lalvani
Managing Director &
DIN: 07115464
Place: Chennai
Date: May 05, 2026

Usha Rangarajan
Director
DIN: 07154943
Place: Coimbatore
Date: May 05, 2026

Krishna Kumar L
Chief Financial Officer
Membership No.: 028935
Place: Chennai
Date: May 05, 2026

Muthukumaran A
Company Secretary
Membership No: A33894
Place: Chennai
Date: May 05, 2026

Sterling Holiday Resorts Limited
Consolidated Statement of changes in equity for the year ended March 31, 2026
(All amounts are in lakhs of Indian rupees, unless otherwise stated)

I) Equity share capital

	Amount
Balance as at April 1, 2024	2,905.00
Changes in equity share capital during the year	-
Balance as at March 31, 2025	**2,905.00**
Balance as at April 1, 2025	**2,905.00**
Changes in equity share capital during the year	-
Balance as at March 31, 2026	**2,905.00**

II) Other equity

	Reserves and surplus					Items of other comprehensive income				
	Securities premium	Retained earnings	Capital redemption reserve	Capital contribution from holding company	Total	Remeasurements of the defined benefit liability / (asset)	Revaluation reserve	Total attributable to the owners of the Company	Non-controlling interest	Total
Balance as at April 1, 2024	**32,057.94**	**(28,996.26)**	**40.30**	**1,665.29**	**4,767.27**	**-**	**60,558.50**	**60,558.50**	**0.20**	**65,325.97**
Profit for the year	-	7,851.71	-	-	7,851.71	-	-	-	20.95	7,872.66
Other comprehensive income for the year	-	-	-	-	-	(83.07)	-	(83.07)	-	(83.07)
Equity-settled share-based payment	-	-	-	4.21	4.21	-	-	-	-	4.21
Transfer to retained earnings on account of slump sale	-	1,469.28	-	-	1,469.28	-	(1,469.28)	(1,469.28)	-	-
Transfer to retained earnings - Sale of land (net of tax)	-	204.69	-	-	204.69	-	(204.69)	(204.69)	-	-
Transfer to retained earnings - Actuarial gain / (loss) (net of tax)	-	(83.07)	-	-	(83.07)	83.07	-	83.07	-	-
Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-	-	(1,153.04)	(1,153.04)	-	(1,153.04)
Balance as at March 31, 2025	**32,057.94**	**(19,553.65)**	**40.30**	**1,669.50**	**14,214.09**	**-**	**57,731.49**	**57,731.49**	**21.15**	**71,966.73**
Balance as at April 1, 2025	**32,057.94**	**(19,553.65)**	**40.30**	**1,669.50**	**14,214.09**	**-**	**57,731.49**	**57,731.49**	**21.15**	**71,966.73**
Profit for the year	-	8,356.51	-	-	8,356.51	-	-	-	21.46	8,377.97
Other comprehensive income for the year	-	-	-	-	-	(49.05)	11,568.63	11,519.58	-	11,519.58
Equity-settled share-based payment	-	-	-	16.10	16.10	-	-	-	-	16.10
Transfer to retained earnings - Actuarial gain / (loss) (net of tax)	-	(49.05)	-	-	(49.05)	49.05	-	49.05	-	-
Balance as at March 31, 2026	**32,057.94**	**(11,246.19)**	**40.30**	**1,685.60**	**22,537.65**	**-**	**69,300.12**	**69,300.12**	**42.61**	**91,880.38**

Material accounting policies 1.3

The notes referred to above form an integral part of the consolidated financial information

for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

T H Mahadevan
Partner
Membership No: 224352
Place: Chennai
Date: May 11, 2026

for and on behalf of the Board of Directors of
Sterling Holiday Resorts Limited
CIN: U63040TN1989PLC114064

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Krishna Kumar L
Chief Financial Officer
Membership No.: 028935
Place: Chennai
Date: May 05, 2026

Muthukumaran A
Company Secretary
Membership No: A33894
Place: Chennai
Date: May 05, 2026

1.1 Reporting entity

Sterling Holiday Resorts Limited ('the Company') is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is registered with the Ministry of Corporate Affairs under Corporate Identification Number (CIN) - U63040TN1989PLC114064.

The Company's registered office is at Purva Primus, 4th Floor, 236, Okkiyampettai, Old Mahabalipuram Road, Thoraipakkam, Chennai - 600097. The Company is a subsidiary of Thomas Cook (India) Limited and the ultimate holding company is Fairfax Financial Holdings Limited, Canada.

These consolidated financial information comprise the Company and its subsidiaries Sterling Holidays (Ooty) Limited, Sterling Holiday Resorts (Kodaikanal) Limited and Nature Trails Resorts Private Limited (together referred to as the 'Group'). The Group is primarily involved in Leisure Hospitality Services (Resort business) and selling Membership (Time share).

1.2 Basis of preparation

(a) Statement of compliance

The Company has used the exemption under Paragraph 4(a) of Ind AS 110 and has elected not to prepare the consolidated financial information. These consolidated financial information have been prepared solely to enable Thomas Cook (India) Limited to prepare its consolidated financial information and not to report on Sterling Holiday Resorts Limited as a separate entity.

In accordance with the instructions issued by group management of Thomas Cook (India) Limited ("TCIL") to the Company, these consolidated financial information comply in all material aspects with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act, to the extent applicable and excludes statement of cash flows.

The consolidated financial information were approved for issue by the Group's Board of Directors on May 05, 2026.

Details of the Group's accounting policies are included in note 1.3. The Group has consistently applied the accounting policies to all the periods present in these consolidated financial information.

(b) Basis of measurement

These consolidated financial information have been prepared on a historical cost basis and on an accrual basis, except for the following items.

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Investments mandatorily measured at FVTPL (refer note 1.3(b)(ii))	Fair value
Freehold and leasehold land	Fair value
Share based payment arrangements	Fair value of the option
Net defined benefit liability (refer note 1.3(g)(iii))	Present value of the defined benefit obligation less the fair value of plan assets

(c) Functional and presentation currency

These consolidated financial information are presented in Indian Rupees (INR), which is also the Group's functional currency. All the financial information have been rounded-off to the nearest lakhs, or decimals thereof, unless otherwise indicated. Transactions and balances with values below the rounding off norm adopted by the Group have been reflected as "-" in the relevant notes in these financial information.

(d) Use of estimates and judgements

In preparing these consolidated financial information, management has made judgements and estimates 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 recognised prospectively.

Judgement

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the consolidated financial information is included in the following notes:

Note 3(b) and 36: Financial instruments: Classification and measurement

Note 3(k) and 49: Lease term: whether the Group is reasonably certain to exercise extension options

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties at the reporting date that have a significant risk of resulting in a significant adjustment to the carrying amounts of assets and liabilities within the next financial year is included in the following notes. Actual results may be different from these estimates.

Note 3 : Freehold land and leasehold land is measured based on valuation by external independent valuers using market approach

Note 21: Measurement of defined benefit obligations: key actuarial assumptions.

Note 22: Recognition of deferred tax assets: availability of future taxable profit against which deductible temporary differences and tax losses carried forward can be utilised.

Note 3(i) and Note 28: Revenue recognition: estimate of expected returns.

Note 36 : Determine the fair value of financial assets or liability based on unobservable inputs

Note 37: Measurement of ECL allowance for trade receivables: key assumptions in determining the weighted-average loss rate.

Notes 41 and 43: Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.

(e) Measurement of fair values

A number of 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. The Group regularly reviews significant unobservable inputs and valuation adjustments, including level 3 fair values. If third party information is used to measure fair values, then the Group assesses the evidence obtained from the third parties to support the conclusion that these valuation meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

1.2 Basis of preparation *(continued)*

(e) Measurement of fair values *(continued)*

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. The inputs used to measure the fair value of assets or a liability fall into different levels of the fair value hierarchy. Accordingly, the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the low level input that is significant to the entire measurement.

Management uses various valuation techniques to determine fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management based on its assumptions on observable data as far as possible but where it not available, the management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date. The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

(f) Current and Non-current classification

Based on the nature of services / activities of the Group and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Group has determined its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

(g) Going Concern

The consolidated financial information for the year ended March 31, 2026 reflect that the Group has accumulated losses of INR 14,213.58 lakhs (March 31, 2025: INR 21,490.02 lakhs) (which have eroded the net worth of the Group) as at the balance sheet date. The above accumulated loss includes a one-time impact of INR 30,259.54 lakhs on change in accounting for contracts with customers, pursuant to transition to Ind AS 115 Revenue from Contracts with Customers. During the year Group has earned profit before tax of INR 9,873.80 (March 31, 2025: INR 7,930.03). The Group has considered various internal and external sources of information, up to the date of approval of the consolidated financial information, in determining the potential impact on the financial position and business operations of the Group.

Based on the expected continued profitability, approved cash flow projections for the next 12 months, availability of assets (land, buildings, trade receivables etc.) for securitization monetization for additional funds, the Group believes that it would be able to meet its financial requirements and no adjustments would be required in respect of the carrying values of assets/liabilities. Accordingly, these consolidated financial information are prepared on a going concern basis.

(h) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief operating decision maker. The Chairman – Whole Time Director (WTD) of the Group has been identified as the chief operating decision maker of the Group who assesses the financial performance and position of the Group and makes strategic decisions. Refer Note 42 for segment information presented.

1.3 Material accounting policies

(a) Foreign currency transactions

Transactions in foreign currencies are translated into the functional currency of the Group, at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction. Foreign exchange gain and losses from settlement of these transactions are recognised in the statement of profit or loss.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate as at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of transaction. Exchange differences arising on translation are recognised in the statement of profit or loss.

Foreign operations

The assets and liabilities of foreign operations (subsidiaries, associates, joint arrangements, branches), including goodwill and fair value adjustments arising on acquisition, are translated into INR at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into INR at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Foreign currency differences are recognised in OCI and accumulated in the equity (as exchange differences on translating the financial statements of a foreign operation), except to the extent that the exchange differences are allocated to NCI.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reallocated to NCI. When the Group disposes of only part of an associate or joint venture while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

(b) Financial instruments

(i) Recognition and initial measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group 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.

However, if the Group has an unconditional right to an amount that differs from the transaction price (e.g. due to the Group's refund policy), the trade receivable will be initially measured at the amount of that unconditional right.

(ii) Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at:
- amortised cost;
- Fair value through other comprehensive income (FVOCI) – debt investment;
- Fair value through other comprehensive income (FVOCI) – equity investment; or
- Fair value through profit and loss (FVTPL).

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

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1.3 Material accounting policies *(continued)*

(b) Financial instruments *(continued)*

(ii) Classification and subsequent measurement *(continued)*

Financial assets *(continued)*

a) Non-derivative financial assets

Financial assets at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:
- it is held within a business model whose objective is to hold assets to collect contractual cash flows, and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments at FVTOCI

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:
- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Equity instruments at FVTOCI

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

Where the Group elects to designate an equity instrument at fair value through other comprehensive income (FVOCI), all changes in fair value, except for dividend income, are recognised in other comprehensive income and are not subsequently reclassified to the Statement of Profit or Loss.

Financial assets at FVTPL

All financial assets not classified as measured at amortised cost or FVTOCI as described above are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;

- how the performance of the portfolio is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and

- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non- recourse features).

1.3 Material accounting policies *(continued)*

(b) Financial instruments *(continued)*

(ii) Classification and subsequent measurement *(continued)*

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest *(continued)*

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets – Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities – Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

(iii) De-recognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different, in which case, a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

(iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

1.3 Material accounting policies *(continued)*

(c) Property, plant and equipment

(i) Recognition and measurement

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

Items of property, plant and equipment (including capital-work-in progress) are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses

Cost of an item of property, plant and equipment comprises

a purchase price, including import duties and non-refundable taxes on purchase (goods and service tax), after deducting trade discounts and rebates

b any directly attributable cost of bringing the item to its working condition for its intended use, estimated costs of dismantling and removing the item and restoring the site on which it is located

Cost of a self-constructed item of property, plant and equipment comprises

a the cost of materials and direct labour;

b any directly attributable cost of bringing the item to its working condition for its intended use, estimated costs of dismantling and removing the item and restoring the site on which it is located

Any gain/ loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

The Group follows revaluation model for measurement of freehold and leasehold land. Freehold and leasehold land will be recognized at fair value based on periodic, at least triennial, valuations done by external independent valuers, less subsequent depreciation of leasehold land. Increase in the carrying amount arising on revaluation of land are recognized, net of tax, in other comprehensive income and accumulated in reserves in shareholders' equity

Fair value of the land is determined using the Market comparable method, i.e., the valuations performed by the valuer are based on active market sale prices, adjusted for difference in the nature, location or condition of the specific property. Refer Note 50

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably

(iii) Depreciation

Depreciation is calculated on the cost of items of property, plant and equipment less their estimated residual values over the estimated useful lives using the straight-line method and is generally recognised in the Statement of profit or loss. Freehold land is not depreciated

Depreciation on property, plant and equipment is charged over the estimated useful life of the asset as evaluated on technical assessment on straight-line method, in accordance with Part A and C of Schedule II to the Companies Act, 2013

The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as follows

Asset	Management estimate of useful life	Useful life as per Schedule II
Buildings	30 - 60	30 - 60
Plant and equipment	15	15
Electrical equipment	10	10
Office equipment	5	5
Furniture and fixtures	8 to 10	10
Computer equipment – Desktop, laptop and end-user items	3	3
Computer equipment – Servers & Network	6	6
Vehicles	8	8 - 10 years

Depreciation method, useful lives and residual values are reviewed at each financial period-end and adjusted if necessary, for each reporting period. Based on technical assessment and consequent advice, the management believes that its estimate of useful life as given above best represent the period over which management expects to use the asset

Leasehold improvements are amortized on a straight line basis over the useful life of the asset or the remaining lease term whichever is lower

On property, plant and equipment added/ disposed off during the period, depreciation is charged on pro-rata basis for the period from up to which the asset is ready for use/disposed off

Premium paid for acquiring leasehold land is amortised over the period of lease. Assets constructed on leasehold land/leasehold improvements are amortised over the primary period of lease or its estimated useful life, whichever is lower.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/ (losses)

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1.3 Material accounting policies *(continued)*

(d) Goodwill and intangible assets

(i) Recognition and measurement

Goodwill:

Goodwill arising on the acquisition of subsidiaries (See Note 3(f)(ii)) is measured at cost less accumulated impairment losses

Research and development:

Expenditure on research activities is recognised in profit or loss as incurred

Development expenditure is capitalised as part of the cost if the resulting intangibles asset only if the expenditure can be measured reliably, the product or process is the technically and commercially feasible, future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in profit or loss as incurred. Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortisation and any accumulated impairment losses

Other intangible assets:

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities). Amortisation is calculated on a straight-line basis over their estimated useful lives and it is included in the Statement of profit or loss. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates and cost of assets can be measured reliably. All other expenditure, is recognised in profit or loss as incurred

(iii) Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in Depreciation and amortisation expense in the Statement of profit or loss. Goodwill is not amortised

The estimated useful life of intangible asset consisting computer software are as follows

Category of asset	Management estimate of useful life
Software	3 - 5 years

(e) Inventories

Inventories are measured at the lower of cost and net realisable value

Inventories comprising of provisions, perishables, beverages and operating supplies are stated at lower of cost and net realizable value. Cost is determined using the Weighted average method. The cost comprises of purchase price, non-refundable taxes and delivery handling cost incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. Inventories are written down for slow moving/ non-moving items, wherever necessary.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated costs necessary to make the sale. Raw materials and other supplies held for use in the production of finished products are not written down below cost except in cases when a decline in the price of materials indicates that the cost of the finished products shall exceed the net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

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1.3 Material accounting policies *(continued)*

(f) Impairment

(i) Impairment of financial instruments

The Group recognises loss allowances for expected credit losses on financial assets measured at amortised cost and contract assets.

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:
• debt securities and loans that are determined to have low credit risk at the reporting date; and
• other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables, finance lease receivables, and contract assets are always measured at an amount equal to lifetime ECLs.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating expected credit losses is the maximum contractual
period over which the Group is exposed to credit risk.
When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group 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 Group's historical experience and informed credit assessment and including forward looking information.

The Group considers a financial asset to be in default when:
- the recipient is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held), or
- the financial asset is more than 180 days past due.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Group assesses whether such financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:
- significant financial difficulty;
- a breach of contract such as a default or being more than 180 days past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. For individual customers, the Group has a policy of writing off the gross carrying amount when the financial asset is 180 days past due based on historical experience of recoveries of similar assets. For corporate customers, the Group individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

(ii) Impairment of non-financial assets *(continued)*

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than biological assets, inventories, contract assets and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an individual asset or CGU is the greater of its value in use and its fair value less costs of disposal. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.
Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss previously recognised is reversed only if there has been a change in the estimates used to determine the recoverable amount since the last impairment loss was recognised. Such a reversal is made only to the extent that the asset's carrying amount neither exceeds its recoverable amount nor the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

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1.3 Material accounting policies *(continued)*

(g) Employee benefits

(i) Short-term employee benefits

Short-term employee benefits are measured on an undiscounted basis and expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term benefits, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(ii) Defined contribution plans

A defined contribution plan is a post-employment benefit plan where the Group's legal or constructive obligation is limited to the amount that it contributes to a separate legal entity

The Group makes specified monthly contributions towards Government administered provident fund scheme

Obligations for contributions to defined contribution plan are expensed as an employee benefits expense in the Statement of profit or loss in period in which the related service is provided by the employee Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available

(iii) Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in the future contributions to the plan ('the asset ceiling') To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in other comprehensive income The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate determined by reference to market yields at the end of the reporting period on government bonds The rate is applied on the net defined benefit liability (asset), both as determined at the start of the annual reporting period, taking into account any changes in the net defined liability (asset) during the period as a result of contributions and benefit payments Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of the plan are changed or when the plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs The Group Gratuity plan is funded with Life Insurance Corporation of India, for all of the employees

(iv) Long-term employee benefits - Compensated absences:

Accumulated absences expected to be carried forward beyond twelve months is treated as long-term employee benefit for measurement purposes The Group's net obligation in respect of other long-term employee benefit of accumulating compensated absences is the amount of future benefit that employees have accumulated at the end of the period That benefit is discounted to determine its present value The obligation is measured annually by a qualified actuary using the projected unit credit method Remeasurements are recognised in profit or loss in the period in which they arise

The obligations are presented as current liabilities in the balance sheet, if the Group does not have an unconditional right to defer the settlement for at least twelve months after the reporting date

(v) Termination benefits:

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring If the benefits are not expected to be settled wholly within 12 months of the reporting date, they are discounted

(vi) Share-based payment arrangements

The grant date fair value of equity-settled share-based payment arrangements granted to employees is generally recognised as an employee benefits expense, with a corresponding increase in equity, over the vesting period of the awards The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. When the terms of an equity-settled award are modified, the minimum expense recognised by the Group is the grant date fair value of the unmodified award, provided the vesting conditions (other than a market condition) specified on grant date of the award are met Further, additional expense, if any, is measured and recognised as at the date of modification, in case such modification increases the total fair value of the share-based payment plan, or is otherwise beneficial to the employee Share-based payment arrangements granted directly to the employees of the Group by the Holding Group and settled in the holding Group's equity instruments are measured in accordance with the requirements applicable to equity-settled share-based payment transactions, with a corresponding increase in capital contribution from the parent

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1.3 Material accounting policies *(continued)*

(h) Provisions (other than for employee benefits), Contingent liabilities and Contingent assets

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Expected future operating losses are not provided for.

Where the Group expects some or all of the expenditure required to settle a provision will be reimbursed by another party, the reimbursement is recognised when, and only when, it is virtually certain that reimbursement will be received if the entity settles the obligation. The reimbursement is treated as a separate asset.

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

Onerous contracts

A contract is considered to be onerous when the expected economic benefits to be derived by the Group from the contract are lower than the unavoidable cost of meeting its obligations under the contract. A provision for onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract, which is determined based on the incremental costs of fulfilling the obligation under the contract and an allocation of other costs directly related to fulfilling the contract. Before such a provision is made, the Group recognises any impairment loss on the assets associated with that contract.

Contingent liabilities

Contingent liability is a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. The Group does not recognize a contingent liability but discloses its existence in the consolidated financial information.

Contingent assets

Contingent asset is not recognised in the consolidated financial information since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognized. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

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1.3 Material accounting policies *(continued)*

(i) Revenue recognition

The Group's business is to sell membership and provide holiday facilities to members for a specified period each year, over a number of years, for which membership fee is collected either in full upfront, or on a deferred payment basis The Group is involved in the business of operating hotels and holiday resorts, providing travel and tourism-related services including tour operations and hospitality services, and earning income from such activities including room rentals, tour packages, and allied services

Under Ind AS 115 an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services The standard establishes a five-step approach to revenue recognition that includes identifying contracts with customers, identifying performance obligations, determining transaction prices, allocating transaction prices to performance obligations and recognizing revenues when or as the performance obligations are satisfied

a) Revenue from membership fees

The Group recognises the membership fees over the tenure of membership as the performance obligation is fulfilled over the tenure of membership Revenue from consumer offers and other benefits provided on membership are recognized as and when such benefits are provided to members at its respective fair value The payment for membership fee is collected either in full upfront, or on a deferred payment basis The revenue to be recognized in future periods classified as deferred income under the head 'other non-current liabilities' / 'other current liabilities' Discounts and other incentives provided to the customer's are reduced from the overall contract value

Revenue is recognized only when it is probable that the economic benefits associated with the transaction will flow to the Group Revenue with respect to instalments/contracts where there is an uncertainty about collectability, is deferred (even though the membership is not cancelled) The estimation of such revenues where there is uncertainty in collection has been made by the Group based on past trends of year-wise cancellation of memberships and considering factors impacting future collections.

b) Revenue from annual subscription fees

Income in respect of annual subscription fee or annual amenity charges dues from members is recognized only when it is reasonably certain that the ultimate collection will be made Where the length of time between rendering services and collection of consideration from the customers is more than one year, the Group adjusts the consideration for time value of money

c) Interest income on membership plans

Interest is recognised as income based on the terms of the contracts entered into with the members if they are reasonably certain to be recovered from the customers.

d) Revenue is recognized only when it is probable that the economic benefits associated with the transaction will flow to the Group Revenue with respect to instalments/contracts where there is an uncertainty about collectability, is deferred (even though the membership is not cancelled) The estimation of such revenues where there is uncertainty in collection has been made by the Group based on past trends of year-wise cancellation of memberships and considering factors impacting future collections Unbilled revenue instalments that are due more than 12 months are considered overdue and are adjusted against credits available under deferred revenue

e) Incremental costs of obtaining and fulfilling a contract

The Group recognises as an asset the incremental costs of obtaining a contract with a customer if the entity expects to recover those costs The incremental costs of obtaining a contract are those costs that an entity incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained Costs to obtain a contract that would have been incurred regardless of whether the contract was obtained are recognised as an expense when incurred, unless those costs are explicitly chargeable to the customer regardless of whether the contract is obtained

If the costs incurred in fulfilling a contract with a customer are not within the scope of another Standard, the Group recognizes an asset from the costs incurred to fulfil a contract only if those costs meet all of the following criteria

- the costs relate directly to a contract or to an anticipated contract that the entity can specifically identify;

- the costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future, and

- the costs are expected to be recovered

f) Revenue from resorts

Income from resorts comprising of sale of food and beverages, room rentals and other services are recognized when these are sold and as services are rendered.

g) Contract balances

(i) Contract assets

A contract asset is the right to consideration in exchange for services rendered to the customer If the Group renders services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional

(ii) Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration has received consideration, or for which an amount of consideration is due from the customer Contract liabilities are recognised as revenue when the Group performs under the contract.

h) Deferred acquisition cost

Incremental costs of acquisition of the members are deferred over the period of effective membership in line with revenue deferral Incremental costs are those that would not have been incurred if the contract was not obtained. Such cost which will be amortised in the future period are disclosed under deferred acquisition cost

(j) Interest income or expense

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset, or
- the amortised cost of the financial liability

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability

However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis

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1.3 Material accounting policies *(continued)*

(k) Leases

The Group has adopted Ind AS 116 Leases with effect from April 1, 2019 and the Group has elected to measure right-of-use asset for all leases at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet immediately before the date of initial application. At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange of consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group uses the definition of a lease in Ind AS 116. Premium paid for acquiring leasehold land is amortised over the period of lease.

Group as a Lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Group's incremental borrowing rate. The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources that reflects the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:
- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revision in-substance fixed lease payment.

When the lease liability is remeasured due to modification in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or recorded in the Statement of profit or loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognizes any remaining amount of the re-measurement in Statement of profit or loss. The Group presents right-of-use assets in 'Non-current assets' and lease liabilities in 'Financial liabilities' in the balance sheet.

Short term leases and low value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Group as a Lessor

At the inception or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

If an arrangement contains lease and non-lease components, then the Group applies Ind AS 115 to allocate the consideration in the contract.

The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'other income'.

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1.3 Material accounting policies *(continued)*

(l) Income tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in Other comprehensive income

The Group has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

(i) Current tax

Current tax comprises of the expected tax payable or receivable on the taxable income or loss for the period and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted at the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that
(i) is not a business combination, and
(ii) at the time of the transaction,
  a.) that affects neither accounting nor taxable profit or loss and
  b.) does not give rise to equal taxable and deductible temporary differences.
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future, and
- taxable temporary differences arising on the initial recognition of goodwill

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised, such reductions are reversed when the probability of future taxable profits improves.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

(m) Borrowing costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

(n) Earnings per share

a) Basic earnings per share

Basic earnings per share is calculated by dividing

- the profit attributable to owners of the Group
- by the weighted average number of equity shares outstanding during the financial year (refer Note 55).

b) Diluted earnings per share

Diluted earnings per share is computed by dividing the profit (considered in determination of basic earnings per share) after considering the effect of interest and other financing costs or income (net of attributable taxes) associated with dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earnings per share adjusted for the weighted average number of equity shares that would have been issued upon conversion of all dilutive potential equity shares.

1.3 Material accounting policies *(continued)*

(o) Cash flows Statement

Cash flows are reported using the indirect method, whereby profit / (loss) is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information. In cash flow statement, cash and cash equivalents include cash in hand, balances with banks in current accounts and other short-term highly liquid investments with original maturities of three months or less.

(p) Cash and cash equivalents (for the purpose of cash flow statement)

Cash comprises of cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

1.4 Recent pronouncements

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2026, MCA has notified the following

Ind AS 1 - Presentation of consolidated financial information

For accounting periods beginning on or after 1 April 2026, when an entity breaches any covenant of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand, it classifies the liability as current, even if the lender agreed, after the reporting period and before the approval of the financial information for issue, not to demand payment as a consequence of the breach. An entity classifies the liability as current because, at the end of the reporting period, it does not have the right to defer its settlement for at least 12 months after that date.

However, an entity classifies the liability as non-current if the lender agreed by the end of the reporting period to provide a period of grace ending at least 12 months after the reporting period, within which the entity can rectify the breach and during which the lender cannot demand immediate repayment. This amendment is to be applied retrospectively for annual reporting periods beginning on or after 1 April 2026, in accordance with Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors.

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3 Property, Plant and Equipment

(See accounting policy in note 1.3 (c))

Reconciliation of carrying amount for the year ended March 31, 2025:

Asset description	Land - freehold	Buildings	Computer equipments	Plant and equipments	Furniture and fixtures	Office equipments	Vehicles	Electrical installations	Total
I. Gross Block									
Balance as at April 1, 2024	75,094.91	36,664.62	546.45	2,746.16	3,996.51	129.89	203.57	5,369.47	124,751.58
Additions / Adjustments	-	1,122.04	48.71	464.42	205.64	32.51	17.03	219.77	2,110.12
Disposals / Transfer / Write off	(4,739.98)	(1,627.58)	(73.25)	(204.74)	(348.74)	(24.81)	(12.41)	(417.70)	(7,449.21)
Balance as at March 31, 2025	**70,354.93**	**36,159.08**	**521.91**	**3,005.84**	**3,853.41**	**137.59**	**208.19**	**5,171.54**	**119,412.49**
II. Accumulated depreciation									
Balance as at April 1, 2024	-	7,226.61	500.26	1,469.17	3,535.25	92.22	132.56	4,102.22	17,058.29
Depreciation for the year	-	888.22	29.90	195.22	186.97	13.69	13.94	450.69	1,778.63
Disposals / Adjustments / Write off	-	(629.08)	(72.94)	(123.77)	(334.51)	(23.84)	(8.02)	(368.88)	(1,561.04)
Balance as at March 31, 2025	**-**	**7,485.75**	**457.22**	**1,540.62**	**3,387.71**	**82.07**	**138.48**	**4,184.03**	**17,275.88**
III. Revaluation									
Revaluation for the year	-	-	-	-	-	-	-	-	-
Net block									
Balance as at March 31, 2025	70,354.93	28,673.33	64.69	1,465.22	465.70	55.52	69.71	987.51	102,136.61

Reconciliation of carrying amount for the year ended March 31, 2026:

Asset description	Land - freehold	Buildings	Computer equipments	Plant and equipments	Furniture and fixtures	Office equipments	Vehicles	Electrical installations	Total
I. Gross Block									
Balance as at April 1, 2025	70,354.93	36,159.08	521.91	3,005.84	3,853.41	137.59	208.19	5,171.54	119,412.49
Additions / Adjustments	-	1,805.72	33.79	558.95	364.50	10.47	25.19	473.89	3,272.51
Disposals / Transfer / Write off	-	-	(14.65)	(68.53)	(464.46)	(57.20)	0.00	(84.74)	(689.58)
Balance as at March 31, 2026	**70,354.93**	**37,964.80**	**541.05**	**3,496.26**	**3,753.45**	**90.86**	**233.38**	**5,560.69**	**121,995.42**
II. Accumulated depreciation									
Balance as at April 1, 2025	-	7,485.75	457.22	1,540.62	3,387.71	82.07	138.48	4,184.03	17,275.88
Depreciation for the year	-	891.75	32.47	208.51	150.45	16.44	15.51	358.73	1,673.86
Disposals / Adjustments / Write off	-	-	(14.61)	(59.28)	(463.52)	(57.20)	-	(79.33)	(673.94)
Balance as at March 31, 2026	**-**	**8,377.50**	**475.08**	**1,689.85**	**3,074.64**	**41.31**	**153.99**	**4,463.43**	**18,275.80**
III. Revaluation									
Revaluation for the year	13,312.48	-	-	-	-	-	-	-	13,312.48
Net block									
Balance as at March 31, 2026	83,667.41	29,587.30	65.97	1,806.41	678.81	49.55	79.39	1,097.26	117,032.10

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3 Property, Plant and Equipment *(continued)*

Revaluation of land

The revalued land consists of both freehold and leasehold.(Refer Note 48)

If land and leasehold properties was measured using the cost model, the carrying amounts would be as follows

Nature	Revaluation model		Cost model	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Freehold land	83,667.41	70,354.93	5,250.87	5,250.87
Leasehold land	1,946.59	1,812.35	161.91	161.91
Total	**85,614.00**	**72,167.28**	**5,412.78**	**5,412.78**

(a) Consequent to the Scheme referred in Note 45 becoming effective, the Group is in the process of transferring the title of land and buildings in the name of Company

(b) Refer Note 42 for capital commitments.

(c) Refer Note 43 for certain property related matters

(d) The Group has written off assets with net carrying amount of INR 12.00 Lakhs based on physical verification conducted (March 31, 2025: INR 10.49 Lakhs)

e) Details of title deeds of immovable properties not held in the name of the Company

Relevant line item in the Balance Sheet	Description of property	Gross carrying value(lakhs)	Held in the name of	Whether promoter, director or their relative or employee	Period held indicate range, where appropriate	Reason for not being held in the name of the Company
Property, Plant and Equipment	Freehold land	44,840.20	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Pursuant to Note 47
Property, Plant and Equipment	Building	20,234.31	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Pursuant to Note 47
Property, Plant and Equipment	Freehold land	4,471.90	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Pursuant to Note 43(a)
Property, Plant and Equipment	Building	4,908.09	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Pursuant to Note 43(a)
Property, Plant and Equipment	Freehold land	860.00	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Pursuant to Note 43(c)
Property, Plant and Equipment	Freehold land	10,253.50	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Pursuant to Note 45d(i)
Property, Plant and Equipment	Building	4,233.40	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Pursuant to Note 43d(i)
Property, Plant and Equipment	Freehold land	20,150.00	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Pursuant to Note 43d(ii)
Property, Plant and Equipment	Building	5,256.45	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Pursuant to Note 43d(ii)
Property, Plant and Equipment	Freehold land	1,210.00	Manchanda Resorts Private Limited	No	March 20, 1990 onwards	SHRIL had acquired resorts from Manchanda Resorts Pvt Ltd, title deeds are yet to be transferred
Property, Plant and Equipment	Building	2,779.78	Manchanda Resorts Private Limited	No	March 20, 1990 onwards	

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4 Capital work-in-progress

Particulars	As at March 31, 2026	As at March 31, 2025
Balance as at April 1, 2025	368.71	300.97
Additions during the year	3,391.39	2,187.87
Capitalisation during the year	(3,272.51)	(2,120.13)
Balance as at March 31, 2026	**487.59**	**368.71**

Capital work-in-progress mainly comprises of resort properties under construction/ renovation

Ageing schedule:

As at March 31, 2025

	Amount in CWIP for a period of				
CWIP	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Projects in progress	368.71	-	-	-	368.71
Projects temporarily suspended	-	-	-	-	-
Total	**368.71**	**-**	**-**	**-**	**368.71**

As at March 31, 2026

	Amount in CWIP for a period of				
CWIP	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Projects in progress	484.27	3.32	-	-	487.59
Projects temporarily suspended	-	-	-	-	-
Total	**484.27**	**3.32**	**-**	**-**	**487.59**

5 Other intangible assets

(See accounting policy in note 1.3(d))

Reconciliation of carrying amount for the year ended March 31, 2026:

	Gross carrying amount				Accumulated amortisation				Net carrying amount	
Asset description	**As at April 1, 2025**	**Additions**	**Disposals**	**As at March 31, 2026**	**As at April 1, 2025**	**Amortisation for the year**	**Disposals**	**As at March 31, 2026**	**As at March 31, 2025**	**As at March 31, 2026**
Computer software	2,025.90	-	24.71	2,001.19	2,015.11	5.73	24.71	1,996.13	10.79	5.06
Brand	283.57	-	-	283.57	283.57	-	-	283.57	-	-
Total	**2,309.47**	**-**	**24.71**	**2,284.76**	**2,298.68**	**5.73**	**24.71**	**2,279.70**	**10.79**	**5.06**

Reconciliation of carrying amount for the year ended March 31, 2025:

	Gross carrying amount				Accumulated amortisation				Net carrying amount	
Asset description	**As at April 1, 2024**	**Additions**	**Disposals**	**As at March 31, 2025**	**As at April 1, 2024**	**Amortisation for the year**	**Disposals**	**As at March 31, 2025**	**As at March 31, 2024**	**As at March 31, 2025**
Computer software	2,025.90	-	-	2,025.90	1,991.81	23.30	-	2,015.11	34.09	10.79
Brand	283.57	-	-	283.57	283.57	-	-	283.57	-	-
Total	**2,309.47**	**-**	**-**	**2,309.47**	**2,275.38**	**23.30**	**-**	**2,298.68**	**34.09**	**10.79**

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6 Investments

(See accounting policy in note 1.3 (b))

Current investments **Quoted mutual funds** **Investment in Mutual Funds at FVTPL - Quoted:**	**As at March 31, 2026**	**As at March 31, 2025**
772,368 (March 31, 2025 772,368) units of ABSL Short Term Fund - Reg - Growth	380.44	359.48
6,308,062 (March 31, 2025 4,778,287) units of HDFC Corporate Bond Fund - Reg - Growth	2,103.16	1,522.60
1,635,693 (March 31, 2025 1,635,693) units of Kotak Banking and PSU Debt Fund - Reg - Growth	1,107.17	1,046.37
14,263 (March 31, 2025 14,263) units of Nippon India Money Market Fund - Reg - Growth	618.83	580.65
1,106,231 (March 31, 2025 1,106,231) units of ABSL Corporate Bond Fund - Reg - Growth-Short Term Fund	1,280.96	1,223.77
1,822,513 (March 31, 2025 1,822,513) units of ICICI Prudential Banking and PSU Debt Fund - Growth	616.56	584.03
8,148,627 (March 31, 2025 7,822,633) units of ICICI Prudential Corporate Bond Fund - Reg - Growth	2,520.99	2,282.93
148,193 (March 31, 2025 148,193) units of ICICI Prudential Savings Fund - Growth	843.25	789.14
809,641 (March 31, 2025 809,641) units of ICICI Prudential Short Term Fund - Growth	505.90	476.29
102,497 (March 31, 2025 102,497) units of ABSL Savings Fund - Reg - Growth	587.95	550.75
982,620 (March 31, 2025 982,619) units of HDFC Short Term Debt fund - Reg - Growth	326.35	307.65
3,282,540 (March 31, 2025 Nil) units of HDFC Corporate Bond fund - Direct - Growth	1,120.45	-
2,593,809 (March 31, 2025 Nil) units of Nippon India Short Duration Fund - Direct Growth Plan Growth Option	1,547.21	-
3,057,310 (March 31, 2025 Nil) units of Nippon India Corporate Bond Fund - Direct Plan Growth Plan - Growth Option	1,991.34	-
5,160 (March 31, 2025 Nil) units of Kotak Corporate Bond Fund Standard Growth	201.18	-
324,661 (March 31, 2025 Nil) units of Nippon India Corporate Bond Fund - Reg - Growth	200.91	-
2,051,161 (March 31, 2025 Nil) units of HDFC Short term Debt Fund - Direct - Growth	704.77	-
257,268 (March 31, 2025 Nil) units of ABSLCorporate Bond Fund - Direct - Growth	303.38	-
751,465 (March 31, 2025 Nil) units of ABSL Short term Debt Fund - Direct - Growth	402.38	-
942,860 (March 31, 2025 Nil) units of ICICI Prudential Corporate Bond Fund - Direct - Growth	306.04	-
21,976 (March 31, 2025 Nil) units of Mirae Asset - Ultra Short Duration Fund	304.04	-
580,644 (March 31, 2025 Nil) units of Mirae Asset - Short Duration Fund	100.42	-
523,143 (March 31, 2025 Nil) units of ICICI Pru Short Term Direct-Growth	358.10	-
682,478 (March 31, 2025 Nil) units of ICICI Prudential Medium Term Bond Fund - Direct Plan - Growth	352.01	-
14,904 (March 31, 2025 Nil) units of Kotak Corporate Bond Direct-Growth	608.24	-
3,679,516 (March 31, 2025 Nil) units of SBI Corporate Bond Direct-Growth	607.31	-
111,914 (March 31, 2025 Nil) units of DSP Bond Fund - Direct Plan - Growth	100.06	-
350,587 (March 31, 2025 Nil) units of SBI Medium Duration Fund -Growth	200.81	-
Total	**20,300.21**	**9,723.66**
Aggregate amount of quoted investments and market value thereof	20,300.21	9,723.66
Aggregate value of unquoted investments	-	-
Aggregate amount of impairment in the value of investments	-	-

7 Trade receivables

Considered good	1,045.06	1,242.27
Credit impaired	3.84	7.18
	1,048.90	**1,249.45**
Less: Loss allowance (refer note 37)	(3.84)	(7.18)
Total	**1,045.06**	**1,242.27**
Current portion	1,045.06	1,242.27
Non-current portion	-	-
Of the above, trade receivables from related parties are as below		
Total trade receivables from related parties (Refer Note 38)	92.08	168.03
Less: Loss allowance	-	-
Net trade receivables from related parties	**92.08**	**168.03**

From an accounting perspective, revenue is recognised only when it is probable that the economic benefits associated with the transaction will flow to the Company. If a member is considered as a overdue member, he is not allowed to use the benefits of membership until the overdue amount is regularised or fully paid in that relevant period. The Company proceeds to evaluate cancellation of such contracts and adjusts such overdue customer's unbilled receivables against deferred income.

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7 Trade receivables (continued)

Ageing of trade receivables

As at March 31, 2026

	Outstanding for following periods from due date of payment							
	Unbilled	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed trade receivables								
Considered good	377.95	142.89	432.30	90.72	1.19	-	-	1,045.06
Significant increase in credit risk	-	-	-	-	-	3.84	-	3.84
Credit impaired	-	-	-	-	-	-	-	-
Disputed trade receivables								
Considered good	-	-	-	-	-	-	-	-
Significant increase in credit risk	-	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-	-
Total	**377.95**	**142.89**	**432.30**	**90.72**	**1.19**	**3.84**	-	**1,048.90**
Less: Loss allowance								**(3.84)**
Net trade receivables								**1,045.06**

As at March 31, 2025

	Outstanding for following periods from due date of payment							
	Unbilled	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed trade receivables								
Considered good	247.38	194.28	681.03	7.23	24.30	88.05	-	1,242.27
Significant increase in credit risk	-	-	-	-	-	-	-	-
Credit impaired	-	-	1.41	-	-	-	5.77	7.18
Disputed trade receivables								-
Considered good	-	-	-	-	-	-	-	-
Significant increase in credit risk	-	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-	-
Total	**247.38**	**194.28**	**682.44**	**7.23**	**24.30**	**88.05**	**5.77**	**1,249.45**
Less: Loss allowance								**(7.18)**
Net trade receivables								**1,242.27**

	As at March 31, 2026		As at March 31, 2025	
	Current	Non current	Current	Non current
8 Loans				
Unsecured, considered good				
Employee advances	7.12	-	14.73	-
Total	**7.12**	-	**14.73**	-

	As at March 31, 2026		As at March 31, 2025	
	Current	Non current	Current	Non current
9 Other financial assets				
(See accounting policy in note 1.3(b))				
Security deposits	63.50	1,416.01	58.04	1,517.29
Bank Deposits under lien with banks with remaining maturity period more than 12 months from reporting date	399.65	45.93	90.38	52.23
Bank Deposits with banks with remaining maturity period more than 12 months from reporting date	8,699.53	1,707.30	15,634.47	206.94
Other receivables	53.00	-	29.75	-
Receivable on sale of fixed assets [Refer Note 43(b)]	-	597.59	-	597.59
Total	**9,215.68**	**3,766.84**	**15,812.64**	**2,374.05**

	As at March 31, 2026	As at March 31, 2025
10 Other tax assets (net)		
Advance tax (net of provision for tax)	2,355.72	3,223.13
	2,355.72	**3,223.13**

	As at March 31, 2026		As at March 31, 2025	
	Current	Non current	Current	Non current
11 Deferred acquisition cost*	435.23	6,389.13	460.93	7,223.29
	435.23	**6,389.13**	**460.93**	**7,223.29**

*Deferred acquisition cost relates to incremental costs of acquisition of the member that are deferred over the period of effective membership. Incremental costs are those that would not have been incurred if the contract was not obtained.

	As at March 31, 2026	As at March 31, 2025
12 Other non-current assets		
Prepaid expenses	33.70	35.17
Lease rent receivable	-	15.31
Capital advances		
- Considered good	158.52	201.12
Total	**192.22**	**251.60**

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	As at March 31, 2026	As at March 31, 2025
13 Inventories		
(See accounting policy in note 1.3 (e))		
Food and beverages	198.95	160.43
Operating supplies	179.48	139.96
Total	**378.43**	**300.39**
14 Cash and cash equivalents		
(See accounting policy in Note 1.3 (b) and 1.3 (p))		
Bank Balances		
- On current accounts	2,237.54	1,505.03
- Cash on hand	40.60	59.55
Total	**2,278.14**	**1,564.58**
15 Bank balances other than cash and cash equivalents		
(See accounting policy in note 1.3 (b))		
Deposits with original maturity of more than 3 months but less than 12 months	514.41	-
Balances held as Margin money/ Security towards other bank guarantees	1.25	-
Total	**515.66**	-
16 Other current assets		
Prepaid expenses	701.98	530.12
Advances to vendors		
Considered good	462.67	386.13
Considered doubtful	-	23.05
	1,164.65	**939.30**
Less: Loss allowance	-	(23.05)
	1,164.65	**916.25**
Balances with government authorities	174.90	177.83
Total	**1,339.55**	**1,094.08**

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17 Equity share capital

Authorised	As at March 31, 2026	As at March 31, 2025
390 lakhs (March 31, 2025: 390 lakhs) equity shares of INR 10 each	3,900.00	3,900.00
10 lakhs (March 31, 2025: 10 lakhs) preference shares of INR 10 each	100.00	100.00
As at March 31, 2026	**4,000.00**	**4,000.00**
Issued, subscribed and paid-up		
5290.50 lakhs (March 31, 2024: 290.50 lakhs) equity shares of INR 10 each	2,905.00	2,905.00
As at March 31, 2026	**2,905.00**	**2,905.00**

a) Reconciliation of shares outstanding at the beginning and at the end of the year

	As at March 31, 2026		As at March 31, 2025	
	Number *in lakhs*	Amount *in lakhs*	Number *in lakhs*	Amount *in lakhs*
Equity shares				
At the commencement of the year	290.50	2,905.00	290.50	2,905.00
Shares issued during the year	-	-	-	-
At the end of the period	**290.50**	**2,905.00**	**290.50**	**2,905.00**
All issued shares are fully paid up				

b) Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets on winding up. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder are in proportion to retain share of the paid-up equity share capital of the Company. On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, in proportion to the number of equity shares held.

c) Shares held by holding/ultimate holding company (i.e., parent of the Group) and/or their subsidiaries/associates

	As at March 31, 2026		As at March 31, 2025	
	Number *in lakhs*	Amount *in lakhs*	Number *in lakhs*	Amount *in lakhs*
Equity shares of INR 10 each held by the holding company	290.50	2,905.00	290.50	2,905.00

d) Particulars of shareholders holding more than 5% shares of a class of shares

	As at March 31, 2026		As at March 31, 2025	
	Number *in lakhs*	% of total shares in class	Number *in lakhs*	% of total shares in class
Equity shares of INR 10 each held by				
Thomas Cook (India) Limited and its nominees (holding company)	290.50	100%	290.50	100%

e) Shares reserved for issue under options

There are no shares reserved for issue under options and contracts commitments for sale of shares/disinvestment as at March 31, 2026 (March 31, 2025: NIL).

f) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

-No bonus shares have been issued during the period of five years immediately preceding the reporting date.
-No shares have been issued for consideration other than cash during the period of 5 years immediately preceding the reporting date.
-No shares have been bought back during the period of five years immediately preceding the reporting date.

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	As at March 31, 2026	As at March 31, 2025
18 Reserves and surplus		
Securities premium	32,057 94	32,057 94
Retained earnings	(11,246 19)	(19,553.65)
Capital redemption reserve	40.30	40.30
Capital contribution from holding company	1,685.60	1,669.50
Total reserves and surplus	**22,537.65**	**14,214.09**
Movement in reserves and surplus balances is as follows :		
a) Securities premium		
Opening balance	32,057 94	32,057 94
Additions during the year	-	-
Closing balance	**32,057.94**	**32,057.94**
b) Retained earnings		
Opening balance	(19,553.65)	(28,996 26)
Profit for the year	8,356 51	7,851.71
Transfer to capital redemption reserve on account of redemption of preference shares	-	-
Items of other comprehensive income recognised directly in retained earnings		
Actuarial (loss)	(65.54)	(105 06)
- Income tax relating to this item	16 49	21 99
Transfer to Non Controlling Interest	-	-
Revaluation reserve	-	1,673 97
Closing balance	**(11,246.19)**	**(19,553.65)**
c) Capital redemption reserve		
Opening balance	40 30	40 30
Additions during the year	-	-
Closing balance	**40.30**	**40.30**
d) Capital contribution from holding company		
Opening balance	1,669 50	1,665 29
Additions during the year	16 10	4 21
Closing balance	**1,685.60**	**1,669.50**

Securities premium

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act 2013

Retained earnings

Retained earnings represents the amount of accumulated earnings of the Company

Capital redemption reserve

Capital redemption reserve is created on redemption of preference shares. It is not available for distribution of dividend.

Capital contribution from Holding Company

Capital contribution from Holding Company represents the corresponding liability towards amount of employee share-based payment expenses recognised pertaining to the fair value equivalent of the share options issued to the employees of the Company under the Employee Share Option Scheme by Thomas Cook (India) Limited (the Holding company). These expenses are not re-charged back to the Holding Company and are therefore considered as capital contribution from Holding Company

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19 Other comprehensive income

	Other comprehensive income		
	Remeasurement of defined benefit plans	Revaluation Reserve	Total
Balance as at April 1, 2024	-	**60,558.50**	**60,558.50**
Additions during the year	(105.06)	-	(105.06)
Income tax relating to items that will not be reclassified to profit or loss	21.99	(1,153.04)	(1,131.05)
Transferred to retained earnings	83.07	(1,673.97)	(1,590.90)
As at March 31, 2025	-	**57,731.49**	**57,731.49**
Additions during the year	(65.54)	13,472.27	13,406.73
Income tax relating to items that will not be reclassified to profit or loss	16.49	(1,903.64)	(1,887.15)
Transferred to retained earnings	49.05	-	49.05
As at March 31, 2026	-	**69,300.12**	**69,300.12**

Revaluation reserve
The Group had changed its accounting policy on measurement of land from cost model to revaluation model w e f April 1, 2018. Land was recognized at fair value based on valuations by external independent valuers performed on March 31, 2024. Consequently, any increase in the carrying amount arising on revaluation of land are recognized, net of tax, in other comprehensive income and accumulated in other reserves in shareholder's equity.

Remeasurement of defined benefit plans
Remeasurement of defined benefit plans represents remeasurement of the net defined benefit liabilities comprise of actuarial gain / loss

20 Other financial liabilities *(See accounting policy in Note 1.3(b))*	As at March 31, 2026	As at March 31, 2025
20(a) Non-current		
Retention payable	51.22	17.00
Total	**51.22**	**17.00**
20(b) Current		
Creditors for capital expenditure	120.82	79.17
Retention payable	99.97	103.80
Security deposits	192.92	195.36
Other liabilities	141.48	398.90
Interest payable to micro enterprises and small enterprises (Refer Note 44)	0.81	0.66
Total	**556.00**	**777.89**

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21 Provisions

(See accounting policy in Note 1.3 (g) and (h))

	As at March 31, 2026			As at March 31, 2025		
	Current	Non-current	Total	Current	Non-current	Total
Compensated absences	-	-	-	85.94	-	85.94
Gratuity	554.49	627.90	1,182.39	444.50	539.30	983.80
Total	**554.49**	**627.90**	**1,182.39**	**530.44**	**539.30**	**1,069.74**

(i) Compensated absences

Current compensated absences expected to be settled within the next 12 months amount to March 31, 2026 INR Nil (March 31, 2025 INR 85.94 lakhs)

(ii) Post employment obligations

a) Gratuity

The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contributions to recognised fund. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments

	Present value of obligation	Fair value of plan assets	Net amount
April 1, 2025	1,013.51	29.71	**983.80**
Current service cost	92.79	-	**92.79**
Past service cost	125.09	-	**125.09**
Interest expense/(income)	58.23	1.29	**56.93**
Total amount recognised in profit or loss	**276.11**	**1.29**	**274.82**
Remeasurements			
Return on plan assets, excluding amounts included in interest expense/(income)	-	-	-
(Gain)/loss from change in demographic assumptions	(19.55)	-	**(19.55)**
(Gain)/loss from change in financial assumptions	11.11	-	**11.11**
Experience (gains)/losses	73.98	-	**73.98**
Changes in asset ceiling excluding amounts included in interest expense	-	-	-
Total amount recognised in other comprehensive income	**65.54**	**-**	**65.54**
Employer contributions	-	35.00	**(35.00)**
Benefit payments	(157.05)	(50.28)	**(106.76)**
March 31, 2026	**1,198.10**	**15.72**	**1,182.39**

	Present value of obligation	Fair value of plan assets	Net amount
April 1, 2024	763.38	30.37	**733.01**
Current service cost	87.45	-	**87.45**
Past service cost	242.43	-	**242.43**
Interest expense/(income)	45.22	1.47	**43.75**
Total amount recognised in profit or loss	**375.09**	**1.47**	**373.63**
Remeasurements			
Return on plan assets, excluding amounts included in interest expense/(income)	-	(7.22)	**7.22**
(Gain)/loss from change in demographic assumptions	-	-	-
(Gain)/loss from change in financial assumptions	13.31	-	**13.31**
Experience (gains)/losses	84.53	-	**84.53**
Changes in asset ceiling excluding amounts included in interest expense	-	-	-
Total amount recognised in other comprehensive income	**97.84**	**(7.22)**	**105.06**
Employer contributions	-	85.00	**(85.00)**
Benefit payments	(222.80)	(79.90)	**(142.90)**
March 31, 2025	**1,013.51**	**29.72**	**983.80**

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21 Provision *(continued)*

The net liability disclosed above relates to funded and unfunded plans are as follows

	0-Jan-00	0-Jan-00
Present value of funded obligations	1,198.10	1,003.82
Fair value of plan assets	15.72	20.02
Deficit of funded plan	**1,182.39**	**983.80**
Current benefit obligation	554.49	444.50
Non-current benefit obligation	627.90	539.30
Unfunded plans	- 0.00	- 0.00
Deficit of gratuity plan	**1,182.39**	**983.80**

(ii) Defined contribution plans

The Group has also certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by Government. The obligation of the Group is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the year towards defined contribution plan is INR 736.06 lakhs (March 31, 2025: INR 673.92 lakhs)

(iii) Principal actuarial assumptions used in valuation of Gratuity

	January 0, 1900	January 0, 1900
Discount rate	6.46%	6.45%
Expected rate of return on plan assets	6.45%	6.45%
Salary growth rate	6.50%	6.00%
Attrition rate	46.50%	40.00%

Estimates of future salary increases considered in actuarial valuation takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in employment market

(iv) Sensitivity Analysis

a) Gratuity

Discount rate:		
+ 100 basis points	(17.77)	(17.05)
- 100 basis points	18.47	17.82
Salary escalation rate		
+ 100 basis points	21.68	21.43
- 100 basis points	(21.29)	(20.74)

b) Compensated absences	**January 0, 1900**	**January 0, 1900**
Discount rate:		
+ 100 basis points	-	(3.68)
- 100 basis points	-	3.85
Salary escalation rate		
+ 100 basis points	-	4.89
- 100 basis points	-	(4.76)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to the significant actuarial assumptions, the same method (present value of defined benefit obligation calculated using the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability in the balance sheet

The methods and types of assumption used in preparing the sensitivity analysis did not change compared to the prior period.

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22 Deferred tax

a) Tax effect of items constituting deferred tax liabilities:	As at March 31, 2026	As at March 31, 2025
Property, plant and equipment (excluding land)	3,916.14	3,854.54
Fair valuation of land	11,116.14	9,189.61
Investment in securities	463.05	280.41
Right of use assets	2,638.23	3,056.01
Others	175.15	179.00
Total deferred tax liabilities	**18,308.71**	**16,559.57**
Set-off of tax	7,624.22	10,310.69
Deferred tax liability as per the balance sheet (Net)	**10,684.49**	**6,248.88**
Tax effect of items constituting deferred tax assets:		
Unabsorbed depreciation allowance and business loss carried forward	2,873.17	4,820.28
Provisions	481.50	420.02
Leases liabilities	3,100.36	3,455.93
Deferred Income	1,162.71	1,612.48
Fair valuation of financials assets	-	0.77
Property, plant and equipment (excluding land)	-	0.35
Others	6.48	0.86
Total deferred tax assets	7,624.22	10,310.69
Set-off of tax	7,624.22	10,310.69
Deferred tax asset as per the balance sheet	-	-

The company had recognized deferred tax asset on carried forward losses only to the extent of deferred tax liabilities Deferred tax assets and deferred tax liabilities have been offset wherever the Company has legally enforceable right to set off current assets and deferred tax liabilities relate to income taxes levied by the same taxation authority Refer note 22(c) disclosing the balance of unrecognised deferred tax assets

b) Movement of Deferred tax balances

Particulars	For the year ended March 31, 2026					
	At April 1, 2025	Recognised in Profit and Loss	Recognised in OCI	Transferred to Provision for income tax	DTL	DTA
Movement in deferred tax balances						
Property, plant and equipment (excluding land)	(3,854.54)	(61.60)	-	-	(3,916.14)	-
Investment in securities	(280.41)	(182.64)	-	-	(463.05)	-
Right of use assets	(3,056.01)	417.78	-	-	(2,638.23)	-
Fair valuation of land	(9,189.61)	(22.89)	(1,903.64)	-	(11,116.14)	-
Unabsorbed depreciation allowance and business los	4,820.28	(1,947.11)	-	-	-	2,873.17
Others	(179.00)	9.47	-	-	(175.15)	6.48
Provisions	420.02	44.99	16.49	-	-	481.50
Lease liability	3,455.93	(355.57)	-	-	-	3,100.36
Deferred Revenue	1,612.48	(449.77)	-	-	-	1,162.71
Fair valuation of financial assets	0.77	(0.77)	-	-	-	-
Property, plant and equipment (excluding land)	0.35	(0.35)	-	-	-	-
Tax assets / (liabilities) before set-off	**(6,249.74)**	**(2,548.46)**	**(1,887.15)**	**-**	**(18,308.71)**	**7,624.22**
Set-off of tax					7,624.22	(7,624.22)
Net tax asset / (liability)					**(10,684.49)**	-

Particulars	For the year ended March 31, 2025					
	At April 1, 2024	Recognised in Profit and Loss	Recognised in OCI	Transferred to Provision for income tax	DTL	DTA
Movement in deferred tax balances						
Property, plant and equipment (excluding land)	(3,760.03)	(94.51)	-	-	(3,854.54)	-
Investment in securities	(173.82)	(106.59)	-	-	(280.41)	-
Right of use assets	(2,080.96)	(975.05)	-	-	(3,056.01)	-
Fair valuation of land	(8,558.67)	359.37	(1,153.04)	162.73	(9,189.61)	-
Unabsorbed depreciation allowance and business los	6,683.78	(1,863.50)	-	-	-	4,820.28
Others	(184.04)	0.86	-	-	(179.00)	0.86
Provisions	374.40	23.63	21.99	-	-	420.02
Lease liability	2,399.14	1,056.79	-	-	-	3,455.93
Deferred Revenue	2,357.17	(744.69)	-	-	-	1,612.48
Fair valuation of financial assets	11.76	(10.99)	-	-	-	0.77
Property, plant and equipment (excluding land)	30.55	(30.20)	-	-	-	0.35
Tax assets / (liabilities) before set-off	**(2,900.72)**	**(2,384.88)**	**(1,131.05)**	**162.73**	**(16,559.57)**	**10,310.69**
Set-off of tax					10,310.69	(10,310.69)
Net tax asset / (liability)					**(6,248.88)**	-

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22 Deferred tax *(continued)*

c) Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items, because it is not probable that future taxable profit will be available which the group can use

Particulars	As at March 31, 2026		As at March 31, 2025	
	Gross amount	Unrecognised Tax effect	Gross amount	Unrecognised Tax effect
Tax losses	2268.45	570.92	2,084.46	524.66
Deductible temporary difference	-	-	-	-
Total	**2268.45**	**570.92**	**2,084.46**	**524.66**

d) Tax losses carried forward

Tax losses for which no deferred tax asset was recognised expire as follows.

Particulars	March 31, 2026	Expiry date	March 31, 2025	Expiry date
Expire	2,268.45	2025- 2032	2,268.45	2025- 2032
Never Expire	-	-	-	-
Total	**2,268.45**	**-**	**2,268.45**	**-**

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	As at March 31, 2026	As at March 31, 2025
23 Other non-current liabilities		
Contract liability - Deferred income (Refer note 50)	47,206.79	52,840.53
Contract liability - Advance received from customers (Refer note 50)	195.84	472.91
Total	**47,402.63**	**53,313.44**
24 Trade payables		
Total outstanding dues of micro enterprises and small enterprises (Refer note 44)	318.28	286.60
Total outstanding dues of creditors other than micro enterprises and small enterprises	3,225.90	3,327.32
Total	**3,544.18**	**3,613.92**
Of the above, trade payables to related parties is (Refer note 38)	21.41	19.56

The Company's exposure to liquidity risks related to trade payables is disclosed in Note 37.

Ageing schedule

As at March 31, 2026

	Outstanding for following periods from the date of transaction						
	Unbilled	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
MSME	-	-	315.82	1.62	0.25	-	317.69
Others	1,790.13	-	1,401.38	11.36	20.48	3.14	3,226.49
Disputed - **MSME**	-	-	-	-	-	-	-
Disputed - Other	-	-	-	-	-	-	-
	1,790.13	-	**1,717.20**	**12.98**	**20.73**	**3.14**	**3,544.18**

As at March 31, 2025

	Outstanding for following periods from the date of transaction						
	Unbilled	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
MSME	-	0.11	286.48	-	-	-	286.59
Others	1,892.82	1.22	1,281.80	81.97	69.51	-	3,327.32
Disputed - **MSME**	-	-	-	-	-	-	-
Disputed - Other	-	-	-	-	-	-	-
	1,892.82	**1.33**	**1,568.28**	**81.97**	**69.51**	-	**3,613.91**

	As at March 31, 2026	As at March 31, 2025
25 Current tax liabilities		
Provision for income tax	299.07	241.72
	299.07	**241.72**
26 Other current liabilities - Contract liabilities		
Contract liability - Deferred income (Refer note 50)	2,949.67	3,139.92
Contract liability - Advance received from customers (Refer note 50)	4,123.66	2,456.45
Total	**7,073.33**	**5,596.37**
27 Other current liabilities - Others		
Salaries, wages, bonus and employee payables	1,412.30	1,417.01
Statutory liabilities	378.90	405.51
Total	**1,791.20**	**1,822.52**

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	Year ended March 31, 2026	Year ended March 31, 2025
28 Revenue from operations		
(See accounting policy in note 1.3 (t))		
Revenue from contract with customers		
Income from sale of membership:		
- Membership fee/Admission fees (net of provision for cancellation) (refer notes below)	6,071.26	9,285.44
- Annual subscription fees/ Annual amenity charges	5,453.88	5,396.08
Income from resorts:		
- Room rentals	30,307.10	25,798.43
- Food and beverages	6,993.53	6,318.10
- Others	2,706.81	2,350.03
- Management contract income	1,182.31	743.30
Other operating revenues		
- Service charges	4.26	269.98
- Interest income on installment sales	0.54	2.81
Total	**52,719.69**	**50,164.17**
Disaggregation of revenue from contracts with customers		
The Company derives income from sale of membership fee over a period of time and income from resorts at a point in time		
At a point in time	41,194.01	35,479.84
Over a period of time	11,525.68	14,684.33
Total Revenue from contract with customers	**52,719.69**	**50,164.17**

Notes:

a Pursuant to IND AS 115, revenue is recognised only when it is probable that the economic benefits associated with the transaction will flow to the Company. If a member is considered as a overdue member, then such member is not allowed to avail the benefits of membership until the overdue amount is regularised or fully paid in that relevant period. The Company proceeds to evaluate cancellation of such contracts and reverse the realised portion against the current income. Based on this estimate, the Company has made a provision as of Mar 31, 2026: INR 3.84 lakhs (March 31, 2025: INR 6.56 lakhs).

b During the year, the Company has cancelled certain membership contracts of members who have defaulted in payment of certain EMIs and / or Annual amenity charges (AAC) / Annual subscription fees (ASF) for past periods. The Company has assessed the contractual terms and on the basis of legal advice has established their bona fide to cancel these membership contracts. Consequentially, there has been a write-back of deferred income (net of receivables) INR 3,381.11 lakhs (March 31, 2025: INR 8,761.56 lakhs) and write-off of the related unamortised cost INR 425.00 lakhs (March 31, 2025: INR 1,162.95 lakhs) (also refer note 50).

	Year ended March 31, 2026	Year ended March 31, 2025
29 Other income		
Interest income on		
- Deposits with bank	1,006.70	765.95
- Others	327.97	61.76
Net gain on financial assets mandatorily measured at fair value through profit or loss	725.69	659.61
Reversal of stamp duty on Composite scheme of arrangement and amalgamation (Refer Note 25)	-	493.78
Provision/Liabilities no longer required written back	-	136.30
Profit on sale of assets (net)	-	69.01
Gain on sale of current investments (net)	23.21	47.66
Rental income	3.80	3.80
Income from skill development training	15.36	6.19
Scrap sales	11.20	10.05
Income from termination of lease contracts	47.57	2.56
Miscellaneous income	3.38	0.44
Total	**2,164.88**	**2,257.11**

30 Cost of materials consumed		
Inventory of materials at the beginning of the year	160.43	172.61
Add: Purchases	3,999.20	3,829.07
Less: Inventory of materials at the end of the year	198.95	160.43
Cost of materials consumed	**3,960.68**	**3,841.25**

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		Year ended March 31, 2026	Year ended March 31, 2025
31	**Employee benefits expense**		
	Salaries, wages and bonus	13,034.11	13,038.45
	Contribution to provident and other funds	736.06	673.92
	Employee share-based payment expense	16.10	4.21
	Gratuity	151.11	373.63
	Staff welfare expenses	452.93	600.73
	Total	**14,390.32**	**14,690.94**
32	**Finance cost**		
	(See accounting policy in Note 1.3 (j) and 1.3 (k))		
	Interest and finance charges on financial liabilities measured at amortized cost	55.90	91.92
	Interest on lease liabilities	1,212.64	1,186.77
	Total	**1,268.54**	**1,278.69**
33	**Depreciation and amortisation expense**		
	(See accounting policy in Note 1.3 (c), 1.3 (d) and 1.3 (k))		
	Depreciation of property, plant and equipment	1,673.88	1,778.63
	Depreciation of right of use assets	2,653.49	2,181.31
	Amortisation of intangible assets	5.73	23.30
	Total	**4,333.10**	**3,983.24**
34	**Other expenses**		
	Consumption of stores and spares	964.28	797.40
	Management contract expenses	526.45	344.15
	Power and fuel	2,718.84	2,681.98
	Rent	1,535.73	1,034.22
	Repairs and maintenance		
	-Building	391.62	268.55
	-Plant and machinery	703.35	605.61
	-Others	1,218.32	1,125.32
	Insurance	80.97	106.33
	Rates and taxes	1,156.60	410.75
	Guest supplies	414.63	376.95
	Laundry expenses	468.33	431.01
	Communication	317.74	298.23
	Recruitment and training	27.85	17.73
	Travel and tours	590.14	553.73
	Legal and professional fees	1,367.12	1,175.00
	Subcontract charges	625.47	639.68
	Directors' sitting fees	8.60	7.20
	Payment to auditors:		
	- Statutory audit	62.15	49.69
	- Limited review	25.20	25.20
	- Other services	-	-
	- Reimbursement of expenses	4.37	5.50
	Travel and conveyance	1,115.04	1,009.82
	Security charges	500.20	487.67
	Water charges	283.37	274.46
	Sales commission	2,272.52	2,090.46
	Sales promotion	981.46	1,505.80
	Bad debts	33.86	-
	Provision for doubtful advances	0.18	-
	Loss on sale of assets (net)	14.44	-
	Printing and stationery	106.41	103.10
	Expenditure on corporate social responsibility (Refer note 51)	170.75	152.92
	Bank Charges	467.42	460.50
	Miscellaneous expenses	317.23	299.27
	Total	**19,470.64**	**17,338.23**

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35 Income tax expense

	Year ended March 31, 2026	Year ended March 31, 2025
a) Amount recognised in profit or loss		
Current tax		
Current tax for the year	367.05	519.41
Total	**367.05**	**519.41**
Deferred tax expense		
Recognition of previously unrecognised tax losses	46.26	(106.84)
Origination and reversal of temporary differences	2,502.20	2,323.95
Total	**2,548.46**	**2,217.11**
Total tax (expense)/benefit	**2,915.51**	**2,736.52**

b) Amount recognised in other comprehensive income

	As at March 31, 2026		
	Before tax	Tax (expense) / credit	Net of tax
Income tax relating to items that will not be subsequently reclassified to profit or loss			
Remeasurements of defined benefit plan	(65.54)	16.50	(49.04)
Revaluation of freehold land	-	(1,903.65)	(1,903.64)
	(65.54)	**(1,887.15)**	**(1,952.68)**

	As at March 31, 2025		
Income tax relating to items that will not be subsequently reclassified to profit or loss			
Remeasurements of defined benefit plan	(105.06)	26.44	(78.61)
Revaluation of freehold land	-	(1,157.49)	(1,157.48)
	(105.06)	**(1,131.05)**	**(1,236.09)**

	Year ended March 31, 2026		Year ended March 31, 2025	
	%	Amount	%	Amount
Profit before income tax expense		11,293.48		10,609.18
Tax expense (income) computed at Indian Tax rate	25.17%	2,842.34	25.17%	2,670.12
Tax effect of				
- Expenses not deductible in determining taxable profit	0.38%	42.97	40.82%	98.26
- Effects of Excess / (Less) Tax for Tax purpose on Capital Gain / Loss	0.00%	-	0.00%	(40.84)
- Income not chargeable for Tax purpose	0.00%	-	0.00%	(132.50)
- Others	0.27%	30.19	-6.30%	141.47
Tax expense	**25.82%**	**2,915.51**	**25.79%**	**2,736.52**

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36 Fair value measurements

Financial instruments by category

	As at March 31, 2026			As at March 31, 2025		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments	20,300.21	-	-	9,723.66	-	-
Trade receivables	-	-	1,045.06	-	-	1,242.27
Employee advances	-	-	7.12	-	-	14.73
Cash and cash equivalents	-	-	2,278.14	-	-	1,564.58
Other bank balances	-	-	515.66	-	-	-
Bank deposits with more than 12 months maturity	-	-	10,852.42	-	-	15,984.02
Security deposits	-	-	1,479.51	-	-	1,575.34
Other receivables	-	-	650.59	-	-	627.34
Total financial assets	**20,300.21**	-	**16,828.50**	**9,723.66**	-	**21,008.28**
Financial liabilities						
Borrowings	-	-	0.00	-	-	-
Trade payables	-	-	3,544.18	-	-	3,613.92
Capital creditors	-	-	120.82	-	-	79.17
Security deposits	-	-	192.92	-	-	195.36
Other liabilities	-	-	293.48	-	-	520.36
Total financial liabilities	-	-	**4,151.40**	-	-	**4,408.81**

This summary includes all financial instruments valued based on the principles of Ind AS 109 - Financial Instruments.

(i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are
(a) recognised and measured at fair value and
(b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

As at March 31, 2026	**Notes**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets					
Financial investments at FVTPL:					
Mutual funds	6	20,300.21	-	-	20,300.21
Total financial assets		**20,300.21**	-	-	**20,300.21**

Financial assets and liabilities measured at fair value - recurring fair value measurements

As at March 31, 2026	**Notes**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets					
Financial investments at FVTPL:					
Mutual funds	6	20,300.21	-	-	20,300.21
Total financial assets		**20,300.21**	-	-	**20,300.21**

There are no transfers between levels 1 and 2 during the year

(ii) Valuation technique used to determine fair value:

Specific valuation technique used to value financial instruments include the use of market prices based on recently concluded transaction by the Company for the instruments. The resulting fair value estimate is included in level 2.

(iii) Fair value of financial assets and liabilities measured at amortised cost

	As at March 31, 2026		As at March 31, 2025	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Loans				
Security deposits	1,479.51	1,479.51	1,575.34	1,575.34
Total financial assets	**1,479.51**	**1,479.51**	**1,575.34**	**1,575.34**

The Company has not disclosed the fair values of financial instruments such as trade receivables, cash and cash equivalents, bank balances other than cash and cash equivalents, trade payables and certain other financial assets and liabilities, because their carrying amounts are a reasonable approximation of fair value.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

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37 Financial risk management

The Group's activities expose it to market risk, liquidity risk and credit risk.
This note explains the sources of risk which the entity is exposed to and how the entity manages the risk in the financial statements

Risk	Exposure arising from	Measurement	Management
Credit risk	Trade receivables, investments, financial assets measured at amortised cost	Ageing analysis and credit assessment	Diversification of portfolio and Assessment of customer credit worthiness at inception and through the credit period
Liquidity risk	Borrowings, trade payables and other liabilities	Cash flow forecasts	Availability of funds committed credit lines and borrowing facilities
Market risk – interest rate	Long-term borrowings at variable rates	Sensitivity analysis	Analysis of market rates on a real time basis, pre-closure of loans

The Group's risk management is carried out by a central treasury department under policies approved by the board of directors. The board provides principles for overall risk management, as well as policies covering specific areas, such as interest rate risk, credit risk, non-derivative financial instruments and investment of excess liquidity.

(A) Credit risk

A significant portion of the Group's sales of Vacation Ownerships are by way of deferred payment schemes where the customer is obligated to pay the membership fee in Equated Monthly Instalments (EMIs) and the ensuing credit risk is managed by the Company in the following manner:

From an accounting perspective, revenue is recognised only when it is probable that the economic benefits associated with the transaction will flow to the Group. The member is not allowed to use the benefits of membership untill the overdue amount is regularised or fully paid in that relevant period. The Group also assesses lifetime expected credit loss by using appropriate models, as prescribed by Ind AS 109, using past trends of collections and historical credit loss experience. The categorisation of the receivables into its ageing buckets for the purposes of estimating the expected loss allowance has been profiled based on the longest overdue of that member, for example, if a member has one instalment overdue for say 12 months, the entire receivable of the member is aggregated into that ageing bucket and the credit loss allowance is determined after taking into account the credits against the member under "Contract liability- Deferred Revenue" (refer note 23 and note 28)

The allowances for credit loss and for revenue deferred at inception referred to above, carried at the end of every reporting period, are tested for adequacy and appropriately dealt with.

(i) Credit risk management

The credit loss allowance carried by the Group is as under:

	March 31, 2026	March 31, 2025
Carrying value of receivables (refer note 7)	1,048.90	1,249.45
Credit loss allowance	3.84	7.18
Loss allowance %	0%	1%

The Group defers revenue at inception and provides for cancellation allowance based on historical trend. The amounts so deferred and the credit loss allowance are adjusted from the carrying value of receivables (refer note 7 and 29) in the same proportion, except in cases where the allowance is directly attributable to a particular contract.

(ii) Reconciliation of loss allowance provision	**Amount**
Loss allowance on April 1, 2024	78.55
Allowance for credit loss recognised during the year	(26.03)
Adjustment on account of contracts cancelled during the year	(52.63)
Provision no longer required	7.29
Amounts written off during the year	-
Loss allowance on March 31, 2025	**7.18**
Allowance for credit loss recognised during the year	(1.15)
Adjustment on account of contracts cancelled during the year	(2.19)
Provision no longer required	-
Amounts written off during the year	-
Loss allowance on March 31, 2026	**3.84**

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37 Financial risk management *(continued)*

(B) Liquidity risk

The Company manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities

(i) Financing arrangements

	March 31, 2026	March 31, 2025
Marketable securities	20,300.21	9,723.66

The marketable securities can be disposed by the Group at any point of time based on the objects and working capital requirement of the Group.
The bank overdraft facilities may be drawn at any time. Subject to the continuance of satisfactory credit ratings, the bank loan facilities may be drawn any time.

(ii) Maturities of financial liabilities

The tables below analyse the Group's financial liabilities into relevant maturity groupings based on their contractual maturities. There are no derivative financial instruments. The amounts disclosed in the table are the contractual undiscounted cash flows, including interest. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities:

March 31, 2026	**Carrying amount**	**Less than 3 months**	**3 months to 6 months**	**6 months to 1 year**	**Between 1 and 2 years**	**Above 2 years**	**Total**
Financial Liabilities							
Lease Liabilities	12,327.15	884.92	875.68	1,730.12	3,212.23	9,204.72	15,907.67
Trade payables	3,544.18	3,544.18	-	-	-	-	3,544.18
Other financial liabilities	607.22	556.00	-	-	51.22	-	607.22
Total financial liabilities	**16,478.55**	**4,985.10**	**875.68**	**1,730.12**	**3,263.45**	**9,204.72**	**20,059.07**

March 31, 2025	**Carrying amount**	**Less than 3 months**	**3 months to 6 months**	**6 months to 1 year**	**Between 1 and 2 years**	**Above 2 years**	**Total**
Financial Liabilities							
Lease Liabilities	13,730.84	859.43	863.11	1,697.01	3,419.56	14,661.82	21,500.93
Trade payables	3,613.92	3,613.92	-	-	-	-	3,613.92
Other financial liabilities	794.89	777.89	-	-	17.00	-	794.89
Total financial liabilities	**18,139.65**	**5,251.24**	**863.11**	**1,697.01**	**3,436.56**	**14,661.82**	**25,909.74**

C) Market risk - 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 change in market interest rates.

The Company does not have any credit facilities from any banks or financial institutions. As a result, changes in interest rates are not likely to substantially affect its business or results of operations. The Company does not have any credit facilities from any banks or financial institutions. As a result, changes in interest rates are not likely to substantially affect its business or results of operations.

Interest rate sensitivity

The Company does not have any credit facilities from any banks or financial institutions. As a result, changes in interest rates are not likely to substantially affect its business or results of operations.

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38 Related party transactions

(a) Nature of related party and related party relationship

Description of related party	Name of the related party
Ultimate Holding Company	Fairfax Financial Holdings Limited, Canada
Holding Company	Thomas Cook (India) Limited
Key Managerial Personnel	Ramesh Ramanathan (Resigned as Whole Time Director with effect from Dec 31, 2022)
	Vikram Dayal Lalvani (Appointed as Managing Director with effect from April 01, 2022)
	Ramesh Shanmugam (Director)
	Madhavan Menon Karunakaran (Director till May 31, 2025)
	Sumit Maheshwari (Director)
	Pravir Kumar Vohra (Independent Director till April 9, 2025)
	Latha Ramanathan (Independent Director till August 31, 2024)
	Usha Rangarajan (Independent Director from October 28, 2024)
	Mr Rahul Narain Bhagat (Independent director from May 5, 2025)
	Krishna Kumar L (Chief Financial Officer)
	A Muthukumaran (Company Secretary)

(b) Parent entities

The Company is controlled by following entity:

Name of entity	Nature of relationship	% of shareholding	
		March 31, 2026	March 31, 2025
Fairfax Financial Holdings Limited, Canada	Ultimate Holding Company	-	-
Thomas Cook (India) Limited	Holding Company	100%	100%

(c) Fellow subsidiaries with whom transactions have been entered

Travel Corporation (India) Limited (merged with Thomas Cook (India) Limited)
TC Tours Private Limited
SOTC Travel Limited

(d) Key management personnel compensation

	Year ended March 31, 2026	Year ended March 31, 2025
Mr Vikram Dayal Lalvani (Managing Director)		
Short-term employee benefits	583.17	583.18
Post-employment benefits	12.01	12.01
Employee stock options	-	155.87
Total	**595.18**	**751.06**
Mr Krishna Kumar (Chief Financial Officer)		
Short-term employee benefits	137.35	133.29
Post-employment benefits	4.88	4.19
Total	**142.23**	**137.48**

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38 Related party transactions *(continued)*

	Year ended March 31, 2026	Year ended March 31, 2025
(d) Key management personnel compensation *(continued)*		
Mr. Muthukuraman Audikesavan (Company Secretary)		
Short-term employee benefits	23.32	20.67
Post-employment benefits	0.93	0.81
Total	**24.25**	**21.48**
Mr. Ramesh Shanmugam (Director)		
Short-term employee benefits	69.18	63.52
Post-employment benefits	2.63	4.22
Employee Stock Options	7.30	23.54
Total	**79.11**	**91.28**
(e) Sitting fees paid to directors		
Mrs. Latha Ramanathan (Director till Aug 31, 2024)	-	1.70
Mr. Pravir Kumar Vohra (Director till Apr 9, 2025)	0.30	4.10
Mrs. Usha Rangarajan (Director from Oct 28, 2024)	4.80	1.40
Mr. Rahul Narain Bhagat (Director from May 5, 2025)	3.50	-
Total	**8.60**	**7.20**
(f) Transactions with related parties		
Sale of services		
TC Tours Private Limited	247.46	114.71
Travel Corporation (India) Limited (merged with Thomas Cook (India) Limited)	20.68	42.72
SOTC Travel Limited	-	0.36
Total	**268.14**	**157.78**
Income from Business support service		
Thomas Cook (India) Limited	14.72	22.47
Total	**14.72**	**22.47**
Rent expenses		
Thomas Cook (India) Limited	21.31	5.92
SOTC Travel Limited	2.30	2.95
Total	**23.61**	**8.87**
Reimbursement of expenses		
Thomas Cook (India) Limited	-	1.25
Travel booking & other support services		
Thomas Cook (India) Limited	73.69	81.03
Services availed		
Allsec Technologies Limited	-	0.88
Employee stock option expense (ESOP)		
Thomas Cook (India) Limited	16.10	4.21

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38 Related party transactions *(continued)*

(g) Outstanding balances as at year end

The following balances are outstanding at the end of the reporting period in relation to transactions with related parties:

	As at March 31, 2026	As at March 31, 2025
Trade payables		
Thomas Cook (India) Limited	21.41	19.23
SOTC Travel Limited	-	0.17
TC Tours Private Limited	-	0.16
Total	**21.41**	**19.56**
Trade Receivable		
Travel Corporation (India) Limited (merged with Thomas Cook (India) Limited)	2.38	16.39
TC Tours Private Limited	27.33	31.49
Thomas Cook (India) Limited	62.36	119.75
SOTC Travel Limited	-	0.40
Total	**92.08**	**168.03**
Corporate social responsibility expenses		
Fairfax India Charitable foundation	173.34	152.92
Total	**173.34**	**152.92**

39 Segment information

Description of segments and principal activities

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief operating decision maker.
The Chairman-Whole Time Director (WTD) of the Company has been identified as the chief operating decision maker of Sterling Holiday Resorts Limited who assesses the financial performance and position of the Company, and makes strategic decisions. The Company has only one reportable segment - "Leisure Hospitality and Resorts"

Geographic information

The geographic information analyses the Company's revenues and non-current assets by the Company's country of domicile (i.e. India) and other countries. In presenting the geographical information, segment revenue has been based on the geographic location of customers and segment assets which have been based on the geographical location of the assets.

The Company generated all its revenue from India and all the assets of the Company are located in India.

Major customer

The Company is not reliant on revenues from transactions with any single external customer and does not receive 10% or more of its revenues from transactions with any single external customer.

40 Particulars of goodwill arising on consolidation

Entity	Year ended March 31, 2026	Year ended March 31, 2025
Sterling Holidays (Ooty) Limited	576.47	576.47
Sterling Holiday Resorts (Kodaikanal) Limited	710.90	710.90
Nature Trails Resorts Private Limited	71.04	71.04
	1,358.41	**1,358.41**
Less: Impairment loss recognised	(71.04)	(71.04)
Total	**1,287.37**	**1,287.37**

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41 **Contingent liabilities and capital commitment** *(See accounting policy in note 1.3 (h))*	As at March 31, 2026	As at March 31, 2025
Claims against the Company not acknowledged as debt:		
(a) In respect of income tax matters:		
For AY 2015-16, the Assessing Officer issued an order covering the treatment of ASCF entitlement fee, ESOP expenses, disallowance of brought-forward losses of the demerged entity (Sterling Holiday Resorts India Limited), and other adjustments. The Company appealed before the CIT(A), Mumbai, who granted partial relief on ASCF entitlement fee but upheld the ESOP disallowance and disallowance of carry-forward losses. Both the Company and the Income Tax Department have filed cross-appeals before the ITAT, Mumbai	2,450.30	2,450.30
For AY 2017-18, the Assessing Officer raised a high-pitched demand by making additions resulting in a tax demand. On appeal, the CIT(A), Mumbai granted partial relief by deleting few additions and sustained few additions. Both the Company and the Department have filed cross-appeals before the ITAT, Mumbai. Based on management's assessment and external advice, the Company believes the demand is not sustainable	6,660.94	6,660.94
The Assessing Officer (AO) has issued an income tax demand order for the AY 2001-02 & AY 2006-07. Penalty orders has been issued by the officer for the above years. Based on the management's assessment and the advice of external consultant, the Company believes the demand is not tenable. The Company had filed an appeal before Commissioner of Income Tax (Appeals), Mumbai and the learned officer has passed a favourable order reducing the penalty.	648.76	648.76
For AY 2018-19, the Assessing Officer disallowed ESOP expenses, added back deferred income, and disallowed long-term capital loss on sale of land, instead assessing a long-term capital gain. On appeal, the CIT(A) granted partial relief on deferred income but upheld the ESOP and capital gain additions. Both the Company and the Department have filed cross-appeals. There is no tax liability due to available brought-forward losses and unabsorbed depreciation.	201.84	201.84
For AY 2014-15, the Principal CIT issued an order under Section 263 directing disallowance of brought-forward losses claimed under Section 72A arising from the merger of Manchanda Resorts Private Limited. Pursuant to this, the AO passed an order under Section 143(3) read with Section 263 and raised a demand on the e-filing portal, though the order has not been formally served. The Company has challenged the Principal CIT's order before the ITAT, Mumbai. The matter pertains to AY 2013-14, where such losses were allowed by the AO. Accordingly, the revision is considered unsustainable in law. The ITAT, Mumbai has heard the matter and issued a favourable order	-	-
For AY 2020-21, the Assessing Officer issued an order levying a penalty of INR 6.89 lakhs for the Company's failure to deduct and deposit TDS on certain payments. The Company subsequently filed an appeal before the Commissioner of Income Tax (Appeals) challenging the order of the Assessing Officer	-	-
For Assessment Year (A.Y.) 2018-19, the Assessing Officer initially disallowed certain expenses and raised a demand of INR 10.83 lakhs. Subsequently, the learned Assessing Officer rectified the order, revising the demand to INR 2.03 lakhs. The Company has filed an appeal before the Commissioner of Income Tax (Appeals) against the said order.	2.03	2.03
For AY 2024-25, certain employees had not linked their PAN with Aadhaar. As a result, TDS CPC applied a higher tax rate of 20% under Section 206AA and raised a demand.	22.05	22.05
(b) Others:		
Luxury tax related demands under appeal	9,295.10	9,295.10
GST related matters	2,278.20	2,221.49
Customer, vendor, employee and property related disputes under appeal	1,047.08	900.97
Stamp duty on Composite scheme of arrangement and amalgamation	493.78	493.78

Note: The company has assessed that it is only possible, but not probable, that outflow of economic resources will be required.

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41 Contingent liabilities *(continued)*

Supreme Court vide their judgement dated February 28, 2018 clarified that Provident fund deduction is to be made on basic salary and on other salary components which are universally made available to all employees. The Company, based on external advice, believes that there are interpretative challenges on the application of the judgement retrospectively. Pursuant to the ruling, the Company recorded a provision of INR 45.33 lakhs in 2018-19, with respect to demands received for Manali (for the period of April 2007 to December 2015) and Munnar (for periods prior to 2013). Based on the advice and in the absence of the reliable measurement of the provision for earlier periods, the Company has not recorded a provision with respect to any period other than as mentioned above. The Company would update the provision in future based on clarification received from the relevant authorities.

42 Commitments

	As at March 31, 2026	As at March 31, 2025
(a) Capital commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for:		
Property, plant and equipment	326.37	777.74

43 Property related matters

a During the financial year 2011-12, pursuant to One Time Settlement (OTS) scheme, the Company had fully settled the dues of a Financial Institution (FI) and also obtained a 'No Due' certificate with respect to Ooty Fernhill property. However, the financial institution has not released the title deeds of the properties given as security for the reason that a Third Party has filed a writ petition against the FI challenging the cancellation of sale of the said property to them. The Company is also a party to the said writ petition. The said writ petition was disposed off by Hon'ble High Court of Madras, against the Company. The Company has preferred Special Leave Petition (SLP) before the Hon'ble Supreme Court of India and the Court has ordered 'Status quo' in all respects concerning the said properties. The net book value and gross book value of land and building as at March 31, 2026 in respect of the said property aggregates to INR 8,287.35 lakhs (March 31, 2025: INR 8,106.43 lakhs) and INR 9,379.99 lakhs (March 31, 2025: INR 9,379.99 lakhs) respectively. In view of the management and based on the independent legal opinion obtained, the Company has a fair chance to succeed in the appeal pending before Hon'ble Supreme Court of India.

b The Company had in the past transferred a property at Goa and part of the sale consideration amounting to INR 527.10 lakhs (March 31, 2025: INR 527.10 lakhs) (included under "Other non current assets") was retained by the buyer pending compliance of certain conditions. The Company is confident of recovering this amount as it has taken effective steps for discharge of its obligations. The Company is also legally advised that it has the right of vendor's lien against the immovable property sold to the extent of amount due. The Company has filed a suit against the buyer for recovery of the amount. In view of the aforesaid, the above amount is considered good and recoverable by Management. Application for rejection of the plaint by the defendant has been dismissed. The Defendant filed a revision before the High Court at Goa and High Court dismissed the same. Currently case is under trial.

c During the financial year 2015-16, Company had transferred a property of 7.3 acres out of 10.3 acres land parcel at Chail for consideration and with a condition that the buyer would construct 10 cottages in the 3 acres land retained by the Company and handover the same. However, the buyer had taken the possession of the entire parcel of land and had not fulfilled the condition. The book value of the land is INR 860.00 lakhs (March 31, 2025: INR 761.70 lakhs). The title deeds for 3 acres of land are not available with the Company. There is an arbitration award in favor of the Company which the Company is enforcing in the court of law. The Company is of the view that it has a fair chance to succeed in its plea. The High Court has ordered 'Status Quo' on the property. The Company has filed an application for appointment of the receiver.

d **Other property related matters**

	Property	Net carrying amount as on March 31, 2026	Net carrying amount as on March 31, 2025	Remarks
(i)	Kodai Valley View (Revalued - Refer Note 48)	10,253.50	10,007.30	The Company has submitted the original title documents with the District Magistrate as part of the plaint filed in response to litigation for title in 1993. The trial has been stayed by the High Court. Stay has been vacated. The case will be heard before the District Court Kodaikanal.
(ii)	Puri	20,150.00	12,200.00	The registration has not been duly recorded in the revenue records in the name of the Company since the consolidation case was pending against the original owners at the time of purchase. The original owners mutated the revenue records in their name. The Company has filed writ before High court challenging the mutation of revenue records. SHRL has withdrawn the petition before High Court. SHRL has filed revision before Collector for mutation of records.
(iii)	Hubli	4.85	4.98	Sale deed was not registered in the name of the Company. The Company had paid the entire consideration and taken over possession of the property. Seller company was liquidated in the past, accordingly the Company needs to take necessary legal steps to register the title in its name. The Company has approached the official liquidators office and is yet to receive next steps from them.

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44 Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 are provided as under, to the extent the Company has received intimation from the "Suppliers" regarding their status under the Act

		As at March 31, 2026	As at March 31, 2025
i	Principal amount remaining unpaid to any supplier as at end of the year	318.28	286.60
ii	Interest due thereon remaining unpaid to any supplier as at end of the year	0.81	0.66
iii	Amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year	-	-
iv	Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006)	-	-
v	The amount of interest accrued and remaining unpaid at the end of the year	0.81	0.66
vi	The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act 2006	0.81	0.66

45 The composite Scheme of Arrangement and Amalgamation ("the Scheme") between Thomas Cook Insurance Services (India) Limited (now known as Sterling Holiday Resorts Limited) ("the Company"), Thomas Cook (India) Limited ("TCIL") and erstwhile Sterling Holiday Resorts (India) Limited ("SHRIL") and their respective shareholders and creditors was sanctioned by the High Court of Judicature at Mumbai and the High Court of Judicature at Madras on July 2, 2015 and April 13, 2015, respectively, and made effective on August 18, 2015. In terms of the said Scheme, the Timeshare and Resort business of erstwhile SHRIL ("Demerged Undertaking") was demerged and transferred to and vested with the Company as a going concern and the residual SHRIL was amalgamated with TCIL. The appointed date of the Scheme is April 1, 2014.

In accordance with the said Scheme

a) the assets and liabilities of the Demerged Undertaking as on April 1, 2014 was taken over by the Company and have been recorded at their respective book values, ignoring revaluations

b) the Equity Shares (including equity shares acquired after appointed date) held by the Company in erstwhile SHRIL were cancelled

c) the difference of INR 22,984.06 lakhs between the book values of net assets of the Demerged Undertaking recorded in the books of the Company as above and the value of investments in erstwhile SHRIL in the books of the Company, was adjusted against Securities Premium Account.

d) an amount of INR 274 lakhs relating to current tax provision was reversed and an amount of INR 4.2 lakhs relating to deferred tax asset was reversed into retained earnings consequent to the scheme

e) in consideration for transfer of Demerged Undertaking into the Company, 116 equity shares of TCIL of INR 1 each was issued to the shareholders of erstwhile SHRIL for every 100 shares of INR 10 each held in erstwhile SHRIL.

The transitional provisions relating to Ind AS 101 was applied after incorporating the scheme of merger as the appointed date is effective from April 1, 2014. Accordingly, the equity considered as on April 1, 2015 is after giving effect to the above merger

46 Assets pledged as security

	As at March 31, 2026	As at March 31, 2025
Non-current		
Freehold land (Revalued - Refer Note 48)	1,253.00	15,255.80
Buildings	-	5,180.19
Moveable assets	-	731.29

The amount disclosed under assets pledged as security pertains to a working capital loan facility sanctioned by Sterling Holiday Resorts Limited. However, the said facility has not been availed or utilized during the reporting period.

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47 Share based payments

(a) Employee option plan

The options outstanding as at March 31, 2026, represent the unvested, vested and exercisable options granted by Thomas Cook (India) Limited, the holding company, to the employees of the company. This disclosure is based on the information relating to the scheme shared by the holding company (Refer note 45).

Sterling Holiday Resorts Limited Employee Stock Options Scheme 2012 - ("SHRL ESOS 2012")

As per clause 15.3.2 of the Composite Scheme of Arrangement and Amalgamation between Sterling Holiday Resorts (India) Ltd. (SHRIL) and Thomas Cook Insurance Services (India) Ltd (TCISIL), and Thomas Cook (India) Ltd. (TCIL) the SHRIL ESOS 2012 became a part of the holding company's schemes and Stock Options which had been granted but not exercised as of the Record Date, by such SHRIL employees shall lapse and in lieu of the Lapsed Options of SHRIL, TCIL shall grant 120 options for every 100 options of SHRIL. The revised Exercise Price for Grant I was INR 80.00 and for Grant II was INR 108.46. Subject to the terms of the Scheme and SEBI ESOP Guidelines, the option holder will have a period of 5 years from the date of which the Options have vested, within which the vested options can be exercised.

Thomas Cook Employees Stock Scheme 2015

Under Employee Share Option Scheme 2015 (ESOP 2015) granted by Thomas Cook (India) Limited, the holding Company, 33%, 33% and 34% of the options granted vest in a period of 12 months, 24 months and 36 months respectively from the grant date. Once vested the options remain exercisable for a period of 10 years from the date of

Thomas Cook Employees Stock Scheme 2018 - Management (ESOP 2018 – Management)

The Company has established an Employee Stock Option Scheme called -"Thomas Cook Employees Stock Scheme 2018 - Management (ESOP 2018 – Management)". Grant date of the scheme if 01-Sep-2018 and the Exercise price of the Vested Option shall be 50% of the Market price as defined under the SEBI Regulations.
The purpose of this Scheme is to reward and retain the employees of the Subsidiary Companies of Thomas Cook under its control for high levels of individual performance and for exceptional efforts to improve the financial performance of the respective subsidiary companies, which will ultimately contribute to the success of Thomas Cook. This purpose is sought to be achieved through the grant of Options, for and on behalf of, and at the behest of the subsidiary companies to their employees.

Thomas Cook Employees Stock Scheme 2018 - Execom

The Exercise Price shall be equal to face value of shares i.e. INR 1 per option.
The objective of the ESOP 2018 - Execom is to reward the Execom Employees of the Company for their performance and to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this Scheme to retain talent in the organization. The Company views Employee Stock Options as instruments that would enable the Employees to share the value they create for the Company and align individual objectives of employees with objectives of the Company in the years to come.
The Scheme shall be applicable to the Execom and Employees of TCIL, its Subsidiary companies in India and abroad, as determined by the Committee on its own discretion from time to time.
Options granted under ESOP 2018 - Execom would Vest only at the end of 5 years from the date of grant of such options. Vesting of options would be subject to continued employment with the Company and certain performance parameters. The specific performance parameters will be decided by the Committee from time to time and will be communicated to the employees. The attainment of such performance parameters would be determined by the Committee from time to time which shall be a mandatory condition for vesting of options.

Vesting condition for options granted under ESOP 2018 - Execom has been modified from the end of 5 years to 4 years from the date of grant of such options for selected employees.

Thomas Cook Employees Stock Scheme 2024 - Execom

The Exercise Price shall be equal to face value of shares i.e. Re. 1 per option.
The objective of the ESOP 2024 - Execom is to reward the Execom Employees of the Company for their performance and to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this Scheme to retain talent in the organization. The Company views Employee Stock Options as instruments that would enable the Employees to share the value they create for the Company and align individual objectives of employees with objectives of the Company in the years to come.

The Scheme shall be applicable to the Execom and Employees of the Company, its Subsidiary companies in India and abroad, as determined by the Committee on its own discretion from time to time.
Options granted under ESOP 2024 - Execom would Vest only at the end of 3 years but not later than 7 years from the date of grant of such options. Vesting of options would be subject to continued employment with the Company and certain performance parameters. The specific performance parameters will be decided by the Committee from time to time and will be communicated to the employees. The attainment of such performance parameters would be determined by the Committee from time to time which shall be a mandatory condition for vesting of options.

i) Summary of options granted under plan :

TCIL ESOP 2018 Execom

	March 31, 2026		March 31, 2025	
	Avg exercise price per share option	Number of options	Avg exercise price per share option	Number of options
Opening balance	1.00	82,624	1.00	187,541
Granted during the year	-	-	-	-
Exercised during the year	1.00	62,184	1.00	104,917
Forfeited during the year	-	-	-	-
	1.00	**20,440**	**1.00**	**82,624**

TCIL ESOP 2018 Management

	March 31, 2026		March 31, 2025	
	Avg exercise price per share option	Number of options	Avg exercise price per share option	Number of options
Opening balance	125.10	41,456	125.10	48,368
Granted during the year	-	-	-	-
Exercised during the year	125.10	3,900	125.10	6,912
Forfeited during the year	-	-	-	-
	125.10	**37,556**	**125.10**	**41,456**

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47 Share based payments *(continued)*

ESOP 2015	March 31, 2026		March 31, 2025	
	Avg exercise price per share option	Number of options	Avg exercise price per share option	Number of options
Opening balance	165.92	46,934	165.92	61,666
Granted during the year	-	-	-	-
Exercised during the year	165.92	22,233	165.92	14,732
Forfeited during the year	165.92	24,701	-	-
	-	-	**165.92**	**46,934**

TCIL ESOP 2024 EXECOM	March 31, 2026		March 31, 2025	
	Avg exercise price per share option	Number of options	Avg exercise price per share option	Number of options
Opening balance	-	-	-	-
Granted during the year	1.00	1,370,000	-	-
Exercised during the year	-	-	-	-
Forfeited during the year	-	-	-	-
	1.00	**1,370,000**	-	-

ii) Share options outstanding at the end of year have following expiry date and exercise prices

				Share options	
	Grant date	Expiry date	Exercise price	March 31, 2026	March 31, 2025
ESOP 2018 - Execom	October 5, 2018	September 29, 2043	1.00	20,440	82,624
ESOP 2018 - Management	September 1, 2018	August 29, 2031	125.10	37,556	41,456
ESOP 2015	August 25, 2015	August 24, 2025	165.92	-	46,934
TCIL ESOP 2024 EXECOM	March 20, 2026	March 14, 2049	1.00	1,370,000	-

iii) Modification of share based payment:

On implementation of Composite Scheme of arrangement and Demerger of Human Resource Business

The Holding company (TCIL) in a composite scheme of arrangement demerged its Human Resources Services Business and transferred it to Quess Corp Limited (Quess) The scheme was approved by the National Company Law Tribunal (NCLT) with the appointed date as April 1, 2019 The effective date of the scheme was November 25, 2019 when both TCIL and Quess filed the certified copies of the order with their respective jurisdictional Registrar of Companies

As a part of the composite scheme, Group Employees whose ESOPs were outstanding on the effective date will be entitled to the additional shares of Quess on account of the demerger of Human Resource Business Instead of altering the exercise price, TCIL provided additional award in form of Quess shares

The group employees are now entitled to shares of Quess along with those of TCIL in the same share entitlement ratio prescribed in the scheme for the other shareholders of TCIL (1,889 10,000)

In case of vested ESOPs, the employees will be granted shares of TCIL and Quess only on payment of the exercise price In case of unvested ESOPs, the employees will be granted shares of TCIL and Quess on completion of the remaining vesting period and payment of the exercise price

The options, to the extent, which are settled by shares of Quess do not meet the definition of a share-based payment arrangement because the value of shares of Quess is not based on the price or value of TCIL's equity instruments or any of its group entity's equity instruments. The options to the extent which are settled by shares of Quess will be considered as an employee benefit within the scope of Ind AS 19. The options settled by shares of TCIL continue to be considered as share based payments and are accounted as per IND AS 102

(b) Expense arising from share based payment transaction

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Employee stock expenses	16.10	4.21
Total	**16.10**	**4.21**

48 Revaluation of land

During the financial year 2018-19, the Group has changed its accounting policy with respect to measurement of freehold and leasehold land from the cost model to revaluation model with effect from April 1, 2018 Freehold and leasehold land will be recognized at fair value based on periodic valuation done by external independent valuers, less subsequent amortization of leasehold land

A revaluation surplus will be recorded in OCI and credited to the asset revaluation reserve in equity However, to the extent that it reverses a revaluation deficit of the same asset previously recognized in profit or loss, the increase is recognized in profit and loss. A revaluation deficit is recognized in the statement of profit and loss, except to the extent that it offsets an existing surplus on the same asset recognized in the asset revaluation reserve

Fair value of the land assets was determined by an external independent valuer using the market comparable method, i.e., the valuations performed by the valuer are based on active market sale prices, adjusted for difference in the nature, location or condition of the specific property

The carrying amounts as at March 31, 2026 and as at March 31, 2025 under cost and revaluation models are given below

Block of asset	Revaluation model		Cost model	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Freehold land	83,667.41	70,354.93	5,250.87	5,250.87
Right of use asset land (Refer note 49)	1,946.59	1,812.35	161.91	161.91
Total	**85,614.00**	**72,167.28**	**5,412.78**	**5,412.78**

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49 Leases

(See accounting policy in note 1.3 (k))

(a) Movement in right of use assets and lease liabilities as per Ind AS 116 Leases

As a lessee, the group leases many assets including land and building, vehicles and computer equipment

Right of use assets	Land	Building	Computer Equipment	Total
Balance at April 1, 2024	**1,840.26**	**8,466.53**	**125.10**	**10,431.89**
Addition to right of use assets	-	5,824.17	144.67	5,968.84
Amortisation charge for the year	(25.64)	(2,041.30)	(114.37)	(2,181.31)
Derecognition of right of use assets	(2.27)	(1.93)	-	(4.20)
Balance at March 31, 2025	**1,812.35**	**12,247.47**	**155.40**	**14,215.22**
Addition to right of use assets		851.89	182.12	1,034.01
Amortisation charge for the year	(25.53)	(2,526.60)	(101.37)	(2,653.50)
Derecognition of right of use assets	-	(89.58)	-	(89.58)
Revaluation during the year	159.77			159.77
Balance at March 31, 2026	**1,946.59**	**10,483.18**	**236.15**	**12,665.92**

Lease Liabilities	Amount
Balance at April 1, 2024	**9,540.89**
Additions	5,986.12
Deletions	(6.77)
Finance cost accrued during the period	1,186.77
Discharge of lease liabilities	(2,976.17)
Balance at March 31, 2025	**13,730.84**
Additions	993.77
Deletions	(137.16)
Finance cost accrued during the period	1,212.64
Discharge of lease liabilities	(3,472.95)
Balance at March 31, 2026	**12,327.15**

	As at March 31, 2026	As at March 31, 2025
Current	2,669.45	2,227.44
Non-current	9,657.69	11,503.40

(b) Maturity analysis - contractual undiscounted cash flows

	As at March 31, 2026	As at March 31, 2025
Less than one year	3,490.72	2,975.67
1 - 2 Year	3,212.23	3,419.56
2 - 3 Year	2,543.27	3,287.82
3 - 4 Year	1,947.41	3,068.00
4 - 5 Year	1,809.37	2,361.88
More than five years	2,904.67	5,944.12
Total	**15,907.67**	**21,057.05**

(c) Amounts recognised in statement of Profit and Loss

	Year ended March 31, 2026	Year ended March 31, 2025
Interest expense on lease liabilities	1,212.64	1,186.77
Amortisation of ROU	2,653.49	2,181.31
Expenses relating to short term leases	1,535.73	1,034.22
Total	**5,401.86**	**4,402.30**

(d) Amounts recognised in Statement of Cash Flows

	As at March 31, 2026	As at March 31, 2025
Total Cash outflow for Leases	3,472.96	2,976.17

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50 Ind AS 115 - Revenue from contracts with customers

Movement in deferred acquisition costs and contract liabilities

(a) Deferred acquisition costs

	Year ended March 31, 2026	Year ended March 31, 2025
Opening balance	7,684.21	9,155.18
Additions during the year	38.80	521.40
Written off due to cancellation of contracts	(409.51)	(1,162.95)
Amortized during the year	(489.14)	(829.42)
Closing balance	**6,824.36**	**7,684.21**

(b) Contract liabilities

	Membership fee	AAC/ASF	Other resort revenue	Total
Opening balance as at April 1, 2025	55,980.46	1,303.29	1,849.46	59,133.21
Additions during the year (net)	455.92	1,299.24	3,032.92	4,788.08
Contracts cancelled during the year	(3,314.45)		-	(3,314.45)
Income recognized during the year	(3,259.08)	(1,526.11)	(1,639.31)	(6,424.50)
Adjustment on account of provision	293.62		-	293.62
Closing balance as at March 31, 2026	**50,156.47**	**1,076.42**	**3,243.07**	**54,475.96**

Contract liabilities

	Membership fee	AAC/ASF	Other resort revenue	Total
Opening balance as at April 1, 2024	63,954.16	1,695.58	1,861.80	67,511.54
Additions during the year (net)	2,331.65	1,147.05	7,665.61	11,144.31
Contracts cancelled during the year	(8,761.56)	-	-	(8,761.56)
Income recognized during the year	(3,210.96)	(1,539.34)	(7,677.95)	(12,428.26)
Adjustment on account of provision	1,667.17	-	-	1,667.17
Closing balance as at March 31, 2025	**55,980.46**	**1,303.29**	**1,849.46**	**59,133.20**

For contract liabilities pertaining to membership fee, services will be provided over the effective membership period and revenue is recognised over that period. Other contract liabilities pertain to consideration received in advance and are recognized as revenue in the respective period when the service is rendered.

(c) Revenue expected to be recognised in the future from Deferred Contract Liability

	As at March 31, 2026	As at March 31, 2025
AAC / ASF		
< 1 Year	827.32	830.38
More than 1 years	249.10	472.91
	1,076.42	**1,303.29**
Membership fee		
< 1 Year	2,949.67	3,194.32
1 - 2 Year	2,949.67	3,194.32
2 - 3 Year	2,949.67	3,194.32
More than 3 Years	41,307.42	46,397.50
	50,156.47	**55,980.46**

The deferred contract liability broken year wise shows summary of Membership and Annual subscription fee recognisable over the time. Annual subscription fee being the annual fees chargeable to the member every year over the life of contract.

(d) Reconciliation of revenue from contract with customer

	Year ended March 31, 2026	Year ended March 31, 2025
Revenue from contract with customer as per the contract price	52,292.93	49,617.40
Adjustments made to contract price on account of :-		
(i) Discounts / Rebates / Incentives	(424.57)	(498.67)
(ii) Other adjustments	(2.19)	(48.10)
Revenue from contract with customer as per the statement of Profit and Loss	**52,719.69**	**50,164.17**

51 Corporate Social Responsibility

	Year ended March 31, 2026	Year ended March 31, 2025
(a) Amount required to be spent by the company during the year	173.34	152.92
(b) Amount approved by the board to be spent during the year	173.34	152.92
(c) Amount spent during the year	173.34	152.92
(i) Construction/acquisition of any asset	-	-
(ii) on purposes other then (i) above	173.34	152.92
(d) Details of related party transactions *	-	-
(e) Details of unspent obligation #	2.59	-

* Paid to Fairfax India Charitable foundation (Trust of Ultimate Holding Company) - acquisition and installation of dialysis machines along with project supervision cost

The unspent obligation is not with respect to any ongoing project. The Company will deposit the unspent amount within 6 months from the expiry of the financial year

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52 Ratio analysis and its elements

Ratio	Numerator	Denominator	March 31, 2026	March 31, 2025	% change	Reason for variance
Current ratio (in times)	Current Assets	Current Liabilities	2.59	2.04	27%	Increase is on account of increase in cash and bank balances, investments and repayment of borrowings as a result of improved business operations.
Return on Equity ratio (in %)	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity	10%	11%	-1%	Not applicable
Inventory Turnover ratio (in times)	Cost of goods sold	Average Inventory	11.67	12.71	-8%	Not applicable
Trade Receivable Turnover Ratio (in times)	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	50.45	40.38	25%	This is due to improvement in the collection of receivables during the year, resulting in a substantial impact on the ratio.
Trade Payable Turnover Ratio (in times)	Net credit purchases = Gross credit purchases - purchase return	Average Trade Payables	1.13	1.07	5%	Not applicable
Net Capital Turnover Ratio (in times)	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities	2.02	2.39	15%	Not applicable
Net Profit ratio (in %)	Net Profit	Net sales = Total sales - sales return	16%	16%	0%	Not applicable
Return on Capital Employed (in %)	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	12%	15%	-3%	Not applicable
Return on Investment (in %)	Interest (Finance Income)	Investment	5%	7%	-2%	Not applicable

Note: The Company does not have any borrowings; therefore, the debt-equity ratio and debt service coverage ratio are not applicable

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STERLING HOLIDAY RESORTS LIMITED ★ CHENNAI ★

	As at / Year ended March 31, 2026	As at / Year ended March 31, 2025
53 Earnings per share		
(See accounting policy in note 1.3 (n))		
Profit for the year attributable to the equity holders of the Company	8,356 51	7,851 71
Weighted average number of equity shares outstanding (in lakhs)	290.50	290.50
Basic and diluted earnings per share (INR)	**28.77**	**27.03**

54 Slump sale

Nature Trails Resorts Private Limited is engaged in business of operations, campsites and activity camps. The Company is a 100% subsidiary of Sterling Holiday Resorts Limited ('Holding company'). Thomas Cook India Limited is the intermediate holding company and Fairfax Financial Holdings Limited, Canada, is the ultimate holding company.

Nature trails is focused on adventure-driven experiences, attracting activity-seeking travelers which is an emerging and fast-growing demographic for Thomas Cook India Limited in the domestic segment. Hence, the Company, along with TCIL decided to transfer Nature trails resorts business to TCIL to enable faster growth of such business through synergies, optimization of resources and enhanced services to customers.

The proposed transaction was approved by the board on 3rd February 2025 and Nature Trails Resorts Private Limited entered into a Business transfer agreement "BTA" with Thomas cook India Limited on March 19, 2025 for the sale and divestment of entire business operations of three resorts, as a going concern on a slump sale basis, for a net consideration of INR 5,225 lakhs, the said transaction transaction was consummated on March 01, 2025.

Pursuant to the BTA, the undertaking, along with all related assets and liabilities (refer table below), stands transferred to and vested in Thomas Cook (India) Limited with effect from 1 March 2025 and has accordingly been presented in the comparative figures for FY 2024-25.

Particulars	Reference	As at March 31, 2026	As at March 31, 2025
Assets			
Non-current assets			
Property plant and equipment		5,452 92	5,229 82
Capital work in progress		119 21	1 47
Other financial assets		14.46	8 46
Other non current assets		1 49	-
Current assets		-	-
Inventories		18 10	7 93
Trade receivables		60 10	11 75
Cash & bank balances		31 64	21 04
Other current assets		41.74	21 01
Total	**A**	**5,740**	**5,301**
Liabilities			
Non-current liabilities			
Long term provisions		141 42	118 19
Financial liabilities		2 85	-
Current liabilities		-	-
Trade payables		225 37	134 49
Other financial liabilities		-	66 33
Other current liabilities		11 57	21 72
Total	**B**	**381**	**341**
Net assets transferred	**C=(A-B)**	5,358.45	-
Consideration received	**D**	5,225 00	-
Less: Gratuity adjusted	**E**	135 36	-
Net consideration	**F=(D-E)**	5,089 64	-
Loss on Slump sale	**(C-F)**	**268.81**	**-**

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STERLING HOLIDAY RESORTS LIMITED ★ CHENNAI ★

55 Additional regulatory information pursuant to the requirement in Division II of Schedule III to the Companies Act 2013:

(i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property

(ii) The Group revalued its freehold land (including right-of-use assets relating to leasehold land) during the current year. The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current year.

(iii) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(iv) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(v) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vi) The Group has not entered into any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)

(vii) The Group has not been declared as a wilful defaulter by any bank or financial institution or government or any government authority

(viii) The Group has complied with the number of layers prescribed under the Companies Act, 2013.

(ix) The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(x) The Group neither has borrowings nor has been sanctioned working capital during the year from banks or financial institutions on the basis of security of current assets during the year.

(xi) The Company does not have any charge or satisfaction which is yet to be registered with Registrar of Companies (ROC) beyond statutory period except the following:

Charge holder name	Registrar location	As at March 31, 2026	As at March 31, 2025
HDFC Bank Limited	Mumbai	-	8,348.50
Housing Development Finance Corporation Limited	Mumbai	-	1,300.00

(xii) The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

(xiii) The Company does not have any loans or advances in the nature of loans granted to promoters, directors, key managerial personnel and the related parties either severally or jointly with any other person, that are (a) repayable on demand or (b) without specifying any terms or period of repayment

56 Exceptional items

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Loss on Slump sale (Refer Note 54)	-	268.81
Litigations settlement *	-	410.94
Statutory impact of new labour codes #	142.06	-
Expenses arising out of scheme ^	25.75	
	167.81	**679.75**

* During the previous year, the Company had applied for full and final settlement of tax dues in relation to luxury tax litigations under the Amnesty Scheme. The aforesaid litigations were settled with the concerned authorities, by way of payment of tax dues aggregating to INR 410.94 lakhs. Accordingly, the dues settled was recognised in the statement of profit and loss as an exceptional item.

On November 21, 2025, the Government of India notified the four Labor Codes - the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 - consolidating 29 existing labour laws. The Ministry of Labor & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations. We have assessed and disclosed the incremental impact of these changes on the basis of the best information available, consistent with the guidance provided by the Institute of Chartered Accountants of India. Considering the materiality and regulatory-driven, non-recurring nature of this impact, the Company has presented such incremental impact as under "Exceptional items" in the interim statement of profit and loss for the year ended March 31, 2026. The Company has engaged external consultants and are considering options including restructuring the remuneration to restrict the gratuity impact to 50% of the total remuneration. Based on such an assumption, certain allowances like special allowances have not been fully considered for determining the gratuity liability though based on current interpretation these may be warranted. Based on management assumptions an actuarial valuation has been obtained, and the incremental cost of INR 142.07 lakhs has been presented under exceptional items in the Statement of Profit and Loss for the year ended March 31, 2026. The Company continues to monitor the finalization of Central/State Rules and clarifications from the Government on other aspects of Labour Code and would provide appropriate accounting effect on the basis of such developments as needed.

^ The Board at its meeting held on March 20, 2026, approved the Composite Scheme of Arrangement and Amalgamation amongst Thomas Cook (India) Limited ('TCIL') and its wholly owned subsidiaries and their respective shareholders, in accordance with the provisions of Sections 230 to 232 read with Sections 61 and 66 of the Companies Act, 2013 together with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and the National Company Law Tribunal Rules, 2016 ('Scheme'). The Scheme inter alia provides for the demerger of the resorts and resort management business of TCIL into SHRL. Shareholders of TCIL will receive shares of SHRL as a consideration for the demerger, in the ratio of 81 shares of SHRL for every 100 shares held in TCIL. The Scheme is subject to requisite statutory and regulatory approvals and sanction by the respective shareholders of each of the companies involved in the Scheme. Further, exceptional item for the year ended 31 March 2026 includes cost incurred till date by the Company towards legal and professional fees in connection with the scheme of INR 25.75 lakhs

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STERLING HOLIDAY RESORTS LIMITED ★ CHENNAI

57 Subsequent events

There are no significant subsequent events, that have occurred after the reporting period till the date of the signing of these consolidated financial information.

for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

T H Mahadevan
Partner
Membership No: 224352
Place: Chennai
Date: May 11, 2026

for and on behalf of the Board of Directors of
Sterling Holiday Resorts Limited
CIN: U63040TN1989PLC114064

Vikram Dayal Lalvani
Managing Director & Chief Executive Officer
DIN: 07115464
Place: Chennai
Date: May 05, 2026

Usha Rangarajan
Director
DIN: 07154943
Place: Coimbatore
Date: May 05, 2026

Krishna Kumar L
Chief Financial Officer
Membership No.: 028935
Place: Chennai
Date: May 05, 2026

Muthukumaran A
Company Secretary
Membership No.: A33894
Place: Chennai
Date: May 05, 2026

Sterling Holidays (Ooty) Limited
Balance Sheet as at March 31, 2026
(All amounts are in lakhs of Indian rupees, unless otherwise stated)

	Note	As at March 31, 2026	As at March 31, 2025
Assets			
Non-current assets			
Property, plant and equipment	3	43.24	50.99
Financial assets			
Other financial assets	4	316.69	222.52
Deferred tax assets	16	0.65	0.79
Other tax assets (net)	5	103.55	46.79
Total non-current assets		**464.13**	**321.09**
Current assets			
Inventories	6	23.51	17.67
Financial assets			
i. Trade receivables	7	69.89	64.41
ii. Cash and cash equivalents	8	54.42	624.83
iii. Other financial assets	4	2,164.46	568.90
Other current assets	9	64.67	27.89
Total current assets		**2,376.95**	**1,303.70**
Total assets		**2,841.08**	**1,624.79**
Equity and liabilities			
Equity			
Equity share capital	10	5.00	5.00
Other equity			
Reserves and surplus	11	2,145.48	1,398.15
Total equity		**2,150.48**	**1,403.15**
Liabilities			
Current liabilities			
Financial liabilities			
i. Trade payables			
a) total outstanding dues of micro enterprises and small enterprises; and	12	4.70	5.20
b) total outstanding dues of creditors other than micro enterprises and small enterprises	12	415.35	125.60
ii. Other financial liabilities	13	18.97	18.47
Other current liabilities	14	159.60	31.85
Current tax liabilities	15	91.98	40.52
Total current liabilities		**690.60**	**221.64**
Total liabilities		**690.60**	**221.64**
Total equity and liabilities		**2,841.08**	**1,624.79**
Material accounting policies	1.3		

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached
for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

T H Mahadevan
Partner
Membership No.: 224352
Place: Chennai
Date: May 26, 2026

For and on behalf of the Board of Directors of
Sterling Holidays (Ooty) Limited
CIN: U55102TN1989PLC018344

Ramesh Shanmugam
Director
DIN: 06646158
Place: Chennai
Date: May 05, 2026

Krishna Kumar L
Director
DIN: 00420790
Place: Chennai
Date: May 05, 2026

Sterling Holidays (Ooty) Limited
Statement of Profit and Loss for the year ended March 31, 2026
(All amounts are in lakhs of Indian rupees, unless otherwise stated)

	Note	Year ended March 31, 2026	Year ended March 31, 2025
Income			
Revenue from operations	17	3,648.43	3,223.69
Other income	18	135.79	183.13
Total income		**3,784.22**	**3,406.82**
Expenses			
Cost of materials consumed	19	278.28	283.88
Employee benefits expense	20	32.49	41.52
Depreciation and amortisation expense	21	7.75	8.13
Other expenses	22	2,461.23	2,127.60
Total expenses		**2,779.75**	**2,461.13**
Profit before tax		**1,004.47**	**945.69**
Tax expense			
Current tax	23	257.00	241.43
Deferred tax	23	0.14	(0.54)
Total tax expense		**257.14**	**240.89**
Profit for the year		**747.33**	**704.80**
Total comprehensive income for the year		**747.33**	**704.80**
Earnings per equity share (Face value of INR 10 each)			
Basic and diluted earnings per equity share (INR)	35	1,494.66	1,409.60
Material accounting policies	1.3		

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached
for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

T H Mahadevan
Partner
Membership No.: 224352
Place: Chennai
Date: May 26, 2026

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Place: Chennai
Date: May 05, 2026

Krishna Kumar
Director
DIN: 00420790
Place: Chennai
Date: May 05, 20

Sterling Holidays (Ooty) Limited
Statement of changes in equity for the year ended March 31, 2026
(All amounts are in lakhs of Indian rupees, unless otherwise stated)

I) Equity share capital

	Amount
Balance as at April 1, 2025	**5.00**
Changes in equity share capital due to prior period errors	-
Restated balance as at 1 April 2025	5.00
Changes in equity share capital during the year	-
Balance as at March 31, 2026	**5.00**
Balance as at April 1, 2024	5.00
Changes in equity share capital due to prior period errors	-
Restated balance as at 1 April 2024	5.00
Changes in equity share capital during the year	-
Balance as at March 31, 2025	**5.00**

II) Other equity

	Note	Reserves and surplus		
		Retained earnings	**Contribution from holding company**	**Total**
Balance as at April 1, 2024		**624.77**	**68.58**	**693.35**
Profit for the year	11	704.80	-	**704.80**
Balance as at March 31, 2025		**1,329.57**	**68.58**	**1,398.15**
Balance as at April 1, 2025		**1,329.57**	**68.58**	**1,398.15**
Profit for the year	11	747.33	-	**747.33**
Balance as at March 31, 2026		**2,076.90**	**68.58**	**2,145.48**
Material accounting policies	1.3			

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached
for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

T H Mahadevan
Partner
Membership No.: 224352
Place: Chennai
Date: May 26, 2026

For and on behalf of the Board of Directors of
Sterling Holidays (Ooty) Limited
CIN: U55102TN1989PLC018344

Ramesh Shanmugam
Director
DIN: 06646158
Place: Chennai
Date: May 05, 2026

Krishna Kumar L
Director
DIN: 00420790
Place: Chennai
Date: May 05, 2026

Sterling Holidays (Ooty) Limited
Statement of Cash flows for the year ended March 31, 2026
(All amounts are in lakhs of Indian rupees, unless otherwise stated)

	Note	Year ended March 31, 2026	Year ended March 31, 2025
Cash flow from operating activities			
Profit before tax		1,004.47	945.69
Adjustments for:			
Depreciation and amortisation expenses	21	7.75	8.13
Interest income	18	(135.67)	(37.16)
Working capital adjustments:			
Decrease / (Increase) in trade receivables		(5.48)	726.52
Decrease / (Increase) in inventories		(5.84)	0.60
Decrease in security deposits and other receivable		0.44	1.30
Decrease / (Increase) in other assets		(36.78)	43.73
(Decrease) / Increase in trade payables		289.25	(19.46)
(Decrease) / Increase in other liabilities		127.75	(85.09)
(Decrease) / Increase in other financial liabilities		0.50	(0.97)
Cash from operating activities		**1,246.39**	**1,583.29**
Income taxes paid (net of refund)		(262.30)	(264.75)
Net cash from operating activities		**984.09**	**1,318.54**
Cash flows from investing activities			
Purchase of property, plant and equipment		-	(0.57)
Investment in fixed deposits		(2,150.00)	(1,100.00)
Proceeds from fixed deposits		550.00	333.75
Interest received		45.50	37.16
Net cash used in investing activities		**(1,554.50)**	**(729.66)**
Net cash from/(used) in financing activities		-	-
Net increase in cash and cash equivalents		(570.41)	588.88
Cash and cash equivalents at the beginning of the year		624.83	35.95
Cash and cash equivalents at end of the year		**54.42**	**624.83**

Cash and cash equivalents comprises:		Year ended March 31, 2026	Year ended March 31, 2025
Balances with banks on current account	8	51.27	619.32
Cash on hand	8	3.15	5.51
Cash and cash equivalents at the end of the year		**54.42**	**624.83**

Material accounting policies 1.3

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached
for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

T H Mahadevan
Partner
Membership No.: 224352
Place: Chennai
Date: May 26, 2026

For and on behalf of the Board of Directors of
Sterling Holidays (Ooty) Limited
CIN: U55102TN1989PLC018344

Ramesh Shanmugam
Director
DIN: 06646158
Place: Chennai
Date: May 05, 2026

Krishna Kumar L
Director
DIN: 00420790
Place: Chennai
Date: May 05, 2026

1.1 Reporting entity

Sterling Holidays (Ooty) Limited ('the Company') is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is registered with the Ministry of Corporate Affairs under Corporate Identification Number (CIN) : U55102TN1989PLC018344

The Company's registered office is at Purva Primus, 4th Floor, 236, Okkiyampettai, Old Mahabalipuram Road, Thoraipakkam, Chennai - 600097. Sterling Holiday Resorts Limited ('Parent company') holds 98% of the share capital. The ultimate holding company is Fairfax Financial Holdings Limited, Canada.

1.2 Basis of preparation

(a) Statement of compliance

These financial statements of have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act as amended from time to time

The financial statements were approved for issue by the Company's Board of Directors on May 05, 2026

Details of the Company's material accounting policies are included in note 1.3. The Company has consistently applied the accounting policies to all the periods present in these financial statements

(b) Basis of measurement

These financial statements have been prepared on a historical cost basis and on an accrual basis, except for the following items.

Items	Measurement basis
Certain financial assets and liabilities	Fair value

(c) Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All the financial statements have been rounded-off to the nearest lakhs, or decimals thereof, unless otherwise indicated. Transactions and balances with values below the rounding off norm adopted by the Company have been reflected as "-" in the relevant notes in these financial statements.

(d) Use of estimates and judgements

In preparing these financial statements, management has made judgements and estimates 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 recognised prospectively

Judgement

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties at the reporting date that have a significant risk of resulting in a significant adjustment to the carrying amounts of assets and liabilities within the next financial year is included in the following notes. Actual results may be different from these estimates.

Note 3 : Estimation of useful lives of property, plant and equipment and intangible assets
Note 16: Recognition of deferred tax assets: availability of future taxable profit against which deductible temporary differences and tax losses carried forward can be utilised;
Note 1.3 (i) and Note 17: Revenue recognition : estimate of expected returns.
Note 24 : Determine the fair value of financial assets or liability based on unobservable inputs
Notes 29: Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;

(e) Measurement of fair values

A number of Company's accounting policies and disclosures require the measurement of fair values, for both financial and non financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values. The Company regularly reviews significant unobservable inputs and valuation adjustments, including level 3 fair values. If third party information is used to measure fair values, then the Company assesses the evidence obtained from the third parties to support the conclusion that these valuation meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows
- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. The inputs used to measure the fair value of assets or a liability fall into different levels of the fair value hierarchy. Accordingly, the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the low level input that is significant to the entire measurement.

Management uses various valuation techniques to determine fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management based on its assumptions on observable data as far as possible but where it not available, the management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date. The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred

(f) Current and Non-current classification

Based on the nature of services / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

(g) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief operating decision maker. The Chairman – Whole Time Director (WTD) of the Company has been identified as the chief operating decision maker of the Company who assesses the financial performance and position of the Company and makes strategic decisions. Refer Note 31 for segment information presented.

1.3 Material accounting policies

(a) Foreign currency transactions

Transactions in foreign currencies are translated into the functional currency of the Company, at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction. Foreign exchange gain and losses from settlement of these transactions are recognised in the statement of profit or loss.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate as at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of transaction. Exchange differences arising on translation are recognised in the statement of profit or loss.

(b) Financial instruments

(i) Recognition and initial measurement

Trade receivables 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.
However, if the Company has an unconditional right to an amount that differs from the transaction price (e.g. due to the Company's refund policy), the trade receivable will be initially measured at the amount of that unconditional right.

(ii) Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at
- amortised cost,
- Fair value through other comprehensive income (FVOCI) – debt investment,
- Fair value through other comprehensive income (FVOCI) – equity investment, or
- Fair value through profit and loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition unless the company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

a) Non-derivative financial assets

Financial assets at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:
- it is held within a business model whose objective is to hold assets to collect contractual cash flows, and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments at FVTOCI

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:
- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Equity instruments at FVTOCI

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

Where the Company elects to designate an equity instrument at fair value through other comprehensive income (FVOCI), all changes in fair value, except for dividend income, are recognised in other comprehensive income and are not subsequently reclassified to the Statement of Profit or Loss.

Financial assets at FVTPL

All financial assets not classified as measured at amortised cost or FVTOCI as described above are measured at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;

- how the performance of the portfolio is evaluated and reported to the Company's management,
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed,
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected, and

- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on fair value basis are measured at FVTPL.

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1.3 Material accounting policies *(continued)*

(b) Financial instruments *(continued)*

(ii) Classification and subsequent measurement *(continued)*

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non- recourse features)

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest *(continued)*

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition

Financial assets – Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities – Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

(iii) De-recognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different, in which case, a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

(iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

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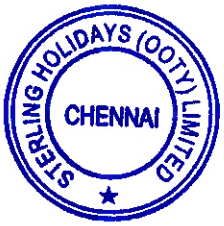

1.3 Material accounting policies *(continued)*

(c) Property, plant and equipment

(i) Recognition and measurement

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Items of property, plant and equipment (including capital-work-in progress) are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses.

Cost of an item of property, plant and equipment comprises:

a. purchase price, including import duties and non-refundable taxes on purchase (goods and service tax), after deducting trade discounts and rebates.

b. any directly attributable cost of bringing the item to its working condition for its intended use, estimated costs of dismantling and removing the item and restoring the site on which it is located.

Cost of a self-constructed item of property, plant and equipment comprises:

a. the cost of materials and direct labour;

b. any directly attributable cost of bringing the item to its working condition for its intended use, estimated costs of dismantling and removing the item and restoring the site on which it is located.

Any gain/ loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably.

(iii) Depreciation

Depreciation is calculated on the cost of items of property, plant and equipment less their estimated residual values over the estimated useful lives using the straight-line method and is generally recognised in the Statement of profit or loss. Freehold land is not depreciated.

Depreciation on property, plant and equipment is charged over the estimated useful life of the asset as evaluated on technical assessment on straight-line method, in accordance with Part A and C of Schedule II to the Companies Act, 2013.

The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as follows:

Asset	Management estimate of useful life	Useful life as per Schedule II
Plant and equipment	15	15
Electrical equipment	10	10
Office equipment	5	5
Furniture and fixtures	8 to 10	10
Computer equipments – Desktop, laptop and end-user items	3	3
Computer equipments – Servers and Network	6	6
Vehicles	8	8 - 10 years

Depreciation method, useful lives and residual values are reviewed at each financial period-end and adjusted if necessary, for each reporting period. Based on technical assessment and consequent advice, the management believes that its estimate of useful life as given above best represent the period over which management expects to use the asset.

On property, plant and equipment added/ disposed off during the period, depreciation is charged on pro-rata basis for the period from/up to which the asset is ready for use/disposed off.

(d) Inventories

Inventories are measured at the lower of cost and net realisable value.

Inventories comprising of provisions, perishables, beverages and operating supplies are stated at lower of cost and net realizable value. Cost is determined using the Weighted average method. The cost comprises of purchase price, non-refundable taxes and delivery handling cost incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. Inventories are written down for slow moving/ non-moving items, wherever necessary.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated costs necessary to make the sale. Raw materials and other supplies held for use in the production of finished products are not written down below cost except in cases when a decline in the price of materials indicates that the cost of the finished products shall exceed the net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

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1.3 Material accounting policies *(continued)*

(e) Impairment

(i) Impairment of financial instruments

The Company recognises loss allowances for expected credit losses on financial assets measured at amortised cost and contract assets.

The Company measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:
• debt securities and loans that are determined to have low credit risk at the reporting date; and
• other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECLs

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating expected credit losses is the maximum contractual
period over which the Company is exposed to credit risk.
When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, 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 and including forward looking information

The Company considers a financial asset to be in default when
- the recipient is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held), or

- the financial asset is more than 180 days past due

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).
ECLs are discounted at the effective interest rate of the financial asset

Credit-impaired financial assets

At each reporting date, the Company assesses whether such financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data
- significant financial difficulty;
- a breach of contract such as a default or being more than 180 days past due;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. For individual customers, the Company has a policy of writing off the gross carrying amount when the financial asset is 180 days past due based on historical experience of recoveries of similar assets. For corporate customers, the Company individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Company expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

(ii) Impairment of non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than biological assets, inventories, contract assets and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an individual asset or CGU is the greater of its value in use and its fair value less costs of disposal. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.
Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

In respect of other assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss previously recognised is reversed only if there has been a change in the estimates used to determine the recoverable amount since the last impairment loss was recognised. Such a reversal is made only to the extent that the asset's carrying amount neither exceeds its recoverable amount nor the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

1.3 Material accounting policies *(continued)*

(f) (i) Revenue recognition

The Company is engaged in providing holiday facilities to its members for a specified period each year over the tenure of the membership, along with operating hotels, holiday resorts, and offering hospitality services including room rentals, tour packages, and allied services.

Revenue is recognised in accordance with Ind AS 115, which requires revenue to be recognised in a manner that depicts the transfer of promised goods or services to customers at an amount that reflects the consideration to which the Company expects to be entitled. Accordingly, the Company follows the five-step model prescribed under Ind AS 115, which includes the identification of contracts with customers, identification of performance obligations, determination of the transaction price, allocation of the transaction price to the identified performance obligations, and recognition of revenue as and when such performance obligations are satisfied, either over time or at a point in time, as applicable.

Income from resort operations and maintenance services (being leisure hospitality services) comprising of sale of food and beverages, room rentals and other services are recognised when these are sold and when services are rendered

(ii) Contract balances

^ Contract assets

A contract asset is the right to consideration in exchange for services rendered to the customer. If the Company renders services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

^ Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration has received consideration, or for which an amount of consideration is due from the customer. Contract liabilities are recognised as revenue when the Company performs under the contract.

(iii) Interest income or expense

Interest income or expense is recognised using the effective interest method

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset, or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability.

However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

(g) Provisions (other than for employee benefits), Contingent liabilities and Contingent assets

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Expected future operating losses are not provided for.

Where the Company expects some or all of the expenditure required to settle a provision will be reimbursed by another party, the reimbursement is recognised when, and only when, it is virtually certain that reimbursement will be received if the entity settles the obligation. The reimbursement is treated as a separate asset.

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

Onerous contracts

A contract is considered to be onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. A provision for onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract, which is determined based on the incremental costs of fulfilling the obligation under the contract and an allocation of other costs directly related to fulfilling the contract. Before such a provision is made, the Company recognises any impairment loss on the assets associated with that contract.

Contingent liabilities

Contingent liability is a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets

Contingent asset is not recognised in the financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognized.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

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1.3 Material accounting policies *(continued)*

(h) Income tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in Other comprehensive income.

The Company has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

(i) Current tax

Current tax comprises of the expected tax payable or receivable on the taxable income or loss for the period and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted at the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that
(i) is not a business combination, and
(ii) at the time of the transaction;
  a.) that affects neither accounting nor taxable profit or loss and
  b.) does not give rise to equal taxable and deductible temporary differences.
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future, and
- taxable temporary differences arising on the initial recognition of goodwill

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for the Company. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised, such reductions are reversed when the probability of future taxable profits improves.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

(i) Borrowing costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

(j) Earnings per share

a) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year (refer Note 55)

b) Diluted earnings per share

Diluted earnings per share is computed by dividing the profit (considered in determination of basic earnings per share) after considering the effect of interest and other financing costs or income (net of attributable taxes) associated with dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earnings per share adjusted for the weighted average number of equity shares that would have been issued upon conversion of all dilutive potential equity shares.

1.3 Material accounting policies *(continued)*

(k) Cash flows Statement

Cash flows are reported using the indirect method, whereby profit / (loss) is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information. In cash flow statement, cash and cash equivalents include cash in hand, balances with banks in current accounts and other short-term highly liquid investments with original maturities of three months or less.

(l) Cash and cash equivalents (for the purpose of cash flow statement)

Cash comprises of cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

1.4 Recent pronouncements

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2026, MCA has notified the following:

Ind AS 1 - Presentation of Financial Statements

For accounting periods beginning on or after 1 April 2026, when an entity breaches any covenant of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand, it classifies the liability as current, even if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach. An entity classifies the liability as current because, at the end of the reporting period, it does not have the right to defer its settlement for at least 12 months after that date.

However, an entity classifies the liability as non-current if the lender agreed by the end of the reporting period to provide a period of grace ending at least 12 months after the reporting period, within which the entity can rectify the breach and during which the lender cannot demand immediate repayment. This amendment is to be applied retrospectively for annual reporting periods beginning on or after 1 April 2026, in accordance with Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors.

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3 Property, plant and equipment

(See accounting policy in note 1.3 (c))

Reconciliation of carrying amount for the year ended March 31, 2026

Asset description	Plant and equipments	Furniture and fixtures	Office equipments	Electrical installations	Computer equipment	Total
I. Gross Block						
Balance as at April 1, 2025	25.80	27.32	0.88	23.31	2.51	79.82
Additions	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Balance as at March 31, 2026	**25.80**	**27.32**	**0.88**	**23.31**	**2.51**	**79.82**
II. Accumulated depreciation						
Balance as at April 1, 2025	8.27	9.21	0.78	8.55	2.02	28.83
Depreciation for the year	1.81	3.38	0.02	2.28	0.26	7.75
Disposals	-	-	-	-	-	-
Balance as at March 31, 2026	**10.08**	**12.59**	**0.80**	**10.83**	**2.28**	**36.58**
Net block (I-II)						
Balance as at March 31, 2026	15.72	14.73	0.08	12.48	0.23	43.24

Reconciliation of carrying amount for the year ended March 31, 2025:

Asset description	Plant and equipments	Furniture and fixtures	Office equipment	Electrical installations	Computer equipment	Total
I. Gross Block						
Balance as at April 1, 2024	25.80	27.32	0.88	23.31	1.94	79.25
Additions	-	-	-	-	0.57	0.57
Disposals	-	-	-	-	-	-
Balance as at March 31, 2025	**25.80**	**27.32**	**0.88**	**23.31**	**2.51**	**79.82**
II. Accumulated depreciation						
Balance as at April 1, 2024	6.42	5.83	0.76	6.27	1.42	20.70
Depreciation for the year	1.85	3.38	0.02	2.28	0.60	8.13
Disposals	-	-	-	-	-	-
Balance as at March 31, 2025	**8.27**	**9.21**	**0.78**	**8.55**	**2.02**	**28.83**
Net block (I-II)						
Balance as at March 31, 2025	17.53	18.11	0.10	14.76	0.49	50.99

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	As at March 31, 2026		As at March 31, 2025	
4 Other financial assets	**Current**	**Non current**	**Current**	**Non current**
(See accounting policy in note 1.3 (b))				
Security deposits	9.75	13.36	4.75	18.80
Bank Deposits with remaining maturity period of more than 12 months from the reporting date	-	303.33	-	203.72
Bank Deposits with remaining maturity period of less than 12 months from the reporting date	2,153.09	-	562.53	-
Other receivables	1.62	-	1.62	-
Total	**2,164.46**	**316.69**	**568.90**	**222.52**

	As at March 31, 2026	As at March 31, 2025
5 Other tax assets		
Advance tax (net of provision for tax)	103.55	46.79
Total	**103.55**	**46.79**

6 Inventories		
(See accounting policy in note 1.3 (d))		
Food and beverages	15.82	11.36
Operating supplies	7.69	6.31
Total	**23.51**	**17.67**

7 Trade receivables		
(See accounting policy in note 1.3 (b))		
Current - Unsecured		
Considered good	69.89	64.41
Considered doubtful	-	-
	69.89	64.41
Less: Loss allowance	-	-
Total	**69.89**	**64.41**
Of the above, trade receivables from related parties are as below		
Total trade receivables from related parties (Refer Note 27)	2.29	-
Loss allowance	-	-
Net trade receivables from related parties	2.29	-

The Company's exposure to credit and currency risks, and loss allowances related to trade receivables are disclosed in Note 25

As at March 31, 2026

	Outstanding for following periods from due date of payment							
	Unbilled	**Not due**	**Less than 6 months**	**6 months - 1 year**	**1 - 2 years**	**2 - 3 years**	**More than 3 years**	**Total**
Undisputed Trade receivables								
Considered good	11.29	4.36	53.88	0.36	-	-	-	69.89
Significant increase in credit risk	-	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-	-
Disputed Trade receivables								
Considered good	-	-	-	-	-	-	-	-
Significant increase in credit risk	-	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-	-
	11.29	**4.36**	**53.88**	**0.36**	**-**	**-**	**-**	**69.89**

As at March 31, 2025

	Outstanding for following periods from due date of payment							
	Unbilled	**Not due**	**Less than 6 months**	**6 months - 1 year**	**1 - 2 years**	**2 - 3 years**	**More than 3 years**	**Total**
Undisputed Trade receivables								
Considered good	12.11	16.66	35.36	-	0.28	-	-	64.41
Significant increase in credit risk	-	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-	-
Disputed Trade receivables								
Considered good	-	-	-	-	-	-	-	-
Significant increase in credit risk	-	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-	-
	12.11	**16.66**	**35.36**	**-**	**0.28**	**-**	**-**	**64.41**

	As at March 31, 2026	As at March 31, 2025
8 Cash and cash equivalents		
(See accounting policy in Note 1.3 (b) and 1.3 (l))		
Balances with banks		
- in current accounts	51.27	619.32
Cash on hand	3.15	5.51
Total	**54.42**	**624.83**

9 Other current assets		
Prepaid expenses	11.27	16.95
Advances to suppliers	53.40	10.94
Total	**64.67**	**27.89**

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10 Equity share capital

Authorised equity share capital

Authorised	As at March 31, 2026	As at March 31, 2025
0.5 lakhs (March 31, 2025: 0.5 lakhs) equity shares of INR 10 each	5.00	5.00
Issued, subscribed and paid-up		
0.5 lakhs (March 31, 2025: 0.5 lakhs) equity shares of INR 10 each	5.00	5.00
As at March 31, 2026	**5.00**	**5.00**

Reconciliation of shares outstanding at the beginning and at the end of the year

	As at March 31, 2026		As at March 31, 2025	
	Number *in lakhs*	Amount *in lakhs*	Number *in lakhs*	Amount *in lakhs*
Equity shares				
At the commencement of the year	0.50	5.00	0.50	5.00
Shares issued during the year	-	-	-	-
At the end of the year	**0.50**	**5.00**	**0.50**	**5.00**

All issued shares are fully paid up

Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets on winding up. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder are in proportion to retain share of the paid-up equity share capital of the Company. On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, in proportion to the number of equity shares held.

Shares held by holding/ultimate holding company (i.e., parent of the Group) and/or their subsidiaries/associates

	As at March 31, 2026		As at March 31, 2025	
	Number *in lakhs*	Amount *in lakhs*	Number *in lakhs*	Amount *in lakhs*
Equity shares of INR 10 each held by the Holding Company	0.49	4.90	0.49	4.90

Particulars of shareholders holding more than 5% shares of a class of shares

	As at March 31, 2026		As at March 31, 2025	
	Number *in lakhs*	% of total shares in class	Number *in lakhs*	% of total shares in class
Equity shares of INR 10 each held by				
Sterling Holiday Resorts Limited (Holding Company)	0.49	98%	0.49	98%

Shares reserved for issue under options

There are no shares reserved for issue under options and contracts/commitments for sale of shares/disinvestment as at March 31, 2026 (March 31, 2025: NIL)

Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

-No bonus shares have been issued during the period of five years immediately preceding the reporting date.
-No shares have been issued for consideration other than cash during the period of 5 years immediately preceding the reporting date
-No shares have been bought back during the period of five years immediately preceding the reporting date

11 Reserves and surplus

	As at March 31, 2026	As at March 31, 2025
Retained earnings	2,076.90	1,329.57
Contribution from holding company	68.58	68.58
Total	**2,145.48**	**1,398.15**

Movement in reserves and surplus balances is as follows :

a) Retained earnings

Opening balance	1,329.57	624.77
Profit for the year	747.33	704.80
Closing balance	**2,076.90**	**1,329.57**

b) Contribution from holding company

Opening balance	68.58	68.58
Additions during the year	-	-
Closing balance	**68.58**	**68.58**

Retained earnings

Retained earnings represents the amount of accumulated earnings of the Company

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12 Trade payables *(See accounting policy in note 1.3 (h))*	As at March 31, 2026	As at March 31, 2025
Total outstanding dues of micro enterprises and small enterprises (Refer Note 32)	4.70	5.20
Total outstanding dues of creditors other than micro enterprises and small enterprises	415.35	125.60
Total	**420.05**	**130.80**

The Company's exposure to liquidity risks related to trade payables is disclosed in Note 25.
Also refer Note 27

As at March 31, 2026

	Outstanding for following periods from the date of invoice						
	Unbilled	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
MSME	-	4.70	-	-	-	-	4.70
Others	51.54	-	337.69	26.12	-	-	415.35
Disputed - **MSME**	-	-	-	-	-	-	-
Disputed - Other	-	-	-	-	-	-	-
	51.54	**4.70**	**337.69**	**26.12**	**-**	**-**	**420.05**

As at March 31, 2025

	Outstanding for following periods from the date of invoice						
	Unbilled	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
MSME	-	-	5.19	0.01	-	-	5.20
Others	26.95	-	76.17	22.48	-	-	125.60
Disputed - **MSME**	-	-	-	-	-	-	-
Disputed - Other	-	-	-	-	-	-	-
	26.95	**-**	**81.36**	**22.49**	**-**	**-**	**130.80**

13 Other financial liabilities *(See accounting policy in note 1.3 (h))*	As at March 31, 2026	As at March 31, 2025
Security deposits	18.97	18.47
	18.97	**18.47**

14 Other current liabilities		
Contract liability - Advance received from customers	148.90	14.33
Statutory dues payable	10.70	17.52
Total	**159.60**	**31.85**

15 Current tax liabilities		
Provision for income tax	91.98	40.52
Total	**91.98**	**40.52**

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	As at March 31, 2026	As at March 31, 2025
16 Deferred tax assets		
(See accounting policy in note 1.3 (h))		
a) Tax effect of items constituting deferred tax assets:		
Property, plant and equipment	0.65	0.36
Others	-	0.43
Total deferred tax assets	**0.65**	**0.79**
Deferred tax asset as per the balance sheet	0.65	0.79

b) Movement of Deferred tax balances

	For the year ended March 31, 2026				
Particulars	**At April 1, 2025**	**Recognised in Profit and Loss**	**Recognised in OCI**	**DTL**	**DTA**
Movement in deferred tax balances					
Property, plant and equipment	0.36	0.29	-	-	0.65
Others	0.43	(0.43)	-	-	-
Tax assets / (liabilities) before set-off	**0.79**	**(0.14)**	**-**	-	**0.65**
Set-off of tax				-	-
Net tax asset / (liability)				-	**0.65**

	For the year ended March 31, 2025				
Particulars	**At April 1, 2024**	**Recognised in Profit and Loss**	**Recognised in OCI**	**DTL**	**DTA**
Movement in deferred tax balances					
Property, plant and equipment	0.25	0.11	-	-	0.36
Others	-	0.43	-	-	0.43
Total assets (liabilities) before set-off	**0.25**	**0.54**	-	-	**0.79**
Set-off of tax				-	-
Net tax asset / liability				-	0.79

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		Year ended March 31, 2026	Year ended March 31, 2025
17	**Revenue from operations**		
	(See accounting policy in note 1.3 (f))		
(a)	**Income from resorts:**		
	- Room rentals	2,827.57	2,486.90
	- Food and beverages	429.96	480.44
	- Management services income	117.80	145.97
	- Others	186.58	141.37
	Other operating revenues		
	-Admission fee	85.93	90.79
	-Service charges	0.59	24.19
	Total	**3,648.43**	**3,369.66**
	On the basis of timing of transfer of goods or services		
	At a point in time	3,648.43	3,369.66
		3,648.43	**3,369.66**
(b)	**Movement in contract liabilities as per Ind AS 115 - Revenue from contracts with customers**		
	Opening balance	14.33	94.54
	Additions during the year (net)	148.90	14.33
	Income recognized during the year	(14.33)	(94.54)
	Closing balance	**148.90**	**14.33**
	Contract liabilities pertain to advances received from customers which will be recognized as revenue when the service is rendered.		
18	**Other income**		
	Interest income under the effective interest method on:		
	- bank deposits	135.67	37.16
	Miscellaneous income	0.12	-
	Total	**135.79**	**37.16**
19	**Cost of materials consumed**		
	Food and beverages:		
	Inventory of materials at the beginning of the year	11.36	12.73
	Add: Purchases	282.74	282.51
	Less: Inventory of materials at the end of the year	15.82	11.36
	Cost of materials consumed	**278.28**	**283.88**
20	**Employee benefits expense**		
	Salaries, wages and bonus	20.51	25.55
	Staff welfare expenses	10.46	15.97
	Total	**32.49**	**41.52**

Note - Pursuant to the resort maintanence agreement entered with Sterling Holiday Resorts Limited ('Holding Company') on April 1, 2024, payroll management is handled by Holding company and the expenses will be reimbursed to the Holding Company by the Company. Compliance with respect to PF, ESI, gratuity and leave encashment are also done by the Holding Company. Accordingly, the Company has recognised the charges from Holding company as Management and brand fees. The above employee benefit expenses primarily relate to stipends paid to a few interns undergoing industrial training and are not included in the payroll register maintained by the Holding company.

21	**Depreciation and amortisation expense**		
	(See accounting policy in Note 1.3 (c)		
	Depreciation of property, plant and equipment	7.75	8.13
	Total	**7.75**	**8.13**

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22 Other expenses	Year ended March 31, 2026	Year ended March 31, 2025
Consumption of stores and spares	68.12	70.87
Power and fuel	173.43	167.99
Rent	54.52	45.20
Repairs and maintenance	156.84	158.25
Rates and taxes	132.64	55.72
Guest supplies	28.71	36.68
Laundry expenses	41.68	36.80
Communication	12.52	12.71
Printing and Stationery	6.49	6.70
Travel and conveyance	78.97	52.49
Legal and professional fees	10.35	8.76
Subcontractor charges	26.63	38.25
Business support expenses	762.53	665.12
Management and brand fees	562.39	509.36
Payment to auditors:		
- Statutory audit	6.50	4.85
- Reimbursement of expenses	0.33	0.32
Security charges	24.74	26.33
Water charges	38.10	39.35
Sales commission	201.42	140.92
Sales promotion	7.32	16.17
Bad debts	1.05	-
Expenditure on corporate social responsibility	18.10	11.00
Bank charges	34.98	15.34
Miscellaneous expenses	12.88	8.42
Total	**2,461.23**	**2,127.60**

23 Income tax expenses

a) Amount recognised in profit or loss

Current tax		
Current tax for the year	257.00	241.43
Total	**257.00**	**241.43**
Deferred tax expense		
Origination and reversal of temporary differences	0.14	(0.54)
Total	**0.14**	**(0.54)**
Total tax expense/(benefit)	**257.14**	**240.89**

b) Reconciliation of tax expense and the accounting profit multiplied by India's Tax Rate:

	Year ended March 31, 2026		Year ended March 31, 2025	
	%	Amount	%	Amount
Profit before income tax expense		1,004.47		945.69
Tax expense / (income) computed at Indian Tax rate	25.17%	252.81	25.17%	238.01
Tax effect of:				
- Expenses not deductible in determining taxable profit	0.77%	7.75	0.66%	6.25
- Others	-0.34%	(3.42)	-0.36%	(3.37)
Tax expense	**25.60%**	**257.14**	**25.47%**	**240.89**

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24 Fair value measurements

Financial instruments by category

	As at March 31, 2026			As at March 31, 2025		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Trade receivables	-	-	69.89	-	-	64.41
Cash and cash equivalents	-	-	54.42	-	-	624.83
Other financial assets	-	-	2,481.15	-	-	791.42
Total financial assets	-	-	**2,605.46**	-	-	**1,480.66**
Financial liabilities						
Trade payables	-	-	420.05	-	-	130.80
Other financial liabilities	-	-	18.97	-	-	18.47
Total financial liabilities	-	-	**439.02**	-	-	**149.27**

(i) Fair value hierarchy

There were no transfers between Level 1, Level 2 or Level 3 during the year ended March 31, 2025 and year ended March 31, 2026

(ii) Fair value of financial assets and liabilities measured at amortised cost

The Company has not disclosed the fair values of financial instruments such as trade receivables, cash and cash equivalents, bank balances other than cash and cash equivalents, trade payables and certain other financial assets and liabilities, because their carrying amounts are a reasonable approximation of fair value

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25 Financial risk management

The Company's activities expose it to market risk, liquidity risk and credit risk.

Risk	Exposure arising from	Measurement	Management
Credit risk	Trade receivables, investments, financial assets measured at amortised cost.	Ageing analysis and credit assessment	Diversification of portfolio and Assessment of customer credit worthiness at inception and through the credit period
Liquidity risk	Borrowings, trade payables and other liabilities	Cash flow forecasts	Availability of funds committed credit lines and borrowing facilities
Market risk – interest rate	Long-term borrowings at variable rates	Sensitivity analysis	Analysis of market rates on a real time basis, pre-closure of loans

The Company's risk management is carried out by a central treasury department under policies approved by the board of directors. The board provides principles for overall risk management, as well as policies covering specific areas such as credit risk and liquidity risk.

(A) Credit risk

Credit risk arises from cash and cash equivalents carried at amortised cost and deposits with banks and financial institutions, as well as credit exposures to customers

(i) Credit risk management

Credit risk arises from cash and cash equivalents, investments carried at amortised cost and deposits with banks and financial institutions, as well as credit exposures to few customers including outstanding receivables.

(ii) Provision for expected credit losses

The credit loss allowance carried by the Company is as under

	March 31, 2026	March 31, 2025
Carrying value of receivables (refer note 7)	69.89	64.41
Credit loss allowance	1.05	-
Loss allowance %	1.5%	0.0%

(B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. The Company's treasury maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of

Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial

The amounts disclosed in the table are the contractual undiscounted cash flows, including interest. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant

Contractual maturities of financial liabilities:

As at March 31, 2026	Carrying amount	Less than 3 months	Within one year	Between 1 and 2 years	Between 2 and 5 years	Total
Non-derivatives						
Trade payables	420.05	420.05	-	-	-	420.05
Other financial liabilities	18.97	18.97	-	-	-	18.97
Total non-derivative liabilities	**439.02**	**439.02**	-	-	-	**439.02**

As at March 31, 2025	Carrying amount	Less than 3 months	Within one year	Between 1 and 2 years	Between 2 and 5 years	Total
Non-derivatives						
Trade payables	130.80	130.80	-	-	-	130.80
Other financial liabilities	18.47	18.47	-	-	-	18.47
Total non-derivative liabilities	**149.27**	**149.27**	-	-	-	**149.27**

26 Capital management

Risk management

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The Company manages its capital so as to safeguard their ability to continue as a going concern and to optimize returns to shareholders. The Capital structure of the Company is based on the management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor and creditor confidence

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors the capital using a gearing ratio, which is net debt divided by total equity. Net debt is calculated as total liabilities (as shown in the balance sheet) less cash and cash equivalents and other bank balances. The Company's net debt to equity ratio i.e., capital gearing ratio at March 31 2026, is as follows

	As at March 31, 2026	As at March 31, 2025
Total Liabilities	690.60	221.64
Less: Cash and cash equivalents and other bank balances	(54.42)	(624.83)
Adjusted net debt	**636.18**	**-403.19**
Total equity	2,150.48	1,403.15
Net debt to equity ratio	**0.30**	**-0.29**

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27 Related party transactions

(a) Nature of related party and related party relationship

Description of related party	Name of the related party
Ultimate Holding Company	Fairfax Financial Holdings Limited, Canada
Intermediate Holding Company	Thomas Cook (India) Limited
Holding Company	Sterling Holiday Resorts Limited
Key Managerial Personnel	Ramesh Shanmugam (Director) Vikram Dayal Lalvani (Director) Krishna kumar L (Director)
Trust of Ultimate Holding Company	Fairfax India Charitable foundation
Fellow subsidiaries of Holding company with whom transactions have been entered	Travel Corporation (India) Limited (merged with Thomas Cook (India) Limited) TC Tours Private Limited

(b) Transactions with related parties

Transactions with related parties are as follows:

	Year ended March 31, 2026	Year ended March 31, 2025
Sale of services		
TC Tours Private Limited	4.37	5.56
Travel Corporation (India) Limited (merged with Thomas Cook (India) Limited)	1.46	-
Brand expenses		
Sterling Holiday Resorts Limited	70.39	62.36
Management services income		
Sterling Holiday Resorts Limited	-	-
Management fees		
Sterling Holiday Resorts Limited	492.00	447.00
Expenses in connection with Business support service		
Sterling Holiday Resorts Limited	762.53	665.12
Expenditure on corporate social responsibility		
Fairfax India Charitable foundation	18.10	11.00

(d) Outstanding balances as at year end	As at March 31, 2026	As at March 31, 2025
Trade receivables		
Travel Corporation (India) Limited (merged with Thomas Cook (India) Limited)	1.54	-
TC Tours Private Limited	0.76	-
Trade payable		
TC Tours Private Limited	-	0.16
Sterling Holiday Resorts Limited	313.36	23.75

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		As at March 31, 2026	As at March 31, 2025
28	**Corporate Social Responsibility**		
	(a) Amount required to be spent by the company during the year	18.10	11.00
	(b) Amount approved by the board to be spent during the year	18.10	11.00
	(c) Amount spent during the year	18.10	11.00
	(i) Construction/acquisition of any asset	-	-
	(ii) on purposes other then (i) above	18.10	11.00
	(d) Details of related party transactions*	18.10	11.00
	(e) Details of unspent obligation	-	-

* Paid to Fairfax India Charitable foundation (Trust of Ultimate Holding Company) - acquisition and installation of dialysis machines along with project supervision cost

29 Contingent liabilities and capital commitments

(See accounting policy in note 1.3 (g))

Claims against the Company not acknowledged as debt:

(a) Luxury tax related demands	3,130.20	3,130.20
(b) Income tax related matter	2.03	2.03

The company has assessed that it is only possible, but not probable, that outflow of economic resources will be required.

30 Sterling Holiday Resorts Limited (SHRL) holds 98% equity shares in the Company and the Company is responsible for maintaining the property Ooty Elkhill, pursuant to the property timeshare agreement with the property timeshare members. However, certain property timeshare weeks are unsold and retained by SHRL. Pursuant to the necessary approvals obtained by the Company as required under the Companies Act, 2013, the Company is permitted to rent out weeks sold to property timeshare members and unsold weeks retained by SHRL which are vacant and earn revenue from it. The property timeshare members and SHRL shall have no claim on the revenue generated by the Company. Further, pursuant to the exchange clause under property timeshare agreement, property timeshare members of the said property are also eligible to utilize facilities at SHRL's other resorts.

31 Segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief operating decision maker.
The Chairman-Whole Time Director (WTD) of the Company has been identified as the chief operating decision maker of Sterling Holiday Resorts Limited who assesses the financial performance and position of the Company, and makes strategic decisions. The Company has only one reportable segment - "Leisure Hospitality and Resorts"

- Resort operations. This segment deals with timeshare business on account of resort business.

Geographic information

The geographic information analyses the Company's revenues and non-current assets by the Company's country of domicile (i.e. India) and other countries.
The Company generated all its revenue from India and all the assets of the Company are located in India.

Major customer

The Company is not reliant on revenues from transactions with any single external customer and does not receive 10% or more of its revenues from transactions with any single external customer.

32 Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2025-26, to the extent the Company has received intimation from the "Suppliers" regarding their status under the Act

		As at March 31, 2026	As at March 31, 2025
i	Principal amount remaining unpaid to any supplier as at end of the year	4.70	5.20
ii	Interest due thereon remaining unpaid to any supplier as at end of the year	-	-
iii	Amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year	-	-
iv	Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006)	-	-
v	The amount of interest accrued and remaining unpaid at the end of the year	-	-
vi	The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act 2006	-	-

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33 Ratio analysis and its elements

Ratio	Numerator	Denominator	March 31, 2026	March 31, 2025	% change	Reason for variance more than 25%
Current ratio	Current assets	Current liabilities	3.44	5.88	-41%	The deterioration is attributable to an increase in the balance payable to related parties and advances received from customers.
Return on equity ratio	Net Profits after taxes	Average Shareholder`s equity	42%	67%	-25%	The decline is attributable to an increase in the equity base during the year.
Inventory turnover ratio	Cost of goods sold	Average inventory	13.52	15.80	-14%	Not applicable
Trade receivable turnover ratio	Net credit sales = Gross credit sales - sales return	Average trade receivables	54.33	7.54	621%	This is due to improvement in the collection of receivables during the year, resulting in a substantial impact on the ratio
Trade payable turnover ratio	Net credit purchases = Gross credit purchases - purchase return	Average trade payables	9.72	11.43	-15%	Not applicable
Net capital turnover Ratio	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities	2.16	2.98	-27%	The capital employed increased in the current year compared to the previous year thereby decreasing the net capital turnover ratio
Net profit ratio	Net Profit	Net sales = Total sales - sales return	20%	22%	-1%	Not applicable
Return on capital employed	Earnings before interest and taxes	Capital Employed = Total Assets - Current Liabilities	47%	67%	-21%	Not applicable

Note: The Company does not have any borrowings, therefore, the debt-equity ratio and debt service coverage ratio are not applicable

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34 Other Statutory information

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
(ii) The Company has not revalued its property, plant and equipment during the current or previous year.
(iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
(iv) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
(v) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
(vi) The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961
(vii) The Company has complied with the number of layers prescribed under the Companies Act, 2013.
(viii) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(xi) The Company neither has borrowings nor has been sanctioned working capital during the year from banks or financial institutions on the basis of security of current assets.
(x) The Company does not have any transactions with companies struck off.
(xi) The Company does not have any charge or satisfaction which is yet to be registered with Registrar of Companies (ROC) beyond statutory period.

35 Earnings per share	**As at / Year end March 31, 2026**	**As at / Year end March 31, 2025**
Profit for the year attributable to the equity holders of the Company	747.33	704.80
Weighted average number of equity shares outstanding	50,000	50,000
Basic and diluted earnings per equity share (INR)	**1,494.66**	**1,409.60**

36 Subsequent events

There are no significant subsequent events, that have occurred after the reporting period till the date of the signing of these financial statements.

As per our report of even date attached
for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

T H Mahadevan
Partner
Membership No.: 224352
Place: Chennai
Date: May 26, 2026

For and on behalf of the Board of Directors of
Sterling Holidays (Ooty) Limited
CIN: U55102TN1989PLC018344

Ramesh Shanmugam
Director
DIN: 06646158
Place: Chennai
Date: May 05, 2026

Krishna Kumar L
Director
DIN: 00420790
Place: Chennai
Date: May 05, 2026

Sterling Holiday Resorts (Kodaikanal) Limited
Balance Sheet as at March 31, 2026
(All amounts are in lakhs of Indian rupees, unless otherwise stated)

	Note	As at March 31, 2026	As at March 31, 2025
Assets			
Non-current assets			
Property, plant and equipment	3	19.67	25.26
Capital work-in-progress	3(a)	8.30	-
Financial assets			
Other financial assets	4	169.96	19.08
Deferred tax assets	16	1.46	1.47
Other tax assets	5	51.37	30.26
Other non-current assets	9	7.55	-
Total non-current assets		**258.31**	**76.07**
Current assets			
Inventories	6	24.79	19.87
Financial assets			
i. Trade receivables	7	21.58	25.63
ii. Cash and cash equivalents	8	68.58	117.21
iii. Other financial assets	4	477.44	4.95
Other current assets	9	27.20	9.36
Total current assets		**619.59**	**177.02**
Total assets		**877.90**	**253.09**
Equity and liabilities			
Equity			
Equity share capital	10	5.00	5.00
Other equity			
Reserves and surplus	11	147.61	(178.30)
Total equity		**152.61**	**(173.30)**
Liabilities			
Current liabilities			
Financial liabilities			
i. Trade payables			
a) total outstanding dues of micro enterprises and small enterprises; and	12	2.15	7.17
b) total outstanding dues of creditors other than micro enterprises and small enterprises	12	524.04	303.88
ii. Other financial liabilities	13	33.28	33.27
Other current liabilities	14	121.44	43.58
Current tax liabilities	15	44.38	38.49
Total current liabilities		**725.29**	**426.39**
Total liabilities		**725.29**	**426.39**
Total equity and liabilities		**877.90**	**253.09**
Material accounting policies	1.3		

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached
for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

T H Mahadevan
Partner
Membership No.: 224352
Place: Chennai
Date: May 26, 2026

For and on behalf of the Board of Directors of
Sterling Holiday Resorts (Kodaikanal) Limited
CIN: U92490TN1987PLC014215

Ramesh Shanmugam
Director
DIN: 06646158
Place: Chennai
Date: May 5, 2026

Krishna Kumar L
Director
DIN: 00420790
Place: Chennai
Date: May 5, 2026

Sterling Holiday Resorts (Kodaikanal) Limited
Statement of Profit and Loss for the year ended March 31, 2026
(All amounts are in lakhs of Indian rupees, unless otherwise stated)

	Note	Year ended March 31, 2026	Year ended March 31, 2025
Income			
Revenue from operations	18	2,412.26	1,992.05
Other income	19	28.12	221.87
Total income		**2,440.38**	**2,213.92**
Expenses			
Cost of materials consumed	20	193.70	192.02
Employee benefits expense	21	15.98	14.64
Finance costs	22	0.01	30.71
Depreciation and amortisation expense	23	5.59	6.08
Other expenses	24	1,789.13	1,513.33
Total expenses		**2,004.41**	**1,756.78**
Profit before tax		**435.97**	**457.14**
Tax expense			
Current tax	25	110.05	115.25
Deferred tax	25	0.01	(0.82)
Total tax expense		**110.06**	**114.43**
Profit for the year		**325.91**	**342.71**
Total comprehensive income for the year		**325.91**	**342.71**
Earnings per equity share (Face value of INR 10 each)			
Basic and diluted earnings per equity share (INR)	36	651.81	685.42
Material accounting policies	1.3		

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached
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Krishna Kumar L
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Date: May 5, 2026

Sterling Holiday Resorts (Kodaikanal) Limited
Statement of changes in equity for the year ended March 31, 2026
(All amounts are in lakhs of Indian rupees, unless otherwise stated)

I) Equity share capital

	Amount
Balance as at April 1, 2025	**5.00**
Changes in equity share capital due to prior period errors	-
Restated balance as at 1 April 2025	5.00
Changes in equity share capital during the year	-
Balance as at March 31, 2026	**5.00**
Balance as at April 1, 2024	5.00
Changes in equity share capital due to prior period errors	-
Restated balance as at 1 April 2024	5.00
Changes in equity share capital during the year	-
Balance as at March 31, 2025	**5.00**

II) Other equity

		Reserves and surplus		
Particulars	**Note**	**Retained earnings**	**Contribution from holding company**	**Total**
Balance as at April 1, 2024		**(632.79)**	**111.78**	**(521.01)**
Profit for the year	11	342.71	-	342.71
Balance as at March 31, 2025		**(290.08)**	**111.78**	**(178.30)**
Balance as at April 1, 2025		**(290.08)**	**111.78**	**(178.30)**
Profit for the year	11	325.91	-	325.91
Restated balance as at 1 April 2025		**35.83**	**111.78**	**147.61**
Material accounting policies	1.3			

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached
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Date: May 5, 2026

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DIN: 00420790
Place: Chennai
Date: May 5, 2026

Sterling Holiday Resorts (Kodaikanal) Limited
Statement of cash flows for the year ended March 31, 2026
(All amounts are in lakhs of Indian rupees, unless otherwise stated)

	Note	Year ended March 31, 2026	Year ended March 31, 2025
Cash flow from operating activities			
Profit before tax		435.97	457.14
Adjustments for:			
Depreciation and amortisation expenses	23	5.59	6.08
Finance costs	22	0.01	30.71
Interest income	19	28.12	-
Provision / liabilities no longer required written back	19	-	(6.41)
Working capital adjustments:			
Decrease / (Increase) in trade receivables		4.05	163.47
Decrease / (Increase) in inventories		(4.92)	2.53
Decrease / (Increase) in other financial assets		(9.53)	(2.12)
Decrease / (Increase) in other assets		(25.39)	18.53
Increase in trade payables		215.14	224.44
(Decrease) / Increase in other liabilities		77.86	(51.43)
(Decrease) / Increase in other financial liabilities		0.01	(0.80)
Cash generated from operating activities		**726.91**	**842.14**
Income taxes paid (net of refund)		(125.27)	(115.68)
Net cash from operating activities		**601.64**	**726.46**
Cash flows from investing activities			
Purchase of property, plant and equipment / Capital work in progress		(8.30)	-
Investment in fixed deposits		(641.96)	-
Net cash from / (used in) investing activities		(650.26)	-
Cash flows from financing activities			
Interest paid		-	(30.71)
Repayment of borrowings		-	(605.47)
Net cash used in financing activities		**-**	**(636.18)**
Net increase in cash and cash equivalents		(48.62)	90.28
Cash and cash equivalents at the beginning of the year		117.21	26.93
Cash and cash equivalents at end of the year		**68.58**	**117.21**

Cash and cash equivalents comprises:		**Year ended March 31, 2026**	**Year ended March 31, 2025**
Balances with banks on current account	8	64.20	113.06
Cash on hand	8	4.38	4.15
Cash and cash equivalents at the end of the year		**68.58**	**117.21**
Material accounting policies	1.3		

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached
for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

T H Mahadevan
Partner
Membership No.: 224352
Place: Chennai
Date: May 26, 2026

For and on behalf of the Board of Directors of
Sterling Holiday Resorts (Kodaikanal) Limited
CIN: U92490TN1987PLC014215

Ramesh Shanmugam
Director
DIN: 06646158
Place: Chennai
Date: May 5, 2026

Krishna Kumar L
Director
DIN: 00420790
Place: Chennai
Date: May 5, 2026

1.1 Reporting entity

Sterling Holiday Resorts (Kodaikanal) Limited (the "Company") is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is registered with the Ministry of Corporate Affairs under Corporate Identification Number (CIN) : U55102TN1989PLC018344

The Company's registered office is at Purva Primus, 4th Floor, 236, Okkiyampettai, Old Mahabalipuram Road, Thoraipakkam, Chennai - 600097. Sterling Holiday Resorts Limited ('Parent company') holds 98% of the share capital. The ultimate holding company is Fairfax Financial Holdings Limited, Canada.

1.2 Basis of preparation

(a) Statement of compliance

These financial statements of have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act as amended from time to time.

The financial statements were approved for issue by the Company's Board of Directors on May 05, 2026

Details of the Company's material accounting policies are included in note 1.3. The Company has consistently applied the accounting policies to all the periods present in these financial statements

(b) Basis of measurement

These financial statements have been prepared on a historical cost basis and on an accrual basis, except for the following items.

Items	Measurement basis
Certain financial assets and liabilities	Fair value

(c) Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All the financial statements have been rounded-off to the nearest lakhs, or decimals thereof, unless otherwise indicated. Transactions and balances with values below the rounding off norm adopted by the Company have been reflected as "-" in the relevant notes in these financial statements

(d) Use of estimates and judgements

In preparing these financial statements, management has made judgements and estimates 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 recognised prospectively

Judgement

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties at the reporting date that have a significant risk of resulting in a significant adjustment to the carrying amounts of assets and liabilities within the next financial year is included in the following notes. Actual results may be different from these estimates.

Note 3 : Estimation of useful lives of property, plant and equipment and intangible assets
Note 16 : Recognition of deferred tax assets: availability of future taxable profit against which deductible temporary differences and tax losses carried forward can be utilised,
Note 1.3 (i) and Note 17: Revenue recognition: estimate of expected returns
Note 24 : Determine the fair value of financial assets or liability based on unobservable inputs
Notes 29: Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.

(e) Measurement of fair values

A number of Company's accounting policies and disclosures require the measurement of fair values, for both financial and non financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values. The Company regularly reviews significant unobservable inputs and valuation adjustments, including level 3 fair values. If third party information is used to measure fair values, then the Company assesses the evidence obtained from the third parties to support the conclusion that these valuation meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.
- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. The inputs used to measure the fair value of assets or a liability fall into different levels of the fair value hierarchy. Accordingly, the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the low level input that is significant to the entire measurement

Management uses various valuation techniques to determine fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management based on its assumptions on observable data as far as possible but where it not available, the management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date. The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

(f) Current and Non-current classification

Based on the nature of services / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

(g) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief operating decision maker. The Chairman – Whole Time Director (WTD) of the Company has been identified as the chief operating decision maker of the Company who assesses the financial performance and position of the Company and makes strategic decisions. Refer Note 31 for segment information presented.

1.3 Material accounting policies

(a) Foreign currency transactions

Transactions in foreign currencies are translated into the functional currency of the Company, at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction. Foreign exchange gain and losses from settlement of these transactions are recognised in the statement of profit or loss.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate as at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of transaction. Exchange differences arising on translation are recognised in the statement of profit or loss.

(b) Financial instruments

(i) Recognition and initial measurement

Trade receivables 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.
However, if the Company has an unconditional right to an amount that differs from the transaction price (e.g. due to the Company's refund policy), the trade receivable will be initially measured at the amount of that unconditional right.

(ii) Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at:
- amortised cost;
- Fair value through other comprehensive income (FVOCI) – debt investment;
- Fair value through other comprehensive income (FVOCI) – equity investment; or
- Fair value through profit and loss (FVTPL).

Financial assets are not reclassified subsequent to their initial recognition unless the company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

a) Non-derivative financial assets

Financial assets at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:
- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments at FVTOCI

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:
- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Equity instruments at FVTOCI

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

Where the Company elects to designate an equity instrument at fair value through other comprehensive income (FVOCI), all changes in fair value, except for dividend income, are recognised in other comprehensive income and are not subsequently reclassified to the Statement of Profit or Loss.

Financial assets at FVTPL

All financial assets not classified as measured at amortised cost or FVTOCI as described above are measured at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;

- how the performance of the portfolio is evaluated and reported to the Company's management;

- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;

- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and

- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on fair value basis are measured at FVTPL.

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STERLING HOLIDAY RESORTS (KODAIKANAL) LIMITED ★ CHENNAI ★

1.3 Material accounting policies *(continued)*

(b) Financial instruments *(continued)*

(ii) Classification and subsequent measurement *(continued)*

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non- recourse features).

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest *(continued)*

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets – Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities – Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

(iii) De-recognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different, in which case, a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

(iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

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1.3 Material accounting policies *(continued)*

(c) Property, plant and equipment

(i) Recognition and measurement

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably

Items of property, plant and equipment (including capital-work-in progress) are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses.

Cost of an item of property, plant and equipment comprises

a. purchase price, including import duties and non-refundable taxes on purchase (goods and service tax), after deducting trade discounts and rebates.

b. any directly attributable cost of bringing the item to its working condition for its intended use, estimated costs of dismantling and removing the item and restoring the site on which it is located.

Cost of a self-constructed item of property, plant and equipment comprises

a. the cost of materials and direct labour;

b. any directly attributable cost of bringing the item to its working condition for its intended use, estimated costs of dismantling and removing the item and restoring the site on which it is located.

Any gain/ loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably

(iii) Depreciation

Depreciation is calculated on the cost of items of property, plant and equipment less their estimated residual values over the estimated useful lives using the straight-line method and is generally recognised in the Statement of profit or loss. Freehold land is not depreciated.

Depreciation on property, plant and equipment is charged over the estimated useful life of the asset as evaluated on technical assessment on straight-line method, in accordance with Part A and C of Schedule II to the Companies Act, 2013.

The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as follows:

Asset	Management estimate of useful life	Useful life as per Schedule II
Plant and equipment	15	15
Electrical equipment	10	10
Office equipment	5	5
Furniture and fixtures	8 to 10	10
Computer equipments – Desktop, laptop and end-user items	3	3
Computer equipments – Servers and Network	6	6
Vehicles	8	8 - 10 years

Depreciation method, useful lives and residual values are reviewed at each financial period-end and adjusted if necessary, for each reporting period. Based on technical assessment and consequent advice, the management believes that its estimate of useful life as given above best represent the period over which management expects to use the asset

On property, plant and equipment added/ disposed off during the period, depreciation is charged on pro-rata basis for the period from/up to which the asset is ready for use/disposed off.

(d) Inventories

Inventories are measured at the lower of cost and net realisable value

Inventories comprising of provisions, perishables, beverages and operating supplies are stated at lower of cost and net realizable value. Cost is determined using the Weighted average method. The cost comprises of purchase price, non-refundable taxes and delivery handling cost incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. Inventories are written down for slow moving/ non-moving items, wherever necessary.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated costs necessary to make the sale. Raw materials and other supplies held for use in the production of finished products are not written down below cost except in cases when a decline in the price of materials indicates that the cost of the finished products shall exceed the net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

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1.3 Material accounting policies *(continued)*

(e) Impairment

(i) Impairment of financial instruments

The Company recognises loss allowances for expected credit losses on financial assets measured at amortised cost and contract assets.

The Company measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:
• debt securities and loans that are determined to have low credit risk at the reporting date, and
• other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECLs.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating expected credit losses is the maximum contractual
period over which the Company is exposed to credit risk.
When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, 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 and including forward looking information.

The Company considers a financial asset to be in default when:
- the recipient is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held), or

- the financial asset is more than 180 days past due.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).
ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Company assesses whether such financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:
- significant financial difficulty,
- a breach of contract such as a default or being more than 180 days past due,
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise,
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. For individual customers, the Company has a policy of writing off the gross carrying amount when the financial asset is 180 days past due based on historical experience of recoveries of similar assets. For corporate customers, the Company individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Company expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

(ii) Impairment of non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than biological assets, inventories, contract assets and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an individual asset or CGU is the greater of its value in use and its fair value less costs of disposal. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.
Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

In respect of other assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss previously recognised is reversed only if there has been a change in the estimates used to determine the recoverable amount since the last impairment loss was recognised. Such a reversal is made only to the extent that the asset's carrying amount neither exceeds its recoverable amount nor the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

1.3 Material accounting policies *(continued)*

(f) (i) Revenue recognition

The Company is engaged in providing holiday facilities to its members for a specified period each year over the tenure of the membership, along with operating hotels, holiday resorts, and offering hospitality services including room rentals, tour packages, and allied services

Revenue is recognised in accordance with Ind AS 115, which requires revenue to be recognised in a manner that depicts the transfer of promised goods or services to customers at an amount that reflects the consideration to which the Company expects to be entitled. Accordingly, the Company follows the five-step model prescribed under Ind AS 115, which includes the identification of contracts with customers, identification of performance obligations, determination of the transaction price, allocation of the transaction price to the identified performance obligations, and recognition of revenue as and when such performance obligations are satisfied, either over time or at a point in time, as applicable

Income from resort operations and maintenance services (being leisure hospitality services) comprising of sale of food and beverages, room rentals and other services are recognised when these are sold and when services are rendered.

(ii) Contract balances

^ Contract assets

A contract asset is the right to consideration in exchange for services rendered to the customer If the Company renders services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

^ Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration has received consideration, or for which an amount of consideration is due from the customer Contract liabilities are recognised as revenue when the Company performs under the contract

(iii) Interest income or expense

Interest income or expense is recognised using the effective interest method

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability

However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

(g) Provisions (other than for employee benefits), Contingent liabilities and Contingent assets

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation Expected future operating losses are not provided for

Where the Company expects some or all of the expenditure required to settle a provision will be reimbursed by another party, the reimbursement is recognised when, and only when, it is virtually certain that reimbursement will be received if the entity settles the obligation The reimbursement is treated as a separate asset

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability The unwinding of the discount is recognised as finance cost

Onerous contracts

A contract is considered to be onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. A provision for onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract, which is determined based on the incremental costs of fulfilling the obligation under the contract and an allocation of other costs directly related to fulfilling the contract Before such a provision is made, the Company recognises any impairment loss on the assets associated with that contract

Contingent liabilities

Contingent liability is a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets

Contingent asset is not recognised in the financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognized

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

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1.3 Material accounting policies *(continued)*

(h) Income tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in Other comprehensive income.

The Company has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

(i) Current tax

Current tax comprises of the expected tax payable or receivable on the taxable income or loss for the period and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted at the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that
(i) is not a business combination; and
(ii) at the time of the transaction;
    a.) that affects neither accounting nor taxable profit or loss and
    b.) does not give rise to equal taxable and deductible temporary differences
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future, and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for the Company. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised, such reductions are reversed when the probability of future taxable profits improves.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

(i) Borrowing costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

(j) Earnings per share

a) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year (refer Note 55).

b) Diluted earnings per share

Diluted earnings per share is computed by dividing the profit (considered in determination of basic earnings per share) after considering the effect of interest and other financing costs or income (net of attributable taxes) associated with dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earnings per share adjusted for the weighted average number of equity shares that would have been issued upon conversion of all dilutive potential equity shares.

1.3 Material accounting policies *(continued)*

(k) Cash flows Statement

Cash flows are reported using the indirect method, whereby profit / (loss) is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information. In cash flow statement, cash and cash equivalents include cash in hand, balances with banks in current accounts and other short-term highly liquid investments with original maturities of three months or less.

(l) Cash and cash equivalents (for the purpose of cash flow statement)

Cash comprises of cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

1.4 Recent pronouncements

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2026, MCA has notified the following:

Ind AS 1 - Presentation of Financial Statements

For accounting periods beginning on or after 1 April 2026, when an entity breaches any covenant of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand, it classifies the liability as current, even if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach. An entity classifies the liability as current because, at the end of the reporting period, it does not have the right to defer its settlement for at least 12 months after that date.

However, an entity classifies the liability as non-current if the lender agreed by the end of the reporting period to provide a period of grace ending at least 12 months after the reporting period, within which the entity can rectify the breach and during which the lender cannot demand immediate repayment. This amendment is to be applied retrospectively for annual reporting periods beginning on or after 1 April 2026, in accordance with Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors.

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3 Property, plant and equipment

(See accounting policy in note 1.3 (c))

Reconciliation of carrying amount for the year ended March 31, 2026:

Asset description	Building	Computer equipment	Plant and equipment	Office equipment	Electrical installations	Vehicles	Furniture and fixtures	Total
I. Gross Block								
Balance as at April 1, 2025	1.31	1.08	36.77	4.53	11.28	7.87	4.10	66.94
Additions	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-
Balance as at March 31, 2026	**1.31**	**1.08**	**36.77**	**4.53**	**11.28**	**7.87**	**4.10**	**66.94**
II. Accumulated depreciation								
Balance as at April 1, 2025	0.24	0.91	22.97	0.72	8.49	4.25	4.10	41.68
Depreciation for the year	0.03	0.06	3.53	0.02	1.32	0.63	-	5.59
Disposals	-	-	-	-	-	-	-	-
Balance as at March 31, 2026	**0.27**	**0.97**	**26.50**	**0.74**	**9.81**	**4.88**	**4.10**	**47.27**
Net block (I-II)								
Balance as at March 31, 2026	1.04	0.11	10.27	3.79	1.47	2.99	-	19.67

Reconciliation of carrying amount for the year ended March 31, 2025:

Asset description	Building	Computer equipment	Plant and equipment	Office equipment	Electrical installations	Vehicles	Furniture and fixtures	Total
I. Gross Block								
Balance as at April 1, 2024	1.31	1.08	36.77	4.53	11.28	7.87	4.10	66.94
Additions	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-
Balance as at March 31, 2025	**1.31**	**1.08**	**36.77**	**4.53**	**11.28**	**7.87**	**4.10**	**66.94**
II. Accumulated depreciation								
Balance as at April 1, 2024	0.21	0.85	19.34	0.70	6.93	3.62	3.95	35.60
Depreciation for the year	0.03	0.06	3.63	0.02	1.56	0.63	0.15	6.08
Disposals	-	-	-	-	-	-	-	-
Balance as at March 31, 2025	**0.24**	**0.91**	**22.97**	**0.72**	**8.49**	**4.25**	**4.10**	**41.68**
Net block (I-II)								
Balance as at March 31, 2025	1.07	0.17	13.80	3.81	2.79	3.62	-	25.26

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3(a) Capital work-in-progress

(See accounting policy in note 1.3 (c))

Particulars	As at March 31, 2026	As at March 31, 2025
Balance as at April 1, 2025	-	-
Additions during the year	8.30	-
Capitalisation during the year	-	-
Balance as at March 31, 2026	**8.30**	**-**

Capital work-in-progress mainly comprises of resort properties under construction/ renovation.

Capital work-in-progress
Ageing of Capital work-in-progress

As at March 31, 2026:

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	8.30	-	-	-	8.30
Projects temporarily suspended	-	-	-	-	-
Total	**8.30**	**-**	**-**	**-**	**8.30**

As at March 31, 2025:

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

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	As at March 31, 2026		As at March 31, 2025	
4 Other financial assets	**Current**	**Non current**	**Current**	**Non current**
(See accounting policy in note 1.3 (h))				
Security deposits	4.95	13.79	4.95	19.08
Bank Deposits with remaining maturity period of more than 12 months from the reporting date	-	151.93	-	-
Bank Deposits with remaining maturity period of less than 12 months from the reporting date	472.49	-	-	-
Other receivables	-	4.24	-	-
Total	**477.44**	**169.96**	**4.95**	**19.08**

	As at March 31, 2026	As at March 31, 2025
5 Other tax assets		
Advance tax (net of provision for tax)	51.37	30.26
Total	**51.37**	**30.26**
6 Inventories		
(See accounting policy in note 1.3 (d))		
Food and beverages	15.47	11.27
Operating supplies	9.32	8.60
Total	**24.79**	**19.87**
7 Trade receivables		
(See accounting policy in note 1.3 (h))		
Secured - Considered good	21.58	25.63
Considered doubtful	-	-
	21.58	**25.63**
Less: Loss allowance	-	-
Total	**21.58**	**25.63**
Of the above, trade receivables from related parties are as below:		
Total trade receivables from related parties (Refer Note 29)	0.13	-
Loss allowance	-	-
Net trade receivables from related parties	0.13	-

The Company's exposure to credit and currency risks, and loss allowances related to trade receivables are disclosed in Note 27

Trade receivables ageing schedule
As at March 31, 2026

	Outstanding for following periods from due date of payment							
	Unbilled	**Not due**	**Less than 6 months**	**6 months - 1 year**	**1 - 2 years**	**2 - 3 years**	**More than 3 years**	**Total**
Undisputed Trade receivables								
Considered good	6.50	8.51	6.57	-	-	-	-	21.58
Significant increase in credit risk	-	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-	-
Disputed Trade receivables								
Considered good	-	-	-	-	-	-	-	-
Significant increase in credit risk	-	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-	-
	6.50	**8.51**	**6.57**	-	-	-	-	**21.58**

As at March 31, 2025

	Outstanding for following periods from due date of payment							
	Unbilled	**Not due**	**Less than 6 months**	**6 months - 1 year**	**1 - 2 years**	**2 - 3 years**	**More than 3 years**	**Total**
Undisputed Trade receivables								
Considered good	11.25	8.36	6.02	-	-	-	-	25.63
Significant increase in credit risk	-	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-	-
Disputed Trade receivables								
Considered good	-	-	-	-	-	-	-	-
Significant increase in credit risk	-	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-	-
	11.25	**8.36**	6.02	-	-	-	-	**25.63**

	As at March 31, 2026	As at March 31, 2025
8 Cash and cash equivalents		
(See accounting policy in Note 1.3 (b) and 1.3 (l))		
Balances with banks	64.20	113.06
Cash on hand	4.38	4.15
Total	**68.58**	**117.21**

	As at March 31, 2026		As at March 31, 2025	
9 Other assets	**Current**	**Non Current**	**Current**	**Non Current**
Prepaid expenses	14.65	7.55	7.32	-
Advances - Considered good				
Advances to suppliers	12.55	-	1.80	-
Advances to related party	-	-	0.24	-
Total	**27.20**	**7.55**	**9.36**	-

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10 Equity share capital

Authorised	As at March 31, 2026	As at March 31, 2025
0.50 lakhs (March 31, 2025: 0.50 lakhs) equity shares of INR 10 each	5.00	5.00
Issued, subscribed and paid-up		
0.50 lakhs (March 31, 2025: 0.50 lakhs) equity shares of INR 10 each	5.00	5.00
As at March 31, 2026	**5.00**	**5.00**

Reconciliation of shares outstanding at the beginning and at the end of the year	As at March 31, 2026		As at March 31, 2025	
	Number *in lakhs*	Amount *in lakhs*	Number *in lakhs*	Amount *in lakhs*
Equity shares				
At the commencement of the year	0.50	5.00	0.50	5.00
Shares issued during the year	-	-	-	-
At the end of the year	**0.50**	**5.00**	**0.50**	**5.00**

All issued shares are fully paid up.

Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the company's residual assets on winding up. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder are in proportion to retain share of the paid-up equity share capital of the Company. On winding up of the company, the holders of equity shares will be entitled to receive the residual assets of the Company, in proportion to the number of equity shares held.

Shares held by holding/ultimate holding company (i.e., parent of the Group) and/or their subsidiaries/associates	As at March 31, 2026		As at March 31, 2025	
	Number *in lakhs*	Amount *in lakhs*	Number *in lakhs*	Amount *in lakhs*
Equity shares of INR 10 each held by the Holding Company	0.49	4.90	0.49	4.90

Particulars of shareholders holding more than 5% shares of a class of shares	As at March 31, 2026		As at March 31, 2025	
	Number *in lakhs*	% of total shares in class	Number *in lakhs*	% of total shares in class
Equity shares of INR 10 each held by				
Sterling Holiday Resorts Limited (Holding Company)	0.49	98%	0.49	98%

Shares reserved for issue under options

There are no shares reserved for issue under options and contracts/commitments for sale of shares/disinvestment as at March 31, 2026 (March 31, 2025: NIL)

Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately

-No bonus shares have been issued during the period of five years immediately preceding the reporting date
-No shares have been issued for consideration other than cash during the period of 5 years immediately preceding the reporting date
-No shares have been bought back during the period of five years immediately preceding the reporting date

11 Reserves and surplus

	As at March 31, 2026	As at March 31, 2025
Retained earnings	35.83	(290.08)
Contribution from holding company	111.78	111.78
Total	**147.61**	**(178.30)**

Movement in reserves and surplus balances is as follows :

a) Retained earnings

Opening balance	(290.08)	(632.79)
Profit for the year	325.91	342.71
Items of other comprehensive income recognised directly in retained earnings		
- Remeasurements of post-employment benefit obligation		
Closing balance	**35.83**	**(290.08)**

b) Capital contribution from holding company

Opening balance	111.78	111.78
Additions during the year	-	-
Closing balance	**111.78**	**111.78**

The loan received from holding company has been measured at fair value by discounting the expected future cashflows at a discount rate based on the risk and

Retained earnings

Retained earnings represents the amount of accumulated earnings of the Company.

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	As at March 31, 2026	As at March 31, 2025
12 Trade payables		
(See accounting policy in note 1.3 (b))		
Total outstanding dues of micro enterprises and small enterprises (Refer Note 33)	2.15	7.17
Total outstanding dues of creditors other than micro enterprises and small enterprises	524.04	303.88
Total	**526.19**	**311.05**

The Company's exposure to liquidity risks related to trade payables is disclosed in Note 27
Also refer Note 29

Trade payables ageing schedule

As at March 31, 2026

	Unbilled	Not due	Outstanding for following periods from the date of invoice: Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
MSME	-	2.09	0.06	-	-	-	2.15
Others	41.32	-	478.07	4.65	-	-	524.04
Disputed - **MSME**	-	-	-	-	-	-	-
Disputed - Other	-	-	-	-	-	-	-
	41.32	**2.09**	**478.13**	**-**	**-**	**-**	**526.19**

As at March 31, 2025

	Unbilled	Not due	Outstanding for following periods from the date of invoice: Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
MSME	-	-	7.17	-	-	-	7.17
Others	19.59	-	284.29	-	-	-	303.88
Disputed - **MSME**	-	-	-	-	-	-	-
Disputed - Other	-	-	-	-	-	-	-
	19.59	-	**291.45**	-	-	-	**311.05**

The Company's exposure to liquidity risks related to trade payables is disclosed in Note 27

	As at March 31, 2026	As at March 31, 2025
13 Other financial liabilities		
(See accounting policy in note 1.3 (b))		
Security deposits	33.27	33.27
Interest payable to micro enterprises and small enterprises (Refer note 33)	0.01	-
Total	**33.28**	**33.27**
14 Other current liabilities		
Contract liability - Advance received from customer	108.64	27.51
Statutory dues payable	12.80	16.07
Total	**121.44**	**43.58**
15 Current tax liabilities		
Provision for income tax (net of advance tax)	44.38	38.49
Total	**44.38**	**38.49**

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16 Deferred tax assets and liabilities

(See accounting policy in note 1.3 (h))

	As at March 31, 2026	As at March 31, 2025
Tax effect of items constituting deferred tax assets:		
Property, plant and equipment	1.46	1.47
Total deferred tax assets	**1.46**	**1.47**

The company had recognized deferred tax asset on carried forward losses only to the extent of deferred tax liabilities during the year ended March 31, 2026. Deferred tax assets and deferred tax liabilities have been offset wherever the Company has legally enforceable right to set off current assets and deferred tax liabilities relate to income taxes levied by the same taxation authority

17 Movement of Deferred tax balances

Particulars	For the year ended March 31, 2026				
	At April 1, 2025	Recognised in Profit and Loss	Recognised in OCI	DTL	DTA
Movement in deferred tax balances					
Property, plant and equipment	1 47	(0 01)	-	-	1 46
Total assets (liabilities) before set-off	**1.47**	**(0.01)**	**-**	**-**	**1.46**
Set-off of tax	-	-	-	-	-
Net tax asset / liability	**1.47**	**(0.01)**		**-**	**1.46**

Particulars	For the year ended March 31, 2025				
	At April 1, 2024	Recognised in Profit and Loss	Recognised in OCI	DTL	DTA
Movement in deferred tax balances					
Property, plant and equipment	0 64	0 82	-	-	1 47
Total assets (liabilities) before set-off	0 64	0 82	-	-	1 47
Set-off of tax	-	-	-	-	-
Net tax asset / liability	0 64	0 82	-	-	**1.47**

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	Year ended March 31, 2026	Year ended March 31, 2025
18 Revenue from operations		
(See accounting policy in note 1.3 (f))		
(a) Income from resorts:		
- Room rentals	1,506.58	1,392.22
- Food and beverages	409.65	338.73
- Management services income	218.20	215.02
- Others	117.57	115.05
Other operating revenues		
- Admission fee	159.89	127.57
- Service charges	0.37	18.48
Total	**2,412.26**	**2,207.07**
On the basis of timing of transfer of goods or services		
At a point in time	2,194.06	1,992.05
	2,194.06	**1,992.05**

(b) Movement in contract liabilities as per Ind AS 115 - Revenue from contracts with customers	Year ended March 31, 2026	Year ended March 31, 2025
Opening balance	27.51	78.05
Additions during the year (net)	108.64	27.51
Income recognized during the year	(27.51)	(78.05)
Closing balance	**108.64**	**27.51**

Contract liabilities pertain to advances received from customers which will be recognized as revenue when the service is rendered

19 Other income		
Interest income under the effective interest method on		
- bank deposits	27.14	-
- security deposits	0.98	-
Provision / liabilities no longer required written back	-	6.41
Miscellaneous Income	-	0.44
Total	**28.12**	**6.85**

20 Cost of materials consumed		
Food and beverages:		
Inventory of materials at the beginning of the year	11.27	15.64
Add: Purchases	197.90	187.65
Less: Inventory of materials at the end of the year	15.47	11.27
Cost of materials consumed	**193.70**	**192.02**

21 Employee benefits expense		
Salaries, wages and bonus	5.04	7.16
Staff welfare expenses	10.94	7.48
Total	**15.98**	**14.64**

Note - Pursuant to the resort maintanence agreement entered with Sterling Holiday Resorts Limited ('Holding Company') on April 1, 2024, payroll management is handled by Holding company and the expenses will be reimbursed to the Holding Company by the Company Compliance with respect to PF, ESI, gratuity and leave encashment are also done by the Holding Company Accordingly, the Company has recognised the charges from Holding company as Management and brand fees The above employee benefit expenses primarily relate to stipends paid to a few interns undergoing industrial training and are not included in the payroll register maintained by the Holding company

22 Finance costs	Year ended March 31, 2026	Year ended March 31, 2025
Interest and finance charges on financial liabilities measured at amortized cost	0.01	30.71
Total	**0.01**	**30.71**

23 Depreciation and amortisation expense		
(See accounting policy in Note 1.3 (c)		
Depreciation of property, plant and equipment	5.59	6.08
Total	**5.59**	**6.08**

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	Year ended March 31, 2026	Year ended March 31, 2025
24 Other expenses		
Consumption of stores and spares	44.71	42.83
Power and fuel	121.53	115.44
Rent	23.46	15.68
Repairs and maintenance	75.11	55.60
Rates and taxes	84.89	37.22
Guest supplies	16.67	15.55
Laundry expenses	28.37	33.40
Communication	14.23	10.67
Travel and conveyance	63.43	67.19
Legal and professional fees	9.93	3.73
Subcontractor charges	24.13	24.10
Business support expenses	647.64	544.42
Management and brand fees	451.63	409.62
Payment to auditors:		
- Statutory audit	6.50	4.85
- Reimbursement of expenses	0.33	0.31
Security charges	30.11	30.70
Water charges	0.11	-
Sales commission	118.57	77.01
Sales promotion	2.13	1.40
Bad debts	4.39	-
Printing and stationery	3.98	4.64
Bank charges	10.76	17.32
Miscellaneous expenses	6.54	1.64
Total	**1,789.13**	**1,513.34**

	Year ended March 31, 2026	Year ended March 31, 2025
25 Income tax expense		
a) Amount recognised in profit or loss		
Current tax		
Current tax for the year	110.05	115.25
Total	**110.05**	115.25
Deferred tax expense		
Origination and reversal of temporary differences	0.01	(0.82)
Total	**0.01**	**(0.82)**
Total tax expense/(benefit)	**110.06**	**114.43**

b) Reconciliation of tax expense and the accounting profit multiplied by India's Tax Rate:

	Year ended March 31, 2026		Year ended March 31, 2025	
	%	Amount	%	Amount
Profit before income tax expense		435.97		457.14
Tax expense / (income) computed at Indian tax rate	25.17%	109.73	25.17%	115.06
Tax effect of:				
- Expenses not deductible in determining taxable profit	0.00%	-	0.55%	2.50
- Others	0.08%	0.34	-0.68%	(3.12)
Tax expense	**25.25%**	**110.06**	**25.03%**	**114.43**

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26 Fair value measurements

Financial instruments by category

	As at March 31, 2026			As at March 31, 2025		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Trade receivables	-	-	21.58	-	-	25.63
Cash and cash equivalents	-	-	68.58	-	-	117.21
Other financial assets	-	-	647.40	-	-	24.03
Total financial assets	-	-	**737.56**	-	-	**166.87**
Financial liabilities						
Trade payables	-	-	526.19	-	-	311.05
Other financial liabilities	-	-	33.28	-	-	33.27
Total financial liabilities	-	-	**559.47**	-	-	**344.32**

(i) Fair value hierarchy

There were no transfers between Level 1, Level 2 or Level 3 during the year ended March 31, 2025 and year ended March 31, 2026.

(ii) Fair value of financial assets and liabilities measured at amortised cost

The Company has not disclosed the fair values of financial instruments such as trade receivables, cash and cash equivalents, bank balances other than cash and cash equivalents, trade payables and certain other financial assets and liabilities, because their carrying amounts are a reasonable approximation of fair value

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27 Financial risk management

The Company's activities expose it to market risk, liquidity risk and credit risk

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit risk	Trade receivables, investments, financial assets measured at amortised cost.	Ageing analysis and credit assessment	Diversification of portfolio and Assessment of customer credit worthiness at inception and through the credit period
Liquidity risk	Borrowings, trade payables and other liabilities	Cash flow forecasts	Availability of funds committed credit lines and borrowing facilities
Market risk – interest rate	Long-term borrowings at variable rates	Sensitivity analysis	Analysis of market rates on a real time basis, pre-closure of loans

The Company's risk management is carried out by a central treasury department under policies approved by the board of directors. The board provides principles for overall risk management, as well as policies covering specific areas such as credit risk and liquidity risk.

(A) Credit risk

Credit risk arises from cash and cash equivalents, investments carried at amortised cost and deposits with banks and financial institutions, as well as credit exposures to few customers including outstanding receivables

Provision for expected credit losses

The Company provides for expected credit loss based on the following

The credit loss allowance carried by the Company is as under

	March 31, 2026	March 31, 2025
Carrying value of receivables (refer note 7)	21.58	25.63
Credit loss allowance	4.39	-
Loss allowance %	20.3%	0%

(B) Liquidity risk

The Company manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities.

Maturities of financial liabilities

The tables below analyse the company's financial liabilities into relevant maturity groupings based on their contractual maturities for

a) all non-derivative financial liabilities, and

b) net and gross settled derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant

Contractual maturities of financial liabilities:	Carrying amount	Less than 3 months	Within one year	Between 1 and 2 years	Between 2 and 5 years	Total
As at March 31, 2026						
Non-derivatives						
Trade payables	526.19	526.19	-	-	-	526.19
Other financial liabilities	33.28	33.28	-	-	-	33.28
Total non-derivative liabilities	559.47	559.47	-	-	-	559.47
As at March 31, 2025						
Non-derivatives						
Trade payables	311.05	311.05	-	-	-	311.05
Other financial liabilities	33.27	33.27	-	-	-	33.27
Total non-derivative liabilities	344.32	344.32	-	-	-	344.32

C) Market risk - 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 change in market interest rates.

The Company does not have any credit facilities from any banks or financial institutions. As a result, changes in interest rates are not likely to substantially affect its business or results of operations. The Company does not have any credit facilities from any banks or financial institutions. As a result, changes in interest rates are not likely to substantially affect its business or results of operations

Interest rate sensitivity

The Company does not have any credit facilities from any banks or financial institutions. As a result, changes in interest rates are not likely to substantially affect its business or results of operations

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28 Capital management

Risk management

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The Company manages its capital so as to safeguard their ability to continue as a going concern and to optimize returns to shareholders. The Capital structure of the Company is based on the management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor and creditor confidence.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The company monitors the capital using a gearing ratio, which is net debt divided by total equity. Net debt is calculated as total liabilities (as shown in the balance sheet) less cash and cash equivalents and other bank balances. The Company's net debt to equity ratio i.e., capital gearing ratio at March 31 2026, is as follows

	As at March 31, 2026	As at March 31, 2025
Total Liabilities	725.29	426.39
Less: Cash and cash equivalents and other bank balances	(68.58)	(117.21)
Adjusted net debt	**656.71**	**309.18**
Total equity	152.61	(173.30)
Net debt to equity ratio	**4.30**	**-1.78**

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29 Related party transactions

(a) Nature of related party and related party relationship

Description of related party	Name of the related party
Ultimate Holding Company	Fairfax Financial Holdings Limited, Canada
Intermediate Holding Company	Thomas Cook (India) Limited
Holding Company	Sterling Holiday Resorts Limited
Key Managerial Personnel	Ramesh Shanmugam (Director) Vikram Dayal Lalvani (Director) Krishna kumar L (Director)
Trust of Ultimate Holding Company	Fairfax India Charitable foundation
Fellow subsidiaries of Holding company with whom transactions have been entered	TC Tours Private Limited

(b) Transactions with related parties

Transactions with related parties are as follows:

	Year ended March 31, 2026	Year ended March 31, 2025
Sale of services		
TC Tours Private Limited	3 61	2.30
Brand expenses		
Sterling Holiday Resorts Limited	43 63	39 12
Management services income		
Sterling Holiday Resorts Limited	117 57	115 05
Management fees		
Sterling Holiday Resorts Limited	408 00	370.50
Interest on borrowings		
Sterling Holiday Resorts Limited	-	30 71
Expenses in connection with Business support service		
Sterling Holiday Resorts Limited	647 64	546.68

(d) Outstanding balances as at year end

	As at March 31, 2026	As at March 31, 2025
The following balances are outstanding at the end of the reporting period:		
Trade receivables		
TC Tours Private Limited	0 13	-
Trade Payables		
Sterling Holiday Resorts Limited	436 58	250.21

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	As at March 31, 2026	As at March 31, 2025
30 Contingent liabilities and capital commitments		
(See accounting policy in note 1.3 (g))		
Claims against the Company not acknowledged as debt:		
(a) GST related demands	-	117.35

The company has assessed that it is only possible, but not probable, that outflow of economic resources will be required.

31 Sterling Holiday Resorts Limited (SHRL) holds 98% equity shares in the Company and the Company is responsible for maintaining the property Kodai By the Lake, pursuant to the property timeshare agreement with the property timeshare members. However, certain property timeshare weeks are unsold and retained by SHRL. Pursuant to the necessary approvals obtained by the Company as required under The Companies Act, 2013, the Company is permitted to rent out weeks sold to property timeshare members and unsold weeks retained by SHRL which are vacant and earn revenue from it. The property timeshare members and SHRL shall have no claim on the revenue generated by the Company. Further, pursuant to the exchange clause under property timeshare agreement, property timeshare members of the said property are also eligible to utilize facilities at SHRL's other resorts.

32 Segment information

Description of segments and principal activities
Operating segments are reported in a manner consistent with the internal reporting provided to the Chief operating decision maker
The Chairman-Whole Time Director (WTD) of the Company has been identified as the chief operating decision maker of Sterling Holiday Resorts Limited who assesses the financial performance and position of the Company, and makes strategic decisions. The Company has only one reportable segment - "Leisure Hospitality and Resorts"

- Resort operations: This segment deals with timeshare business on account of resort business

Geographic information
The geographic information analyses the Company's revenues and non-current assets by the Company's country of domicile (i.e. India) and other countries. In presenting the geographic information, segment revenue has been based on the geographic location of customers and segment assets which have been based on the geographical location of the assets.

Major customer
The Company is not reliant on revenues from transactions with any single external customer and does not receive 10% or more of its revenues from transactions with any single external customer.

33 Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED' Act) are provided as under for the year 2024-25, to the extent the Company has received intimation from the "Suppliers" regarding their status under the Act

		As at March 31, 2026	As at March 31, 2025
i	Principal amount remaining unpaid to any supplier as at end of the year	2.15	7.17
ii	Interest due thereon remaining unpaid to any supplier as at end of the year	0.01	-
iii	Amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year	-	-
iv	Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006)	-	-
v	The amount of interest accrued and remaining unpaid at the end of the year	-	-
vii	The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act 2006	0.01	-

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34 Ratio analysis and its elements

Ratio	Numerator	Denominator	March 31, 2026	March 31, 2025	% change	Reason for variance
Current ratio	Current Assets	Current Liabilities	0.85	0.42	106%	The Increase is on account of increase in cash and bank balances as a result of improved business operations
Return on equity ratio	Net Profits after taxes	Average Shareholder's equity	-3150%	-99%	3068%	The Company has been making profits due to which the accumulated losses of the Company has been absorbed during the year and increase in the equity base during the year
Inventory turnover ratio	Cost of goods sold	Average inventory	8.67	9.09	-5%	Not applicable
Trade receivable turnover ratio	Net credit sales = Gross credit sales - sales return	Average trade receivables	102.19	18.55	451%	This indicates a significant improvement in the collection of receivables during the year, resulting in a substantial impact on the ratio
Trade payable turnover ratio	Net credit purchases = Gross credit purchases - purchase return	Average trade payables	4.71	8.31	-43%	Decrease is on account of payment to creditors on time during the current year as compared to previous year
Net capital turnover Ratio	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities	(22.82)	(7.99)	186%	The ratio has decreased on account of increase in working capital
Net profit ratio	Net Profit	Net sales = Total sales - sales return	14%	17%	-4%	Not applicable
Return on capital employed	Earnings before interest and taxes	Capital Employed = Total Assets - Current Liabilities	286%	-282%	567%	The Company has generated profits during the year, which has helped absorb the accumulated losses from previous periods. As a result, the net capital employed has turned positive in the current year, compared to a negative position in the previous year

Note: The Company does not have any borrowings, therefore, the debt-equity ratio and debt service coverage ratio are not applicable

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35 Other Statutory information

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
(ii) The Company has not revalued its property, plant and equipment during the current or previous year.
(iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
(iv) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
(v) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
(vi) The Company has not entered into any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
(vii) The Company has complied with the number of layers prescribed under the Companies Act, 2013.
(viii) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(xi) The Company neither has borrowings nor has been sanctioned working capital during the year from banks or financial institutions on the basis of security of current assets.
(x) The Company does not have any transactions with companies struck off.
(xi) The Company does not have any charge or satisfaction which is yet to be registered with Registrar of Companies (ROC) beyond statutory period.

36 Earnings per share

	As at / Year end March 31, 2026	As at / Year end March 31, 2025
Profit for the year attributable to the equity holders of the Company	325.91	342.71
Weighted average number of equity shares outstanding	50,000	50,000
Basic and diluted earnings per share (INR)	**651.81**	**685.42**

37 Subsequent events

There are no significant subsequent events, that have occurred after the reporting period till the date of the signing of these financial statements.

As per our report of even date attached
for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

T H Mahadevan
Partner
Membership No.: 224352
Place: Chennai
Date: May 26, 2026

For and on behalf of the Board of Directors of
Sterling Holiday Resorts (Kodaikanal) Limited
CIN: U92490TN1987PLC014215

Ramesh Shanmugam
Director
DIN: 06646158
Place: Chennai
Date: May 5, 2026

Krishna Kumar L
Director
DIN: 00420790
Place: Chennai
Date: May 5, 2026

Directors' Report
Audited Financial Statements
Travel Circle International Limited
31 December 2025

Directors' Report

The directors submit herewith their report and audited financial statements of Travel Circle International Limited (the "Company") for the year ended 31 December 2025.

Principal activities
The principal activities of the Company are to act as a travel agent and tour operator.

Results and dividends
The results of the Company for the year ended 31 December 2025 are set out in the statement of comprehensive income on page 6.

The directors do not recommend the payment of a dividend.

Directors
The directors who held office during the year or during the period from the end of the year to the date of this report were:

MYY Ng	
MK Menon	(resigned on 31 May 2025)
Nandy Debasis	
MC Iyer	(appointed on 29 April 2025)

There being no provision in the Company's Articles of Association for retirement of directors, all directors shall continue in office.

Arrangements for acquisition of shares or debentures
At no time during the year was the Company, its holding company or fellow subsidiary a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other company.

Material interests in transactions, arrangements or contracts
The directors are of the opinion that no transactions, arrangements and contracts of significance in relation to the Company's business to which the Company's holding company or fellow subsidiary was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Management contracts
No contracts concerning the management and administration of the whole or any substantial part of any business of the Company were entered into or existed during the year.

Equity-linked agreements
No equity-linked agreements into which the Company entered subsisted at any time during the year.

Permitted indemnity provisions
No permitted indemnity provision was in force during the year, or is in force at the date of this report, for the benefit of a then director or a director of the Company (whether made by the Company or otherwise) or a then director or a director of its holding company or fellow subsidiary (if made by the Company).

Auditor
A resolution will be submitted to the annual general meeting to re-appoint Forvis Mazars CPA Limited, *Certified Public Accountants*, as the auditor of the Company.

Approved by the Board of Directors and signed on its behalf by

MC Iyer
Director

27 APR 2026

Independent Auditor's Report

To the members of
Travel Circle International Limited
(incorporated in Hong Kong with limited liability)

forvis mazars

42nd Floor, Central Plaza
18 Harbour Road
Wanchai, Hong Kong
香港灣仔港灣道18號中環廣場42樓
Tel 電話 : +852 2909 5555
Fax 傳真 : +852 2810 0032
forvismazars.com/hk

Opinion

We have audited the financial statements of Travel Circle International Limited (the "Company") set out on pages 6 to 33, which comprise the statement of financial position as at 31 December 2025, and the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the financial statements give a true and fair view of the financial position of the Company as at 31 December 2025, and of its financial performance and cash flows for the year then ended in accordance with HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the Companies Ordinance.

Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") as issued by the HKICPA. 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 HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

The directors of the Company are responsible for the other information. The other information comprises the directors' report.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Independent Auditor's Report

To the members of
Travel Circle International Limited
(incorporated in Hong Kong with limited liability)

Responsibilities of directors for the financial statements
The directors of the Company are responsible for the preparation of the financial statements that give a true and fair view in accordance with HKFRS Accounting Standards as issued by the HKICPA and the Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's 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. This report is made solely to you, as a body, in accordance with section 405 of the Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

Independent Auditor's Report

To the members of
Travel Circle International Limited
(incorporated in Hong Kong with limited liability)

Auditor's responsibilities for the audit of the financial statements (Continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our 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 achieves fair presentation.

We communicate with the directors 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.

Forvis Mazars CPA Limited
Certified Public Accountants
Hong Kong, 27 April 2026

The engagement director on the audit resulting in this independent auditor's report is:
KWOK, Yuen Man
Practising Certificate number: P04604

Travel Circle International Limited

Statement of Comprehensive Income
Year ended 31 December 2025

	Note	2025 HK$	2024 HK$
Revenue	2	**317,532,730**	307,677,467
Cost of sales		**(268,447,048)**	(258,622,950)
Gross profit		**49,085,682**	49,054,517
Other revenue	3	**182,078**	552,123
Other net gain / income	3	**1,660,855**	592,127
Administrative expenses		**(35,768,181)**	(34,765,674)
Other operating expenses		**(7,991,425)**	(9,825,829)
Profit from operations		**7,169,009**	5,607,264
Finance costs	4	**(8,184,802)**	(10,395,829)
Loss before tax	4	**(1,015,793)**	(4,788,565)
Income tax expense	5	**(1,012,875)**	(996,175)
Loss for the year		**(2,028,668)**	(5,784,740)
Other comprehensive income for the year		**-**	-
Total comprehensive loss for the year		**(2,028,668)**	(5,784,740)

Travel Circle International Limited

Statement of Financial Position
At 31 December 2025

	Note	2025 HK$	2024 HK$
Non-current assets			
Property, plant and equipment	6	**578,985**	1,741,545
Right-of-use assets	7	**8,181,694**	2,693,550
Goodwill	8	**202,493,573**	202,493,573
Deferred tax assets	9	**13,577,240**	14,590,115
		224,831,492	221,518,783
Current assets			
Trade and other receivables	10	**34,887,663**	26,310,083
Bank balances and cash		**17,826,416**	35,383,578
		52,714,079	61,693,661
Current liabilities			
Trade and other payables	11	**73,189,963**	67,566,987
Contract liabilities	12	**60,120,841**	61,855,240
Lease liabilities		**3,609,185**	2,864,023
Loans from immediate holding company	13	**101,724,724**	115,170,983
Provision	14	**-**	1,596,180
		238,644,713	249,053,413
Net current liabilities		**(185,930,634)**	(187,359,752)
Total assets less current liabilities		**38,900,858**	34,159,031
Non-current liabilities			
Provision	14	**2,562,930**	966,750
Lease liabilities		**5,174,315**	-
		7,737,245	966,750
NET ASSETS		**31,163,613**	33,192,281
Capital and reserve			
Share capital	15	**59,523,801**	59,523,801
Accumulated losses		**(28,360,188)**	(26,331,520)
TOTAL EQUITY		**31,163,613**	33,192,281

These financial statements on pages 6 to 33 were approved and authorised for issue by the Board of Directors on 27 APR 2026 *and signed on its behalf by*

MC Iyer
Director

MYY Ng
Director

Travel Circle International Limited

Statement of Changes in Equity
Year ended 31 December 2025

	Share capital *HK$*	Accumulated losses *HK$*	Total *HK$*
At 1 January 2024	59,523,801	(20,546,780)	38,977,021
Loss and total comprehensive loss for the year	-	(5,784,740)	(5,784,740)
At 31 December 2024 and 1 January 2025	59,523,801	(26,331,520)	33,192,281
Loss and total comprehensive loss for the year	-	(2,028,668)	(2,028,668)
At 31 December 2025	**59,523,801**	**(28,360,188)**	**31,163,613**

Travel Circle International Limited

Statement of Cash Flows
Year ended 31 December 2025

	Note	2025 HK$	2024 HK$
OPERATING ACTIVITIES			
Cash from operations	16(a)	**3,088,338**	30,789,898
Net cash from operating activities		**3,088,338**	30,789,898
INVESTING ACTIVITIES			
Purchase of property, plant and equipment	6	**(49,836)**	-
Interest received		**182,078**	552,123
Net cash from investing activities		**132,242**	552,123
FINANCING ACTIVITIES			
Repayment of lease liabilities	16(b)	**(3,800,762)**	(4,494,940)
Interest paid		**(3,530,721)**	(1,227,432)
Loans repayment to immediate holding company	16(b)	**(13,446,259)**	(14,951,670)
Net cash used in financing activities		**(20,777,742)**	(20,674,042)
Net (decrease) increase in cash and cash equivalents		**(17,557,162)**	10,667,979
Cash and cash equivalents at beginning of reporting period		**35,383,578**	24,715,599
Cash and cash equivalents at end of reporting period, represented by bank balances and cash		**17,826,416**	35,383,578

CORPORATE INFORMATION

Travel Circle International Limited is a limited liability company incorporated in Hong Kong. The Company's registered office is located at 2001, 20/F., BEA Tower, Millennium City 5, 418 Kwun Tong Road, Kwun Tong, Hong Kong. The immediate holding company of the Company is Thomas Cook (India) Limited, a company incorporated in India. In the opinion of the directors, the ultimate holding company of the Company is Fairfax Financial Holdings Limited, which is incorporated in Canada with its shares listed on the Toronto Stock Exchange. The principal activities of the Company are to act as a travel agent and tour operator.

1. MATERIAL ACCOUNTING POLICIES

Basis of preparation
These financial statements have been prepared in accordance with HKFRS Accounting Standards, which collective term includes all applicable Hong Kong Financial Reporting Standards ("HKFRSs"), Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the Companies Ordinance.

These financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2024 financial statements, except for the adoption of the following new / revised HKFRS Accounting Standards that are relevant to the Company and effective from the current year.

Amendments to HKAS 21: Lack of Exchangeability
The amendments require an entity to apply a consistent approach to assess whether a currency is exchangeable into another currency and, when it is not, to determine the exchange rate to use and the disclosures to provide.

The adoption of the amendments does not have any significant impact on the financial statements.

A summary of the material accounting policies adopted by the Company is set out below.

Going concern
The financial statements have been prepared in conformity with the principles applicable to a going concern basis. The applicability of these principles is dependent upon continued availability of adequate finance or attaining profitable operations in the future in view of the net current liabilities. There is a material uncertainty related to this condition that may cast significant doubt on the Company's ability to continue as a going concern and, therefore, the Company may be unable to realise its assets and discharge its liabilities in the normal course of business. The immediate holding company has confirmed its intention to make available adequate funds to the Company as and when required to maintain the Company as a going concern.

Basis of measurement
The measurement basis used in the preparation of the financial statements is historical cost, except stated otherwise in the accounting policies set out below.

1. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Goodwill
Goodwill arising on an acquisition of a business is measured at the excess of the consideration transferred, and the fair value of any previously held equity interest in the acquiree over the acquisition date amounts of the identifiable assets acquired and the liabilities assumed of the acquired business.

Goodwill on acquisition of business is recognised as a separate asset and is carried at cost less accumulated impairment losses, which is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. For the purpose of impairment test and determination of gain or loss on disposal, goodwill is allocated to cash-generating units. An impairment loss on goodwill is not reversed.

Property, plant and equipment
Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Repairs and maintenance are charged to profit or loss during the year in which they are incurred.

Depreciation is provided to write off the cost less accumulated impairment losses of property, plant and equipment over their estimated useful lives as set out below from the date on which they are available for use and after taking into account their estimated residual values, using the straight-line method. Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis and depreciated separately:

Leasehold improvements	5 years or, if shorter, over the unexpired term of lease
Motor vehicles	4 to 5 years
Computer equipment	3 to 5 years
Furniture, fixtures and office equipment	5 years

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the year in which the item is derecognised.

Impairment of non-financial assets, other than goodwill
At the end of each reporting period, the Company reviews internal and external sources of information to determine whether its property, plant and equipment and right-of-use assets may be impaired or impairment loss previously recognised no longer exists or may be reduced. If any such indication exists, the recoverable amount of the asset is estimated, based on the higher of its fair value less costs to sell and value in use. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the smallest group of assets that generates cash flows independently (i.e. cash-generating unit).

If the recoverable amount of an asset or a cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately.

A reversal of impairment loss is limited to the carrying amount of the asset or cash-generating unit that would have been determined had no impairment loss been recognised in prior years. Reversal of impairment loss is recognised as income immediately.

The accounting policy for recognition of the impairment loss for goodwill is stated in the accounting policy for goodwill in the earlier part of this note.

1. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments

Financial assets

Recognition and derecognition

Financial assets and financial liabilities are recognised when and only when the Company becomes a party to the contractual provisions of the instruments and on a trade date basis.

A financial asset is derecognised when and only when (i) the Company's contractual rights to future cash flows from the financial asset expire or (ii) the Company transfers the financial asset and either (a) it transfers substantially all the risks and rewards of ownership of the financial asset, or (b) it neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset but it does not retain control of the financial asset.

Classification and measurement

The classification of financial assets at initial recognition depends on the Company's business model for managing the financial assets and the financial asset's contractual cash flow characteristics. Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing them, in which case all affected financial assets are reclassified on the first day of the first annual reporting period following the change in the business model.

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

(i) it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
(ii) its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets measured at amortised cost

Financial assets at amortised cost are subsequently measured using the effective interest rate method and are subject to impairment. Gains and losses arising from impairment, derecognition or through the amortisation process are recognised in profit or loss.

The Company's financial assets at amortised cost include bank balances and cash and trade and other receivables.

Financial liabilities

Recognition and derecognition

Financial liabilities are recognised when and only when the Company becomes a party to the contractual provisions of the instruments and on a trade date basis.

A financial liability is derecognised when and only when the liability is extinguished, that is, when the obligation specified in the relevant contract is discharged, cancelled or expires.

Classification and measurement

Financial liabilities are initially recognised at their fair value plus, in the case of financial liabilities not carried at FVPL, transaction costs that are directly attributable to the issue of the financial liabilities.

The Company's financial liabilities include trade and other payables and loans from immediate holding company. All financial liabilities are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method, unless the effect of discounting would be insignificant, in which case they are stated at cost.

1. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Impairment of financial assets and other items

The Company recognises loss allowances for expected credit losses ("ECL") on financial assets that are measured at amortised cost. Except for the specific treatments as detailed below, at each reporting date, the Company measures a loss allowance for a financial asset at an amount equal to the lifetime ECL if the credit risk on that financial asset has increased significantly since initial recognition. If the credit risk on a financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for that financial asset at an amount equal to 12-month ECL.

Measurement of ECL

ECL is a probability-weighted estimate of credit losses (i.e. the present value of all cash shortfalls) over the expected life of the financial instrument. A cash shortfall is the difference between the cash flows that are due to an entity in accordance with the contract and the cash flows that the entity expects to receive.

For financial assets, a credit loss is the present value of the difference between the contractual cash flows that are due to an entity under the contract and the cash flows that the entity expects to receive.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument while 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Where ECL is measured on a collective basis, the financial instruments are grouped based on one or more shared credit risk characteristics, such as past due information, nature of instrument and industry of debtors.

Definition of default

The Company considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that the Company may not receive the outstanding contractual amounts in full if the financial instrument meets any of the following criteria:

(i) information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Company, in full (without taking into account any collaterals held by the Company); or
(ii) there is a breach of financial covenants by the counterparty.

Irrespective of the above analysis, the Company considers that default has occurred when a financial asset is more than 90 days past due unless the Company has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Assessment of significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Company considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Irrespective of the outcome of the above assessment, the Company presumes that the credit risk on a financial instrument has increased significantly since initial recognition when contractual payments are more than 30 days past due.

Notwithstanding the foregoing, the Company assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date.

1. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)
Impairment of financial assets and other items (Continued)
Low credit risk
A financial instrument is determined to have low credit risk if:

(i) it has a low risk of default;
(ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and
(iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

Simplified approach of ECL
For trade receivables and contract assets without significant financing components or otherwise for which the Company applies the practical expedient not to account for the significant financing components, the Company applies a simplified approach in calculating ECL. The Company recognises a loss allowance based on lifetime ECL at each reporting date and has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Write-off
The Company writes off a financial asset when the Company has no reasonable expectations of recovering the contractual cash flows on a financial asset in its entirety or a portion thereof. The Company has a policy of writing off the gross carrying amount when the financial asset is 1 year past due based on historical experience of recoveries of similar assets. The Company expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities under the Company's procedures for recovery of amounts due, taking into account legal advice if appropriate. Any subsequent recovery is recognised in profit or loss.

Cash equivalents
For the purpose of the statement of cash flows, cash equivalents represent short-term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, net of bank overdrafts.

Borrowing costs
All borrowing costs are recognised as an expense in the period in which they are incurred.

Provisions
Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate of the amount of obligation can be made. Expenditures for which a provision has been recognised are charged against the related provision in the year in which the expenditures are incurred. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount provided is the present value of the expenditures expected to be required to settle the obligation. Where the Company expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

1. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Revenue recognition

Revenue from contracts with customers within HKFRS 15

Nature of services

The nature of the services provided by the Company is sale of tours and provision of travel agency services.

Identification of performance obligations

At contract inception, the Company assesses the services promised in a contract with a customer and identifies as a performance obligation each promise to transfer to the customer either:

(a) a service (or a bundle of services) that is distinct; or
(b) a series of distinct services that are substantially the same and that have the same pattern of transfer to the customer.

A service that is promised to a customer is distinct if both of the following criteria are met:

(a) the customer can benefit from the service either on its own or together with other resources that are readily available to the customer (i.e. the service is capable of being distinct); and
(b) the Company's promise to transfer the service to the customer is separately identifiable from other promises in the contract (i.e. the promise to transfer the service is distinct within the context of the contract).

Timing of revenue recognition

Revenue is recognised when (or as) the Company satisfies a performance obligation by transferring a promised service (i.e. an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

The Company transfers control of a service over time and, therefore, satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

(a) the customer simultaneously receives and consumes the benefits provided by the Company's performance as the Company performs;
(b) the Company's performance creates or enhances an asset (for example, work in progress) that the customer controls as the asset is created or enhanced; or
(c) the Company's performance does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for performance completed to date.

If a performance obligation is not satisfied over time, the Company satisfies the performance obligation at a point in time when the customer obtains control of the promised asset. In determining when the transfer of control occurs, the Company considers the concept of control and such indicators as legal title, physical possession, right to payment, significant risks and rewards of ownership of the asset, and customer acceptance.

Service income from sale of tours is recognised over time as the customer simultaneously receives and consumes all of the benefits provided by the Company's performance as the Company performs. This means that if another travel agent was to take over providing the remaining performance obligation to the customer, it would not have to substantially re-perform the work already completed by the Company.

Commission income from travel-related services is recognised at a point in time when the related services are rendered to and have been accepted by the customers.

1. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Revenue recognition (Continued)

Interest income

Interest income from financial assets is recognised using the effective interest method. For financial assets measured at amortised cost that are not credited-impaired, the effective interest rate is applied to the gross carrying amount of the assets while it is applied to the amortised cost (i.e. the gross carrying amount net of loss allowance) in case of credit-impaired financial assets.

Contract assets and contract liabilities

If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, the contract is presented as a contract asset, excluding any amounts presented as a receivable. Conversely, if a customer pays consideration, or the Company has a right to an amount of consideration that is unconditional, before the Company transfers a good or service to the customer, the contract is presented as a contract liability when the payment is made or the payment is due (whichever is earlier). A receivable is the Company's right to consideration that is unconditional or only the passage of time is required before payment of that consideration is due.

For a single contract or a single set of related contracts, either a net contract asset or a net contract liability is presented. Contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

For sale of tours, it is common for the Company to receive from the customer the whole or some of the contractual payments before the services are completed (i.e. the timing of revenue recognition for such transactions). The Company recognises a contract liability until it is recognised as revenue. During that period, any significant financing components, if applicable, will be included in the contract liability and will be expensed as accrued unless the interest expense is eligible for capitalisation.

On the other hand, for the agency business of sale of air tickets, hotel accommodation packages and other travel-related products, the Company receives payments from the customer which are largely in line with the timing of revenue recognition and no significant contract assets or contract liabilities are recognised.

Leases

The Company assesses whether a contract is, or contains, a lease at inception of the contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As lessee

The Company applies the recognition exemption to short-term leases and low-value asset leases. Lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

The Company accounts for each lease component within a lease contract as a lease separately. The Company allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component.

Amounts payable by the Company that do not give rise to a separate component are considered to be part of the total consideration that is allocated to the separately identified components of the contract.

The Company recognises a right-of-use asset and a lease liability at the commencement date of the lease.

1. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)
As lessee (Continued)
The right-of-use asset is initially measured at cost, which comprises

(a) the amount of the initial measurement of the lease liability;
(b) any lease payments made at or before the commencement date, less any lease incentives received;
(c) any initial direct costs incurred by the Company; and
(d) an estimate of costs to be incurred by the Company in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Subsequently, the right-of-use asset is measured at cost less any accumulated depreciation and any accumulated impairment losses and adjusted for any remeasurement of the lease liability. Depreciation is provided on a straight-line basis over the shorter of the lease term and the estimated useful lives of the right-of-use asset (unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or if the cost of the right-of-use asset reflects that the Company will exercise a purchase option – in which case depreciation is provided over the estimated useful life of the underlying asset) as follows:

Office premises	2-3 years

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date of the contract.

The lease payments included in the measurement of the lease liability comprise the following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date:

(a) fixed payments (including in-substance fixed payments), less any lease incentives receivable;
(b) variable lease payments that depend on an index or a rate;
(c) amounts expected to be payable under residual value guarantees;
(d) exercise price of a purchase option if the Company is reasonably certain to exercise that option; and
(e) payments of penalties for terminating the lease, if the lease term reflects the Company exercising an option to terminate the lease.

The lease payments are discounted using the interest rate implicit in the lease, or where it is not readily determinable, the incremental borrowing rate of the lessee.

Subsequently, the lease liability is measured by increasing the carrying amount to reflect interest on the lease liability and by reducing the carrying amount to reflect the lease payments made.

The lease liability is remeasured using a revised discount rate when there are changes to the lease payments arising from a change in the lease term or the reassessment of whether the Company will be reasonably certain to exercise a purchase option.

The lease liability is remeasured by using the original discount rate when there is a change in the residual value guarantee, the in-substance fixed lease payments or the future lease payments resulting from a change in an index or a rate (other than floating interest rate). In case of a change in future lease payments resulting from a change in floating interest rates, the Company remeasures the lease liability using a revised discount rate.

1. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)
As lessee (Continued)
The Company recognises the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. If the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the remeasurement in profit or loss.

A lease modification is accounted for as a separate lease if
(a) the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
(b) the consideration for the lease increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

When a lease modification is not accounted for as a separate lease, at the effective date of the lease modification,
(a) the Company allocates the consideration in the modified contract on the basis of relative stand-alone price as described above.
(b) the Company determines the lease term of the modified contract.
(c) the Company remeasures the lease liability by discounting the revised lease payments using a revised discount rate over the revised lease term.
(d) for lease modifications that decrease the scope of the lease, the Company accounts for the remeasurement of the lease liability by decreasing the carrying amount of the right-of-use asset to reflect the partial or full termination of the lease and recognising any gain or loss relating to the partial or full termination of the lease in profit or loss.
(e) for all other lease modifications, the Company accounts for the remeasurement of the lease liability by making a corresponding adjustment to the right-of-use asset.

Foreign currency translation
Items included in the Company's financial statements are measured using the currency of the primary economic environment in which the Company operates ("functional currency"). The Company's functional currency is Hong Kong Dollars.

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

Employee benefits
Short-term employee benefits
Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees.

Defined contribution plan
The obligations for contributions to defined contribution retirement scheme are recognised as an expense in profit or loss as incurred. The assets of the scheme are held separately from those of the Company in an independently administered fund.

Termination benefits
Termination benefits are recognised when, and only when, the Company demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

1. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Taxation
The charge for current income tax is based on the results for the year as adjusted for items that are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, any deferred tax arising from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither the accounting profit nor taxable profit or loss is not recognised.

The deferred tax liabilities and assets are measured at the tax rates that are expected to apply to the period when the asset is recovered or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, tax losses and credits can be utilised.

Related parties
A related party is a person or entity that is related to the Company.

(a) A person or a close member of that person's family is related to the Company if that person:
  (i) has control or joint control over the Company;
  (ii) has significant influence over the Company; or
  (iii) is a member of the key management personnel of the Company or of the parent of the Company.

(b) An entity is related to the Company if any of the following conditions applies:
  (i) the entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  (iii) both entities are joint ventures of the same third party.
  (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  (v) the entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company.
  (vi) the entity is controlled or jointly controlled by a person identified in (a).
  (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
  (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to the parent of the Company.

1. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Related parties (Continued)
Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

(a) that person's children and spouse or domestic partner;
(b) children of that person's spouse or domestic partner; and
(c) dependants of that person or that person's spouse or domestic partner.

In the definition of a related party, an associate includes subsidiaries of the associate and a joint venture includes subsidiaries of the joint venture.

Critical accounting judgement and key sources of estimation uncertainty
Estimates and assumptions concerning the future and judgements are made by the management in the preparation of the financial statements. They affect the application of the Company's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances. Where appropriate, revisions to accounting estimates are recognised in the period of revision and future periods, in case the revision also affects future periods.

Sale of tours and commission income
The Company evaluates its responsibilities for the delivery of services and other relevant facts and circumstances, and determines that it is acting as a principal of sale of tours and agent of commission earned. Accordingly, revenue arising from the sale of tours is stated at its gross amounts receivable for the tour operator and travel services rendered by the Company and is measured before deducting related costs in accordance with the accounting policy set out above. Commission income is stated at its net amounts receivable in relation to the tickets sold or hotels booked in accordance with the accounting policy set out above.

Assessment of impairment of goodwill
The Company has performed an impairment test for goodwill in accordance with the accounting policy stated above. For the purposes of impairment testing, goodwill acquired is reviewed for impairment based on forecast operating performance and cash flows. Cash flow projections are prepared on the basis of reasonable assumptions reflective of prevailing and future market conditions and are discounted appropriately.

Discount rates for calculating lease liabilities – as lessee
The Company uses the lessee's incremental borrowing rates to discount future lease payments since interest rates implicit in the leases are not readily determinable. In determining the discount rates for its leases, the Company refers to a rate that is readily observable as the starting point and then applies judgement and adjusts such observable rate to determine the incremental borrowing rate.

Deferred tax assets
As at the end of the reporting period, a deferred tax asset of HK$13,577,240 *(2024: HK$14,590,115)* in relation to unused tax losses was recognised in the statement of financial position. The recognition of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in profit or loss in the period in which such a reversal takes place.

1. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Future changes in HKFRS Accounting Standards
At the date of authorisation of these financial statements, the HKICPA has issued a number of new / revised HKFRS Accounting Standards that are relevant to the Company but not yet effective for the current year, which the Company has not early adopted.

The directors are in the process of assessing the possible impact on the future adoption of the new / revised HKFRS Accounting Standards, but are not yet in a position to reasonably estimate their impact on the Company's financial statements.

2. REVENUE

	2025	2024
	HK$	*HK$*
Revenue from contracts with customers within HKFRS 15		
Sale of tours	**314,832,010**	305,001,809
Commission income	**2,700,720**	2,675,658
Total revenue	**317,532,730**	307,677,467

3. OTHER REVENUE AND OTHER NET GAIN / INCOME

	2025	2024
	HK$	*HK$*
(a) Other revenue		
Interest income	**182,078**	552,123
(b) Other net gain / income		
Exchange (loss) gain, net	**(244,242)**	20,770
Others	**798,778**	127,157
Write-back of receipts in advance	**1,106,319**	444,200
	1,660,855	592,127

4. LOSS BEFORE TAX

This is stated after charging (crediting):

	2025	2024
	HK$	*HK$*
Finance costs		
Interest on lease liabilities	**387,084**	352,322
Interest on loans from immediate holding company	**7,797,718**	10,043,507
	8,184,802	10,395,829

4. LOSS BEFORE TAX (CONTINUED)

	Note	2025 HK$	2024 HK$
Other items			
Staff costs (including directors' remuneration)			
Salaries, wages and other benefits		**26,591,673**	25,814,452
Contributions to defined contribution plan		**1,386,523**	1,355,147
		27,978,196	27,169,599
Auditor's remuneration		**495,000**	480,000
Depreciation on property, plant and equipment	6	**1,212,396**	1,215,140
Depreciation on right-of-use assets	7	**4,232,095**	4,405,814
Exchange loss (gain), net		**244,242**	(20,770)

5. INCOME TAX EXPENSE

Hong Kong Profits Tax has not been provided as the Company incurred a loss for taxation purpose for the current and prior years.

	2025 HK$	2024 HK$
Current tax		
Hong Kong Profits Tax	**-**	-
Deferred tax		
Benefits of tax losses reversed *(Note 9)*	**1,012,875**	996,175
Total tax expense for the year	**1,012,875**	996,175

Reconciliation of tax expense	2025 HK$	2024 HK$
Loss before tax	**(1,015,793)**	(4,788,565)
Income tax at Hong Kong Profits Tax rates of 16.5% *(2024: 16.5%)*	**(167,605)**	(790,113)
Non-deductible expenses	**1,650,397**	2,243,703
Tax exempt revenue	**(773,842)**	(682,980)
Unrecognised temporary differences	**158,570**	163,247
Others	**145,355**	62,318
Tax expense for the year	**1,012,875**	996,175

6. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements *HK$*	Motor vehicles *HK$*	Computer equipment *HK$*	Furniture, fixtures and equipment *HK$*	Total *HK$*
Reconciliation of carrying amount – year ended 31 December 2024					
At beginning of the reporting period	1,958,089	705,650	-	292,946	2,956,685
Depreciation	(979,044)	(153,960)	-	(82,136)	(1,215,140)
At end of the reporting period	979,045	551,690	-	210,810	1,741,545
Reconciliation of carrying amount – year ended 31 December 2025					
At beginning of the reporting period	**979,045**	**551,690**	**-**	**210,810**	**1,741,545**
Additions	**-**	**-**	**49,836**	**-**	**49,836**
Depreciation	**(979,045)**	**(153,960)**	**(6,558)**	**(72,833)**	**(1,212,396)**
At end of the reporting period	**-**	**397,730**	**43,278**	**137,977**	**578,985**
At 31 December 2024					
Cost	6,316,211	769,800	5,066,342	1,165,221	13,317,574
Accumulated depreciation	(5,337,166)	(218,110)	(5,066,342)	(954,411)	(11,576,029)
Net carrying amount	979,045	551,690	-	210,810	1,741,545
At 31 December 2025					
Cost	**6,316,211**	**769,800**	**5,016,096**	**998,605**	**13,100,712**
Accumulated depreciation	**(6,316,211)**	**(372,070)**	**(4,972,818)**	**(860,628)**	**(12,521,727)**
Net carrying amount	**-**	**397,730**	**43,278**	**137,977**	**578,985**

7. RIGHT-OF-USE ASSETS

	Office premises *HK$*	Reinstatement costs *HK$*	Total *HK$*
Reconciliation of carrying amount - year ended 31 December 2024			
At beginning of the reporting period	5,980,924	1,009,376	6,990,300
Additions	109,064	-	109,064
Depreciation	(3,901,126)	(504,688)	(4,405,814)
At end of the reporting period	2,188,862	504,688	2,693,550
Reconciliation of carrying amount - year ended 31 December 2025			
At beginning of the reporting period	**2,188,862**	**504,688**	**2,693,550**
Additions	**9,720,239**	**-**	**9,720,239**
Depreciation	**(3,727,407)**	**(504,688)**	**(4,232,095)**
At end of the reporting period	**8,181,694**	**-**	**8,181,694**

The Company obtains right to control the use of office premises for a period of time through lease arrangements. Lease arrangements are negotiated on an individual basis and contain different terms and conditions including lease payments and lease term of 2 to 3 years. Except for lease covenants mainly related to the maintenance and use of the leased assets that are commonly found in lease arrangements, there are no other covenants or restrictions imposed by the lease arrangements.

Total cash outflow for leases for the year amounted to HK$4,187,846 *(2024: HK$4,847,262).*

8. GOODWILL

Goodwill arose from the acquisition of Travel Circle International Services Limited on 9 November 2015. At 31 December 2025, management determined that there was no impairment of the goodwill.

Impairment tests for goodwill
The recoverable amount of goodwill is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated rate below. The growth rates used do not exceed the long-term average growth rates for the business in which the cash generating unit operates.

Key assumptions used for value-in-use calculations:

	2025	2024
- Long-term growth rate	**2.50%**	2.50%
- Discount rate	**16.71%**	16.57%

Management determined the estimated long-term growth rate based on past performance and its expectations for market development. The discount rate used is pre-tax and reflects specific risks relating to the business.

9. DEFERRED TAX ASSETS

The movement in the Company's deferred tax assets is as follows:

	Tax losses	
	2025	2024
	HK$	*HK$*
At 1 January	**14,590,115**	15,586,290
Charged to profit or loss *(Note 5)*	**(1,012,875)**	(996,175)
At 31 December	**13,577,240**	14,590,115

As at 31 December 2025, the Company had unrecognised temporary differences of HK$1,528,911 *(2024: HK$567,885)* to carry forward against future taxable income. The deductible temporary differences do not expire under current tax legislation.

10. TRADE AND OTHER RECEIVABLES

	2025	2024
	HK$	*HK$*
Trade receivables	**3,689,812**	3,641,480
Other receivables		
Prepayments	**2,609,622**	4,625,430
Deposits	**1,898,691**	1,946,374
Other receivables	**1,167,994**	2,194,816
Payment in advance to suppliers	**25,521,544**	13,901,983
	31,197,851	22,668,603
	34,887,663	26,310,083

Except for refundable deposits of HK$1,898,691 *(2024: HK$1,946,374)* that are expected to be recovered after more than one year, all of the trade and other receivables are expected to be recovered or recognised as expenses within twelve months of the end of the reporting period.

Information about the Company's exposure to credit risks and loss allowance for trade and other receivables is included in note 18(a).

11. TRADE AND OTHER PAYABLES

	2025 *HK$*	2024 *HK$*
Creditors and accruals	**36,262,364**	35,088,310
Amount due to immediate holding company	**33,621,085**	29,058,873
Receipts in advance	**3,306,514**	3,419,804
	73,189,963	67,566,987

The amount due to immediate holding company is unsecured, interest-free and repayable on demand.

As at 31 December 2025, the payable to a fellow subsidiary of HK$406,118 *(2024: HK$658,399)* was included in creditors and accruals.

12. CONTRACT LIABILITIES

The movements (excluding those arising from increases and decreases both occurred within the same year) of contract liabilities from contracts with customers within HKFRS 15 during the year are as follows:

	2025 *HK$*	2024 *HK$*
At 1 January	**61,855,240**	45,644,218
Refund due to cancellation of tours	**(312,502)**	(991,500)
Recognised as revenue	**(61,542,738)**	(44,652,718)
Receipt of advances or recognition of receivables	**60,120,841**	61,855,240
At 31 December	**60,120,841**	61,855,240

Unsatisfied or partially unsatisfied performance obligations
All the performance obligations that are unsatisfied (or partially unsatisfied) at 31 December 2025 and 31 December 2024 are part of contracts that have an original expected duration of one year or less. Given that the Company applies the practical expedient in paragraph 121(a) of HKFRS 15, the transaction price allocated to these performance obligations is not disclosed.

13. LOANS FROM IMMEDIATE HOLDING COMPANY

The loans are unsecured, interest-bearing at 7.25% *(2024: 7.93% to 8.15%)* per annum and repayable within the next twelve months of the end of the reporting period.

14. PROVISION

	2025 *HK$*	2024 *HK$*
Reinstatement costs		
At 1 January and 31 December	**2,562,930**	2,562,930

	2025 *HK$*	2024 *HK$*
Current portion	**-**	1,596,180
Non-current portion	**2,562,930**	966,750
	2,562,930	2,562,930

The provision for reinstatement costs represents the management's best estimate of the Company's liabilities under the tenancy agreements in restoring the premises to their original status.

15. SHARE CAPITAL

	2025		2024	
	No. of shares	***HK$***	No. of shares	*HK$*
Issued and fully paid:				
At beginning and **end of the reporting period**	**59,523,801**	**59,523,801**	59,523,801	59,523,801

In accordance with section 135 of the Companies Ordinance, the ordinary shares of the Company do not have a par value.

The holder of ordinary shares is entitled to receive dividends as declared from time to time and is entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

16. OTHER CASH FLOW INFORMATION

16(a) Cash from operations

	2025 *HK$*	2024 *HK$*
Loss before tax	**(1,015,793)**	(4,788,565)
Interest income	**(182,078)**	(552,123)
Depreciation	**5,444,491**	5,620,954
Interest expenses	**8,184,802**	10,395,829
Changes in working capital:		
Trade and other receivables	**(8,577,580)**	(1,864,817)
Trade and other payables	**968,895**	5,767,598
Contract liabilities	**(1,734,399)**	16,211,022
Cash from operations	**3,088,338**	30,789,898

16. OTHER CASH FLOW INFORMATION (CONTINUED)

16(b) Changes in liabilities arising from financing activities

Details of the changes in the Company's liabilities from financing activities are as follows:

2025

	Lease liabilities *HK$*	Loans from immediate holding company *HK$*	Total *HK$*
At 1 January 2025	**2,864,023**	**115,170,983**	**118,035,006**
Net cash flows	**(3,800,762)**	**(13,446,259)**	**(17,247,021)**
New lease	**9,720,239**	**-**	**9,720,239**
At 31 December 2025	**8,783,500**	**101,724,724**	**110,508,224**

2024

	Lease liabilities *HK$*	Loans from immediate holding company *HK$*	Total *HK$*
At 1 January 2024	7,249,899	130,122,653	137,372,552
Net cash flows	(4,494,940)	(14,951,670)	(19,446,610)
New lease	109,064	-	109,064
At 31 December 2024	2,864,023	115,170,983	118,035,006

17. RELATED PARTIES TRANSACTIONS

In addition to the transactions / information disclosed elsewhere in these financial statements, during the year, the Company had the following transactions with related parties:

	2025 *HK$*	2024 *HK$*
Management fee to immediate holding company	**1,463,374**	1,519,085
Management fee to fellow subsidiaries	**13,094**	13,919
Loans interest to immediate holding company	**7,797,718**	10,043,507
Purchases of travel services from fellow subsidiaries	**2,998,161**	5,486,287

All members of key management personnel are directors of the Company, and their remunerations are disclosed in note 20 to the financial statements.

18. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICES

The Company's principal financial instruments comprise mainly cash and bank balances and loans from immediate holding company. The main purpose of these financial instruments is to raise and maintain finance for the Company's operations. The Company has various other financial instruments such as trade and other receivables and trade and other payables which arise directly from its business activities.

The main risks arising from the Company's financial instruments are credit risk, foreign currency risk and liquidity risk. The Company does not have any written risk management policies and guidelines. However, the board of directors generally adopts conservative strategies on its risk management and limits the Company's exposure to these risks to a minimum as follows:

a) Credit risk

The Company's credit risk is primarily attributable to trade and other receivables and deposits with banks. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

In respect of trade and other receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations take into account the customers' past payment history, financial position and other factors. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer.

The information about the exposure to credit risk and ECL for trade receivables using a provision matrix as at 31 December 2025 is summarised below.

	Expected loss rate	**Gross carrying amount**	**Loss allowance**	
	%	***HK$***	***HK$***	**Credit-impaired**
As at 31 December 2025				
Less than 1 month past due	**0**	**3,689,812**	**-**	**No**

	Expected loss rate	Gross carrying amount	Loss allowance	
	%	*HK$*	*HK$*	Credit-impaired
As at 31 December 2024				
Less than 1 month past due	0	3,641,480	-	No

Trade receivables that were neither past due nor impaired relate to two customers for whom there was no recent history of default. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are considered fully recoverable. The Company does not hold any collateral over these balances.

Trade receivables are due within 15-30 days from the date of billing.

Deposits with financial institutions are made with those with sound credit ratings to minimise the credit exposure.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position after deducting any impairment allowance.

18. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICES (CONTINUED)

b) Foreign currency risk

The Company's functional currency is Hong Kong dollars ("HKD"). The Company is exposed to currency risk primarily through sales and purchases giving rise to trade and other receivables, cash and bank balances, creditors and accruals that are denominated in other currencies, being primarily United States dollars ("USD"), Australian dollars ("AUD"), Euros ("EUR"), Renminbi ("RMB"), Swiss franc ("CHF"), New Zealand dollars ("NZD") and British Pound ("GBP").

As the HKD is pegged to the USD, the Company considers the risk of movements in exchange rates between the HKD and the USD to be insignificant. In respect of balances denominated in AUD, EUR, RMB, CHF, NZD and GBP, the Company ensures that the net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates or entering into short-term foreign currency forward contracts where necessary to address short-term imbalances.

The following table details the Company's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the Company's functional currency of HKD. For presentation purposes, the amounts of the exposure are shown in HKD, translated using the spot rate at the year-end date.

	2025						
	Exposure to foreign currencies						
	USD	**AUD**	**EUR**	**RMB**	**CHF**	**NZD**	**GBP**
	HK$	*HK$*	*HK$*	*HK$*	*HK$*	*HK$*	*HK$*
Trade and other receivables	**10,020,203**	-	-	-	-	-	-
Bank balances and cash	**1,701,228**	**182,690**	**3,427,167**	**69,540**	**102,796**	**69,195**	**65,235**
Loans from immediate holding company	**(101,724,724)**	-	-	-	-	-	-
Amount due to immediate holding company	**(33,858,572)**	-	-	-	-	-	**237,487**
Trade and other payables	**(1,739,604)**	**(407,052)**	**(14,230,485)**	**(55,459)**	**(403,982)**	**(1,078,783)**	-
Net exposure to currency risk	**(125,601,469)**	**(224,362)**	**(10,803,318)**	**14,081**	**(301,186)**	**(1,009,588)**	**302,722**

	2024						
	Exposure to foreign currencies						
	USD	AUD	EUR	RMB	CHF	NZD	GBP
	HK$	*HK$*	*HK$*	*HK$*	*HK$*	*HK$*	*HK$*
Trade and other receivables	4,812,299	-	-	-	-	-	-
Bank balances and cash	3,779,990	4,436	1,296,182	22,729	141,810	24,292	542,188
Loans from immediate holding company	(115,170,983)	-	-	-	-	-	-
Amount due to immediate holding company	(29,296,360)	-	-	-	-	-	237,487
Trade and other payables	(569,994)	(618,392)	(8,310,414)	(303,659)	(288,620)	(1,557,041)	(9,657)
Net exposure to currency risk	(136,445,048)	(613,956)	(7,014,232)	(280,930)	(146,810)	(1,532,749)	770,018

18. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICES (CONTINUED)

b) Foreign currency risk (Continued)

Sensitivity analysis
The following table indicates the instantaneous change on the Company's loss before tax that would arise if foreign exchange rates to which the Company has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant. No other components of equity would be affected by changes in foreign exchange rates. In this respect, it is assumed that the pegged rate between the HKD and the USD would be materially unaffected by any changes in movement in value of the USD against other currencies.

	2025		2024	
	Increase (Decrease) in foreign exchange rates	**Increase (Decrease) in loss before tax** ***HK$***	Increase (Decrease) in foreign exchange rates	Increase (Decrease) in loss before tax ***HK$***
AUD	**4%**	**8,974**	1%	6,140
	(4%)	**(8,974)**	(1%)	(6,140)
EUR	**4%**	**432,133**	1%	70,142
	(4%)	**(432,133)**	(1%)	(70,142)
RMB	**4%**	**(563)**	1%	2,809
	(4%)	**563**	(1%)	(2,809)
CHF	**4%**	**12,047**	1%	1,468
	(4%)	**(12,047)**	(1%)	(1,468)
NZD	**4%**	**40,384**	1%	15,327
	(4%)	**(40,384)**	(1%)	(15,327)
GBP	**4%**	**(12,109)**	1%	(7,700)
	(4%)	**12,109**	(1%)	7,700

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on loss before tax measured in the respective functional currencies, translated into HKD at the exchange rate ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Company which exposed the Company to currency risk at the end of the reporting period.

18. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICES (CONTINUED)

c) Liquidity risk

Management of the Company closely monitors the current and expected liquidity requirements to ensure sufficient reserve of cash is available for the Company's business operation in short and longer term. The maturity profile of the Company's financial liabilities and employee-related payables at the end of the reporting period based on contractual undiscounted payments are summarised below:

	Within 1 year or on demand *HK$*	Over 1 year *HK$*	Total contractual undiscounted cash flows *HK$*	Total carrying amount *HK$*
2025				
Trade and other payables	**69,883,451**	**-**	**69,883,451**	**69,883,451**
Lease liabilities	**4,102,836**	**5,511,672**	**9,614,508**	**8,783,500**
Loans from immediate holding company	**106,277,083**	**-**	**106,277,083**	**101,724,724**
	180,263,370	**5,511,672**	**185,775,042**	**180,391,675**

	Within 1 year or on demand *HK$*	Over 1 year *HK$*	Total contractual undiscounted cash flows *HK$*	Total carrying amount *HK$*
2024				
Trade and other payables	64,147,183	-	64,147,183	64,147,183
Lease liabilities	2,957,262	-	2,957,262	2,864,023
Loans from immediate holding company	120,517,701	-	120,517,701	115,170,983
	187,622,146	-	187,622,146	182,182,189

d) Fair value

All financial instruments are carried at amounts not materially different from their fair value as at 31 December 2025 and 2024.

e) Capital management

The objectives of the Company's capital management are to safeguard the entity's ability to continue as a going concern and to provide returns for shareholders. The Company manages its capital structure and makes adjustments, including payment of dividend to shareholders, return of capital to shareholders or issue of new shares or sale of assets to reduce debts. No changes were made in the objectives, policies or processes during the years ended 31 December 2025 and 2024.

19. BANK FACILITIES

The Company has been granted bank facilities including guarantee line limited to HK$5,000,000 *(2024: HK$1,000,000)* and corporate card with limit of HK$400,000 *(2024: HK$200,000)*. These facilities are secured by corporate guarantee from its immediate holding company.

20. INFORMATION ABOUT THE BENEFITS OF DIRECTORS

The following disclosures are presented pursuant to section 383 of the Companies Ordinance.

(a) Directors' remuneration

Directors' remuneration disclosed pursuant to section 383 of the Companies Ordinance is as follows:

	2025	2024
	HK$	*HK$*
Other services in connection with management of the affairs:		
Salaries, allowances and benefits in kind	**1,749,600**	1,738,734
Retirement scheme contributions	**118,973**	118,973
	1,868,573	1,857,707

(b) Loans, quasi-loans and other dealings in favour of directors

There were no loans, quasi-loans or other dealings in favour of the directors of the Company or its holding company, or their controlled companies that were entered into or subsisted during the years ended 31 December 2025 and 2024.

(c) Directors' material interests in transactions, arrangement or contracts

The directors are of the opinion that no transactions, arrangements and contracts of significance in relation of the Company's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the years or at any time during the years ended 31 December 2025 and 2024.

G. M. KAPADIA & CO.

(REGISTERED)

CHARTERED ACCOUNTANTS

1206, SUPER NOVA-ASTRALIS, SECTOR 94, NOIDA 201 301, INDIA

PHONE : (91-120) 4142955

INDEPENDENT AUDITOR'S REPORT

To the Members of Jardin Travel Solutions Limited
Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of **Jardin Travel Solutions Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Standalone Financial Statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026 and its loss, the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of standalone financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's 'Code of Ethics'. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Management and the Company's Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in report of board of directors but does not include the Standalone Financial Statements and auditor's report thereon. The above referred information is expected to be made available to us after the date of this audit report.

Our opinion on the Standalone 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 Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the other Information included in the company's annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action necessitated by the circumstances and the applicable laws and regulations

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

The Management and the Board of Directors of the Company are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone 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 SAs 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 Standalone Financial Statements.

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

- Identify and assess the risks of material misstatement of the Standalone 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. Under section 143(3)(i) of the Act, we are also responsible

for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- 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 material 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 achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "**Annexure A**", a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

G. M. KAPADIA & CO. ★ NOIDA ★ Chartered Accountants

c) The Balance Sheet, the Statement of Profit and Loss, (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;

d) In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS, under section 133 of the Act, read with specified Companies (Indian Accounting Standards) Rules 2015, as amended;

e) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164(2) of the Act;

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**";

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid remuneration to its directors during the year. Accordingly, the provisions of section 197 of the Act are not applicable to the Company; and

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any pending litigations which would impact its financial position.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company.

iv. (i) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii) The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(iii) Based on the audit procedures performed by us that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) above, contain any material misstatement;

v. The Company has neither declared nor paid any dividend during the year.

vi. Based on our examination, which include test check, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with and has been preserved by the company in accordance with statutory record retention requirements to the extent it was enabled and recorded in the prior year.

For G.M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

Abhishek Singh
Partner
Membership No. 407549
UDIN:26407549WGVTGH3062

Place: Noida
Date: 18th June, 2026

G. M. KAPADIA & CO. ★ NOIDA ★ Chartered Accountants

Annexure A to the Independent Auditor's Report on Standalone Financial Statements of Jardin Travel Solutions Limited

Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of the Company on Standalone Financial Statements for the year ended March 31, 2026:

i (a) A. The Company does not have any Property, Plant and Equipment, therefore reporting under the clause 3(i)(a)(A) of the Order, regarding maintenance of records of Property, Plant and Equipment not applicable to the Company;

B. The Company did not have any intangible assets, therefore reporting under the clause 3(i)(a)(B) of the Order, regarding maintenance of records of intangible assets not applicable to the Company;

(b) The Company does not have any Property, Plant and Equipment. Therefore, the question of reporting under paragraph 3(i)(b) of the Order relating to physical verification of Property, Plant and Equipment does not arise;

(c) The Company does not hold any immovable properties and the properties where the Company is lessee. Accordingly, the reporting under clause 3(i)(c) of the Order regarding title deeds of immovable properties is not applicable to the Company;

(d) The Company does not have any property, plant and equipment (including Right of Use assets) and intangible assets during the year, therefore the question of revaluation of the same does not arise under clause 3(i)(d) of the Order;

(e) According to the information and explanations given to us and on the basis of our examination of records, there are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) (as amended in 2016) and rules made thereunder;

ii (a) The Company did not have any inventories of finished goods, stores, spare parts and raw materials, therefore reporting under the clause 3(ii)(a) of the Order is not applicable to the Company;

(b) During the year under audit, the Company has not been sanctioned any working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the Company;

iii (a) During the year under audit, the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties, therefore reporting under the clauses 3(iii)(a) to 3(iii)(f) of the Order is not applicable to the Company;

iv Based on the audit procedures applied by us, during the year under audit, the Company has not granted loans, guarantee and security or made investments which require compliance in terms of the provisions contained in the section 185 or section 186 of the Act. In such circumstances, reporting under the clause 3(iv) of the Order is not applicable to the Company;

v		In our opinion and according to the information and explanation given to us, the Company has not accepted deposits from the public and therefore, the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under are not applicable to the Company. We have been informed by the management that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal in this regard;
vi		The Central Government has not specified the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013, for services rendered by the Company;
vii	(a)	The Company has generally been regular in depositing with appropriate authorities undisputed statutory dues such as income tax, goods and services tax, and other applicable statutory dues. According to information and explanations given to us, no undisputed statutory dues payable were in arrears as at March 31, 2026, for a period of more than six months from the date they became payable;
	(b)	In our opinion and according to the information and explanations given to us, there are no dues payable by the Company on account of any dispute in case of statutory dues referred to in sub-clause(a) above as on March 31, 2026
viii		According to the information and explanation provided to us, there are no transactions that are not recorded in the books of accounts which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, reporting under clause 3(viii) of the Order is not applicable to the Company;
ix	(a)	Based on our audit procedure and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings including interest thereon, if any, to any lender;
	(b)	According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or any other lender;
	(c)	The Company has not taken any terms loan. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company;
	(d)	According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements, the Company has not used any funds raised on short-term basis for long term purposes;
	(e)	According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures;
	(f)	The Company has not raised loans during the year on the pledge of securities. Accordingly, the reporting under clause 3(ix) (f) is not applicable.
x.	(a)	The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company;

(b) The Company did not have made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year, therefore, reporting under clause 3(x)(b) of the Order is not applicable to the Company;

xi (a) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year;

(b) No report under sub-section (12) of section 143 of the Act has been filed by us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report;

(c) As represented to us by the management, the whistle blower policies is not mandated for the company under the Act, therefore reporting under the clause 3(xi)(c) of the Order is not applicable to the Company;

xii In our opinion and according to information and explanation given to us, the Company is not a Nidhi Company. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company;

xiii In our opinion, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards. Further provision of Section 177 of the Act is not applicable to the Company;

xiv The Company does not have an internal audit system and is not required to have an internal audit system as per the provisions of the Act;

xv In our opinion, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of section 192 of the Act are not applicable to the Company;

xvi. (a) The Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934;

(b) In our opinion and on the basis of our audit procedure, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934;

(c) In our opinion, according to the information and explanations provided to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India;

(d) In our opinion, according to the information and explanations provided to us, the Group does not have any CIC as part of the Group as per definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016;

xvii The Company has incurred cash losses of Rs. 826.7 thousand in the current year and there were cash losses of Rs. 802.9 thousand in the immediately preceding financial year;

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xviii There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company;

xix In view of losses incurred by the Company and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, in our opinion though material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. However, management has represented and as stated in the Note 24 to the financial statements, the Company has obtained financial support letter from its Holding Company to meet Company's obligation towards third parties;

xx In our opinion and based on our examination, the Company is not required to comply with section 135(5) of the Act.

xxi The Company does not have subsidiary, associate or joint venture hence is not required to prepare consolidated financial statement. Accordingly, reporting on paragraph 3(xxi) of the Order is not applicable.

For G.M. Kapadia & Co.
Chartered Accountants
Firm's Registration Number: 104767W

Abhishek Singh
Partner
Membership Number: 407549
UDIN: 26407549WGVTGH3062

Place: Noida
Date: 18th June, 2026

G. M. KAPADIA & CO. * NOIDA * Chartered Accountants

Annexure B to the Independent Auditor's Report

Referred to in Paragraph 2(f) under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of the Company, on standalone financial statement for the year ended March 31, 2026

Opinion

We have audited the internal financial controls with reference to standalone financial statements of Jardin Travel Solutions Limited ("the Company") as of March 31, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financials statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2026, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Management's Responsibility for Internal Financial Controls with reference to Standalone Financial Statements

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involved performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to standalone financial statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with reference to standalone financial statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For G.M. Kapadia & Co.
Chartered Accountants
Firm's Registration Number: 104767W

Abhishek Singh
Partner
Membership Number: 407549
UDIN: 26407549WGVTGH3062

Place: Noida
Date: 18th June, 2026

Jardin Travel Solutions Limited
Balance Sheet as at March 31, 2026
(All amounts in Rs. Thousands,unless otherwise stated)

Particulars	Notes	As at 31 March 2026	As at 31 March 2025
I. ASSETS			
(1) Non-current assets			
(a) Deferred tax assets (net)	2	-	-
(b) Other tax assets	3	-	212.5
Total non current assets		-	**212.5**
(2) Current assets			
(a) Financial assets			
(i) Trade receivables	4	234.9	234.9
(ii) Cash and cash equivalents	5	4.0	17.1
(b) Other current assets	6	1,460.3	1,409.0
Total current assets		**1,699.2**	**1,661.0**
TOTAL ASSETS		**1,699.2**	**1,873.5**
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity share capital	7	10,000.0	10,000.0
(b) Other equity	8	(15,395.9)	(14,569.2)
Total equity		**(5,395.9)**	**(4,569.2)**
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	9	3,900.0	3,900.0
(ii) Trade payables	10	1,442.8	1,090.9
(iii) Other financial liabilities	11	1,752.3	1,375.8
(b) Other current liabilities	12	-	76.0
Total current liabilities		**7,095.1**	**6,442.7**
Total liabilities		**7,095.1**	**6,442.7**
TOTAL EQUITY AND LIABILITIES		**1,699.2**	**1,873.5**

The notes from 1 to 30 form an integral part of the financial statements

As per our report of even date.
For G. M. Kapadia & Co.
Chartered Accountants
Firm's Registration No: 104767W

G. M. KAPADIA & CO. NOIDA Chartered Accountants

Abhishek Singh
Partner
Membership No: 407549

Date: 18th June, 2026
Place: New Delhi

For and on behalf of the Board of Directors

Rajeev Kale
Director
DIN : 06775970

Date: 18th June, 2026
Place: Mumbai

Abraham Alapatt
Director
DIN : 06809421

Date: 18th June, 2026
Place: Mumbai

Jardin Travel Solutions Limited

Statement of Profit And Loss for the year ended March 31, 2026

(All amounts in Rs. Thousands,unless otherwise stated)

Particulars	Note	For the year ended 31 March 2026	For the year ended 31 March 2025
(1) Revenue			
(a) Revenue from operations	13	-	-
(b) Other income		-	-
Total income		-	-
(2) Expenses			
(a) Employee benefits expense	14	-	-
(b) Finance costs	15	341.4	383.0
(d) Other expenses	16	485.3	419.9
Total expenses		**826.7**	**802.9**
(3) Loss before tax		(826.7)	(802.9)
(4) Tax expense:			
(a) Current tax	2	-	-
(b) Short / (excess) tax provisions net for earlier years	2	-	-
Less : Mat credit entitlement	2		
Net current tax		-	-
(c) Deferred tax	2	-	-
(5) Loss after tax		**(826.7)**	**(802.9)**
(6) Other comprehensive income (OCI)			
Items that will not be reclassified to profit or loss			
(i) Remeasurements of defined benefit liability (asset)		-	-
(ii) Income tax expense on remeasurements of defined benefit liability		-	-
Other comprehensive income (net of tax) (i-ii)		-	-
(7) Total comprehensive income for the year		**(826.7)**	**(802.9)**
(8) Earnings per equity share	17		
(i) Basic		(0.83)	(0.80)
(ii) Diluted		(0.83)	(0.80)

The notes from 1 to 30 form an integral part of the financial statements

As per our report of even date attached.
For G. M. Kapadia & Co.
Chartered Accountants
Firm's Registration No: 104767W

G. M. KAPADIA & CO. ★ Chartered Accountants ★ NOIDA

Abhishek Singh
Partner
Membership No: 407549

Date: 18th June, 2026
Place: New Delhi

For and on behalf of the Board of Directors

Rajeev Kale
Director
DIN : 06775970

Date: 18th June, 2026
Place: Mumbai

Abraham Alapatt
Director
DIN : 06809421

Date: 18th June, 2026
Place: Mumbai

Jardin Travel Solutions Limited

(All amounts in Rs. Thousands,unless otherwise stated)

Statement of Cash Flows for the year ended March 31, 2026

Particulars	Note	For the year ended 31st Mar 2026	For the year ended 31st Mar 2025
A) Cash flow from operating activities			
Profit / (Loss) before income tax		**(826.7)**	**(802.9)**
Adjustments for:			
Interest Expense	15	341.4	383.0
		(485.3)	**(419.9)**
Change in operating assets and liabilities			
Increase /(Decrease) in Trade Payables	10	352.0	290.1
Increase /(Decrease) in Other current liabilities	11&12	(40.9)	26.7
(Increase) /Decrease in Financial assets	4	-	-
(Increase) /Decrease in Other current assets	6	(51.4)	(0.0)
Cash generated from operations		**(225.6)**	**(103.1)**
Income taxes (paid)/adjusted		212.5	-
Net Cash inflow/(outflow) from operations		**(13.1)**	**(103.1)**
B) Cash flow from investing activities:		-	-
Net cash inflow/(outflow) from investing activities		-	-
C) Cash flow from financing activities			
Loan taken / (repaid) to Holding Company	9	-	-
Interest paid		-	-
Net cash inflow/(outflow) from financing activities		-	-
Net (decrease)/increase in cash and Bank Balance		**(13.1)**	**(103.1)**
Add: Cash and bank balance at the beginning of the financial year/period	5	17.1	120.2
Cash and bank balance at the end of the year		**4.0**	**17.1**
Reconciliation of Cash Flow statements as per the cash flow statement			
Cash Flow statement as per above comprises of the following			
Cash and cash equivalents		**4.0**	**17.1**
Bank Overdrafts			
Balances as per statement of cash flows		**4.0**	**17.1**

Notes:

1. The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Indian Accounting Standard (Ind AS-7) on Statement of Cash Flow as notified under Companies (Acounts) Rules, 2015.
2. The notes from 1 to 30 form an integral part of the financial statements

As per our report of even date attached.

For G. M. Kapadia & Co.

Chartered Accountants

Firm's Registration No: 104767W

Abhishek Singh
Partner
Membership No: 407549

Date: 18th June, 2026
Place: New Delhi

For and on behalf of the Board of Directors of
Jradin Travel Solutions Ltd.

Rajeev Kale
Director
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Date: 18th June, 2026
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G. M. KAPADIA & CO. NOIDA Chartered Accountants

Jardin Travel Solutions Limited
Notes to financial statements for the year ended March 31, 2026
(All amounts in Rs. Thousands,unless otherwise stated)

Statement of Changes in Equity (SOCIE)

(a) Equity share capital

	31st March 2026		31st March 2025	
	No. of Shares	Amount	No. of Shares	Amount
At the commencement of the year	1,000.0	10,000.0	1,000.0	10,000.0
Changes in equity share capital during the year	-	-	-	-
At the end of the year	1,000.0	10,000.0	1,000.0	10,000.0

(b) Other equity

	Other equity	Items of Other comprehensive income	Total
Particulars	**Retained Earnings**	**Remeasurements of the net defined benefit Plans**	**attributable to equity shareholders**
Balance at 1 April 2024	(13,766.3)	-	(13,766.3)
Profit /(Loss) for the year	(802.9)		(802.9)
Transfer to retained earnings	-		-
Other comprehensive income for the year	-		-
Total comprehensive income for the year	(802.9)	-	(802.9)
Balance at 31 Mar 2025	(14,569.2)	-	(14,569.2)
Profit /(Loss) for the year	(826.7)		(826.7)
Transfer to retained earnings	-	-	-
Other comprehensive income for the year	-		-
Total comprehensive income for the year	(826.7)	-	(826.7)
Balance at 31 Mar 2026	(15,395.9)	-	(15,395.9)

The notes from 1 to 30 form an integral part of the financial statements

As per our report of even date attached.
For G. M. Kapadia & Co.
Chartered Accountants
Firm's Registration No: 104767W

Abhishek Singh
Partner
Membership No: 407549

Date: 18th June, 2026
Place: New Delhi

For and on behalf of the Board of Directors

Rajeev Kale
Director
DIN : 06775970

Date: 18th June, 2026
Place: Mumbai

Abraham Alapatt
Director
DIN : 06809421

Date: 18th June, 2026
Place: Mumbai

G. M. KAPADIA & CO. NOIDA Chartered Accountants

Jardin Travel Solutions Limited

Notes to the financial statements

For the year ended 31 March 2026

1 Company overview

Jardin Travel Solutions Limited (the Company) is incorporated on 1st September 2015 as a public company limited by shares under the provisions of Companies Act, 2013. The Company is incorporated as Tour operator (Destination management) & back end information technology service provider. The Company is mainly engaged in the business of providing back end information technology services. Pursuant to the Composite Scheme of Arrangement and Amalgamation amongst TC Forex Services Limited (Formerly known as Tata Capital Forex Limited), TC Travel Services Limited (Formerly known as TC Travel and Services Limited), SOTC Travel Management Private Limited (formerly known as SITA Travels and Tours Private Limited), Travel Corporation (India) Limited (TCI), Quess Corp Limited and Thomas Cook (India) Limited (TCIL) and their respective shareholders ('Composite Scheme of Arrangement and Amalgamation') effective from 25th November, 2019, Jardin Travel Solutions Limited has become direct wholly owned subsidiary of TCIL with effect from 25th November 2019.

1B Significant accounting policies

1B.1 Basis of preparation of financial statements

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013 (the 'Act') and other relevant provisions of the Act. In accordance with proviso to the Rule of the Companies (Accounts) Rules, 2014 the terms used in these financial statements are in accordance with the definitions and other requirements specified in the applicable Accounting Standards.

The financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies below.

The financial statements were authorized for issue by the Company's Board of Directors on 18th June 2026

The financial statements are presented in Indian Rupees ('INR') or ('Rs') which is also the Company's functional currency and all values are rounded off to nearest thousand ('000) except where otherwise indicated.

1B.2 Use of estimates

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS required the management of the Company to make estimates and judgements that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of facts and circumstances as at the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying

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Jardin Travel Solutions Limited

1B Significant accounting policies *(Continued)*

assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognized prospectively in current and future periods.

Judgements

Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognized in the standalone financial statements is included in the following notes.

Note 18C -Determining the amount of expected credit loss on financial assets (including trade receivables).

1B.2 Use of estimates

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the financial statement is included in the following notes:

Note 22 - Measurement of defined benefit obligations: key actuarial assumptions;

Note 18C -Impairment of financial assets,

1B.3 Current / non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

a) it is expected to be realized in, or is intended for sale or consumption in, the company's normal operating cycle;

b) it is held primarily for the purpose of being traded;

c) it is expected to be realized within 12 months after the reporting date; or

d) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

a) it is expected to be settled in the Company's normal operating cycle;

b) it is held primarily for the purpose of being traded;

c) it is due to be settled within 12 months after the reporting date; or

G. M. KAPADIA & CO. NOIDA Chartered Accountants

Jardin Travel Solutions Limited

1B Significant accounting policies *(Continued)*

1B.3 Current / non-current classification (Continued)

d) the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities on net basis.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. Based on the above definition and the nature of services provided, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

1B.4 Property Plant and Equipment's

Measurement at recognition:

Property, plant and equipment is measured at cost less accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance is charged to the Statement of Profit and Loss during the period in which they are incurred.

Depreciation:

Depreciation is provided pro-rata to the period of use, under the straight line method, over the estimated useful lives of the assets. The Company believes that the existing useful lives represents the best useful estimated lives of the assets and are at the rates which corresponds to the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

Assets	Estimated useful life (in years)
Office Building	60
Furniture & Fixtures	10
Office equipment's (including air conditioners)	5
Vehicles	8
Computers	3
Computer Servers/Network	6

Leasehold Improvements are amortized over the period of the lease or useful life of the asset whichever is lower.

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Jardin Travel Solutions Limited

1B Significant accounting policies *(Continued)*

Property, plant and equipment not ready for the intended use on the date of Balance Sheet are disclosed as "Capital work-in-progress".

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate. The residual values are not more than 5% of the original cost of the asset. The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

1B.4 Property Plant and Equipment's (Continued)

De-recognition:

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains / (losses).

1B.5 Fair value measurement

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principle market for the asset or liability, or
- In the absence of a particular market, in the most advantageous market for the asset or liability

The principle or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1- Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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Jardin Travel Solutions Limited

1B Significant accounting policies *(Continued)*

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.
For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature characteristics and risk of the asset or liability and the level of the fair value hierarchy as explained above.

1B.6 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

Classification:

The Company shall classify financial assets as subsequently measured at amortised cost, fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL) on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Initial recognition and measurement , a financial asset is classified as measured at

- Amortised Cost;
- FVOCI – debt investment;
- FVOCI – equity investment; or
- FVTPL

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at FVTPL, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order 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 principle and interest on the principle amount outstanding.

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Jardin Travel Solutions Limited

1B Significant accounting policies*(Continued)*

1B.6 Financial instruments (Continued)

i. Financial assets *(Continued)*

De-recognition:

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

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.
- When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.
- Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

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Jardin Travel Solutions Limited

1B Significant accounting policies*(Continued)*

1B.6 Financial instruments (Continued)

i. Financial assets *(Continued)*

Impairment of financial assets:

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., bank balance

b) Trade receivables

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables which do not contain a significant financing component.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-months ECL.

ii. Financial liabilities

Classification:

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gain and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

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Jardin Travel Solutions Limited

1B Significant accounting policies*(Continued)*

1B.6 Financial instruments (Continued)

ii. Financial liabilities ***(Continued)***

De-recognition:

A financial liability is derecognized 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 recognized in the statement of profit or loss.

Offsetting of financial instruments:

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

1B.7 Revenue recognition

The Company recognizes revenue when the amount of revenue can be reliably measured and it is probable that future economic benefits will flow to the Company.

Revenue from providing back-end information technology services related to "Passion software" is recognized as per the terms of the contract with customer on progressive basis as monthly accrual.

Revenue does not include taxes viz. service tax (ST) / goods and service tax (GST) collected on behalf of Government, since no economic benefit flowing to the Company.

1B.8 Cost recognition

Costs and expenses are recognized when incurred and have been classified according to their primary nature. The costs of the Company are broadly categorized in Employee benefit expenses, finance cost and other operating expenses. Employee benefit expenses majorly include employee compensation, allowances paid, contribution to various funds and staff welfare expenses. Finance Cost majorly include interest charges towards loan taken from Group Company. Other operating expenses majorly include legal and professional fees, IT Communication expenses, operating lease rentals, Security expenses and repairs & maintenance charges etc.

G. M. KAPADIA & CO. NOIDA Chartered Accountants

Jardin Travel Solutions Limited

1B Significant accounting policies *(Continued)*

1B.9 Cash and Cash Equivalents

Cash and Cash equivalents for the purpose of Cash Flow Statement comprise cash and bank balances. To be classified as cash and cash equivalents, the financial asset must:

- be readily convertible into cash;
- have an insignificant risk of changes in value; and
- have a maturity period of three months or less at acquisition.

1B.10 Employee benefits

(a) Short-term employee benefits

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid, e.g. salaries, short term bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount can be estimated reliably.

(b) Post-employment benefits

Defined contribution plan

The Company's provident fund contribution paid / payable under the recognised provident fund scheme and the employees' state insurance contribution is recognised as an expense in the Statement of profit and loss during the period in which the employee renders the related service.

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Jardin Travel Solutions Limited

Jardin Travel Solutions Limited

Notes to the financial statements

For the year ended 31 March 2026

1B Significant accounting policies*(Continued)*

1B.10 Employee benefits (Continued)

(b) Post-employment benefits (Continued)

Defined benefit plan

Gratuity

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their services in the current and prior periods. The benefits are discounted to determine its present value.

The present value of the obligation under such defined benefit plans is determined based on actuarial valuation by an independent actuary at each balance sheet date, using the Projected Unit Credit Method, which recognizes each period of service as giving rise to an additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligations are measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligations under the defined benefit plan are based on the market yields on government bonds as at the balance sheet date. When the calculation results in a benefit to the Company, the recognized asset is limited to the net total of any unrecognized actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan.

Remeasurements of the net defined benefit liability, which comprises actuarial gains and losses are recognized in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then net defined benefit liability (asset) taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognized in profit and loss.

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Jardin Travel Solutions Limited

1B Significant accounting policies *(Continued)*

1B.11 Foreign currency transactions

Foreign currency transactions are recorded into Indian rupees using the exchange rates prevailing on the date of the respective transactions. Exchange difference arising on foreign currency transactions, between the actual rate of settlement and the rate on the date of the transactions, is charged or credited to the Statement of profit and loss.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the exchange rates prevailing on the balance sheet date and the overall net exchange gain or loss on such conversion, if any, is credited / charged to the Statement of profit and loss. Non-monetary assets are recorded at the rates prevailing on the date of the transactions. Non-monetary foreign currency items are carried at historical cost. A foreign currency monetary item is classified as long-term if it has original maturity of one year or more.

1B.12 Taxation

Income tax expense comprises current and deferred tax. It is recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in OCI.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Company:

a) has a legally enforceable right to set off the recognized amounts; and

b) intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

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Jardin Travel Solutions Limited

Jardin Travel Solutions Limited

Notes to the financial statements

For the year ended 31 March 2026

1B Significant accounting policies *(Continued)*

1B.12 Taxation (Continued)

Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes (tax bases).

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognized deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax asset / liabilities in respect of temporary differences which originate and reverse during the tax holiday period are not recognized. Deferred tax assets / liabilities in respect of temporary differences that originate during the tax holiday period but reverse after the tax holiday period are recognized.

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Jardin Travel Solutions Limited

Jardin Travel Solutions Limited

Notes to the financial statements

For the year ended 31 March 2026

1B Significant accounting policies*(Continued)*

1B.13 Earnings per share ('EPS')

Basic EPS is computed by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted EPS is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period except where the results would be anti-dilutive. The dilutive potential equity shares are deemed to be converted as of the beginning of the period, unless they have been issued at a later date.

1B.14 Provisions and Contingent liabilities

A provision is recognized if, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognized at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provisions are measured on an undiscounted basis.

Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties, etc. are recognized when it is probable that a liability has been incurred and the amount can be estimated reliably.

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed, unless the possibility of outflow of resources is remote.

Contingent assets are neither recognized nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognized in the period in which the change occurs.

1B.15 Application of New Indian Accounting Standards

All the Ind AS issued under section 133 of the Companies Act 2013 and notified by the Ministry of Corporate Affairs (MCA) under the Companies (Indian Accounting Standard) Rules,2015 (as amended) till the financial statement approved have been considered in preparation of these financial statements.

G. M. KAPADIA & CO. * Chartered Accountants * NOIDA

Jardin Travel Solutions Limited

2 Income taxes

	For the year ended 31 March 2026	For the year ended 31 March 2025
A. The major component of Income tax expenses are as under:		
(i) Income tax recognised in Statement of profit and loss		
Current tax		
In respect of current year		
In respect of earlier years		
Deferred tax		
In respect of current year	-	-
Income Tax expense recognised in Statement of profit and loss	-	-
(ii) Amounts recognised in other comprehensive income		
Deferred tax expense on remeasurements of defined benefit plans	-	-
Income tax expense recognised in OCI	-	-
B. Reconciliation of tax expense and the accounting profit for the year is as under :		
Profit/(Loss) before tax	(826.7)	(802.9)
Tax using the Company's domestic tax rate*	-	-
Tax effect of:		
Others	-	-
Tax expense as per Statement of profit and loss	-	-

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Jardin Travel Solutions Limited

Jardin Travel Solutions Limited
Notes to financial statements for the year ended March 31, 2026
(All amounts in Rs. Thousands,unless otherwise stated)

3 Other tax assets

Particulars	31st March 2026	31st March 2025
Advance Tax / TDS paid	-	212.5
Total tax assets	**-**	**212.5**

4 Trade receivables

Particulars	31st March 2026	31st March 2025
Trade receivables considered good- unsecured	234.9	234.9
Less: Allowance for doubtful debts	-	-
Total recievables	**234.9**	**234.9**
Less Impairment loss	-	-
Total Trade Recievables	**234.9**	**234.9**

Trade receivables Ageing Schedule
As at 31st March, 2026

Particular	Less than 6 Month	6 Month - 1 Year	1-2 Year	2-3 Year	More than 3 Years	Total
Undisputed Trade Receivables - Considered Good					234.9	234.9
Undisputed Trade Receivables - Which have significant increase in credit risk						-
Undisputed Trade Receivables - Credit Impaired						-
Disputed Trade Receivables - Considered Good						-
Disputed Trade Receivables - Which have significant increase in credit risk						-
Disputed Trade Receivables - Credit Impaired						-
Total	**-**	**-**	**-**	**-**	234.9	**234.9**

As at 31 March 2025

Particular	Less than 6 Month	6 Month - 1 Year	1-2 Year	2-3 Year	More than 3 Years	Total
Undisputed Trade Receivables - Considered Good						
Undisputed Trade Receivables - Which have significant increase in credit risk				-	234.9	234.9
Undisputed Trade Receivables - Credit Impaired						-
Disputed Trade Receivables - Considered Good						-
Disputed Trade Receivables - Which have significant increase in credit risk						-
Disputed Trade Receivables - Credit Impaired						-
Total	**-**	**-**	**-**	**-**	234.9	**234.9**

5 Cash and cash equivalents

Particulars	31st March 2026	31st March 2025
Balance with banks :		
In current account	4.0	17.1
Total Cash and cash equivalents	**4.0**	**17.1**

6 Other current assets

Particulars	31st March 2026	31st March 2025
Balances with Government Authorities (Cenvat / Service tax credit receivable)	1,985.0	1,950.1
Less: Provision for ITC	(541.2)	(541.2)
Advance Tax / TDS paid	16.5	-
Total Other current financial assets	**1,460.3**	**1,409.0**

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Jardin Travel Solutions Limited

7 Equity share capital

Authorised equity share capital

Particulars	Number of shares	Amount
As at April 1, 2024	10,00,000	10,000.0
Increase during the year	-	-
As at March 31, 2025	10,00,000	10,000.0
Increase during the year	-	-
As at March 31, 2026	**10,00,000**	**10,000.0**

(i) Movement in Equity Share Capital (Issued, Subscribed and Fully Paid up)

Particulars	Number of shares	Equity Share Capital (par value)
As at April 1, 2024	10,00,000	10,000.0
Add: No of Shares issued during the year	-	-
As at March 31, 2025	10,00,000	10,000.0
Add: No of Shares issued during the year	-	-
As at March 31, 2026	**10,00,000**	**10,000.0**

Terms and rights attached to Equity Shares

The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution to secured creditors if any, of all preferential amounts, in proportion to their shareholding.

(ii) Shares of the company held by Holding Company

Category of Shareholder	As at March 31, 2026		As at March 31, 2025	
	Number of shares	% of Holding	Number of shares	% of Holding
Thomas Cook (India) Limited (Holding company) & its nominees	**10,00,000**	**100.0**	**10,00,000**	**100.0**

(iii) Details of Shareholders holding 5% or more shares in the Company

Category of Shareholder	As at March 31, 2026		As at March 31, 2025	
	Number of shares	% of Holding	Number of shares	% of Holding
Thomas Cook (India) Limited (Holding company) & its nominees	**10,00,000**	**100.0**	**10,00,000**	**100.0**

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Jardin Travel Solutions Limited
Notes to financial statements for the year ended March 31, 2026
(All amounts in Rs. Thousands,unless otherwise stated)

8 Other Equity

Particulars	As at March 31, 2026	As at March 31, 2025
Retained Earnings	(15,395.9)	(14,569.2)
Total reserves and surplus	**(15,395.9)**	**(14,569.2)**

Retained Earnings

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Balance	(14,569.2)	(13,766.3)
Net Profit/(loss) for the year	(826.7)	(803.0)
Other comprehensive income for the year	-	-
Closing Balance	**(15,395.9)**	**(14,569.2)**

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9 Borrowings

Particulars	31st March 2026	31st March 2025
Unsecured		
-Loans and advances from holding company (ICD)	3,900.0	3,900.0
Total Borrowings	**3,900.0**	**3,900.0**

Terms of repayment:
ICD has been given for the tenure of 6 months and renewable for the similar term if unpaid. Further disbursement was received from holding company Thomas Cook (India) Limited on Nov 2023. Interest rate for FY 2025-26 is in the range of 8.00% to 9.00% whereas for FY 2024-25 is 9.00%

10 Trade payables

Particulars	31st March 2026	31st March 2025
Due to micro, small and medium enterprises (Refer note 21)	-	-
Due to others	1,442.8	1,090.9
Total Trade and other payables	**1,442.8**	**1,090.9**

Trade Payable Ageing Schedule
As at 31st March, 2026

Particulars	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises					
Total outstanding dues of creditors other than micro enterprises and small enterprises	352.1	289.9	286.3	515	1,442.8
Disputed dues of micro enterprises and small enterprises					
Disputed dues of creditors other than micro enterprises and small enterprises					
Total Trade Payables	**352.1**	**289.9**	286.3	515	**1,442.8**

As at 31st March, 2025

Particulars	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises					
Total outstanding dues of creditors other than micro enterprises and small enterprises	290.1	205.1	259.8	336	1,090.9
Disputed dues of micro enterprises and small enterprises					
Disputed dues of creditors other than micro enterprises and small enterprises					
Total Trade Payables	**290.1**	**205.1**	**259.8**	335.9	**1,090.9**

11 Current - other financial liabilities

Particulars	31st March 2026	31st March 2025
Interest accrued and due on borrowings from Holding Co.	1,254.7	951.6
Other Payable to Related Party	497.6	424.2
Total Current - other financial liabilities	**1,752.3**	**1,375.8**

12 Other current liabilities

Particulars	31st March 2026	31st March 2025
Statutory dues	-	76.0
Total Other current liabilities	-	**76.0**

Jardin Travel Solutions Limited
Notes to financial statements for the year ended March 31, 2026
(All amounts in Rs. Thousands,unless otherwise stated)

13 Revenue from operations

Particulars	For the year ended 31 March 2026	For the year ended 31st March 2025
Sales and services		
Income from IT Software	-	-
Income From Chargeback or Call Centre	-	-
TOTAL	**-**	**-**

14 Employee benefit expense

Particulars	For the year ended 31 March 2026	For the year ended 31st March 2025
Salaries and other allowances	-	-
Contribution to provident fund and other funds	-	-
Gratuity	-	-
Staff welfare	-	-
TOTAL	**-**	**-**

15 Finance costs

Particulars	For the year ended 31 March 2026	For the year ended 31st March 2025
Interest expenses	341.4	381.3
Other finance charges	-	1.7
TOTAL	**341.4**	**383.0**

16 Other expenses

Particulars	For the year ended 31 March 2026	For the year ended 31st March 2025
Legal and professional charges	40.9	89.0
Repairs and maintenance – others	2.1	2.5
Auditors' remuneration	120.0	120.0
Rates and taxes	94.0	-
Rent	228.3	208.4
TOTAL	**485.3**	**419.9**

Auditor's Remuneration

Particulars	For the year ended 31 March 2026	For the year ended 31st March 2025
As auditor		
- Audit Fees	120.0	120.0
TOTAL	**120.0**	**120.0**

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Jardin Travel Solutions Limited

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Notes to financial statements for the year ended March 31, 2026

(All amounts in Rs. Thousands,unless otherwise stated)

17 Earnings per share (EPS)

Particulars	31st March 2026	31st March 2025
A. Net Profit/(Loss) for the year	(826.7)	(802.9)
B. Weighted average number of equity shares outstanding during the year	10,00,000	10,00,000
C. Weighted average number of preference shares outstanding during the year	-	-
D. Basic earnings per share (A/B)	(0.83)	(0.80)
E. Diluted earnings per share (A/B+C)	(0.83)	(0.80)

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18 Financial instruments – Fair values and risk management

A. Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below.

31 March 2026	Carrying amount				Fair value			
	Financial instruments measured at fair value through profit or loss (FVTPL)	Financial instruments measured at fair value through comprehensive income (FVTOCI)	Financial instruments measured at amortized cost	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets measured at Fair value								
Investment in Mutual Funds	-	-	-	-	-	-	-	-
Financial assets not measured at fair value								
Trade receivables	-	-	234.9	234.9	-	-	-	-
Cash and cash equivalents	-	-	4.0	4.0	-	-	-	-
Other financial assets								
- Non-current	-	-	-	-	-	-	-	-
- Current	-	-	-	-	-	-	-	-
	-	-	**238.9**	**238.9**	-	-	-	-
Financial liabilities measured at Fair value								
Derivative Liability	-	-	-	-	-	-	-	-
Financial liabilities not measured at fair value								
Trade payables	-	-	1,442.8	1,442.8	-	-	-	-
Borrowings	-	-	3,900.0	3,900.0	-	3,900.0	-	3,900.0
Other financial liabililties								
- Current	-	-	1,752.3	1,752.3	-	-	-	-
Total financial liabilities	-	-	**7,095.1**	**7,095.1**	-	**3,900.0**	-	**3,900.0**

31 March 2025	Carrying amount				Fair value			
	Financial instruments measured at fair value through profit or loss (FVTPL)	Financial instruments measured at fair value through comprehensive income (FVTOCI)	Financial instruments measured at amortized cost	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets measured at Fair value								
Investment in Mutual Funds	-	-	-	-	-	-	-	-
Financial assets not measured at fair value								
Trade receivables	-	-	234.9	234.9	-	-	-	-
Cash and cash equivalents	-	-	17.1	17.1	-	-	-	-
Other financial assets								
- Non-current	-	-	-	-	-	-	-	-
- Current	-	-	-	-	-	-	-	-
	-	-	**252.0**	**252.0**	-	-	-	-
Financial liabilities not measured at fair value								
Trade payables	-	-	1,090.9	1,090.9	-	-	-	-
Borrowings	-	-	3,900.0	3,900.0	-	3,900.0	-	3,900.0
Other financial liabililties								
- Current	-	-	1,375.8	1,375.8	-	-	-	-
Total financial liabilities	-	-	**6,366.7**	**6,366.7**	-	**3,900.0**	-	**3,900.0**

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18 Financial instruments – Fair values and risk management *(Continued)*

B. Measurement of fair values

Valuation techniques and significant unobservable inputs

The following methods and assumptions were used to estimate the fair values:

a) The carrying amounts of receivables and payables which are short term in nature such as trade receivables, other bank balances, deposits, loans to employees, trade payables, payables for acquisition of non- current assets,and cash and cash equivalents are considered to be the same as their fair values.

b) The fair values of long term security deposits taken and non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 2 fair values in the fair value hierarchy due to the use of observable inputs.

c) For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

Transfers between Levels

There were no transfers in either direction in any of the reporting periods.

C. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Liquidity risk ;
- Credit risk ; and
- Currency risk

i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the board of directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

ii. 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 have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Company does not have operations and therefore no cash generation. Company's liquidity is only based on support from Holding Company.. The company has an outstanding bank borrowings of Rs Nil. As of March 2026, the company has working capital of Rs (5,395.8) including cash and cash equivalents of Rs. 4.0 and current investments of Rs Nil. As of March 2025 company had working capital of Rs (4,781.7) including cash and cash equivalent of Rs. 17.2 and current investement of Rs NIL. The Company does not perceive any liquidity risk on support from holding Company.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

		Contractual cash flows					
31 March 2026	**Carrying amount**	**Total**	**Less than 6 months**	**6-12 months**	**1-2 years**	**2-5 years**	**More than 5 years**
Non-derivative financial liabilities							
Loans and advances from related parties	3,900.0	3,900.0	3,900.0	-	-		-
Trade and other payables	1,442.8	1,442.8	1,442.8	-	-	-	-
Other financial liabilities	1,752.3	1,752.3	1,752.3	-	-	-	-

		Contractual cash flows					
31 March 2025	**Carrying amount**	**Total**	**Less than 6 months**	**6-12 months**	**1-2 years**	**2-5 years**	**More than 5 years**
Non-derivative financial liabilities							
Loans and advances from related parties	3,900.0	3,900.0	3,900.0	-	-		-
Trade and other payables	1,090.9	1,090.9	1,090.9	-	-	-	-
Other financial liabilities	1,375.8	1,375.8	1,375.8	-	-	-	

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Jardin Travel Solutions Limited

18 Financial instruments – Fair values and risk management (Continued)

C. Financial risk management *(Continued)*

iii. 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, and arises principally from the Company's receivables from customers.

The carrying amount of following financial assets represents the maximum credit exposure:

Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customer operate.

The Risk Management Committee has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered.

The average credit period on sales of services is less than 30 days. Credit risk arising from trade receivables is managed in accordance with the Company's established policy, procedures and control relating to customer credit risk management.

The Company establishes an allowance for impairment that represents its estimate of expected losses in respect of trade and other receivables.

Movement in impairement on trade receivables	**31st March 2026**	**31st March 2025**
Balance at the beginning of the year	-	-
Impairment	-	-
Balance at the end of the year	-	-

Cash and cash equivalents

The Company held cash and cash equivalents of Rs. 4.0 as at 31 March 2026 (Rs. 17.1 as at 31 March 2025).

Impairment on cash and cash equivalents has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Company considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties.

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Jardin Travel Solutions Limited

18 Financial instruments – Fair values and risk management *(Continued)*
C Financial risk management *(Continued)*

iv. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates – will affect the Company's income or the value of its holdings of financial instruments.Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. We are exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of our investments. Thus, our exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currency. The objective of market risk management is to avoid excessive exposure in our foreign currency revenues and costs.

v. Currency risk

The Company is exposed to currency risk on account of its borrowings and other payables in foreign currency. The functional currency of the Company is Indian Rupee.

Exposure to currency risk (Exposure in dfferent currencies converted to functional currency)

The currency profile of financial assets and financial liabilities as at 31 March 2026 and 31 March 2025 are as below:

Particulars	31 March 2026 USD	31 March 2026 EUR	31 March 2026 JPY	31 March 2026 GBP
Financial assets				
Trade and other receivables	-	-	-	-
Total	-	-	-	-
Net exposure in respective currencies	-	-	-	-

Particulars	31 March 2025 USD	31 March 2025 EUR	31 March 2025 JPY	31 March 2025 GBP
Financial assets				
Trade and other receivables	-	-	-	-
Total	-	-	-	-
Net exposure in respective currencies	-	-	-	-

v. Currency risk *(Continued)*

Exposure to currency risk (Exposure in dfferent currencies converted to functional currency) *(Continued)*

The following significant exchange rates have been applied during the year.

Particulars	Average rate		Year-end spot rate	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025
USD	-	-	-	-

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against various currencies as mentioned above at 31 March 2026 and 31 March 2025 would have affected the measurement of financial instruments denominated in the respective currencies and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast transactions to be held in the foreign currencies.

Particulars	Profit or loss		Equity, net of tax	
Effect in INR	**Strengthening**	**Weakening**	**Strengthening**	**Weakening**
31 March 2026				
1% movement				
USD	-	-	-	-
	-	-	-	-

Particulars	Profit or loss		Equity, net of tax	
Effect in INR	**Strengthening**	**Weakening**	**Strengthening**	**Weakening**
31 March 2025				
1% movement				
USD	-	-	-	-
	-	-	-	-

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19 Micro, Small and Medium Enterprises

Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force from 2 October, 2006, certain disclosures are required to be made relating to dues to Micro and Small Enterprises. On the basis of the information and records available with the management, following are the details of dues to Micro and Small Enterprises:

Particulars	31 March 2026	31 March 2025
The amounts remaining unpaid to micro and small suppliers as at the end of the year.		
-- Principal	-	-
-- Interest	-	-
The amount of interest paid by the buyer in terms of section 16 of the Micro Small and Medium Enterprises Development Act, 2006 ('MSMED Act, 2006') along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

20 Segment reporting

The Company is in the business of providing IT Software services to its customers which is considered by management as the only reportable business segment taking into account the nature of the business, the risk and returns, the organisation structure and internal reporting system.

21 Capital management

The Company's objectives when managing capital (consisting of equity capital and unremitted profit in the financial statements) are to safeguard its ability to continue as a going concern, so it can continue to provide services for the related entities and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or change the capital structure, the Company may adjust the amount of profits for remittance to holding company, return equity capital, or require holding company to infuse additional capital to support its operations.

There are no externally imposed capital requirements on the Company.

The Company has not proposed any Dividend for the year ended March 31, 2026 and March 31, 2025.

22 Employee benefits

Company has transferred all its employees to its holding company Thomas Cook (India) Ltd in May 2021.

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23 Transfer pricing

The company has no international or domestic transactions requiring compliance under Transfer Pricing regulations.

24 Going Concern Assumption

The company has incurred a net loss of Rs 826.7 thousand during the year ended March 31,2026 and as of the date has accumulated losses of Rs. 15,395.9 thousand and companies liablities exeeced its total asset by Rs. 5,395.9 thousand.

The Company has obtained support letter from its holding company Thomas Cook (India) Limited to safeguard its ability to continue as a going concern. Further, refer note 30 relating to the Amalgamation of the business undertaking into parent company.

25 Related party transactions

(A) Names of related parties by whom control exists

Name of the parties	Relationships
Thomas Cook (India) Limited	Holding Company
SOTC Travel Limited	Fellow Subsidiary

(B) Key Management Personnel

Name of the parties	Name of the key management personnel
Directors of the Company	Amit Madhan*
	Rajeev Kale*
	Abraham Alapatt*

(C) Related parties with whom transactions have taken place during the year

Particulars	Year	Ultimate holding Company/ Holding Company	Fellow Subsidary	Other Related Party	Total
Sale of services	**2026**	-	-	-	-
	2025	-	-	-	-
Purchase of services	**2026**	**228.3**	-	-	**228.3**
	2025	208.4	-	-	208.4
Loan Taken	**2026**	-	-	-	-
	2025	-	-	-	-
Loan Repaid	**2026**	-	-	-	-
	2025	-	-	-	-
Interest on loan taken	**2026**	**341.4**	-	-	**341.4**
	2025	381.3	-	-	381.3

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25 **Related party transactions** *(Continued)*

(D)

Particulars	Year	Holding Company	Fellow Subsidary	Other Related Party	Total
Balance as at 31 March					
Receivable	**2026**	**234.9**	-	-	**234.9**
	2025	234.5	-		234.5
Payables	**2026**	**6,198.4**	**116.8**	-	**6,315.2**
	2025	5,688.5	-	-	5,688.5

(E)

Particulars	Holding Company	2026	2025
Sale of Servies	Thomas Cook (India) Limited	-	-
Purchase of Servies	Thomas Cook (India) Limited	**228.3**	208.4
Interest on loan taken	Thomas Cook (India) Limited	**341.4**	381.3
Transactions during the year:			
Loan Repaid	Thomas Cook (India) Limited	-	-
Loan Taken	Thomas Cook (India) Limited	-	-
Balance as at 31 March			
Net Receivable	Thomas Cook (India) Limited	**234.9**	234.5
Payables:			
Loan Payable	Thomas Cook (India) Limited	**3,900.0**	3,900.0
Interest payable on Loan	Thomas Cook (India) Limited	**1,254.8**	951.6
Other Payable	Thomas Cook (India) Limited	**1,043.6**	837.0
Other Payable	SOTC Travel Limited	**116.8**	-

* These KMPs have not drawn any remuneration from the company during the year.

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Notes to financial statements for the period ended March 31, 2026

(All Amounts in Rs. Thousands, unless otherwise stated)

26 Ratio Analysis

Sr. No.	Financial performance ratios	Numerator	Denominator	31st March 2026	31st March 2025	Variance in %	Reasons
1	Current ratio (in times)	Total Current Assets	Total Current Liabilities	0.2	0.3	-7.1%	
2	Debt equity ratio (in times)	Debt consists of borrowings and lease liabilities	Total Equity	-0.7	-0.9	-15.3%	
3	Debt service coverage ratio (in times)	Profit / (Loss) before interest, after tax and Depreciation and amortisation	Borrowings principal payments, Interest and lease payment	NA **	NA **	NA **	
4	Return on Net Worth (RONW) or Return on Equity (ROE) (in percentage)	Profit / (Loss) after tax	Average total equity = (Opening total equity + Closing total equity)/2	NA **	NA **	NA **	
5	Trade receivable turnover (in times)	Revenue from operations	Average trade receivables = (Opening trade receivable + Closing trade receivable)/2	-	-	-	
6	Trade payable turnover ratio (in times)	Cost of services	Average trade payable = (Opening trade payable + Closing trade payable)/2	-	-	-	
7	Net Capital turnover ratio (in times)	Revenue from operations	Average working capital = (Opening net current assets + Closing net current assets)/2***	-	-	-	
8	Net Profit Ratio (in percentage)	Profit / (Loss) after tax	Revenue from operations	-	-	-	
9	Return on capital employed (in percentage)	Profit / (Loss) before interest and tax	Closing capital employed = Tangible net worth# + Total borrowings + lease liabilities	NA **	NA **	NA **	
10	Return on investment (in percentage) ##	Income Generated from invested funds in market	Average invested funds in market = (Opening funds invested in market + Closing funds invested in market)/2	NA	NA	NA	

** Since the company has incurred losses.

*** Net current assets = Total current assets - Total current liability

Tangible net worth = Total net worth - Intangible assets (including intangible asset under development and goodwill).

27 Other Statutory Information

(i) The Company does not have any Benami property, where any proceeding has been initiated or is pending against the Company, for holding any Benami property.

(ii) The Company does not have any charges or satisfaction of such charges which are yet to be registered with the Registrar of Companies (ROC) beyond the statutory period.

(iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(iv) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(v) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(vi) The Company does not have any transaction which is not recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey) or any other relevant provisions of the Income-tax Act, 1961

28 Regrouping

The figures for the previous periods have been regrouped/ rearranged wherever necessary to confirm to the current period classification in order to comply with the requirements of the amended Schedule III to the Companies Act, 2013.

29 Disclosure under sec 115BAA in The Income Tax act , 1961

In view of insertion of new Section 115 BAA in the Income Tax Act, 1961, as introduced by the Government of India, vide Taxation (Amendment) Ordinance, 2019 dated 20th of September 2019, domestic companies have been given an option to pay tax at reduced rate of 22%, effective from financial year 2019-20 (assessment year 2020- 21) & onwards, subject to their adhering to certain conditions specified therein.

The Management of the company has not exercised such option till the 2023-24 (assessment year 2025- 25) and further it continues to evaluate the benefit of exercising the option for a lower corporate tax rate vis-à-vis the existing provisions, 2025-26 (assessment year 2026- 27) onwards and the Company has an option for the same till the filing of return of income for such year. Pending exercising of the option, the company has recognized the taxes on income for the year ended March 31, 2026 as per the earlier provisions.

G. M. KAPADIA & CO. NOIDA Chartered Accountants

Jardin Travel Solutions Limited

Jardin Travel Solutions Limited

Notes to financial statements for the period ended March 31, 2026

(All Amounts in Rs. Thousands, unless otherwise stated)

30 Business Combination - Amalgamation of business undertaking into parent company

The Board of Thomas Cook (India) Limited (parent company) at its meeting held on 20 March 2026, approved the Composite Scheme of Arrangement and Amalgamation amongst Thomas Cook (India) Limited ('TCIL') and its wholly owned subsidiaries, namely Sterling Holiday Resorts Limited ('SHRL'), TC Visa Services (India) Limited ('TCVSL'), Jardin Travel Solution Limited ('JTSL'), and Borderless Travel Servies Limited ('BTSL') and their respective shareholders, in accordance with the provisions of Sections 230 to 232 read with Sections 61 and 66 of the Companies Act, 2013 together with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016,

The Scheme inter alia provides amalgamation of JTSL with TCIL .

The Scheme is subject to requisite statutory and regulatory approvals and sanction by the respective shareholders of each of the companies involved in the Scheme.

The notes from 1 to 30 form an integral part of the financial statements

As per our report of even date attached.

For **G. M. Kapadia & Co.**
Chartered Accountants
Firm's Registration No: 104767W

Abhishek Singh
Partner
Membership No: 407549

Date: 18th June, 2026
Place: New Delhi

G. M. KAPADIA & CO. NOIDA Chartered Accountants

For and on behalf of the Board of Directors

Rajeev Kale
Director
DIN : 06775970

Date: 18th June, 2026
Place: Mumbai

Abraham Alapatt
Director
DIN : 06809421

Date: 18th June, 2026
Place: Mumbai

S.A.R. ASSOCIATES
CHARTERED ACCOUNTANTS

Independent Auditor's Report

Sita World Travel (Nepal) Pvt. Ltd
Kathmandu
Nepal

Opinion
We have audited the financial statements of Sita World Travel (Nepal) Pvt. Ltd (the "Company"), which comprise the balance sheet as at March 31, 2026, and the income statement, statement of changes in equity, cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements presents fairly, in all material respects, the financial position of the Company as at March 31, 2026, and of its financial performance and its cash flows for the year then ended in accordance with the financial reporting framework applicable to the holding company for the purpose of consolidation of financial statement.

Basis for opinion
We conducted our audit in accordance with Nepal Standards on Auditing (NSAs). 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 *ICAN's Handbook of Code of Ethics for Professional Accountants* together with the ethical requirements that are relevant to our audit of the financial statements in Nepal, and we have fulfilled our other ethical responsibilities in accordance with these requirements and ICAN's Handbook of Code of Ethics for Professional Accountants. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter – Basis of accounting and Restriction on Distribution and Use
Without modifying our opinion, we draw attention to clause B–Basis of Preparation of Financial Statements of schedule 20, which describes the basis of accounting. The financial statements are prepared to assist the company for the purpose of providing information to the holding company to enable it to prepare its consolidated Financial Statements. As a result, the financial statements may not be suitable for another purpose.

Our report is intended solely for Sita World Travel (Nepal) Pvt. Ltd and its holding company and should not be distributed to or used by parties other than for Sita World Travel (Nepal) Pvt. Ltd and its holding company.

Responsibility of Management and Those Charged with Governance for the Financial Statements
Management is responsible for the preparation and fair presentation of the financial statements in accordance with the with the financial reporting framework applicable to the holding company for the purpose of consolidation of financial statement 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 responsible for overseeing the Company's financial reporting process.

S.A.R. Associates Chartered Accountants

T +977 1 4520807 / 08 / 10 E info@sar.com.np
Address 64 Bishal Basti "Ka", Bishal Nagar, GPO Box 4585, Kathmandu, Nepal

Auditor's 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 high level of assurance, but is not a guarantee that an audit conducted in accordance with NSAs will always detect a material misstatement when it exists. Misstatement can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risk of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtained 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 purposes of expressing an opinion on the effectiveness of the Company's internal control.
- Conclude on the appropriateness of the 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' 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 appropriateness of accounting polices used and the reasonableness of accounting estimates and related disclosures made by the management,

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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Isha Shrestha
Partner

Place: Kathmandu
Date: May 06, 2026

UDIN: 260506CA00726TMWdh

SITA World Travel (Nepal) Pvt Ltd
Jwagal, Kupondole, Lalitpur

Balance Sheet
As at 31 March 2026

Amount in NPR

	Sch	As at 31 March 2026	As at 31 March 2025
EQUITY & LIABILITIES			
Equity			
Share capital	1	79,013,900	79,013,900
Reserves and surplus	2	158,287,582	112,006,245
Total Equity		**237,301,482**	**191,020,145**
Liabilites			
Current liabilities and Provisions			
Current liabilities	3	89,534,652	203,583,600
Provisions	4	2,335,268	2,104,954
Current tax liabilities (net)	5	15,187,646	17,144,074
Deferred tax liabilities	6	2,788,731	3,604,291
Lease Liabilities	7	20,034,979	597,200
Total Liabilities		**129,881,276**	**227,034,119**
Total Equity and Liabilites		**367,182,757**	**418,054,265**
ASSETS			
Non Current Assets			
Property, plant and equipment (net of depreciation)	8	36,373,604	43,662,357
ROU Assets	9	19,342,769	638,822
Total Non Current Assets		**55,716,373**	**44,301,178**
Current Assets			
Investments	10	100,000,000	60,000,000
Sundry debtors	11	97,743,280	159,600,989
Cash & bank balances	12	23,980,470	45,492,375
Other Financials Assets	13	84,593,637	84,178,705
Loans and advances	14	5,148,997	24,481,017
Total current assets		**311,466,384**	**373,753,086**
Total Assets		**367,182,757**	**418,054,265**
Contingent liabilities	19	300,371,862	300,371,862

Significant Accounting Policies and Other Explanatory No 20
(Schedule 1 to 14 and 19 form an integral part of this Balance Sheet)

As per our report of even date

Nirmal Nepal
Deputy General Manager

Deenam Lamichhane
Associate Vice President

Isha Shrestha
Partner
S.A.R. Associates
Chartered Accountants
06.05.2026

Sanjay Shroff
Director

Dipak Deva
Director

Date: 27.04.2026
Place: Lalitpur

SITA WORLD TRAVEL (NEPAL) PVT. LTD.

SITA World Travel (Nepal) Pvt Ltd
Jwagal, Kupondole, Lalitpur

Income Statement
for the period 1 April 2025 to 31 March 2026

Amount in NPR

	Sch	Current Year	Previous Year
Income			
Sales & services (net)	15	107,386,389	108,517,857
Other business income	16	16,840,901	11,099,904
		124,227,290	**119,617,761**
Expenditure			
Personnel expenses	17	41,673,207	36,370,509
Administrative expenses	18	6,338,992	8,283,271
Profit from Operation		**76,215,091**	**74,963,981**
Depreciation and amortisition	8	12,628,868	12,615,762
Depreciation of Right of Use Lease Assets		3,620,851	3,832,939
Interest Exp Finance Lease		1,474,146	221,121
Foreign exchange (gain)/loss		(5,739,106)	(292,052)
Profit before Tax		**64,230,332**	**58,586,211**
Current tax		18,764,556	14,741,803
Deferred tax expense/(income)		(815,561)	6,135,785
Profit after tax for the year		**46,281,336**	**37,708,624**
Basic Earnings per share of face value of Rs 100		59	48
Diluted earnings per share of face value of Rs 100		59	48

Significant Accounting Policies and Other Explanatory Notes 20
Schedule 15 to 18 and 8 forms an integral part of this Income Statement

As per our report of even date

Nirmal Nepal
Deputy General Manager

Deenam Lamichhane
Associate Vice President

Isha Shrestha
Partner
S.A.R. Associates
Chartered Accountants
06.05.2026

Sanjay Shroff
Director

Dipak Deva
Director

Date: 27.04.2026
Place: Lalitpur

SITA WORLD TRAVEL (NEPAL) PVT. LTD.

SITA World Travel (Nepal) Pvt. Ltd.
Jwagal, Kupondole, Lalitpur

Cash Flow Statement
for the period 1 April 2025 to 31 March 2026

Amount in NPR

	Sch	Current Year	Previous Year
A. CASH FLOWS FROM OPERATING ACTIVITIES			
Profit/ (Loss) before taxation and extraordinary items		46,281,336	37,708,624
Adjustment for:			
Depreciation		12,628,868	12,615,762
Depreciation of Right of Use Lease Assets		3,620,851	3,832,939
Provisions for staff bonus		8,627,753	5,940,398
Interest income		(3,296,606)	(2,158,148)
Misc Income		(385,513)	(270,955)
Profit on sale of fixed assets		(5,261,060)	(2,663,432)
Creditors balance written off		(7,897,722)	(6,007,369)
Foreign Currency Fluctuation		(5,739,106)	(292,052)
Operating Profit before changes in working capital		**48,578,801**	**48,705,767**
Decrease/ (Increase) in current assets		104,877,831	(62,771,085)
Increase/ (Decrease) in current liabilities		(108,923,215)	120,020,673
Cash generated from operations		**44,533,418**	**105,955,354**
Payment from retirement benefit fund		230,314	271,745
Income tax paid		(17,948,996)	(20,877,587)
Payment of staff bonus		(8,627,753)	(5,940,398)
Net cash flows from operating activities		**18,186,983**	**79,409,114**
B. CASH FLOWS FROM INVESTMENT ACTIVITIES			
Interest received		2,765,162	1,926,358
(Purchase)/Adjustment of fixed assets/ investments		(5,340,115)	(19,187,526)
Proceeeds on sale of assets		5,261,060	2,663,432
(Increase)/Decrease of Investment in fixed deposit during the year		(40,000,000)	(45,000,000)
Net cash flows from investing activities		**(37,313,893)**	**(59,597,736)**
C. CASH FLOWS FROM FINANCING ACTIVITIES			
Issue of shares (except bonus shares)		-	-
Payments for the principal portion of the lease liability		(910,850)	(3,030,579)
Interest portion of the lease liability		(1,474,146)	(221,121)
Repayment of long-term loan		-	-
Dividend paid		-	-
Net cash flows from financing activities		**(2,384,996)**	**(3,251,700)**
Net increase/ (decrease) in cash (A+B+C)		**(21,511,905)**	**16,559,678**
Opening Cash and Cash Equivalents.		45,492,376	28,932,697
		23,980,470	**45,492,376**
Significant Accounting Policies and Other Explanatory Notes	20		

Nirmal Nepal
Deputy General Manager

Deenam Lamichhane
Associate Vice President

Sanjay Shroff
Director

Dipak Deva
Director

Date: 27.04.2026
Place: Lalitpur

SITA WORLD TRAVEL (NEPAL) PVT. LTD.

As per our report of even date

Isha Shrestha
Partner
S.A.R. Associates
Chartered Accountants

06.05.2026

SITA World Travel (Nepal) Pvt Ltd
Jwagal, Kupondole, Lalitpur

Statement of Changes in Equity
for the period 1 April 2025 to 31 March 2026

Amount in NPR

Particulars	Note	Share Capital	Accumulated Profit	Total
Balance at 31 March 2025		**79,013,900**	**112,006,245**	**153,311,522**
Changes in accounting policy		-	-	-
Restated balance at 31 March 2025		**79,013,900**	**112,006,245**	**191,020,145**
Currency translation differences		-	-	-
Net gains and losses not recognised in the income statement		-	-	-
Net profit for the period		-	46,281,336	46,281,336
Dividend		-	-	-
Issue of share capital		-	-	-
Balance at 31 March 2026		**79,013,900**	**158,287,582**	**237,301,482**

Significant Accounting Policies and Other Explanatory Notes **20**

As per our report of even date

Nirmal Nepal
Deputy General Manager

Deenam Lamichhane
Associate Vice President

Isha Shrestha
Partner
S.A.R. Associates
Chartered Accountants

06.05.2026

Sanjay Shroff
Director

Dipak Deva
Director

Date: 27.04.2026
Place: Lalitpur

SITA WORLD TRAVEL (NEPAL) PVT. LTD.

Sita World Travel (Nepal) Pvt Ltd

Schedule 1 : Share Capital

	As at 31 March 2026 NPR	As at 31 March 2025 NPR
A. Authorised		
790139 (previous year 60,000) Equity shares of Rs 100 each	79,013,900	79,013,900
	79,013,900	**79,013,900**
B. Issued, subscribed and paid up		
790139 (previous year 22,500) Equity shares of Rs 100 each fully paid u	79,013,900	79,013,900
Of the above 5,00,000 equity shares of Rs 100 each fully paid up have been issued to Travel Corporation India Ltd. the parent company		
Total	**79,013,900**	**79,013,900**

Schedule 2: Reserves & surplus

Balance brought forward	112,006,245	74,297,621.77
Profit/(Loss) (Transferred from income statement)	-	-
Adjustment to Retained Earning	-	-
Less: Dividend payment		
Profit/(Loss) (Transferred from income statement)	46,281,336	37,708,624
Total	**158,287,582**	**112,006,245**

SITA WORLD TRAVEL (NEPAL) PVT. LTD.

S.A.R. & Co. Chartered Accountants Kathmandu

5

		As at 31 March 2026 NPR	As at 31 March 2025 NPR
Schedule 3 : Current Liabilities			
Received from client in advance		26,270,505	68,227,527
Sundry creditors		10,350,124	4,376,079
TDS payable		1,670,351	2,381,824
Providend Fund payable		274,076	248,488
Dividend payable		109,355	109,355
Other liabilities		50,860,241	128,240,327
	Total	**89,534,652**	**203,583,600**
Schedule 4 : Provisions			
Provision for gratuity		166,920	202,612
Provision for leave encashment		2,168,348	1,902,342
	Total	**2,335,268**	**2,104,954**
Schedule 5: Provisions			
Provision for income tax		15,187,646	17,144,074
	Total	**15,187,646**	**17,144,074**
Schedule 6 : Deferred Tax Assets			
Arising on account of temporary difference in			
Retirement Benefits		583,817	526,239
Depreciation		(3,372,548)	(4,130,530)
	Total	**(2,788,731)**	**(3,604,291)**
Schedule 7 : Lease Liabilities			
Office Building		20,034,979	597,200
	Total	**20,034,979**	**597,200**

SITA WORLD TRAVEL (NEPAL) PVT. LTD.

SITA World Travel (Nepal) Pvt Ltd

Schedule 8: Property, Plant and Equipment

Amount in NPR

	Cost				Accumulated Depreciation/Amortisation				Net Book Value	
	As at	Addition	Sales/	Total as at	As at	Charged for	Deduction/	Total as at	As at	As at
Particulars	**31 March 2025**	**during the year**	**adjustments**	**31 March 2026**	**31 March 2025**	**the year**	**Adjustment**	**31 March 2026**	**31 March 2026**	**31 March 2025**
Furniture and fixtures	4,098,463	-	107,000	3,991,463	3,919,552	39,885	107,000	3,852,437	139,026	178,911
Office equipment	5,519,441	141,705	1,784,501	3,876,645	4,705,404	444,363	1,784,501	3,365,266	511,379	814,037
Computers	4,658,462	213,500	49,823	4,822,139	2,301,564	1,383,025	49,823	3,634,766	1,187,373	2,356,898
Vehicles	81,885,170	3,768,230	10,432,390	75,221,010	41,693,027	10,557,958	10,432,390	41,818,595	33,402,415	40,192,143
Leasehold improvemen	2,869,164	1,216,680	342,970	3,742,875	2,748,796	203,637	342,970	2,609,464	1,133,412	120,368
Total	**99,030,702**	**5,340,115**	**12,716,684**	**91,654,133**	**55,368,343**	**12,628,868**	**12,716,684**	**55,280,529**	**36,373,604**	**43,662,357**
Previous year	**66,290,901**	**35,296,789**	**15,752,347**	**85,835,342**	**54,133,878**	**10,363,218**	**15,752,347**	**48,744,750**	**37,090,599**	**12,157,022**
Intangible Assets										
Computer software	280,500	-	125,500	155,000.00	280,500	(0)	125,500	155,000	-	-
Total	**280,500**	**-**	**125,500**	**155,000**	**280,500**	**(0)**	**125,500**	**155,000**	**-**	**-**
Previous year	**280,500**	**-**	**-**	**280,500**	**280,500**	**(0)**	**-**	**280,500**	**-**	**-**
Grand Total	**99,311,202**	**5,340,115**	**12,842,184**	**91,809,133**	**55,648,843**	**12,628,868**	**12,842,184**	**55,435,529**	**36,373,604**	**43,662,357**

SITA WORLD TRAVEL (NEPAL) PVT. LTD.

SITA World Travel (Nepal) Pvt Ltd

		As at 31 March 2026 NPR	As at 31 March 2025 NPR
Schedule 9 : ROU Assets			
Cost			
As at 1 April 2025		17,727,968	17,727,968
Increase		4,596,829	-
Obligation		-	-
Transferable and reclassification		-	-
Decrease		-	-
	Total	**22,324,797**	**17,727,968**
Accumulated Depreciation			
As at 1 April 2025		17,089,146	13,256,207
Charge		3,620,851	3,832,939
Knocking off of Acc Deprication		(17,727,970)	
Charge from retirement obligation		-	-
Transferable and reclassification		-	-
Decrease		-	-
	Total	**2,982,028**	**17,089,146**
Net Block		**19,342,769**	**638,822**

SITA WORLD TRAVEL (NEPAL) PVT. LTD.

S.A.R. Associates Chartered Accountants

SITA World Travel (Nepal) Pvt Ltd

		As at 31 March 2026 NPR	As at 31 March 2025 NPR
Schedule 10 : Investments			
Fixed deposit with Nepal SBI Bank Ltd. - NPR		70,000,000	60,000,000
Fixed deposit with Nabil Bank Ltd - NPR		30,000,000	-
Fixed deposit with Nepal SBI Bank Ltd. - USD		-	-
	Total	**100,000,000**	**60,000,000**
Schedule 11 : Sundry Debtors			
A) Debts outstanding over six months			
- considered good		-	-
- considered doubtful			
B) Other debts			
- considered good		97,743,280	159,600,989
		97,743,280	**159,600,989**
Less: Provision for doubtful debts			
	Total	**97,743,280**	**159,600,989**
Schedule 12 : Cash and Bank Balances			
Cash in Hand		1,003,642	1,012,403
Bank Balances			
Current account balances		14,869,398	11,634,554
Foreign currency account balance		8,107,430	32,845,418
	Total	**23,980,470**	**45,492,375**
Schedule 13 : Other Financials Assets			
Deposit against income tax appeal		82,097,519	82,097,519
Deposits (receivables)		2,496,118	2,081,186
	Total	**84,593,637**	**84,178,705**
Schedule 14 : Loans and advances			
Advance for expenses		2,310,170	20,089,097
Advance corporate tax		-	-
VAT receivables		(6,886,988)	(11,238,880)
Prepaid expenses		8,791,519	15,227,948
Accrued Interest on Fixed Deposit		934,296	402,852
		5,148,997	**24,481,017**

SITA WORLD TRAVEL (NEPAL) PVT. LTD.

S.K.R. Associates Chartered Accountants

SITA World Travel (Nepal) Pvt Ltd

			Current year NPR		Previous year NPR
Schedule 15 : Sales and Services (Net of cost)					
A.	**Tours Income**		97,651,377		100,594,180
	Tours Income	503,820,147		513,317,214	
	Less: Cost of tours	(406,168,770)		(412,723,034)	
B.	**Coach Income**		9,735,012		7,923,677
	Coach Income	19,716,557		19,551,748	
	Less: Coach expenses	(9,981,545)		(11,628,071)	
	Total		**107,386,389**		**108,517,857**
Schedule 16 : Other income					
	Interest on fixed deposit		3,296,606		2,158,148
	Miscellaneous income		385,513		270,955
	Creditors written back (Provsion for tour)		7,897,722		6,007,369
	Profit on sale of assets		5,261,060		2,663,432
	Total		**16,840,901**		**11,099,904**
Schedule 17 : Personnel Expenses					
	Salary & wages		27,387,308		24,959,093
	Contribution to Provident Fund		1,569,839		1,375,197
	Retirement benefit Expenses		1,307,676		1,152,299
	Medical expenses		1,046,560		916,798
	Staff Bonus		8,627,753		5,940,398
	Staff welfare expenses		1,734,071		2,026,724
	Total		**41,673,207**		**36,370,509**

SITA WORLD TRAVEL (NEPAL) PVT. LTD.

S.A.R. Associates Chartered Accountants

SITA World Travel (Nepal) Pvt Ltd

Schedule 18 : Administrative and selling expenses

	Current year NPR	Previous year NPR
Advertisement, publicity & sales promotion	22,927	221,975
Operational lease rentals	183,335	275,000
Communication	1,082,175	1,684,557
Travelling and conveyance	169,886	861,345
Bank charges	752,923	633,534
Legal and consultancy fees	392,947	342,498
Repairs and maintenance	297,202	286,360
Electricity and water	384,504	315,598
Printing and stationery	164,984	132,549
Security expenses	945,000	900,000
Insurance	526,241	502,337
Membership and subscription fees	62,161	68,866
Tax Audit Fee	190,025	182,447
Group audit fee	253,000	319,873
Audit expenses	26,030	9,990
CSR expenses	582,415	594,040
Rate & Taxes	148,494	852,687
Miscellaneous expenses	154,743	99,615
Total	**6,338,992**	**8,283,271**

SITA WORLD TRAVEL (NEPAL) PVT. LTD.

SITA World Travel (Nepal) Pvt Ltd

	As at 31 March 2026 NPR	As at 31 March 2025 NPR
Schedule 19 : Contingent liabilities		
VAT matter FY 2069-70	23,857,699	23,857,699
VAT matter FY 2067-68 to FY 2071-72 Mangsir (except FY 2069-70)	82,425,607	82,425,607
Income Tax Matter FY 2071-72	1,050,092	1,050,092
VAT Matter FY 2071-72	2,756,622	2,756,622
Income Tax Matter FY 2072-73	178,843,382	178,843,382
VAT Matter FY 2072-73	5,185,464	5,185,464
VAT Matter FY 2074-75	534,392	534,392
Income Tax Matter Matter FY 2074-75	4,368,604	4,368,604
Unexpired Bank Gurantee	1,350,000	1,350,000
Total	**300,371,862**	**300,371,862**

SITA WORLD TRAVEL (NEPAL) PVT. LTD.

S.A.R. Associates Chartered Accountants

SITA WORLD TRAVEL (NEPAL) PRIVATE LIMITED

SCHEDULE 20

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE FINANCIAL STATEMENTS

A. Company Background

SITA World Travel (Nepal) Pvt. Ltd, a joint venture company with Travel Corporation India Ltd. (then SOTC Travel Services Pvt. Ltd), is incorporated under the Company Act, 2063 in Nepal and providing travel and tour related services and money transfer services. Registered Office of the company is Jwagal-10, Lalitpur, Nepal.

Travel Corporation India Ltd., a company incorporated under the laws of India, is holding 63.32% equity of the company.

B. Basis of Preparation of Financial Statements

1. Purpose of Financial Statements
These are special purpose financial statements which have been prepared for the purpose of inclusion in the consolidated financial statements of Travel Corporation India Ltd. (TCI). The financial statements have been prepared using an accounting framework applicable for the group consolidation purpose as set out in Note B.3.

2. Statement of Compliance
The financial statements as on 31st March 2026 and for the year then ended have been prepared in accordance with applicable General Accepted Accounting Principles (GAAP) and Nepal Accounting Standards as issued by Institute of Chartered Accountants of Nepal (ICAN), as applicable.

3. Basis of Preparation
The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements.

The financial statements are presented in functional and presentation currency of the company i.e. Nepalese Rupee ("NPR") which is the currency of the primary economic environment in which the company operates.

C. Significant Accounting Policies

4. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue and associated costs incurred or to be incurred can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable net of Value Added Taxes. The following specific criteria are used for recognition of revenue.

- **Sale of Services**

Sales from inbound services are recognized on the date of arrival of the tour in Nepal. Sales are stated net of Value Added Tax (VAT). Commission income and other travel services such as optional tours are recognized at the time of providing the service.

Interest on investment is recognized on accrual basis.

5. Use of Estimates

The preparation of the financial statements in conformity with GAAP and NAS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of balance sheet. Actual amount could differ from those estimates. Any differences from those estimates are recorded in the period in which they are identified.

6. Property, Plant and Equipment

Property, plant and equipment are tangible items that are held for use in the supply of services or for administrative purposes and are expected to use during more than one financial year.
Cost of an item of property, plant and equipment is recognized as an asset, if and only if, it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. The cost of an item of property, plant and equipment comprises of purchase price and any costs that is directly attributable to bring the asset to the location and condition that is necessary for it to be capable for operating in the manner intended by the management.

Any subsequent cost incurred for the property, plant and equipment is recognized as an asset if it meets the recognition criteria. The cost that does not qualify as an asset is charged off in the Income Statement as repair and maintenance.

The carrying amount of an asset is derecognized at the time of disposal or when no future economic benefits are expected to flow from its use or disposal. The gain or losses arising from derecognition of an item of property, plant and equipment is included in profit or loss when the item is derecognized.

The carrying amount of the property, plant and equipment is the amount at which an asset is recognized after deducting any accumulated depreciation.

7. Depreciation and Amortization

i. PPE are depreciated on a straight-line basis, based on the following estimates of their useful economic lives:

Description of Assets	Useful life (In Years)	Rate %
Furniture and Fixtures	5	20
Office Equipment	3	33.33
Vehicle	5	20
Computer and Computer Software	3	33.33

ii. Leasehold assets are amortized uniformly over the period of 5 years.
iii. Depreciation on addition of assets is charged from the next month from the date on which the assets are purchased / capitalized.
iv. Gains or losses arising from the disposal of fixed assets, if any, are determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized or charged off in the Income Statement on the date of the disposal.
v. Each asset with a cost value of less than NPR 8,000 is fully depreciated in the year of purchase.

SITA WORLD TRAVEL (NEPAL) PVT. LTD.

8. Retirement Benefits

a. Provident Fund

Contributions to provident fund are made monthly at the applicable rates, which is charged to revenue. Contributions to provident fund together with the employees' contributions are deposited with Citizen Investment Trust.

b. Gratuity

Gratuity payable to employees on termination/retirement of their services is provided on accrual basis and is deposited with Citizen Investment Trust.

c. Leave Encashment

Leave Encashment payable to employees on termination/retirement of their services is provided on accrual basis and is deposited with Citizen Investment Trust.

9. Trade and Other Receivables

Trade Receivables are stated at book value after making provisions for bad and doubtful debts.

Other receivables and dues from related parties are stated at book value less provisions for bad and doubtful debts.

10. Cash and Cash Equivalents

Cash and cash equivalent represent cash in hand and balance with commercial banks.

11. Foreign Currency Transactions

Foreign exchange transactions are recorded at the exchange rate prevailing at the date of transactions. Gain or loss arising on settlement is realized or charged in the Income Statement. Assets and liabilities in foreign currencies are reinstated at the exchange rate prevailing at the year-end and the exchange difference, if any, arising on such transaction is accounted for in the Income Statement as exchange fluctuation.

12. Technical Service Fee

Technical fee payable to Travel Corporation India Ltd. India calculated at Arm's length percentage to be as per the benchmarked analysis (currently estimated at 5%) of the gross total receipts of Transferee on account of services (excluding the entrance fees, special permits, visa fee, park fee, airfare and services provided in Bhutan and Tibet) provided by the Transferee, whether directly or indirectly, to the incoming tourists whether individually or in groups since 1st January 2024 onwards.

13. Income Taxes

Provision for current tax is made with reference to profit for the Financial Year based on the provisions of Income Tax Act, 2058.

Deferred Tax is recognized and provided for on timing differences between taxable income and accounting income subject to consideration of prudence.

Deferred tax assets are not recognized unless there is virtual/reasonable certainty that there will be sufficient future taxable income available to realize such assets.

SITA WORLD TRAVEL (NEPAL) PVT. LTD.

S.A. & Associates Chartered Accountants

D. Notes to the Financial Statements

1. Contingent Liabilities *(With reference to Schedule 17)*

There are contingent liabilities in respect of:

In NPR

S.N.	Particulars	31 March 2026	31 March 2025
1	VAT matter FY 2069-70	23,857,699	23,857,699
2	VAT matter FY 2067-68 to FY 2071-72 Mangsir (except FY 2069-70)	82,425,607	82,425,607
3	Income Tax Matter FY 2071-72	1,050,092	1,050,092
4	VAT Matter FY 2071-72	2,756,622	2,756,622
5	Income Tax Matter FY 2072-73	178,843,328	178,843,328
6	VAT Matter FY 2072-73	5,185,464	5,185,464
7	VAT Matter FY 2074-75	534,392	534,392
8	Income Tax Matter Matter FY 2074-75	4,368,604	4,368,604
9	Unexpired Bank Guarantee	1,350,000	1,350,000
	Total	**300,371,862**	**300,371,862**

2. Related Party

The parent company, Travel Corporation India Ltd. together with its subsidiaries holds 63.32% (previous year 63.32%) of the share capital of the Company.

- **Transaction with related party**

Particulars	Current year (NPR)	Previous year (NPR)
Sales during the period	206,026,102	237,318,790.37
Technical fee during the period	18,986,427	20,360,455.78
Receivables as on 31 March 26	76,490,258	78,537,672.44
Payables as on 31 March 2026 (Other than technical fee payable)	Nil	Nil

3. Provision for Taxation

Current Tax

Current tax has been provided for in the books as per the provisions of Income Tax Act 2058 and Rules thereon prevailing as on the year end.

Deferred Tax

Deferred tax is calculated on temporary differences between the book values of financial assets / liabilities and tax bases of assets/liabilities using an effective tax rate of 25.00%.

The items attributable to deferred tax assets and liabilities and their movement are as follows:

Particulars	Amount (NPR)
Fixed Assets	(3,465,880)
Retirement Fund	583,816
DTA as on March end 2026	(2,895,125)
DTA as on March end 2025	(3,604,291)

SITA WORLD TRAVEL PVT. LTD.

Movement During the Year	(709,166)

4. Disclosure for Leases

Lease has been presented recognizing the Right of Use asset for the lease rental for the office building considering 9% interest rate as the normal increment rate for the purpose effective from 1st April 2025 and related lease liability has been recognized accordingly.

5. Rounding Off

Figures in the Financial Statements are rounded off to the nearest rupee.

SITA WORLD TRAVEL (NEPAL) PVT. LTD.

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Travel Circle International (Mauritius) Ltd

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

31 MARCH 2026

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Travel Circle International (Mauritius) Ltd

FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2026

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Secretary's certificate	4
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Statement of profit or loss and other comprehensive income	9
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Statement of cash flows	11
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Travel Circle International (Mauritius) Ltd

FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2026

Corporate Data

			Date of appointment
DIRECTORS	:	Mr Mohinder Dyall	26 May 2017
		Ms Sangeeta Bissessur	11 September 2018
		Mr Mahesh Chandran Iyer	10 March 2026
ADMINISTRATOR & SECRETARY	:	Apex Financial Services (Mauritius) Ltd 6th Floor, Two Tribeca Tribeca Central, Trianon 72261, Republic of Mauritius	
REGISTERED OFFICE	:	Apex Financial Services (Mauritius) Ltd 6th Floor, Two Tribeca Tribeca Central, Trianon 72261, Republic of Mauritius	
AUDITOR	:	Baker Tilly Level 2, Tribeca Central, Trianon 72261, Republic of Mauritius	
BANKERS	:	SBI (Mauritius) Ltd 6th & 7th Floor SBI Tower Mindspace, Bhumi Park, 45, Ebene Cybercity Republic of Mauritius	
	:	The Mauritius Commercial Bank Ltd, Sir William Newton Street, Port Louis Republic of Mauritius	

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Commentary of the directors

The directors of Travel Circle International (Mauritius) Ltd, the "Company", have the pleasure in submitting their report together with the audited financial statements for the year ended 31 March 2026.

Incorporation

The Company was incorporated in the Republic of Mauritius on 26 May 2017 under the Mauritius Companies Act 2001 as a private company with liability limited by shares.

Principal activity

The principal activity of the Company is to hold investments.

Results and dividends

The results for the year are as shown on page 9.

The directors do not recommend the payment of any dividend for the year under review (2025: USD Nil).

Directors

The present membership of the Board is set out on page 2.

Statement of directors' responsibilities for the financial statements

Mauritius Companies Act 2001 requires the directors to prepare financial statements for each financial year which present fairly the financial position, financial performance and cash flows of the Company. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards") have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

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

Auditor

The auditor, Baker Tilly, has indicated its willingness to continue in office and will seek re-appointment at the Annual Meeting.

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Travel Circle International (Mauritius) Ltd

SECRETARY'S CERTIFICATE

Certificate from the Secretary to the members of Travel Circle International (Mauritius) Ltd

We certify, to the best of our knowledge and belief, that we have filed with the Registrar of Companies all such returns as are required of **Travel Circle International (Mauritius) Ltd** under section 166(d) of the Mauritius Companies Act 2001, during the financial year ended 31 March 2026.

For Apex Financial Services (Mauritius) Ltd
Company Secretary

Registered Office :
6th Floor, Two Tribeca
Tribeca Central,
Trianon 72261,
Republic of Mauritius

Date : 11 May 2026

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Level 2, Tribeca Central,
Trianon 72261
Mauritius

T: +230 460 8800
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www.bakertilly.mu

INDEPENDENT AUDITOR'S REPORT
To the Shareholders of Travel Circle International (Mauritius) Ltd

Report on the Audit of the Financial Statements **5**

Opinion

We have audited the financial statements of Travel Circle International (Mauritius) Ltd (the "Company"), which comprise the statement of financial position as at 31 March 2026, and the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies.

In our opinion, the accompanying financial statements on pages 8 to 37 give a true and fair view of the financial position of the Company as at 31 March 2026, and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and in compliance with the requirements of the Mauritius Companies Act 2001.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the *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")* together with the ethical requirements that are relevant to our audit of the financial statements in Mauritius, 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.

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

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board Board and in compliance with the requirements of the Mauritius Companies Act 2001, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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

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Auditor's Responsibilities for the Audit of the Financial Statements

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

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

► Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

► Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

► Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

► Conclude on the appropriateness of directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our 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 achieves fair presentation.

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.

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INDEPENDENT AUDITOR'S REPORT
To the Shareholders of Travel Circle International (Mauritius) Ltd

Other Information

The directors are responsible for the other information. The other information comprises the corporate data, commentary of the directors and secretary's certificate.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Report on Other Legal and Regulatory Requirements

Mauritius Companies Act 2001

We have no relationship with or interests in the Company other than in our capacity as auditor and tax advisor.

We have obtained all the information and explanations we have required.

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

Other Matter

This report has been prepared for and only for the Company's shareholders, as a body , in accordance with Section 205 of the Mauritian Companies Act 2001 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed to our prior consent in writing.

Baker Tilly

Baker Tilly

Date: 11 May 2026

Sin C. LI, CPA, CGMA
Licensed by FRC

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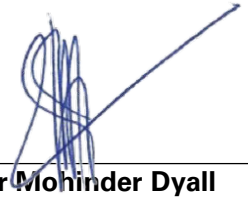
Travel Circle International (Mauritius) Ltd

STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2026

	Notes	**2026 USD**	2025 USD
ASSETS			
Non-current assets			
Investments in subsidiaries	8	**24,722,816**	24,606,816
Total non-current assets		**24,722,816**	24,606,816
Current assets			
Loans	9	**52,851,951**	55,373,080
Other receivables	10	**29,732**	53,217
Investment in fixed deposits	11	**1,711,565**	1,124,469
Forward exchange contracts	17	**16,150**	-
Cash and cash equivalents	12	**565,148**	1,555,468
Total current assets		**55,174,546**	58,106,234
TOTAL ASSETS		**79,897,362**	82,713,050
EQUITY AND LIABILITIES			
Equity			
Stated capital	13.1	**4,133,001**	4,133,001
Share premium	13.2	**5**	5
Optionally convertible redeemable preference shares	14	**25,910,000**	25,910,000
Accumulated losses		**(5,391,677)**	(5,108,747)
Total equity		**24,651,329**	24,934,259
LIABILITIES			
Current liabilities			
Borrowings	15	**55,109,253**	57,405,122
Forward exchange contracts	17	**-**	198,015
Other payables	16	**136,780**	175,654
Total current liabilities		**55,246,033**	57,778,791
TOTAL EQUITY AND LIABILITIES		**79,897,362**	82,713,050

Approved and authorised for issue by the Board of directors on 11 May 2026
and signed on its behalf by:



Mr Mohinder Dyall
Director

Ms Sangeeta Bissessur
Director

The notes on pages 12 to 37 form an integral part of these financial statements.

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Travel Circle International (Mauritius) Ltd

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2026

	Notes	**2026**	2025
		USD	USD
Income			
Interest income	18	**3,044,729**	3,838,385
Other income	19	**25,499**	-
Total income		**3,070,228**	3,838,385
Administrative expenses			
Professional fees		**186,201**	379,593
Other expenses		**97,586**	122,125
Accounting fees		**12,000**	12,000
Audit fees		**6,211**	5,974
Foreign exchange losses		**-**	198,015
Corporate guarantee fees		**-**	96
Total administrative expenses		**301,998**	717,803
Operating profit		**2,768,230**	3,120,582
Finance costs	20	**3,051,160**	3,694,676
Loss before tax		**(282,930)**	(574,094)
Income tax expense	21	**-**	-
Loss for the year		**(282,930)**	(574,094)
TOTAL COMPREHENSIVE LOSS FOR THE YEAR		**(282,930)**	(574,094)

The notes on pages 12 to 37 form an integral part of these financial statements.

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Travel Circle International (Mauritius) Ltd

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2026

	Stated capital	Share premium	Optionally convertible redeemable preference shares	Accumulated losses	Total equity
	USD	USD	USD	USD	USD
Balance at 01 April 2024	4,133,001	5	25,910,000	(4,534,653)	25,508,353
Comprehensive loss					
Loss for the year	-	-	-	(574,094)	(574,094)
Balance at 31 March 2025	4,133,001	5	25,910,000	(5,108,747)	24,934,259
Balance at 01 April 2025	**4,133,001**	**5**	**25,910,000**	**(5,108,747)**	**24,934,259**
Comprehensive loss					
Loss for the year	**-**	**-**	**-**	**(282,930)**	**(282,930)**
Balance at 31 March 2026	**4,133,001**	**5**	**25,910,000**	**(5,391,677)**	**24,651,329**

The notes on pages 12 to 37 form an integral part of these financial statements.

Docusign Envelope ID: 4806D050-BE30-8327-82E0-6CD6598C1149

Travel Circle International (Mauritius) Ltd

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MARCH 2026

	Notes	**2026 USD**	2025 USD
Cash flow from operating activities			
Loss before taxation		**(282,930)**	(574,094)
Adjustments for:			
Interest income from related parties	18	**(2,986,396)**	(3,838,385)
Interest income from fixed deposits	18	**(58,333)**	-
Interest expense to related parties	20	**3,051,160**	3,694,676
Operating loss before working capital changes		**(276,499)**	(717,803)
Changes in working capital:			
(Decrease) / Increase other payables		**(38,874)**	23,247
Decrease / (Increase) in other receivables		**23,485**	(53,217)
Total changes in working capital		**(15,389)**	(29,970)
Net cash used in operating activities		**(291,888)**	(747,773)
Cash flows from investing activities			
Investment in subsidiaries	8	**(116,000)**	-
Investment in forward exchange contracts		**(214,165)**	-
Interest received from related parties	9	**634,395**	354,423
Interest received from / (paid to) fixed deposit	11	**56,768**	(1,653)
Net cash flow generated from investing activities		**360,998**	352,770
Cash flows from financing activities			
Loans from related parties	9	**4,873,130**	3,506,185
Repayment of borrowings from related parties	15	**(6,370,000)**	(1,620,000)
Additions in borrowings	15	**4,852,721**	-
Interest on borrowings	15	**(137,363)**	-
Interest paid to related parties	15	**(3,692,387)**	(336,020)
Net cash flow (used in) / generated from financing activities		**(473,899)**	1,550,165
Net movement in cash and cash equivalents		**(404,789)**	1,155,162
Cash and cash equivalents at the beginning of the year		**1,555,468**	1,318,942
Cash and cash equivalent at the end of the year		**1,150,679**	2,474,104
Cash and cash equivalent made up of:			
Cash at bank	12	**565,148**	1,555,468
Movement in fixed deposit	11	**585,531**	918,636

For reconciliations of liabilities arising from financial activities, refer to Note 23.

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1 General information and statement of compliance with International Financial Reporting Standards ("IFRS")

Travel Circle International (Mauritius) Ltd, the "Company", was incorporated on 26 May 2017 in the Republic of Mauritius under the Mauritius Companies Act 2001 as a private company with liability limited by shares. The Company holds a Global Business Licence issued (formerly Category 1 Global Business Licence) by the Financial Services Comission. The Company's registered office is 6th floor, Two Tribeca, Tribeca Central, Trianon 72261, Republic of Mauritius.

The principal activity of the Company is to hold investments.

2 Basis of preparation

(a) Statement of compliance

The financial statements of Travel Circle International (Mauritius) Ltd have been prepared in accordance with the IFRS Accounting Standards ("IFRS") and in compliance with the requirements of Mauritius Companies Act 2001.

Details of the Company's accounting policies are included in note 4.

(b) Basis of measurement

The financial statements have been prepared on the going concern basis using historical cost basis except as otherwise stated in the notes to the financial statements.

(c) Functional and presentation currency

The financial statements are presented in United States Dollar (''USD'') which is the Company's functional currency. All amounts have been rounded to the nearest USD unless otherwise stated.

(d) Use of estimates and judgement

In preparing these financial statements, management has made 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 estimates are recognised prospectively.

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3 Application of new and revised International Financial Reporting Standards ("IFRS")

(a) Application of new and amended IFRS Accounting Standards

The following amendment issued by the International Accounting Standards Board ("IASB") became effective for annual reporting periods beginning on or after 1 January 2025 and has been applied by the Company in the current financial year:

Lack of Exchangeability (Amendments to IAS 21)

In August 2023, the IASB issued amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates to clarify how an entity determines whether a currency is exchangeable into another currency and how to determine the spot exchange rate when exchangeability is lacking. The amendments also introduce additional disclosure requirements to enable users of financial statements to assess the impact of a currency not being exchangeable.

The adoption of these amendments did not have a material impact on the Company's financial position, performance or cash flows.

(b) Standards and interpretations issued but not yet effective

The following new standards and amendments to existing standards were issued but are not yet effective for the financial year ended 31 March 2026. The Company has not early adopted these standards and amendments.

The Company is currently assessing the potential impact of these standards and amendments on its financial statements.

New standards/Amendments to:	Effective for accounting period beginning on or after
Amendments to IFRS 9 and IFRS 7 – Classification and Measurement of Financial Instruments	01 January 2026
Annual Improvements to IFRS Accounting Standards – Volume 11	01 January 2026
Contracts Referencing Nature-dependent Electricity – Amendments to IFRS 9 and IFRS 7	01 January 2026
IFRS 18 – Presentation and Disclosure in Financial Statements	01 January 2027
Amendments to IFRS 19 – Subsidiaries without Public Accountability	01 January 2027
Amendment to IAS 21 – Translation to a Hyperinflationary Presentation Currency	01 January 2027

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3 Application of new and revised International Financial Reporting Standards ("IFRS") (continued)

(b) Application of new and amended IFRS Accounting Standards (continued)

Amendments to IFRS 9 and IFRS 7 – Classification and Measurement of Financial Instruments

In May 2024, the IASB issued targeted amendments to IFRS 9 and IFRS 7 to address matters identified during the post-implementation review of IFRS 9. The amendments:

- clarify the date of recognition and derecognition of certain financial assets and financial liabilities, including a new exception for certain financial liabilities settled through electronic cash transfer systems;
- provide additional guidance on assessing whether financial assets meet the solely payments of principal and interest (SPPI) criterion;
- introduce enhanced disclosure requirements for financial instruments with contractual terms that may change cash flows, including instruments linked to environmental, social and governance (ESG) targets; and
- update disclosures for equity instruments designated at fair value through other comprehensive income (FVOCI).

Annual Improvements to IFRS Accounting Standards – Volume 11

The Annual Improvements include amendments to:

- IFRS 1: Hedge accounting by a first-time adopter
- IFRS 7: Gain or loss on derecognition
- IFRS 7: Disclosure of deferred difference between fair value and transaction price
- IFRS 7: Introduction and credit risk disclosures
- IFRS 9: Lessee derecognition of lease liabilities
- IFRS 9: Transaction price
- IFRS 10: Determination of a 'de facto agent'
- IAS 7: Cost method

The amendments do not include transition requirements, other than that an entity is required to apply the amendment to IFRS 9:2.1(b)(ii) to lease liabilities that are extinguished on or after the beginning of the annual reporting period in which the entity first applies that amendment. The amendments are effective for annual reporting periods beginning on or after 1 January 2026 with earlier application permitted. The Company does not expect these amendments to have a material impact on its financial statements.

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3 Application of new and revised International Financial Reporting Standards ("IFRS") (continued)

(b) Application of new and amended IFRS Accounting Standards (continued)

Contracts Referencing Nature-dependent Electricity – Amendments to IFRS 9 and IFRS 7

In December 2024, the IASB issued amendments addressing contracts referencing nature-dependent electricity. The amendments:

- clarify the application of the 'own use' requirements;
- permit hedge accounting where such contracts are used as hedging instruments; and
- introduce additional disclosure requirements to enhance transparency regarding their effects on financial performance and cash flows.

The amendments are effective for annual reporting periods beginning on or after 1 January 2026. Early application is permitted. The amendments shall be applied retrospectively; prior periods need not be restated to reflect the application of the amendments. The Company does not expect these amendments to have a material impact on its operations or financial statements.

IFRS 18 – Presentation and Disclosure in Financial Statements

In April 2024, the IASB issued IFRS 18, which replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new. It also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements (PFS) and the notes. In addition, narrow-scope amendments have been made to IAS 7 Statement of Cash Flows, which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards.

IFRS 18, and the amendments to the other standards, is effective for reporting periods beginning on or after 1 January 2027, but earlier application is permitted and must be disclosed. IFRS 18 will apply retrospectively. The Company is currently working to identify all impacts the amendments will have on the financial statements.

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3 Application of new and revised International Financial Reporting Standards ("IFRS") (continued)

(b) Application of new and amended IFRS Accounting Standards (continued)

Amendments to IFRS 19 – Subsidiaries without Public Accountability

Following the issuance of IFRS 19 in May 2024, the IASB issued amendments to IFRS 19 to align its reduced disclosure framework with IFRS Accounting Standards issued between February 2021 and May 2024 that were not reflected in the original version of IFRS 19.

The amendments update and refine the disclosure requirements applicable to eligible subsidiaries applying IFRS 19 and:

- remove certain disclosure objectives, including those relating to supplier finance arrangements, lack of exchangeability and non-current liabilities with covenants;
- reduce disclosure requirements relating to supplier finance arrangements;
- remove disclosure requirements that are interpretative guidance rather than mandatory disclosures; and
- replace disclosure requirements relating to management-defined performance measures with a cross-reference to IFRS 18 Presentation and Disclosure in Financial Statements.

The amendments have the same effective date as IFRS 19, being annual reporting periods beginning on or after 1 January 2027, with early application permitted.

The Company is currently assessing whether it qualifies to apply IFRS 19 and, if applicable, the potential impact of applying IFRS 19 and these amendments on its financial statements.

Amendment to IAS 21 - Translation to a Hyperinflationary Presentation Currency

In November 2025, the International Accounting Standards Board ("IASB") issued Translation to a Hyperinflationary Presentation Currency (Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates).

The amendments address how an entity translates amounts when its functional currency is the currency of a non-hyperinflationary economy and its presentation currency is the currency of a hyperinflationary economy. The amendments aim to reduce diversity in practice by clarifying the translation approach in these circumstances and introduce additional disclosure requirements.

The amendments are effective for annual reporting periods beginning on or after 1 January 2027, with early application permitted. The Company is currently assessing the potential impact of these amendments on its financial statements.

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4 Summary of material accounting policies

4.1 Overall considerations

The financial statements have been prepared using the significant accounting policies and measurement bases summarised below.

4.2 Foreign currency

Functional and presentation currency

The financial statements are presented in United State Dollar ("USD"), which is also the functional currency of the Company.

Foreign currency transactions and balances

Foreign currency transactions are translated into the functional currency of the Company, using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary items denominated in foreign currency at year-end exchange rates are recognised in profit or loss.

Non-monetary items are not retranslated at year-end and are measured at historical cost (translated using the exchange rates at the transaction date), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

4.3 Revenue recognition

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

Interest income is accounted on an accrual basis unless collectability is in doubt.

4.4 Operating expenses

Operating expenses are accounted on an accrual basis in the statement of comprehensive income.

4.5 Impairment of non financial assets

At each reporting date, the Company reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. When an indication of an impairment loss exists, the carrying amount of the asset is assessed and is written down to its recoverable amount.

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4 Summary of material accounting policies (continued)

4.6 Financial instruments

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

Recognition and initial measurement

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument.

Classification and initial measurement of financial assets

All financial assets are initially measured at fair value adjusted for transaction costs, where appropriate.

Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- amortised cost
- fair value through profit or loss ("FVTPL")
- fair value through other comprehensive income ("FVOCI")

In the current year, the Company does not have any financial assets categorised as FVTPL and FVOCI.

Financial assets - Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice.

These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets:

- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated - e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

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4 Summary of material accounting policies (continued)

4.6 Financial instruments (continued)

Financial assets - Business model assessment (continued)

All income and expenses relating to financial assets that are recognised in the statement of comprehensive income are presented within finance income or finance costs, except for impairment losses which are presented within other expenses.

Financial assets at amortised cost

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Company's cash and cash equivalents, loan to related party and most of its receivables fall into this category of financial instruments.

The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all receivables.

Classification and subsequent measurement of financial liabilities

The Company's financial liabilities include accruals.

Financial liabilities are measured subsequently at amortised cost using the effective interest method.

Financial assets at fair value through profit or loss

Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorised at fair value through profit and loss. Further, irrespective of business model, financial assets where contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL.

Assets in this category are measured at fair value with gains or losses recognised in profit or loss. The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

The Company holds investment in Travel Circle International (Mauritius) Ltd, an unquoted company and the objective of holding this investment is not for returns from capital appreciation or investment income. Hence the directors consider the cost of this investment to be a fair reflection of the fair value.

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4 Summary of material accounting policies (continued)

4.6 Financial instruments (continued)

Impairment

Non-derivative financial assets

Financial instruments

The Company recognises loss allowances for ECLs on financial assets measured at amortised cost.

The Company measure loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- Bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company consider 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.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 90 days past due.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. 12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group and the Company is exposed to credit risk.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expect to receive).

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4 Summary of material accounting policies (continued)

4.6 Financial instruments (continued)

Impairment (Continued)

Non-derivative financial assets (continued)

Credit-impaired financial assets

At each reporting date, the Company assess whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

Presentation of allowance for ECL in the statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. For individual customers, the Company have a policy of writing off the gross carrying amount when the financial asset is 90 days past due based on historical experience of recoveries of similar assets. For corporate customers, the Company individually make an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Company expect no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

Derecognition

The Company derecognise a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which either substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfer nor retain substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Company enter into transactions whereby it transfers assets recognised in their statement of financial position, but retain either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

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4 Summary of material accounting policies (continued)

4.6 Financial instruments (continued)

Derecognition (continued)

Recognition of credit losses is no longer dependent on the Company first identifying a credit loss event. Instead the Company considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

The Company makes use of a simplified approach in accounting for its loans and records the loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. The Company uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses.

The Company writes off a financial asset when there is information indicating that the borrowers are in severe difficulty and there is no realistic prospect of recovery. Receivables or other financial assets written off are still subject to recovery procedures based on legal advices.

A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Classification and subsequent measurement of financial liabilities

The Company's financial liabilities include payables and borrowings.

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

Borrowing costs are expensed in the year in which they are incurred.

Financial liabilities are measured subsequently at amortised cost using the effective interest method.

All interest-related charges on financial liabilities are included within finance costs or finance income.

Offsetting financial instruments

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

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4 Summary of material accounting policies (continued)

4.7 Derivative financial instruments

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value and changes therein are generally recognised in profit or loss.

The fair value of foreign exchange contracts is determined using quoted forward exchange rates at the reporting date and present value calculations based on high credit quality yield curves in respective currencies.

4.8 Investments in subsidiaries

Subsidiaries are all entities over which the Company has control. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Investments in subsidiaries are initially shown at cost. Where an indication of impairment exists, the recoverable amount of the investment is assessed. Where the carrying amount of an investment is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is charged to the statement of comprehensive income.

On disposal of an investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the statement of comprehensive income.

The Company holds investments in subsidiaries, and is required to present consolidated financial statements. In accordance with the Fourteeth Schedule of the Mauritius Companies Act, Section 212, the Company may not prepare group financial statements as it is wholly owned subsidiary of another company and, in accordance with Section 211 of the Mauritius Companies Act, content and form of the financial statements, these financial statements present the financial position, financial performance and cashflow of the Company.

The Company has not prepared consolidated financial statements as it has applied the exemption available under paragraph 4(a) of IFRS 10 and the Mauritius Companies Act 2001. The Company, being a holder of a Global Business Licence and a virtually wholly-owned subsidiary, is exempt from preparing consolidated financial statements as its ultimate parent prepares publicly available consolidated financial statements in accordance with International Financial Reporting Standards.

4.9 Related parties

A related party is a person or company where that person or company has control or joint control of the reporting company; has significant influence over the reporting company; or is a member of the key management personnel of the reporting company or of a parent of the reporting company.

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4 Summary of material accounting policies (continued)

4.10 Cash and Cash equivalents

Cash and cash equivalents comprise cash at bank, together with other short term, highly liquid investments maturing within 90 days from the date of acquisition that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value. The Company has elected to present the statement of cash flows using the indirect method.

4.11 Equity and reserves

Stated capital is determined using the nominal values of shares that have been issued. The amount received in excess of the nominal values is classified as share premium.

Accumulated losses include all the current and prior years' results as disclosed in the statement of comprehensive income.

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

4.12 Taxation

Tax expense recognised in profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

Current income tax assets and/or liabilities comprise those claims from, or obligations to fiscal authorities relating to the current or prior reporting years, that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting year.

Deferred income taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases.

4.13 Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. At time of effective payment, the provision is deducted from the corresponding expenses.

All known risks at the reporting date are reviewed in detail and provision is made where necessary.

4.14 Critical accounting estimates and judgements

When preparing the financial statements, management undertakes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses.

The following are significant management judgements in applying the accounting policies of the Company that have the most significant effect on the financial statements.

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4 Summary of material accounting policies (continued)

4.14 Critical accounting estimates and judgements (continued)

Significant management judgements

Determination of functional currency

The determination of the functional currency of the Company is critical since recording of transactions and exchange differences arising therefrom are dependent on the functional currency selected. The directors have considered those factors and have determined that the functional currency of the Company is the USD.

Recognition of deferred tax assets

The extent to which the deferred tax assets can be recognised is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilised.

Estimation uncertainties

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may be substantially different.

Impairment of loans

The Company applies the requirements of IFRS 9 Financial Instruments in assessing the impairment of its loan receivables. In determining expected credit losses, management considers a broad range of information, including historical credit experience, current conditions, and reasonable and supportable forward-looking information that may affect the expected collectability of future cash flows from the receivables.

In assessing credit risk and estimating expected credit losses, the directors have also taken into consideration the corporate guarantee provided by the holding company, under which the holding company has undertaken to make good any loss suffered by the Company in the event of a default arising from these loans. Accordingly, the existence of this guarantee is factored into the assessment of credit risk and the measurement of expected credit losses.

The estimation of expected credit losses is based on assumptions about various factors, and actual outcomes may differ from these estimates, resulting in changes to the impairment allowance in future periods.

Impairment of investments in subsidiaries

In assessing impairment, management estimates the recoverable amount of each asset based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate. The directors have assessed the recoverable amount of the investments and confirmed that the carrying amounts have not suffered any impairment in value at the reporting date.

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5 Financial instrument risk

Risk management objectives and policies

The Company's activities expose it to a variety of financial risks: market risk (including currency risk and interest rate risk), credit risk and liquidity risk. The Company risk management policies are designed to identify and analyse these risks, to set up appropriate risk limits and controls, and to monitor the risks.

The Company's risk is managed at group level and focuses on securing the Company's short to medium term cash flows by minimising the exposure to financial risks.

The Company's financial assets and financial liabilities by category are summarised below:

	2026	2025
	USD	USD
Financial assets		
Amortised cost		
Current		
Loans	**52,851,951**	55,373,080
Investment in fixed deposits	**1,711,565**	1,124,469
Forward exchange contracts	**16,150**	-
Cash and cash equivalents	**565,148**	1,555,468
Current assets	**55,144,814**	58,053,017
Total financial assets	**55,144,814**	58,053,017

	2026	2025
	USD	USD
Financial liabilities		
Amortised cost		
Current		
Borrowings	**55,109,253**	57,405,122
Forward exchange contracts	**-**	198,015
Other payables	**136,780**	175,654
Current liabilities	**55,246,033**	57,778,791
Total financial liabilities	**55,246,033**	57,778,791

** Financial assets exclude prepayments and other receivables **USD 29,732** (2025: USD 53,217).*

The most significant financial risk to which the Company is exposed are described below:

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5 Financial instrument risk (continued)

5.1 Market risks analysis

Foreign currency exchange risk

The Company operates internationally and is exposed to foreign exchange risk arising from various currency exposures from future commercial transactions and recognised assets and recognised liabilities. Foreign currency risk, as defined in IFRS 7, arises as the value of future transaction, recognised monetary assets and monetary liabilities denominated in other currencies fluctuate due to changes in foreign exchange rates.

To mitigate exposure, the Company has entered into a Forward Exchange Contract, as detailed in Note 17, effectively managing currency fluctuations. While all financial assets and liabilities are denominated in USD, these contracts enhance the Company's foreign exchange risk management.

All the Company's financial assets and liabilities are denominated in USD. Consequently, the Company is not exposed to foreign exchange risk.

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.

The Company has interest-bearing financial assets and financial liabilities in the form of loans and borrowings respectively. The interests thereon are at fixed rate.

5.2 Credit risk analysis

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company.

The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at the reporting date, as summarised overleaf:

	2026	2025
	USD	USD
Current		
Loans	**52,851,951**	55,373,080
Investment in fixed deposits	**1,711,565**	1,124,469
Forward exchange contracts	**16,150**	-
Cash and cash equivalents	**565,148**	1,555,468
Current assets	**55,144,814**	58,053,017
Total	**55,144,814**	58,053,017

The directors have assessed the loans due from related parties and concluded that the expected credit loss is not material. Furthermore, the holding company has undertaken to make good any loss suffered by the Company in the event of any default arising out from these loans. Also, the Company, acting as an investment vehicle, forms part of a group where the treasury functions are centrally managed and all loans within group companies are managed at the holding company level.

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5 Financial instrument risk (continued)

5.2 Credit risk analysis (continued)

The credit risk for cash and cash equivalents is considered negligible, since the Company transacts with reputable banks. The cash and cash equivalents are held with bank and financial institution conterparties which are rated BBB- to AA+ based on Fitch's and Moody's ratings as illustrated below:

Bank	Ratings
AfrAsia Bank Limited	A+
Bank One Limited	BB-
BCP Bank (Mauritius) Limited	BBB-
ABSA Bank (Mauritius) Limited	BB-
SBM Bank (Mauritius) Ltd	Ba1
SBI (Mauritius) Ltd	BBB-
The Mauritius Commercial Bank Ltd	BBB-

None of the above financial assets are secured by collaterals or other credit enhancements.

5.3 Liquidity risk analysis

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company manages its liquidity needs by carefully monitoring its cash outflows due in day-to-day business and also by securing the financial support of its holding companies and financial institutions.

The Company considers expected cash flows from financial assets in assessing liquidity risk, in particular its cash resources and loans.

The following are the contractual maturities of financial liabilities:

31 March 2026	**Carrying amount USD**	**Contractual cashflows USD**	**Less than one year USD**	**1 – 5 years USD**
Borrowings	**55,109,253**	**55,109,253**	**55,109,253**	**-**
Other payables	**136,780**	**136,780**	**136,780**	**-**
	55,246,033	**55,246,033**	**55,246,033**	**-**

31 March 2025	Carrying amount USD	Contractual cashflows USD	Less than one year USD	1 – 5 years USD
Borrowings	57,405,122	57,405,122	57,405,122	-
Forward exchange contracts	198,015	198,015	198,015	-
Other payables	175,654	175,654	175,654	-
	57,778,791	57,778,791	57,778,791	-

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6 Capital management policies and procedures

The Company's capital management objectives are:

- to ensure its ability to continue as a going concern; and
- to provide an adequate return to shareholders and stakeholders.

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of the statement of financial position.

The Company sets the amount of capital in proportion to its overall financing structure, that is, equity and financial liabilities. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid, reduce capital, issue new shares, or sell assets to reduce debts.

The Company monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital:

	2026 **USD**	2025 USD
Debt	**55,109,253**	57,405,122
Cash and cash equivalent	**(565,148)**	(1,555,468)
Net debt	**54,544,105**	55,849,654
Equity	**24,651,329**	24,934,259
Total capital	**79,195,434**	80,783,913
Gearing ratio	**68.87%**	69.13%

Debt includes loans from related parties but excludes loans from banks (Note 15).

7 Fair value measurement

7.1 Fair value measurement of financial instruments

The Company's financial assets and liabilities are measured at their carrying amounts, which approximate their fair values.

The Company, acting as an investment vehicle in the group, has invested in a number of unquoted companies engaged in diversified business activities. The Company's policy is to revalue its financial assets on an annual basis for financial reporting purposes in collaboration with its holding company. The valuation is discussed at appropriate authority level and due consideration is given to impairment losses. The directors consider that it is not relevant and practicable to adjust for any fair value movement at the Company's level given the business model in which the Company operates within the Group.

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7 Fair value measurement (continued)

7.2 Fair value measurement of non-financial assets and non-financial liabilities

The Company's non-financial assets consist of investments in subsidiaries, investment in fixed deposit and prepayments and it did not have any non-financial liabilities.

For non-financial assets, fair value measurement is not applicable since these are not measured at fair value on a recurring or non-recurring basis.

8 Investments in subsidiaries

8.1 Movement during the year

	2026	2025
	USD	USD
At start of the year	**24,606,816**	24,606,816
Movement during the year	**116,000**	-
At end of the year	**24,722,816**	24,606,816

8.2 Details pertaining to the investments are as follows:

Name of companies	**Country of Incorporation**	**% Holding**
Kuoni Australia Holding Pty Ltd	Australia	100%
Asian Trails Holdings Ltd	Republic of Mauritius	80%
Reem Tours and Travel LLC (Note 8.4)	United Arab Emirates	100%
Gulf Dunes LLC (Note 8.5)	United Arab Emirates	100%
Desert Adventures Tourism LLC (Note 8.4)	United Arab Emirates	100%
Kuoni Private Safaris (Pty) Ltd	Republic of South Africa	100%
Private Safaris (EA) Ltd	Kenya	100%
DEI Holdings Limited	United Arab Emirates	51%
Travel Circle International (Cyprus) Limited	Cyprus	100%

8.3 As the Company forms part of a group, the impairment assessment for financial reporting is done at group level. The directors consider that these investments have not suffered any impairment at the reporting date.

8.4 The Company holds 49% each of the shares of Reem Tours and Travel LLC, Gulf Dunes LLC and Desert Adventures Tourism LLC and the remaining 51% shares are indirectly held by the Company through distinct nominees. The Company maintains beneficial ownership of these investments.

8.5 The Company has not received any dividend income during the current financial year (2025: USD nil).

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9 Loans

	2026	2025
	USD	USD
At 01 April	**55,373,080**	55,197,287
Repayment during the year	**(4,873,130)**	(3,506,185)
Interest income during the year	**2,986,396**	3,838,385
Interest received during the year	**(634,395)**	(352,770)
Foreign exchange loss during the year	**-**	196,363
At 31 March	**52,851,951**	55,373,080

(i) The loans are unsecured, receivable within twelve months, repayable on demand and partly interest-free and partly bear interest.

(ii) Interest due on the loans to related companies for the year amounted to **USD 14,795,311** (2025: USD 12,443,310).

(iii) Expected credit losses

The Company applies the IFRS 9 simplified model of recognising lifetime expected credit losses for all its loans receivable as these items do not have a significant financing component.

The directors consider no expected credit loss is to be recognised for the loans receivable since the amount is not deemed material and the borrowers form part of the same group of companies and the holding company has undertaken to make good any loss suffered by the Company in the event of any default arising out from these loans receivable.

10 Other receivables

	2026	2025
	USD	USD
Other receivables	**29,732**	53,217

11 Investment in fixed deposits

	2026	2025
	USD	USD
At 01 April	**1,124,469**	205,833
Investment during the year	**1,711,469**	917,167
Redemption during the year	**(1,125,938)**	-
Interest element	**1,565**	1,469
At 31 March	**1,711,565**	1,124,469

(i) At 31 March 2026, the Company held fixed deposits with maturity dates of 21 September 2026 and 25 September 2026 and interest rates which are 3.85% (2025: 4.40%) per annum.

(ii) The Company holds bank deposits amounting to USD 1,710,000, which are subject to a lien. These funds have been pledged as security to the forward exchange contracts with the Mauritius Commercial Bank Ltd for a notional value of AUD 11,430,000, maturing on 30 September 2026. The lien limits the Company's access to these funds for operational purposes; however, Management has assessed the impact and confirms that this does not materially affect the Company’s financial position or liquidity.

(iii) Interest accrued on the investment in fixed deposits for the year amounted to **USD 1,565** (2025: USD 1,469).

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12 Cash and cash equivalents

	2026 USD	2025 USD
Cash at bank	**565,148**	1,555,468

13.1 Stated capital

	2026 USD	2025 USD
4,133,001 ordinary shares of USD 1 each	**4,133,001**	4,133,001

Balance consist of the issue of 1 ordinary share of par value USD 1 to Thomas Cook (Mauritius) Holding Company Limited, at a price of USD 6.18, thus resulting in a premium of USD 5.18 (Note 13.2).

Rights attached to the ordinary shares are as per the Mauritius Companies' Act, as follows:

(i) the right to vote on a poll for every share held at a meeting of the Company on any resolution;
(ii) the right to an equal share in dividends authorised by the Board; and
(iii) the right to an equal share in the distribution of the surplus assets of the Company.

13.2 Share premium

	2026 USD	2025 USD
Share premium	**5**	5

14 Optionally convertible redeemable preference shares ("OCRPS")

	2026 USD	2025 USD
Nominal value	**23,649,535**	23,649,535
Share premium	**2,260,465**	2,260,465
Total	**25,910,000**	25,910,000

The OCRPS are redeemable at the option of the issuer anytime during the tenure of these shares. At the end of 20 years from date of issue, the OCRPS shall be converted into ordinary shares.

The OCRPS carry the following rights:

- to receive notice of and attend shareholder meetings generally and class meetings of the OCRPS but no right to vote on any matters to be considered by the shareholders generally, provided that each OCRPS shall have the right to vote on any matter to be considered by holders of the OCRPS shares.
- right to dividend out of profits, only if, dividend is also declared to equity shareholders. OCRPS dividend would be non-cumulative. However, the Board would have the right to change the dividend rights at any time during the tenure of the OCRPS.

  In prior years, 3,139,535 OCRPS have been issued at a premium of USD 0.72 per share, resulting in a premium of USD 2,260,465.

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15 Borrowings

	2026	2025
	USD	USD
Current		
At 01 April	**57,405,122**	55,668,118
Repayment during the year	**(6,370,000)**	(1,620,000)
Additions during the year	**4,852,721**	-
Interest on borrowings during the year	**(137,363)**	-
Interest paid during the year	**(3,692,387)**	(335,383)
Interest charge from related parties during the year	**3,051,160**	3,692,387
At 31 March	**55,109,253**	57,405,122

(i) The loans from the related parties are interest-bearing, unsecured and repayable within twelve months. The directors consider the carrying amount of the loans to be a reasonable approximation of the fair values.

(ii) Interest accrued on the loans for the year amounted to **USD 13,149,254** (2025: USD 11,545,122).

16 Other payables

	2026	2025
	USD	USD
Accruals	**71,828**	110,702
Due to related party	**64,952**	64,952
Total	**136,780**	175,654

The amount due to the related party is interest-free, unsecured and repayable within twelve months.

17 Forward exchange contracts

As part of its foreign exchange risk management strategy, the Company has entered into forward exchange contracts to hedge its exposure arising on its loan receivables denominated in foreign currency. These contracts are used to mitigate the impact of exchange rate volatility on financial transactions denominated in foreign currencies.

As at 31 March 2026, the Company holds forward exchange contracts with a notional value of AUD 11,470,000, maturing on 30 September 2026, linked to anticipated foreign currency inflows and outflows. The fair value of these contracts, recognized in the financial statements, amounts to **USD 16,150**, classified under financial assets in accordance with IFRS 9 – Financial Instruments.

Management continuously monitors exchange rate movements to assess and adjust the hedging strategy as necessary.

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18 Interest income

	2026 USD	2025 USD
Interest income from related parties	**2,986,396**	3,838,385
Interest income from fixed deposit	**58,333**	-
	3,044,729	3,838,385

19 Other income

	2026 USD	2025 USD
Foreign exchange gains	**25,499**	-

20 Finance costs

	2026 USD	2025 USD
Interest expense from related parties	**3,051,160**	3,692,387
Interest expense from bank	**-**	2,289
	3,051,160	3,694,676

21 Taxation

The Company, being the holder of Global Business Licence, is liable to income tax in Mauritius on its taxable profit arising from its world-wide income at the rate of 15%.

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

Capital gains are outside the scope of the Mauritian tax while trading profits made by the Company from the sale of shares are exempt from tax. Dividends and redemption proceeds paid by the Company to its shareholders do not attract withholding tax.

The foregoing is based on current interpretation and practice and is subject to any future changes in Mauritian tax laws.

The Tax Act of Mauritius has been amended to include the Corporate Climate Responsibility ("CCR") levy. Every company shall, in every year, be liable to pay an equivalent of 2% of its current year's chargeable income as a CCR levy to support national initiatives aimed at protecting, managing, investing in, and restoring the country's natural ecosystem while combating the effects of climate change.

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21 Taxation (continued)

The CCR levy shall be paid in respect of the year of assessment commencing on 1 July 2024 and for every subsequent year of assessment. It is payable by companies with an annual turnover exceeding Mauritian Rupees 50 million (equivalent USD 1,075,000).

The Company qualifies under the levy requirements, and the CCR levy is applicable for the year under review.

The income tax on the Company's (loss)/profit before tax differs from the theoretical amount that would arise using the effective tax rate is as follows:

Tax reconciliation

	2026	2025
	USD	USD
Loss before tax	**(282,930)**	(574,094)
Tax at 3%	**(8,488)**	(17,223)
Non-allowable	**80,668**	109,896
Exempt income	**(71,674)**	(92,121)
Tax loss utilised	**(506)**	(552)
Tax expense	**-**	-

Summary of tax losses

	2026	2025
	USD	USD
Up to year ending:		
31 March 2026	**-**	455,095
31 March 2027	**536,265**	536,265
31 March 2028	**172,209**	172,209
31 March 2029	**-**	-
31 March 2030	**18,402**	18,402
31 March 2031	**2,240**	-
	729,116	1,181,971

Deferred taxation

Deferred income taxes are calculated on all temporary differences under the liability method at the rate of 15%. No provision for deferred tax asset has been recognised as no taxable income is probable in the foreseeable future.

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22 Related party transactions

During the year ended 31 March 2026, the Company had transactions with related entities. The nature, volume of transactions and balances with related parties are as follows.

Name of related party	Nature of Relationship	Nature of transactions	**Volume of transactions 2026**	Volume of transactions 2025	**Debit/(credit) balances at 31 March 2026 USD**	Debit/(credit) balances at 31 March 2025 USD
Thomas Cook (India) Limited	Holding company	Borrowings	**2,428,836**	(1,012,978)	**(53,553,411)**	(55,982,247)
Thomas Cook (Mauritius) Holding Company Limited	Holding company	Borrowings	**2,990,720**	(724,027)	**1,567,844**	(1,422,876)
Asian Trails Holdings Ltd	Subsidiary	Loans	**(1,192,659)**	1,503,854	**28,397,964**	29,590,623
DEI Holdings Limited	Subsidiary	Loans	**(1,703,537)**	(1,114,248)	**15,631,466**	17,335,003
Kuoni Australia Holding Pty. Ltd	Subsidiary	Loans	**825,721**	459,247	**8,047,370**	7,221,649
Travel Circle International (Cyprus) Limited	Subsidiary	Loans	**358,383**	-	**358,383**	-
Private Safaris Africa	Subsidiary	Loans	**(809,036)**	(374,811)	**-**	809,036
Horizon Travel Services	Subsidiary	Interest receivables	**-**	(298,249)	**416,769**	416,769
Thomas Cook (Mauritius) Holding Company Limited	Holding company	Payables	**30,000**	(12,000)	**12,000**	(18,000)
SOTC Travel Limited	Holding company	OCRPS	**-**	-	**(11,600,000)**	(11,600,000)
Thomas Cook (India) Limited	Holding company	OCRPS	**-**	-	**(14,310,000)**	(14,310,000)

The terms and conditions are described in Notes 8, 13, 14 and 15 to these financial statements.

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23 Reconciliation of liabilities arising from financing activities

2026	**At 01 April 2025 USD**	**Cash flows USD**	**Non-cash flows USD**	**At 31 March 2026 USD**
Loan from related parties	**57,405,122**	**(473,899)**	**(1,821,970)**	**55,109,253**
	57,405,122	**(473,899)**	**(1,821,970)**	**55,109,253**

2025	At 01 April 2024 USD	Cash flows USD	Non-cash flows USD	At 31 March 2025 USD
Loan from related parties	55,668,118	1,550,165	186,839	57,405,122
	55,668,118	1,550,165	186,839	57,405,122

24 Holding companies

The Company's holding companies are SOTC Travel Limited and Thomas Cook (India) Limited, both incorporated in the Republic of India, and Thomas Cook (Mauritius) Holding Company Limited, which is incorporated in the Republic of Mauritius.

25 Events after reporting date

As at the date of the approval of the financial statements, the directors are aware of the recent geopolitical tensions and armed conflicts in the Middle East and do not underestimate the seriousness of these events and the impact this will have on the global economy. Currently there is no direct impact on the Company as it does not have any transactions with countries in the affected regions. Accordingly, the directors have determined that the matter does not have a material impact on the financial statements.

Nevertheless, due to the uncertainty surrounding the duration and extent of the conflict and the potential for broader economic impacts, the directors will continue to monitor the situation closely.

There have been no other material events after the reporting date which require disclosure or adjustment to the financial statements for the year ended 31 March 2026.

PRIVATE SAFARIS (EAST AFRICA) LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

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The following pages do not form an integral part of these financial statements

Schedule of direct costs and expenditure	39 - 40

COMPANY INFORMATION

BOARD OF DIRECTORS	: Alexander Andor Spiro (resigned on 31 March 2026) : Madhavan Menon (resigned on 31 May 2025) : Cleophas Mong'are (appointed on 17 March 2026) : Mahesh Iyer* (appointed on 9 June 2025) *Indian
REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS	: L.R. No. 214/250 : 2nd floor, Ola Plaza : Muthaiga Road : P.O. Box 16913, 00620 : NAIROBI
INDEPENDENT AUDITOR	: PKF Kenya LLP : Certified Public Accountants : P.O. Box 14077, 00800 : NAIROBI
COMPANY SECRETARIES	: Scribe Services Secretaries : Certified Public Secretaries : P.O. Box 3085, 00100 : NAIROBI
PRINCIPAL BANKERS	: Citibank N.A. Kenya : NAIROBI : Standard Chartered Bank Kenya Limited : NAIROBI
PARENT COMPANY	: Travel Circle International (Mauritius) Limited : PORT LOUIS

REPORT OF THE DIRECTORS

The directors submit their report and the audited financial statements for the year ended 31 December 2025, which present the financial position of the company as at 31 December 2025 and their financial performance and cash flows for the year then ended.

PRINCIPAL ACTIVITY

The principal activity of the company is that of tour operations.

BUSINESS REVIEW

During the year 2025, the total revenue of the company decreased from Shs. 1,760,079,859 to Shs. 1,516,853,165. This decrease is mainly as a result of insolvency of a key sales agent. The loss for the year decreased from Shs. 28,508,000 to Shs. 7,666,000.

Key performance indicators	2025	2024
Revenue (Shs '000)	1,516,853	1,760,080
Gross profit (Shs '000)	225,437	302,181
Gross profit margin (%)	14.86%	17.17%
(Loss) for the year (Shs '000)	(7,666)	(28,508)
EBITDA (Shs '000)	(1,564)	(18,271)
Net assets (Shs '000)	300,094	307,760

PRINCIPAL RISKS AND UNCERTAINTIES

Principal risks are reviewed throughout the year and are discussed at board level periodically. This includes relevant business principal risks that could threaten the company's business model, future performance and liquidity position of the company.

The overall business environment continues to remain challenging and this has a resultant effect on overall demand of the company's services. The company's strategic focus is to enhance sales growth whilst maintaining profit margins, the success of which remains dependent on overall market conditions.

Kenya's economy is the largest in East and Central Africa and has experienced considerable growth in the past few years. Although the economy remains small by global standards, it is distinguished from most African countries by the fact that it is one of the most diversified and advanced.

Security situation
The security situation remained stable in the year with sustained investment in the same by the Government.

In addition to the business risks discussed above, the company's activities expose it to a number of financial risks which are described in detail in Note 21 to the financial statements.

DIVIDEND

The directors do not recommend the declaration of a dividend for the year (2024: Nil).

REPORT OF THE DIRECTORS (CONTINUED)

STATEMENT AS TO DISCLOSURE TO THE COMPANY'S AUDITOR

DIRECTORS

The directors who held office during the year and to the date of this report are shown on page 1.

In accordance with the company's Articles of Association, no director is due for retirement by rotation.

With respect to each director at the time this report was approved:

(a) there is, so far as the person is aware, no relevant audit information of which the company's auditor is unaware; and

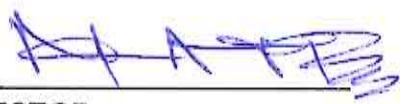
(b) the person has taken all the steps that the person ought to have taken as a director so as to be aware of any relevant audit information and to establish that the company's auditor is aware of that information.

TERMS OF APPOINTMENT OF THE AUDITOR

PKF Kenya LLP continues in office in accordance with the company's Articles of Association and Section 719 of the Kenyan Companies Act, 2015. The directors monitor the effectiveness, objectivity and independence of the auditor. The directors also approve the annual audit engagement contract which sets out the terms of the auditor's appointment and the related fees.

Approved by the board of directors on 08TH MAY 2026 and signed on its behalf by:

BY ORDER OF THE BOARD



DIRECTOR
NAIROBI

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Kenyan Companies Act, 2015 requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of its profit or loss for that year. It also requires the directors to ensure that the company keeps proper accounting records that are sufficient to show and explain the transactions of the company; that disclose, with reasonable accuracy, the financial position of the company and that enable them to prepare financial statements of the company that comply with IFRS® Accounting Standards and the requirements of the Kenyan Companies Act, 2015. The directors are also responsible for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors accept responsibility for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards and in the manner required by the Kenyan Companies Act, 2015. They also accept responsibility for:

i. Designing, implementing and maintaining such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error;
ii. Selecting and applying appropriate accounting policies; and
iii. Making accounting estimates and judgements that are reasonable in the circumstances.

The directors confirm that the financial statements give a true and fair view of the financial position of the company as at 31 December 2025 and of the company's financial performance and cash flows for the year then ended in accordance with IFRS Accounting Standards and the requirements of the Kenyan Companies Act, 2015.

Having made an assessment of the company's ability to continue as a going concern, the directors are not aware of any material uncertainties related to events or conditions that may cast doubt upon the company's ability to continue as a going concern for at least the next twelve months from the date of this statement.

The directors acknowledge that the independent audit of the financial statements does not relieve them of their responsibilities.

Approved by the board of directors on 08TH MAY 2026 and signed on its behalf by:

DIRECTOR **DIRECTOR**

PKF

REPORT OF THE INDEPENDENT AUDITOR
TO THE MEMBERS OF PRIVATE SAFARIS (EAST AFRICA) LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Private Safaris (East Africa) Limited set out on pages 8 to 38, which comprise the statement of financial position as at 31 December 2025, the statement of profit or loss, statement of changes in equity, statement of cash flows for the year then ended and notes to the financial statements, including a summary of material 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 December 2025, and of its financial performance and cash flows for the year then ended in accordance with IFRS Accounting Standards and the requirements of the Kenyan Companies Act, 2015.

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' International Code of Ethics for Professional Accountants (Including International Independence Standards) (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Kenya, 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.

Other information

The directors are responsible for the other information. The other information comprises the report the of directors, statement of directors' responsibilities, schedule of direct costs and expenditure any other reports that comprise the annual report but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Directors for the Financial Statements

The directors are responsible for the preparation of the financial statements that give a true and fair view in accordance with IFRS Accounting Standards and the requirements of the Kenyan Companies Act, 2015, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

The directors are responsible for overseeing the company's financial reporting process.

PKF

REPORT OF THE INDEPENDENT AUDITOR
TO THE MEMBERS OF PRIVATE SAFARIS (EAST AFRICA) LIMITED (CONTINUED)

Report on the Audit of the Financial Statements (continued)

Auditor's 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 International Standards of Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with International Standards on Auditing, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our 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 achieves fair presentation.

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 OF THE INDEPENDENT AUDITOR
TO THE MEMBERS OF PRIVATE SAFARIS (EAST AFRICA) LIMITED (CONTINUED)

Report on the Audit of the Financial Statements (continued)

Report on other matters as prescribed by the Kenyan Companies Act, 2015

In our opinion, the information given in the report of the directors on pages 2 and 3 is consistent with the financial statements.

The engagement partner responsible for the audit resulting in this report of the independent auditor is CPA Ritesh Haresh Mirchandani, Practising certificate No 1631

For and behalf of PKF Kenya LLP
Certified Public Accountants
Nairobi, Kenya

UNIQUE CODE: 57205260507

16 June 2026

454/26

STATEMENT OF PROFIT OR LOSS

	Notes	2025 Shs '000	2024 Shs '000
Revenue from contracts with customers	2	1,516,853	1,760,080
Direct costs		(1,291,416)	(1,457,899)
Gross profit		225,437	302,181
Other operating income	3	4,913	645
Interest income earned from fixed deposits		6,918	12,899
Net impairment gain/(loss) on financial and contract assets	21 (b)	1,736	(23,584)
Administrative expenses		(227,903)	(226,528)
Foreign exchange differences		(802)	(70,991)
Other operating expenses		(32,938)	(32,147)
Operating (loss)	4	(22,639)	(37,525)
Finance costs	6	(1,265)	(1,447)
(Loss) before tax		(23,904)	(38,972)
Tax	7	16,238	10,464
(Loss) for the year		(7,666)	(28,508)
(Loss) per share			
- basic and diluted (Shs.)	8	(2)	(9)

The notes on pages 12 to 38 form an integral part of these financial statements.

Report of the independent auditor - pages 5 to 7.

STATEMENT OF FINANCIAL POSITION

	Notes	As at 31 December 2025 Shs '000	2024 Shs '000
CAPITAL EMPLOYED			
Ordinary share capital	9	62,500	62,500
Preference share capital	9	293,770	293,770
Accumulated (losses)		(56,176)	(48,510)
Shareholders' funds		300,094	307,760
Non-current liabilities			
Lease liabilities	10	5,109	-
		305,203	307,760
REPRESENTED BY			
Non-current assets			
Deferred tax	11	97,830	79,517
Property and equipment	12	47,199	49,434
Intangible assets	13	1,140	1,612
Right-of-use assets	14	13,067	4,637
		159,236	135,200
Current assets			
Inventories	15	2,463	5,202
Trade and other receivables	16	223,930	94,553
Cash and cash equivalents	17	152,049	211,472
Tax recoverable		48,757	47,268
		427,199	358,495
Current liabilities			
Trade and other payables	18	272,883	180,921
Lease liabilities	10	8,349	5,014
		281,232	185,935
Net current assets		145,967	172,560
		305,203	307,760

The financial statements on pages 8 to 38 were approved and authorised for issue by the Board of Directors on 08TH MAY 2026 and were signed on its behalf by:

Cleophas Mong'are
DIRECTOR

Mahesh Iyer
DIRECTOR

The notes on pages 12 to 38 form an integral part of these financial statements.

Report of the independent auditor - pages 5 to 7.

STATEMENT OF CHANGES IN EQUITY

	Ordinary share capital Shs '000	Preference share capital Shs '000	Retained earnings Shs '000	Total Shs '000
Year ended 31 December 2024				
At start of year	62,500	293,770	(20,002)	336,268
(Loss) for the year	-	-	(28,508)	(28,508)
At end of year	62,500	293,770	(48,510)	307,760
Year ended 31 December 2025				
At start of year	62,500	293,770	(48,510)	307,760
(Loss) for the year	-	-	(7,666)	(7,666)
At end of year	62,500	293,770	(56,176)	300,094

The notes on pages 12 to 38 form an integral part of these financial statements.

Report of the independent auditor - pages 5 to 7.

STATEMENT OF CASH FLOWS

Operating activities	Notes	2025 Shs '000	2024 Shs '000
Cash (used in) operations	19	(40,920)	(70,049)
Tax paid		(3,565)	(4,140)
Net cash (used in) operating activities		(44,484)	(74,189)
Investing activities			
Cash paid for purchase of property and equipment	12	(13,341)	(55,475)
Cash paid for purchase of intangible assets	13	(172)	(1,481)
Cash paid for purchase of right-of-use assets		(16,876)	-
Interest received		6,918	12,899
Proceeds from disposal of property and equipment		8,502	625
Net cash (used in) investing activities		(14,969)	(43,432)
Financing activities			
Payment of principal portion of lease liabilities	10	(9,696)	(10,235)
Net cash (used in) financing activities		(9,696)	(10,235)
(Decrease) in cash and cash equivalents		(69,150)	(127,856)
Movement in cash and cash equivalents			
At start of year		211,472	336,114
(Decrease)		(69,150)	(127,856)
Effect of exchange rate changes		9,727	3,214
At end of year	17	152,049	211,472

The notes on pages 12 to 38 form an integral part of these financial statements.

Report of the independent auditor - pages 5 to 7.

NOTES

1. MATERIAL ACCOUNTING POLICY INFORMATION

The accounting policy information considered material in the preparation of these financial statements is set out below. The accounting policy information has been consistently applied to all the years presented, unless otherwise stated.

These financial statements comply with the requirements of the Kenyan Companies Act, 2015. The statement of profit or loss represents the profit and loss account referred to in the Act. The statement of financial position represents the balance sheet referred to in the Act.

a) Basis of preparation

The financial statements have been prepared under the historical cost convention and are in accordance with IFRS Accounting Standards. The historical cost convention is generally based on the fair value of the consideration given in exchange of assets.

Going concern

The financial performance of the company is set out in the report of the directors and in the statement of profit or loss. The financial position of the company is set out in the statement of financial position. Disclosures in respect of risk management are set out in Note 21 and disclosures in respect of capital management are set out in Note 22.

Based on the financial performance and position of the company and its risk management policies, the directors are of the opinion that the company is well placed to continue in business for the foreseeable future and as a result the financial statements are prepared on a going concern basis.

New standards, amendments and interpretations adopted by the company

The company applied for the first time certain standards and amendments, which are effective for annual periods beginning on or after 1 January 2025. The company has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

Amendments to IAS 21 'Lack of Exchangeability' (issued in August 2023)

The amendments specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of an entity's financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

The amendments had no impact on the company's financial statements.

New standards, amendments and interpretations issued but not effective

At the date of authorisation of these financial statements, the following standards and interpretations, which have not been applied in these financial statements, were in issue but not yet effective for the year presented:

- Amendments to IAS 7 'Statement of Cash Flows' (issued in July 2024), effective for annual reporting periods beginning on or after 1 January 2026, with earlier application permitted, amended paragraph 37 of IAS 7 to replace the term 'cost method' with 'at cost', following the prior deletion of the definition of 'cost method'.

NOTES (CONTINUED)

1. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

a) Basis of preparation (continued)

New standards, amendments and interpretations issued but not effective (continued)

- Amendments to IAS 21 'Translation to a Hyperinflationary Presentation Currency ' (issued in November 2025), effective for annual periods beginning on or after 1 January 2027, with earlier application permitted, require translation from a non-hyperinflationary functional currency into a hyperinflationary presentation currency at the closing rate.

- If an entity's functional currency is the currency of a non-hyperinflationary economy, but its presentation currency is the currency of a hyperinflationary economy, its results and financial position are translated into the presentation currency by translating all amounts (i.e., assets, liabilities, equity items, income and expenses) and all comparatives at the closing rate at the date of the most recent statement of financial position.

- An entity whose functional currency and presentation currency are the currency of a hyperinflationary economy, restates the comparative amounts of a foreign operation, whose functional currency is that of a non-hyperinflationary economy, by applying the general price index, in accordance with paragraph 34 of IAS 29, to the foreign operation's comparative figures.

- If an entity's functional currency and presentation currency are the currency of a hyperinflationary economy (or are the currencies of different hyperinflationary economies) and it translates the results and financial position of foreign operations whose functional currency is that of a non-hyperinflationary economy, then it is required to apply the amendments from the beginning of the annual reporting period in which it first applies the amendments. In addition, it restates the comparative amounts of its foreign operations included in the entity's previously issued financial statements by applying the general price index it applies to corresponding figures in accordance with paragraph 34 of IAS 29.

  The amendments also introduce certain additional disclosure requirements.

- Amendments to IFRS 1 'First-time Adoption of International Financial Reporting Standards' (issued in July 2024), effective for annual reporting periods beginning on or after 1st January 2026, with earlier application permitted, amended paragraphs B5 and B6 of IFRS 1 to include cross references to the qualifying criteria for hedge accounting in paragraph 6.4.1(a), (b) and (c) of IFRS 9. These amendments are intended to address potential confusion arising from an inconsistency between the wording in IFRS 1 and the requirements for hedge accounting in IFRS 9.

- Amendments to IFRS 7 'Financial Instruments: Disclosures' (issued in July 2024), effective for annual reporting periods beginning on or after 1 January 2026, with earlier application permitted, updated the language on unobservable inputs in paragraph B38 of IFRS 7 and include a cross reference to paragraphs 72 and 73 of IFRS 13 Fair Value Measurement.

- The amendments to paragraph G1 of the Guidance on implementing IFRS 7 clarify that the guidance does not necessarily illustrate all the requirements in the referenced paragraphs of IFRS 7, nor does it create additional requirements.

- The amendments also clarify the disclosure of deferred difference between fair value and transaction price. Paragraph G14 of the Guidance on implementing IFRS 7 has been amended mainly to make the wording consistent with the requirements in paragraph 28 of IFRS 7 and with the concepts and terminology used in IFRS 9 and IFRS 13.

1. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

a) Basis of preparation (continued)

New standards, amendments and interpretations issued but not effective (continued)

The amendments also clarify the credit risk disclosures. Paragraph G20B of the Guidance on implementing IFRS 7 has been amended to simplify the explanation of which aspects of the IFRS requirements are not illustrated in the example.

- Amendments to IFRS 9 and IFRS 7 'Classification and Measurement of Financial Instruments' (issued May 2024), effective for annual periods beginning on or after 1 January 2026, clarify that a financial liability is derecognised on the 'settlement date', i.e., when the related obligation is discharged, cancelled, expires or the liability otherwise qualifies for derecognition. They also introduce an accounting policy option to derecognise financial liabilities that are settled through an electronic payment system before settlement date if certain conditions are met.

  They also amend the designation requirements for a hedged item in a cash flow hedging relationship for in-scope contracts. The amendments will allow an entity to designate a variable nominal volume of forecast electricity transactions as a hedged item, if specified criteria are met.

  The amendments also clarify how to assess the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features and the treatment of non-recourse assets and contractually linked instruments.

- Amendments to IFRS 10 and IAS 28 'Sale or Contribution of Assets between an Investor and its Associate or Joint Venture' (issued in September 2014), applicable from a date yet to be determined, address a current conflict between the two standards and clarify that a gain or loss should be recognized fully when the transaction involves a business, and partially if it involves assets that do not constitute a business.

- IFRS 18 'Presentation and Disclosure in Financial Statements' (issued in April 2024), replaces IAS 1 'Presentation of Financial Statements'. IFRS 18 introduces new categories and subtotals the statement of profit or loss. It also requires disclosure of newly defined management-defined performance measures (MPM) and includes new requirements for the location, aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements (PFS) and the notes.

  In addition, narrow-scope amendments have been made to IAS 7 Statement of Cash Flows, which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends and interest.

  IAS 33 Earnings per Share has been amended to include additional requirements that permit entities to disclose additional amounts per share, only if the numerator used in the calculation meets specified criteria.

  Some requirements previously included within IAS 1 have been moved to IAS 8 '*Accounting Policies, Changes in Accounting Estimates and Errors*', which has been renamed IAS 8 *Basis of Preparation of Financial Statements*'. IAS 34 *'Interim Financial Reporting'* has also been amended to require disclosure of MPMs.

  IFRS 18, and the amendments to the other accounting standards, is effective for reporting periods beginning on or after 1 January 2027 and will apply retrospectively. Early adoption is permitted and must be disclosed.

  The company is currently working to identify all impacts the amendments will have on the primary financial statements and notes to the financial statements.

NOTES (CONTINUED)

1. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

a) Basis of preparation (continued)

New standards, amendments and interpretations issued but not effective (continued)

- IFRS 19 'Subsidiaries without Public Accountability: Disclosures' (issued in May 2024), effective for annual periods beginning on or after 1 January 2027, with early adoption permitted, allows subsidiaries without public accountability of a parent that prepares consolidated financial statements, available for public use, which comply with IFRS accounting standards. (eligible entities) to elect to apply IFRS 19's reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other IFRS Accounting Standards. An entity applying IFRS 19 is required to disclose that fact as part of its general IFRS Accounting Standards compliance statement.

Except where indicated above, the directors do not expect that adoption of these standards and interpretations will have a material impact on the financial statements in future periods. The company plans to apply the changes above, if applicable, from their effective dates.

b) Significant accounting judgements, estimates and assumptions

The preparation of the company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. The estimates and associated assumptions are based on historical experience and other relevant factors. Such estimates and assumptions are reviewed on an ongoing basis. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Revisions to estimates are recognised prospectively.

The directors have made the following assumptions that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year.

- **Measurement of expected credit losses (ECL):**

The measurement of the expected credit loss allowance for financial assets measured at amortised cost is an area that requires the use of complex models and significant assumption about future economic conditions and credit behaviour.

A number of significant judgements are also required in applying the accounting requirements for measuring ECL, such as:

- Determining criteria for significant increase in credit risk;
- Choosing appropriate models and assumptions for the measurement of ECL;
- Establishing the number and relative weightings of forward-looking scenarios for each type of product/market and associated ECL; and
- Establishing company's of similar financial assets for the purposes of measuring ECL.

ECLs are measured as the probability-weighted present value of expected cash shortfalls over the remaining expected life of the financial instrument.

The measurement of ECLs are based primarily on the product of the instrument's Probability of Default (PD), Loss Given Default (LGD), and Exposure At Default (EAD).

1. **MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)**

b) **Significant accounting judgements, estimates and assumptions (continued)**

- **Measurement of expected credit losses (ECL): (continued)**

The ECL model applied for financial assets, other than trade receivables contains a three-stage approach that is based on the change in the credit quality of assets since initial recognition.

- **Stage 1** - If, at the reporting date, the credit risk of non-impaired financial instruments has not increased significantly since initial recognition, these financial instruments are classified in Stage 1, and a loss allowance that is measured, at each reporting date, at an amount equal to 12-month expected credit losses is recorded.

- **Stage 2** - When there is a significant increase in credit risk since initial recognition, these non-impaired financial instruments are migrated to Stage 2, and a loss allowance that is measured, at each reporting date, at an amount equal to lifetime expected credit losses is recorded. In subsequent reporting periods, if the credit risk of the financial instrument improves such that there is no longer a significant increase in credit risk since initial recognition, the ECL model requires reverting to recognition of 12-month expected credit losses.

- **Stage 3** - When one or more events that have a detrimental impact on the estimated future cash flows of a financial asset have occurred, the financial asset is considered credit-impaired and is migrated to Stage 3, and an allowance equal to lifetime expected losses continues to be recorded or the financial asset is written off.

Assessment of significant increase in credit risk: The determination of a significant increase in credit risk takes into account many different factors including a comparison of a financial instruments credit risk or PD at the reporting date and the credit or PD at the date of initial recognition. IFRS 9 however includes rebuttable presumptions that contractual payments are overdue by more than 30 days will represent a significant increase in credit risk (stage 2) and contractual payments that are more than 90 days overdue will represent credit impairment (stage 3). The company uses these guidelines in determining the staging of its assets unless there is persuasive evidence available to rebut these presumptions.

Provision for expected credit losses of trade receivables

The company uses a provision matrix to calculate ECLs for trade receivables.

The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e. by geography, product type, customer type, rating and coverage by letters of credit and other forms of credit insurance).

The provision matrix is initially based on the company's historical observed default rates. The company will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The company's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

1. **MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)**

b) **Significant accounting judgements, estimates and assumptions (continued)**

The carrying amounts of the company's financial assets that are subject to impairment assessment are disclosed in Note 16.

- **Useful lives, depreciation methods and residual values of property and equipment, intangible assets and right-of-use assets**

Management reviews the useful lives, depreciation methods and residual values of the items of property and equipment, intangible assets and right-of-use assets accounted for using the cost model on a regular basis. During the financial year, the directors determined no significant changes in the useful lives, depreciation methods and residual values. The carrying amount of property and equipment, intangible assets and right-of-use assets are disclosed in Notes 12, 13 and 14, respectively.

- **Accounting for leases under IFRS 16**

Management has made various judgements and estimates under IFRS 16 as detailed below:

Incremental borrowing rate: To determine the incremental borrowing rate, the company:
- where possible, uses recent third-party financing received as a starting point, adjusted to reflect changes in financing conditions since third party financing was received;
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk, which does not have recent third party financing; and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

Lease term/period: 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 periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

For leases of offices and stores, the following factors are normally the most relevant:
- If there are significant penalties to terminate (or not extend), the company is typically reasonably certain to extend (or not terminate).
- If any leasehold improvements are expected to have a significant remaining value, the company is typically reasonably certain to extend (or not terminate).
- Otherwise, the company considers other factors including historical lease durations and the costs and business disruption required to replace the leased asset.

The lease term is reassessed if an option is actually exercised (or not exercised) or the company becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the lessee.

The carrying amounts of lease liabilities and right-of-use assets are disclosed in Notes 10 and 14, respectively.

- **Impairment of non-financial assets**

Impairment exists when the carrying amount of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of disposing of the asset.

NOTES (CONTINUED)

1. **MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)**

b) **Significant accounting judgements, estimates and assumptions (continued)**

- **Taxes**

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. 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.

c) **Revenue recognition**

Revenue from contracts with customers
The company recognises revenue from direct sales of tour operations. The company recognises revenue as and when it satisfies a performance obligation by transferring control of a service to a customer. The amount of revenue recognised is the amount the company expects to receive in accordance with the terms of the contract and excludes amounts collected on behalf of third parties, such as Value Added Tax.

Direct sales of tour operations
The company's revenue is measured as the aggregate amount of gross revenue receivable from inclusive tours, airline travel services, hotel services, travel agency commissions and other travel services supplied to customers in the ordinary course of business. The company records revenue on a net basis after deducting discounts and rebates.

Other income
Interest income is recognised on a time proportion basis using the effective interest method.

d) **Translation of foreign currencies**

Transactions in foreign currencies during the year are converted into Kenya Shillings (the functional currency), at the rates ruling at the transaction dates.

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

The resulting differences from settlement and translation of monetary items are dealt with in profit or loss in the year in which they arise.

e) **Financial instruments**

Financial instruments are recognised when, and only when, the company becomes party to the contractual provisions of the instrument.

- ***Financial assets***

All financial assets are recognised initially using the trade date accounting which is the date the company commits itself to the purchase or sale.

1. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

e) Financial instruments (continued)

- ***Financial assets (continued)***

The company's financial assets which include cash and bank balances and trade and other receivables fall into the following category:

Amortised cost:
Financial assets that are held within a business model whose objective is to hold assets in order to collect contractual cash flows, and for which 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 and are not designated at Fair Value Through Profit or Loss (FVTPL), are classified and measured at amortised cost. The carrying amount of these assets is adjusted by any expected credit loss allowance recognised and measured.

At initial recognition of a financial asset, the company determines whether newly recognised financial assets are part of an existing business model or whether they reflect the commencement of a new business model. The company reassess its business models each reporting period to determine whether the business models have changed since the preceding period. For the current and prior reporting period the company has not identified a change in its business models.

Derecognition/write off

Financial assets are derecognised when the rights to receive cash flows from the financial asset have expired, when the company has transferred substantially all risks and rewards of ownership, or when the company has no reasonable expectations of recovering the asset.

Financial instruments that are subsequently measured at amortised cost are subject to impairment.

Impairment

Debt instruments that are subsequently measured at amortised cost.

The company recognises loss allowances for Expected Credit Losses (ECLs) on the following financial instruments that are measured at amortised cost:

- Trade and other receivables.

The loss allowance is measured at an amount equal to the lifetime expected credit losses for trade receivables and for financial instruments for which:
- the credit risk has increased significantly since initial recognition; or
- there is observable evidence of impairment (a credit-impaired financial asset).

If, at the reporting date, the credit risk on a financial asset other than a trade receivable has not increased significantly since initial recognition, the loss allowance is measured for that financial instrument at an amount equal to 12-month expected credit losses. All changes in the loss allowance are recognised in profit or loss as impairment gains or losses.

1. **MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)**

e) **Financial instruments (continued)**

- ***Financial assets (continued)***

Impairment (continued)

Lifetime expected credit losses represent the expected credit losses that result from all possible default events over the expected life of a financial instrument. 12-month expected credit losses represent the portion of lifetime expected credit losses that result from default events on a financial asset that are possible within 12 months after the reporting date.

Expected credit losses are measured in a way that reflects an unbiased and probability-weighted amount determined by evaluating a range of possible outcomes, the time value of money, and reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

Presentation

All financial assets are classified as non-current except those that are held for trading, those with maturities of less than 12 months from the reporting date, those which management has the express intention of holding for less than 12 months from the reporting date or those that are required to be sold to raise operating capital, in which case they are classified as current assets.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss as appropriate. All financial liabilities are recognised initially at fair value and, in the case of payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables.

All other financial liabilities are classified and measured at amortised cost.

Presentation

All financial liabilities are classified as non-current except those held for trading, those expected to be settled in the company's normal operating cycle, those payable or expected to be paid within 12 months of the reporting date and those which the company does not have an unconditional right to defer settlement for at least 12 months after the reporting date.

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 profit or loss.

Offsetting financial instruments

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

1. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

f) Property and equipment

All property and equipment is initially recorded at cost and thereafter stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost comprises expenditure initially incurred to bring the asset to its location and condition ready for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost can be reliably measured. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the financial year in which they are incurred.

Depreciation is calculated on a straight line basis to write down the cost of each asset, to its residual value over its estimated useful life using the following annual rates:

	Rate %
Leasehold improvements	20
Furniture and fittings	20
Motor vehicles	20
Computer equipment	33

The assets' residual values, useful lives and methods of depreciation are reviewed at the end of each reporting period and adjusted prospectively, if appropriate.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

An item of property and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Gains and losses on disposal of property and equipment are determined by comparing the proceeds with the carrying amount and are taken into account in determining operating (loss).

g) Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. The amortisation expense on intangible assets with finite lives is recognised in profit or loss in the expense category that is consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses. Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

i) Computer software

Computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives which are estimated to be five years.

1. **MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)**

g) **Intangible assets (continued)**

ii) **Trade marks**

Trade marks are shown at historical cost. Trade marks have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over a period of five years to allocate the cost of trademarks over their estimated useful lives.

An intangible asset is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset is recognised in profit or loss.

h) **Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is determined on direct purchase value. Net realisable value is the estimate of the selling price in the ordinary course of business less selling expenses.

i) **Cash and cash equivalents**

For the purposes of the statement of cash flows, cash and cash equivalents comprise cash in hand and deposits held at call with banks.

j) **Taxation**

The tax expense for the year comprises current and deferred tax and is recognised in profit or loss.

Current tax
The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date.

Deferred tax
Deferred tax is provided using the liability method for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted at the reporting date. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Offsetting
The company offsets deferred tax assets and deferred tax liabilities if, and only if, it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority.

1. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

j) Taxation (continued)

Value Added Tax (VAT)
Expenses and assets are recognised net of the amount of VAT except:
- when the VAT incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the VAT is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable; and
- receivables and payables are stated with the amount of VAT included.

The net amount of VAT recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

k) Retirement benefit obligations

The company and its employees contribute to the National Social Security Fund (NSSF), a statutory defined contribution scheme registered under the NSSF Act. The company's contributions to the defined contribution scheme are charged to profit or loss in the year to which they relate.

l) Accounting for leases

The company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The company as a lessee:

On the commencement date of each lease (excluding leases with a term, on commencement, of 12 months or less and leases for which the underlying asset is of low value) the company recognises a right-of-use asset and a lease liability.

The lease liability is measured at the present value of the lease payments that are not paid on that date. The lease payments include fixed payments, variable payments that depend on an index or a rate, amounts expected to be payable under residual value guarantees, and the exercise price of a purchase option if the company is reasonably certain to exercise that option. The lease payments are discounted at the interest rate implicit in the lease. If that rate cannot be readily determined, the company's incremental borrowing rate is used.

For leases that contain non-lease components, the company allocates the consideration payable to the lease and non-lease components based on their relative stand-alone components.

The right-of-use asset is initially measured at cost comprising the initial measurement of the lease liability, any lease payments made on or before the commencement date, any initial direct costs incurred, and an estimate of the costs of restoring the underlying asset to the condition required under the terms of the lease.

1. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

l) Accounting for leases (continued)

The company as a lessee: (continued)

Subsequently the lease liability is measured at amortised cost, subject to remeasurement to reflect any reassessment, lease modifications, or revised fixed lease payments.

All other right-of-use assets are subsequently measured at cost less accumulated depreciation and any accumulated impairment losses, adjusted for any remeasurement of the lease liability. Depreciation is calculated using the straight-line method to write down the cost of each asset to its residual value over its estimated useful life. If ownership of the underlying asset is not expected to pass to the company at the end of the lease term, the estimated useful life would not exceed the lease term.

For leases with a term, on commencement, of 12 months or less and leases for which the underlying asset is of low value, the total lease payments are recognised in profit or loss on a straight-line basis over the lease period.

m) Employee entitlements

The estimated monetary liability for employees' accrued annual leave entitlement at the reporting date is recognised as an expense accrual.

n) Share capital and preference shares

Ordinary shares are classified as equity. Mandatorily redeemable preference shares are classified as liabilities.

Any amounts received over and above the par value of the shares issued are classified as 'share premium' in equity.

o) Comparatives

There were no changes in presentation in the current year.

2. **Revenue from contracts with customers**	2025 Shs '000	2024 Shs '000
Recognised at a point in time:		
- Sale of safari packages	1,516,853	1,760,080

3. **Other operating income**		
Gain on disposal of property and equipment	4,910	625
Other income	3	20
	4,913	645

Other income relates to sale to computer scrap.

4. **Operating (loss)**		
The following items have been charged/(credited) in arriving at the operating (loss):		
Depreciation on property and equipment (Note 12)	11,985	10,254
(Gain) on disposal of property and equipment (Note 3)	(4,910)	(625)
Amortisation of intangible assets (Note 13)	645	446
Depreciation on right of use assets (Note 14)	8,446	8,554
Staff costs (Note 5)	135,886	137,351
Director's remuneration	18,207	17,966
Net foreign exchange loss	802	70,991
Auditors' remuneration		
- current year	1,683	1,849
Net impairment gain/(loss) on financial and contract assets (Note 21b)	1,736	(23,584)
Low value leases	4,434	4,361
Repairs and maintenance	6,771	8,197

5. **Staff costs**		
Salaries and wages	117,269	119,210
Other staff costs	15,098	16,051
Post-employment benefits:		
- National Social Security Fund	3,519	2,090
	135,886	137,351

The average number of persons employed during the year, by category, were:	2025 No	2024 No
Management and administration	78	86

6. **Finance costs**	2025 Shs '000	2024 Shs '000
Lease liabilities interest (Note 10)	1,265	1,447

NOTES (CONTINUED)

7. Tax	2025 Shs '000	2024 Shs '000
Current tax	2,075	3,870
Deferred tax (credit) (Note 11)	(18,313)	(14,334)
	(16,238)	(10,464)
The tax on the company's (loss) before tax differs from the theoretical amount that would arise using the basic rate as follows:		
(Loss) before tax	(23,904)	(38,972)
Tax calculated at a tax rate of 30% (2024: 30%)	(7,171)	(11,692)
Tax effect of:		
- expenses not deductible for tax purposes	725	1,228
- impact of reversed impairment losses on trade receivables	(9,792)	-
Tax (credit)	(16,238)	(10,464)

8. **(Loss) per share**

Basic (loss) per share is calculated by dividing the profit attributable to equity holders of the company by the weighted average number of ordinary shares in issue during the year.

	2025 Shs	2024 Shs
(Loss) attributable to equity holders (Shs.)	(7,666,000)	(28,508,000)
Weighted average number of ordinary shares (Number)	3,125,000	3,125,000
(Loss) per share (Shs).	(2)	(9)

9. Share capital	2025 Shs '000	2024 Shs '000
Authorised:		
3,250,000 (2024: 3,250,000) ordinary shares of Shs. 20 each	65,000	65,000
2,937,695 (2024: 2,937,695) 6% non-cumulative redeemable preference shares of Shs. 100 each	293,770	293,770
	358,770	358,770
Issued and fully paid:		
3,125,000 (2024: 3,125,000) ordinary shares of Shs. 20 each	62,500	62,500
2,937,695 (2024: 2,937,695) 6% non-cumulative redeemable preference shares of Shs. 100 each	293,770	293,770
	356,270	356,270

The preference shares are non-cumulative and only redeemable within a period of 20 years from the issue date (being 21 December 2017) if the company has not exercised its option to convert such shares to ordinary equity before such period elapses. The company holds the option for conversion of such shares at a predetermined number and valuation at any time over this period.

10. **Lease liabilities**	2025 Shs '000	2024 Shs '000
Non-current	5,109	-
Current	8,349	5,014
	13,458	5,014

The total cash outflow for leases in the year was:

Payments of principal portion of the lease liability	(9,696)	(10,235)

Reconciliation of lease liabilities arising from financing activities:

At start of year	5,014	13,802
Interest charged to profit or loss (Note 6)	1,265	1,447
Cash flows:		
- Amounts financed through leases	16,876	-
- Payments under leases	(9,696)	(10,235)
At end of year	13,458	5,014

Lease liabilities are unsecured.

The leases expiring within one year are subject to review at various dates during the next financial year.

The exposure of the company's leases to interest rate changes and the contractual repricing dates at the reporting date are as follows:

	2025 Shs '000	2024 Shs '000
6 months or less	4,022	4,976
6 - 12 months	4,327	38
1 - 2 years	5,109	-
	13,458	5,014

Weighted average effective interest rates at the reporting date was:	2025 %	2024 %
Lease liabilities	11.5% - 14%	11.5% - 14%

The carrying amounts of the company's lease liabilities are denominated in Kenya Shillings.

Maturity based on the repayment structure of lease liabilities is as follows:

Gross lease liabilities - minimum lease payments	2025 Shs '000	2024 Shs '000
Not later than 1 year	9,566	5,281
Later than 1 year and not later than 5 years	5,312	-
Total gross lease	14,877	5,281
Future interest expense on leases liabilities	(1,419)	(267)
Present value of lease liabilities	13,458	5,014

11. **Deferred tax**

Deferred tax is calculated, in full, on all temporary differences under the liability method using a principal tax rate of 30% (2024: 30%). The movement on the deferred tax account is as follows:

	2025 Shs '000	2024 Shs '000
At start of year	(79,517)	(65,183)
(Credit) to profit or loss (Note 7)	(18,313)	(14,334)
At end of year	(97,830)	(79,517)

Deferred tax (assets) in the statement of financial position and deferred tax charge/(credit) to profit or loss are attributable to the following items:

	At start of year Shs '000	Charge/(credit) to profit or loss Shs '000	At end of year Shs '000
Year ended 31 December 2025			
Property and equipment	(4,031)	2,231	(1,800)
Impairment loss	(11,041)	10,313	(728)
General provisions	(3,631)	(8,877)	(12,508)
Unrealised foreign exchange differences	(2,466)	538	(1,928)
Tax losses	(58,348)	(22,519)	(80,867)
Net deferred tax (asset)	(79,517)	(18,313)	(97,830)
Year ended 31 December 2024			
Property and equipment	(7,162)	3,131	(4,031)
Impairment loss	(3,966)	(7,075)	(11,041)
General provisions	(3,555)	(76)	(3,631)
Unrealised foreign exchange differences	23,009	(25,475)	(2,466)
Tax losses	(73,509)	15,161	(58,348)
Net deferred tax (asset)	(65,183)	(14,334)	(79,517)

Deferred tax assets on tax losses carried forward and deductible temporary differences are only recognised to the extent of certainty of availability of sufficient future taxable profits to utilise such losses and deductible temporary differences against. Deferred tax assets amounting to Shs. 80,867,000 (2024: Shs. 58,348,000) and Shs. 16,964,000 (2024: Shs. 21,169,000) in respect of tax losses carried forward and deductible temporary differences amounting to Shs. 269,556,000 (2024: Shs. 194,493,000) and Shs. 56,544,000 (2024: Shs. 70,563,000), respectively, that can be carried forward against future taxable profits have been recognised in these financial statements.

12. **Property and equipment**

Year ended 31 December 2025

	Leasehold improvements Shs '000	Furniture and fittings Shs '000	Motor vehicles Shs '000	Computer equipment Shs '000	Total Shs '000
Cost					
At start of year	47,279	19,009	131,703	48,259	246,250
Additions	307	44	9,024	3,967	13,341
Disposals	-	-	(19,739)	-	(19,739)
At end of year	47,586	19,053	120,988	52,226	239,852
Accumulated depreciation					
At start of year	46,260	19,009	84,351	47,196	196,816
Disposals	-	-	(16,148)	-	(16,148)
Charge for the year	312	2	10,308	1,362	11,985
At end of year	46,572	19,011	78,511	48,558	192,653
Net carrying amount	1,014	42	42,477	3,668	47,199

Year ended 31 December 2024

Cost					
At start of year	46,522	19,009	79,193	47,851	192,575
Additions	757	-	54,310	408	55,475
Disposals	-	-	(1,800)	-	(1,800)
At end of year	47,279	19,009	131,703	48,259	246,250
Accumulated depreciation					
At start of year	46,051	18,988	77,194	46,129	188,362
Disposals	-	-	(1,800)	-	(1,800)
Charge for the year	209	21	8,957	1,067	10,254
At end of year	46,260	19,009	84,351	47,196	196,816
Net carrying amount	1,019	-	47,352	1,063	49,434

All additions during the year were made through cash payments.

13. **Intangible assets**

Year ended 31 December 2025	Trademarks Shs '000	Computer software Shs '000	Total Shs '000
Cost			
At start of year	319	28,357	28,676
Additions	-	172	172
At end of year	319	28,529	28,848
Amortisation			
At start of year	214	26,849	27,063
Charge for the year	47	598	645
At end of year	262	27,447	27,708
Net carrying amount	57	1,082	1,140
Year ended 31 December 2024			
Cost			
At start of year	319	26,876	27,195
Additions	-	1,481	1,481
At end of year	319	28,357	28,676
Amortisation			
At start of year	156	26,461	26,617
Charge for the year	58	388	446
At end of year	214	26,849	27,063
Net carrying amount	105	1,507	1,612

Amortisation costs amounting to Shs. 644,779 (2024: Shs. 446,040) are included in other operating expenses.

14. **Right-of-use assets**

	Leased buildings 2025 Shs '000	2024 Shs '000
Cost		
At start of year	34,847	34,847
Additions	16,876	-
Disposals	(20,804)	-
At end of year	30,919	34,847
Accumulated depreciation		
At start of year	30,210	21,656
Charge for the year	8,446	8,554
Disposals	(20,804)	-
At end of year	17,852	30,210
Net carrying amount	13,067	4,637

The company leases offices and stores. The leased offices and stores are typically for periods of between 1 and 2 years, with options to renew. None of the leases contains any restrictions or covenants other than the protective rights of the lessor or carries a residual value guarantee.

14. **Right-of-use assets (continued)**

In the statement of cash flows, the amount for payments for right-of-use assets represents:

	2025 Shs '000	2024 Shs '000
Additions, as above	16,876	-
Less: amounts financed through lease liabilities	(16,876)	-
	-	-

For information on the related lease liabilities, see Note 10.

15. **Inventories**

	2025 Shs '000	2024 Shs '000
Park tickets	2,463	5,202

16. **Trade and other receivables**

	2025 Shs '000	2024 Shs '000
Trade receivables	141,622	83,499
Less: expected credit losses	(35,066)	(36,802)
Net trade receivables	106,556	46,697
Prepayments	5,344	588
Other receivables	112,030	47,268
	223,930	94,553

	2025			2024		
	Gross amount Shs '000	ECL allowance Shs '000	Carrying amount Shs '000	Gross amount Shs '000	ECL allowance Shs '000	Carrying amount Shs '000
Trade receivables	141,622	(35,066)	106,556	83,499	(36,802)	46,697
Prepayments	5,344	-	5,344	588	-	588
Other receivables	112,030	-	112,030	47,268	-	47,268
	258,995	(35,066)	223,930	131,355	(36,802)	94,553

The carrying amounts of the company's trade and other receivables are denominated in the following currencies:

	2025 Shs '000	2024 Shs '000
Kenya Shillings	12,463	15,248
Euros	18,739	-
United States Dollar	192,727	79,305
	223,930	94,553

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivables mentioned above. The company does not hold any collateral as security.

The company's credit risk arises primarily from receivables from trade receivables. The directors are of the opinion that the company's exposure is limited.

In the opinion of the directors, the carrying amounts of trade and other receivables approximate to their fair value.

17. **Cash and cash equivalents**	2025 Shs '000	2024 Shs '000
Cash at bank and in hand	152,049	211,472

For the purposes of the statement of cash flows, the year-end cash and cash equivalents comprise the above.

The carrying amounts of the company's cash and cash equivalents are denominated in the following currencies:

	2025 Shs '000	2024 Shs '000
Kenya Shillings	48,401	30,639
United States Dollar	99,635	175,154
Euro	4,002	5,639
Great Britian Pound	10	40
	152,049	211,472

The company's bank balances are held with major Kenyan financial institutions and, in so far as the directors are able to measure any credit risk to these assets, it is deemed to be limited.

Total provision for impairment of cash and cash equivalents is not material to the company as at 31 December 2025.

18. **Trade and other payables**	2025 Shs '000	2024 Shs '000
Trade payables	16,006	12,948
Accruals for safaris	121,228	99,582
Deferred income	117,583	52,733
Accruals and other payables	16,960	15,082
Payable to related party (Note 20)	1,106	576
	272,883	180,921

The carrying amounts of the company's trade and other payables are denominated in the following currencies:

Kenya Shillings	25,768	170,030
United States Dollar	226,948	10,439
Euro	19,060	235
Indian Rupees	1,107	-
South African Rand	-	217
	272,883	180,921

In the opinion of the directors, the carrying amount of trade and other payables approximate to their fair value.

18. Trade and other payables (continued)

The maturity analysis of the trade and other payables is as follows:

Year ended 31 December 2025	Up to 3 months Shs '000	4 to 12 months Shs '000	Total Shs '000
Trade payables	13,910	2,096	16,006
Accruals for safaris	102,888	18,340	121,228
Deferred income	60,076	57,507	117,583
Accruals and other payables	16,960	-	16,960
Payable to related party	1,106	-	1,106
	194,940	77,943	272,883
Year ended 31 December 2024			
Trade payables	12,948	-	12,948
Accruals for safaris	80,475	19,107	99,582
Deferred income	25,596	27,137	52,733
Accruals and other payables	15,082	-	15,082
Payable to related party	-	576	576
	134,102	46,819	180,921

19. Cash (used in) operations

Reconciliation of (loss) before tax to cash (used in) operations:	2025 Shs '000	2024 Shs '000
(Loss) before tax	(23,904)	(38,972)
Adjustments for:		
Depreciation on property and equipment (Note 12)	11,985	10,254
Depreciation on right-of-use assets (Note 14)	8,446	8,554
Amortisation of intangible assets (Note 13)	645	446
Provision for expected credit losses	35,066	36,802
Interest expense on lease liabilities (Note 10)	1,265	1,447
(Gain) on disposal of property and equipment (Note 3)	(4,910)	(625)
Interest (income)	(6,918)	(12,899)
Net foreign exchange (gain)	(9,727)	(3,214)
Changes in working capital:		
- inventories	2,739	(3,300)
- trade and other receivables	(164,444)	111,664
- trade and other payables	108,838	(180,206)
Cash (used in) operations	(40,920)	(70,049)

NOTES (CONTINUED)

20. **Related party transactions and balances**

The company is controlled by Travel Circle International (Mauritius) Limited incorporated in Mauritius, which owns 100% of the company shares.

The following transactions were carried out and balances held with related parties:	2025 Shs '000	2024 Shs '000
i) **Sale of goods and services to other related party**	-	6,140
ii) **Purchase of goods and services from other related party**	1,139	16,330
iii) **Key management compensation**		
Salaries and other short term benefits - director	19,695	19,454
iv) **Outstanding balances arising from sale and purchase of goods/services/property/other transactions**		
Payable to related parties (Note 18) - Other related parties	1,139	576

The related parties are companies with common shareholding.

21. **Risk management objectives and policies**

Financial risk management

The company's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and interest rate risk), credit risk and liquidity risk.

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

Risk management is carried out by the management under policies approved by the board of directors. Management identifies, evaluates and hedges financial risks in close co-operation with various departmental heads. The board provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk and credit risk.

(a) **Market risk**

Market risk is defined as the potential loss in both on and off financial position resulting from movements in market risk factors such as interest rates. Market risk is represented in the factors which affect values, earnings and profits of all securities negotiated in stock exchange or affect the value, earning and profit of a particular security.

- *Foreign exchange risk*

The company is exposed to foreign exchange risk arising from various currency exposures primarily with respect to the US Dollar, Sterling Pound, Indian Rupee, South African Rand and Euro. The risk arises from future transactions, assets and liabilities in the statement of financial position.

The table below summarises the effect on post-tax profit had the Kenya Shilling weakened by 10% against each currency, with all other variables held constant. If the Kenya Shilling strengthened against each currency, the effect would have been the opposite.

	2025 Shs '000	2024 Shs '000
Effect of profit - increase	42,167	18,707

21. **Risk management objectives and policies (continued)**

Financial risk management (continued)

(a) **Market risk (continued)**

A 10% sensitivity rate is being used when reporting foreign risk internally to key management personnel and represents managements assessment of the reasonably possible change in foreign exchange rates.

- *Interest rate risk*

The company's exposure to interest rate risk arises from lease liabilities.

The summary below shows the effect on post-tax profit had the interest rate on interest bearing liabilities increased by 1%. Had the interest rates decreased by the same margin, the effect would have been the opposite.

	2025 Shs '000	2024 Shs '000
Effect on profit - Increase	1,208	1,851

A 1% sensitivity rate is being used when reporting interest risk internally to key management personnel and represents managements assessment of the reasonably possible change in interest rates.

(b) **Credit risk**

Credit risk arises from cash and cash equivalents as well as credit exposures to customers, including outstanding receivables.

Management assesses the credit quality of the customer, taking into account their financial position, past experience and other factors.

Exposure to this risk has been quantified in each financial asset note in the financial statements along with any concentration of risk.

In assessing whether the credit risk on a financial asset has increased significantly, the company compares the risk of default occurring on the financial asset as at the reporting date with the risk of default occurring on that financial asset as at the date of initial recognition. In doing so, the company considers reasonable and supportable information that is indicative of significant increases in credit risk since initial recognition and that is available without undue cost or effort. There is a rebuttable assumption that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 90 days past due.

For these purpose default is defined as having occurred if the debtor is in breach of contractual obligations, or if information is available internally or externally that suggests that the debtor unlikely to be able to meet its obligations. However, there is a rebuttable assumption that that default does not occur later than when a financial asset is 90 days past due.

If the company does not have reasonable and supportable information to identify significant increases in credit risk and/or to measure lifetime credit losses when there has been a significant increase in credit risk on an individual instrument basis, lifetime expected credit losses are recognised on a collective basis. For such purposes, the company companys financial assets on the basis of shared credit risk characteristics, such as:

- type of instrument;
- industry in which the debtor operates; and
- nature of collateral.

21. **Risk management objectives and policies (continued)**

Financial risk management (continued)

(b) **Credit risk (continued)**

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit impaired include observable data about the the following events:

- significant financial difficulty of the debtor;
- a breach of contract;
- it is probable that the debtor will enter bankruptcy; and
- the disappearance of an active market for the financial asset because of financial difficulties.

The gross carrying amount of financial assets with exposure to credit risk at the reporting date was as follows:

Basis for measurement of loss allowance	Lifetime expected credit losses Shs '000
As at 31 December 2025	
Trade receivables	141,622
Cash and cash equivalents	152,049
Gross carrying amount	293,671
Loss allowance	(35,066)
Exposure to credit risk	258,605
As at 31 December 2024	
Trade receivables	83,499
Cash and cash equivalents	211,472
Gross carrying amount	294,971
Loss allowance	(36,802)
Exposure to credit risk	258,169

Financial assets for which the loss allowance has been measured at an amount equal to lifetime expected credit losses have been analysed above based on their credit risk ratings as follows:

a) financial assets for which credit risk has increased significantly since initial recognition but that are not credit impaired;
b) financial assets that are credit impaired at the reporting date; and
c) trade receivables for which the loss allowance is always measured at an amount equal to lifetime expected credit losses, based, as a practical expedient, on provision matrices.

21. **Risk management objectives and policies (continued)**

Financial risk management (continued)

b) **Credit risk (continued)**

The age analysis of the trade receivables at the end of each year was as follows:

	Not past Shs '000	31 - 60 Shs '000	61 - 90 Shs '000	>120 Shs '000	Total Shs '000
As at 31 December 2025	79,953	27,968	678	33,023	141,622
As at 31 December 2024	40,540	6,130	-	36,828	83,499

The changes in the loss allowance during the year were as follows:

Basis for measurement of loss allowance	**Lifetime expected credit losses**
Year ended 31 December 2025	**Trade receivables Shs '000**
At start of year	(36,802)
Changes relating to assets	1,736
At end of year	(35,066)
Year ended 31 December 2024	
At start of year	(13,218)
Changes relating to assets	(23,584)
At end of year	(36,802)

(c) **Liquidity risk**

Liquidity risk is the risk that the company will encounter difficulty in meeting obligations associated with financial liabilities. Cash flows forecasting is performed by the finance department of the company by monitoring the company's liquidity requirements to ensure it has sufficient cash to meet operational needs.

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents to meet obligations as they fall due. The company ensures its inflows and outflows are matched sufficiently to minimise its exposure on liquidity risk.

Notes 18 and 10 disclose the maturity analysis of trade and other payables and lease liabilities respectively.

The table on the next page details the company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on undiscounted cash flows of financial liabilities based on the earliest date on which the company can be required to pay. The key assumptions made in the maturity profile are:

- changes in interest rates have not been accounted for as these cannot be predicted;
- changes in foreign exchange rates have not been accounted for as these cannot be predicted; and
- the borrowings will be repaid based on the repayment schedule agreed with the lenders.

21. **Risk management objectives and policies (continued)**

Financial risk management (continued)

(c) **Liquidity risk (continued)**

Year ended 31 December 2025	**Interest rate %age**	**Within 1 year Shs '000**	**Between 1 - 5 years Shs '000**	**Total Shs '000**
Non interest bearing liabilities:				
- Trade and other payables	Nil	272,883	-	272,883
Interest bearing liabilities				
- Lease liabilities	11.5% - 14%	9,566	5,312	14,877
		282,449	5,312	287,760
Year ended 31 December 2024				
Non interest bearing liabilities:				
- Trade and other payables	Nil	180,921	-	180,921
Interest bearing liabilities				
- Lease liabilities	11.5% - 14%	5,281	-	5,281
		186,202	-	186,202

22. **Capital management**

The company's objectives when managing capital are:

- to provide an adequate return to shareholders by pricing services commensurately with the level of risk; and
- to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders.
- to maintain a strong asset base to support the development of business; and
- to maintain an optimal capital structure to reduce the cost of capital.

The company sets the amount of capital in proportion to risk. The company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the company may adjust directors bonuses or dividends paid.

The company is not geared.

23. **Operating lease commitments**

	2025 Shs '000	**2024 Shs '000**
The future minimum lease payments payable under non-cancellable operating leases are as follows;		
Not later than 1 year	9,566	5,281
Later than 1 year but not later than 5 years	5,312	-
	14,877	5,281

24. **Incorporation**

Private Safaris (East Africa) Limited is incorporated in Kenya under the Kenyan Companies Act, 2015 as a private limited liability company and is domiciled in Kenya.

25. **Presentation currency**

The financial statements are presented in Kenya Shillings (Shs).

SCHEDULE OF DIRECT COSTS AND EXPENDITURE

1. DIRECT COSTS	2025 Shs '000	2024 Shs '000
Accommodation and meals expenses	965,973	1,016,007
Entrance and parking fees	125,849	158,963
Transport	154,349	248,953
Fuel	11,784	13,349
Repairs and maintenance	6,693	8,041
Drivers' allowance	4,936	4,333
Commission	4,673	8,367
Excursion and transport	5,874	6,542
Spare parts, tyres and tubes expenses	2,354	2,319
Other costs	8,930	7,011
Prior year safaris expenses	-	(15,986)
Total direct costs	1,291,416	1,457,899
2. ADMINISTRATIVE EXPENSES		
Employment:		
Salaries and wages	120,788	121,300
Staff medical	6,945	7,217
Staff training and recruitment	47	51
Other staff costs	8,106	8,783
Total employment costs	135,886	137,351
Other administrative expenses:		
Director's remuneration	18,207	17,966
Promotions and sales support	14,814	11,948
Printing and stationery	1,201	1,052
Postages and telephones	1,521	1,567
Travelling and entertainment	4,255	477
Audit fees:		
- current year	1,683	1,849
Computer expenses	10,966	16,003
Management fees	22,368	18,298
Legal and professional fees	1,352	2,883
Secretarial charges	185	149
Subscriptions	253	284
Bank charges	1,887	1,823
Gifts and donations	50	53
Agents commission	11,766	13,506
Miscellaneous expenses	1,508	1,319
Total other administrative expenses	92,017	89,177
Total employment and other administrative expenses	227,903	226,528
Foreign exchange differences:		
Realised exchange (gain)/loss	(5,624)	62,770
Unrealised foreign exchange loss	6,426	8,221
Total foreign exchange differences	802	70,991
Total administrative expenses	228,705	297,519

SCHEDULE OF DIRECT COSTS AND EXPENDITURE (CONTINUED)

3. OTHER OPERATING EXPENSES	2025 Shs '000	2024 Shs '000
Establishment:		
Light and water	2,844	3,312
Service charge and parking	4,434	4,361
Licences	248	663
Security	299	291
Repairs and maintenance	78	156
Insurance	3,959	4,110
Amortisation of intangible assets	645	446
Depreciation on property and equipment	11,985	10,254
Depreciation on right-of-use assets	8,446	8,554
Total other operating expenses	32,938	32,147

4. FINANCE COSTS		
Interest expense on lease liabilities	1,265	1,447
Total finance costs	1,265	1,447

Kuoni Private Safaris Namibia (Proprietary) Limited

(Registration number 2006/511)

Annual Financial statements

for the year ended 31 December, 2025

Kuoni Private Safaris Namibia (Pty) Ltd

(Registration number 2006/511)
Annual Financial Statements for the year ended 31 December, 2025

General Information

Country of incorporation and domicile	Namibia
Nature of business and principal activities	The company carry on the business of tourism, arrange and operate services for travel agents, tour operators, cruise liners, travel packages wholesale and logistics and all business related thereto.
Director	Virginia Barnard
Registered office	61 Simeon Shixungileni Street Windhoek Namibia
Business address	Suit 320, Regus Business Centre 3rd Floor Office Towers Tel:+264 83 330 7479 I info.na@privatesafaris.com Maerua Mall Windhoek Namibia
Holding company	Private Safaris (Pty) Ltd incorporated in South Africa
Ultimate holding company	Fairfax Financial Holdings Group Limited incorporated in Toronto, Canada
Bankers	Standard Bank Namibia Limited
Auditors	BDO Namibia Registered Accountants and Auditors Chartered Accountants (Namibia)
Secretary	Sage Secretarial Services (Pty) Ltd
Company registration number	2006/511
Tax reference number	4297241011

Kuoni Private Safaris Namibia (Pty) Ltd

(Registration number 2006/511)
Annual Financial Statements for the year ended 31 December, 2025

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Director's Responsibilities and Approval

The director is required in terms of the Companies Act of Namibia to maintain adequate accounting records and is responsible for the content and integrity of the annual financial statements and related financial information included in this report. It is her responsibility to ensure that the annual financial statements fairly present the state of affairs of the company as at the end of the financial year and the results of its operations and cash flows for the period then ended, in conformity with IFRS® Accounting Standards. The external auditors are engaged to express an independent opinion on the annual financial statements.

The annual financial statements are prepared in accordance with IFRS® Accounting Standards and are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgments and estimates.

The director acknowledges that she is ultimately responsible for the system of internal financial control established by the company and places considerable importance on maintaining a strong control environment. To enable the director to meet these responsibilities, the board sets standards for internal control aimed at reducing the risk of error or loss in a cost-effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the company and all employees are required to maintain the highest ethical standards in ensuring the company's business is conducted in a manner that in all reasonable circumstances is above reproach. The focus of risk management in the company is on identifying, assessing, managing and monitoring all known forms of risk across the company. While operating risk cannot be fully eliminated, the company endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

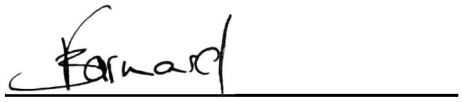
The director is of the opinion, based on the information and explanations given by management, that the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the annual financial statements. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss.

The director has reviewed the company's cash flow forecast for the year to 31 December, 2026 and, in light of this review and the current financial position, she is satisfied that the company has or had access to adequate resources to continue in operational existence for the foreseeable future.

The external auditors are responsible for independently auditing and reporting on the company's annual financial statements. The annual financial statements have been examined by the company's external auditors and their report is presented on pages 4 to 6.

The annual financial statements set out on pages 7 to 29, and the supplementary information set out on page 30, which have been prepared on the going concern basis, were approved by the board on 28/04/2026 and were signed by:

Approval of financial statements



Director

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INDEPENDENT AUDITOR'S REPORT

To the Member of Kuoni Private Safaris Namibia (Proprietary) Limited

REPORT ON THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS

Opinion

We have audited the annual financial statements of Kuoni Private Safaris Namibia (Proprietary) Limited set ("the company") set out on pages 7 to 29, which comprise the statement of financial position as at 31 December 2025, and the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and the notes to the annual financial statements, including a summary of material accounting policy information and the director's report.

In our opinion, the annual financial statements present fairly, in all material respects, the financial position of the company as at 31 December 2025, and its financial performance and cash flows for the year then ended in accordance with IFRS® Accounting Standards as issued by the IASB and the requirements of the Companies Act of Namibia.

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 Annual Financial Statements*" section of our report. We are independent of the company in accordance with the International Ethics Standards Board for Accountants International Code of Ethics for Professional Accountants (including International Independence Standards) and other independence requirements applicable to performing audits of financial statements in Namibia. 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

The director is responsible for the other information. The other information comprises the Detailed Income Statement, which we obtained prior to the date of this auditor's report. The other information does not include the annual financial statements and our auditor's report thereon.

Our opinion on the annual financial statements does not cover the other information and we do not and will not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the annual financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the annual financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's 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 the Director for the Annual financial statements

The director is responsible for the preparation and fair presentation of the annual financial statements in accordance with IFRS® Accounting Standards as issued by the IASB and the requirements of the Companies Act of Namibia, and for such internal control as the director determines is necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the annual financial statements, the director 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 the director either intends to liquidate the company or to cease operations or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Annual Financial Statements

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

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

- Identify and assess the risks of material misstatement of the annual financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the director.

- Conclude on the appropriateness of the director's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to

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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 annual 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 annual financial statements, including the disclosures, and whether the annual financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the director 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 terms of section 283 (3) of the Companies Act of Namibia, we report that with the written consent of the shareholder, we have performed certain secretarial duties on behalf of the company.

BDO Namibia
Registered Accountants and Auditors
Chartered Accountants (Namibia)

Per: JSW de Vos **1 May 2026**
Partner **Windhoek**

BDO, a Namibian partnership, is registered with Public Accountants' and Auditors' Board (Practice Number: 9402). Our firm has offices in Windhoek, Walvis Bay and Oshakati. BDO is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the International BDO network of independent member firms.

Director's Report

The director has pleasure in submitting her report on the annual financial statements of Kuoni Private Safaris Namibia (Pty) Ltd for the year ended 31 December, 2025.

1. Nature of business

To carry on the business of tourism, arrange and operate services for travel agents, tour operators, cruise lines, travel packages wholesale and logistics and all businesses related thereto.

There have been no material changes to the nature of the company's business from the prior year.

2. Review of financial results and activities

The annual financial statements have been prepared in accordance with IFRS® Accounting Standards and the requirements of the Companies Act of Namibia. The accounting policy information has been applied consistently compared to the prior year.

Full details of the financial position, results of operations and cash flows of the company are set out in these annual financial statements.

3. Share capital

There have been no changes to the authorised or issued share capital during the year under review.

4. Dividends

The board do not recommend the declaration of a dividend for the year.

5. Directorate

The director in office at the date of this report is as follows:

Director	Nationality
Virginia Barnard	German

6. Holding company

The company's holding company is Private Safaris (Pty) Ltd incorporated in South Africa.

7. Ultimate holding company

The company's ultimate holding company is Fairfax Financial Holdings Group Limited which is incorporated in Toronto, Canada.

8. Events after the reporting period

The director is not aware of any material event which occurred after the reporting date and up to the date of this report.

Director's Report

9. Going concern

The annual financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

The director believes that the company has adequate financial resources to continue in operation for the foreseeable future and accordingly the annual financial statements have been prepared on a going concern basis. The director has satisfied herself that the company is in a sound financial position and that it has access to sufficient borrowing facilities to meet its foreseeable cash requirements. The director is not aware of any new material changes that may adversely impact the company. The director is also not aware of any material non-compliance with statutory or regulatory requirements or of any pending changes to legislation which may affect the company.

10. Secretary

The company secretary is Sage Secretarial Services (Pty) Ltd.

Postal address:	PO Box 2184 Windhoek Namibia
Business address:	61 Simeon Shixungileni Street Windhoek Namibia

11. Terms of appointment of the auditors

BDO Namibia will continue in office in accordance to Section 278 (2) of the Companies Act of Namibia.

Statement of Financial Position as at 31 December, 2025

Figures in Namibia Dollar	Note(s)	2025	2024
Assets			
Non-Current Assets			
Property, plant and equipment	3	90,142	93,900
Intangible assets	4	11	11
Deferred tax	5	4,173,350	32,425
		4,263,503	**126,336**
Current Assets			
Trade and other receivables	6	4,641,837	2,384,530
Cash and cash equivalents	7	12,634,430	5,304,342
		17,276,267	**7,688,872**
Total Assets		**21,539,770**	**7,815,208**
Equity and Liabilities			
Equity			
Share capital	8	19,987,120	19,987,120
Accumulated loss		(19,069,725)	(27,713,546)
		917,395	**(7,726,426)**
Liabilities			
Current Liabilities			
Trade and other payables	9	20,589,643	15,453,100
Current tax payable		32,732	88,534
		20,622,375	**15,541,634**
Total Equity and Liabilities		**21,539,770**	**7,815,208**

Statement of Profit or Loss and Other Comprehensive Income

Figures in Namibia Dollar	Note(s)	2025	2024
Revenue	12	143,759,944	112,575,163
Cost of sales	13	(125,822,973)	(97,804,316)
Gross profit		**17,936,971**	**14,770,847**
Other operating income	14	249,761	48,327
Other operating (losses) / gains	15	(413,540)	134,289
Other operating expenses		(13,436,885)	(12,758,642)
Operating profit	16	**4,336,307**	**2,194,821**
Investment income	17	449,486	146,092
Finance costs	18	-	(578)
Profit before taxation		**4,785,793**	**2,340,335**
Taxation	19	3,858,028	(88,534)
Total comprehensive income for the year		**8,643,821**	**2,251,801**

Statement of Changes in Equity

Figures in Namibia Dollar	Share capital	Share premium	Total share capital	Accumulated loss	Total equity
Balance at 1 January, 2024	**3,001,000**	**16,986,120**	**19,987,120**	**(29,965,347)**	**(9,978,227)**
Total comprehensive income for the year	**-**	**-**	**-**	**2,251,801**	**2,251,801**
Balance at 1 January, 2025	**3,001,000**	**16,986,120**	**19,987,120**	**(27,713,546)**	**(7,726,426)**
Total comprehensive income for the year	**-**	**-**	**-**	**8,643,821**	**8,643,821**
Balance at 31 December, 2025	**3,001,000**	**16,986,120**	**19,987,120**	**(19,069,725)**	**917,395**
Note(s)	8	8	8		

Statement of Cash Flows

Figures in Namibia Dollar	Note(s)	2025	2024
Cash flows from operating activities			
Cash generated from/(used in) operations	20	7,675,466	(1,573,235)
Interest income		449,486	146,092
Tax paid	21	(338,699)	-
Net cash generated from / (used in) operating activities		**7,786,253**	**(1,427,721)**
Cash flows from financing activities			
Repayment of shareholder 's loan		-	(1,487,790)
Net cash used in financing activities		**-**	**(1,487,790)**
Total cash movement for the year		**7,743,628**	**(2,915,511)**
Cash at the beginning of the year		5,304,342	8,219,853
Effect of exchange rate movement on cash balances		(413,540)	-
Total cash at end of the year	7	**12,634,430**	**5,304,342**

Accounting Policy Information

1. Material accounting policy information

The annual financial statements have been prepared in accordance with the IFRS® Accounting Standards as issued by the IASB and the Companies Act of Namibia. The annual financial statements have been prepared on the historic cost convention, and incorporate the principal accounting policy information set out below. They are presented in Namibia Dollar.

1.1 Significant judgements and sources of estimation uncertainty

The preparation of annual financial statements in conformity with IFRS® require management, from time to time, to make judgments, estimates and assumptions that affect the application of policy information and reported amounts of assets, liabilities, income and expenses. These estimates and associated assumptions are based on experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Critical judgements in applying accounting policy information

The critical estimations made by management in applying accounting policy information, that have the most significant effect on the amounts recognised in the financial statements, are outlined as follows:

Key sources of estimation uncertainty

Provisions

Provisions are inherently based on assumptions and estimates using the best information available.

Taxation

The company recognises the net future tax benefit related to deferred income tax assets to the extent that it is probable that the deductible temporary differences will reverse in the foreseeable future. Assessing the recoverability of deferred income tax assets requires the company to make significant estimates related to expectations of future taxable income. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the company to realise the net deferred tax assets recorded at the end of the reporting period could be impacted.

1.2 Property, plant and equipment

Property, plant and equipment are tangible assets which the company holds for its own use or for rental to others and which are expected to be used for more than one year.

An item of property, plant and equipment is recognised as an asset when it is probable that future economic benefits associated with the item will flow to the company, and the cost of the item can be measured reliably.

Property, plant and equipment is initially measured at cost. Cost includes all of the expenditure which is directly attributable to the acquisition or construction of the asset, including the capitalisation of borrowing costs on qualifying assets and adjustments in respect of hedge accounting, where appropriate.

Expenditure incurred subsequently for major services, additions to or replacements of parts of property, plant and equipment are capitalised if it is probable that future economic benefits associated with the expenditure will flow to the company and the cost can be measured reliably. Day to day servicing costs are included in profit or loss in the year in which they are incurred.

Subsequent to initial recognition, property, plant and equipment is measured at cost less accumulated depreciation and any accumulated impairment losses, except for land and buildings which are stated at revalued amounts. The revalued amount is the fair value at the date of revaluation less any subsequent accumulated depreciation and impairment losses.

Accounting Policy Information

1.2 Property, plant and equipment (continued)

Depreciation of an asset commences when the asset is available for use as intended by management. Depreciation is charged to write off the asset's carrying amount over its estimated useful life to its estimated residual value, using a method that best reflects the pattern in which the asset's economic benefits are consumed by the company. Leased assets are depreciated in a consistent manner over the shorter of their expected useful lives and the lease term. Depreciation is not charged to an asset if its estimated residual value exceeds or is equal to its carrying amount. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale or derecognised.

The useful lives of items of property, plant and equipment have been assessed as follows:

Item	Depreciation method	Average useful life
Furniture and fixtures	Straight line	5 years
IT equipment	Straight line	3-5 years

The residual value, useful life and depreciation method of each asset are reviewed at the end of each reporting year. If the expectations differ from previous estimates, the change is accounted for prospectively as a change in accounting estimate.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately.

The depreciation charge for each year is recognised in profit or loss unless it is included in the carrying amount of another asset.

Impairment tests are performed on property, plant and equipment when there is an indicator that they may be impaired. When the carrying amount of an item of property, plant and equipment is assessed to be higher than the estimated recoverable amount, an impairment loss is recognised immediately in profit or loss to bring the carrying amount in line with the recoverable amount.

1.3 Intangible assets

An intangible asset is recognised when:

- it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity; and
- the cost of the asset can be measured reliably.

Intangible assets are initially recognised at cost.

Amortisation is provided to write down the intangible assets, on a straight line basis, to their residual values as follows:

Item	Depreciation method	Average useful life
Computer software	Straight line	3 years

1.4 Financial instruments

Initial recognition and measurement

Financial instruments are recognised initially when the company becomes a party to the contractual provisions of the instruments.

The company classifies financial instruments, or their component parts, on initial recognition as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual arrangement.

Subsequent measurement

Financial instruments at fair value through profit or loss are subsequently measured at fair value, with gains and losses arising from changes in fair value being included in profit or loss for the period.
Financial liabilities at amortised cost are subsequently measured at amortised cost, using the effective interest method.

Accounting Policy Information

1.4 Financial instruments (continued)

Derecognition

Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the company has transferred substantially all risks and rewards of ownership.

Impairment of financial assets

At each reporting date the company assesses all financial assets, other than those at fair value through profit or loss, to determine whether there is objective evidence that a financial asset or group of financial assets has been impaired.
For amounts due to the company, significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy and default of payments are all considered indicators of impairment.

In the case of equity securities classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is considered an indicator of impairment. If any such evidence exists for available- for-sale financial assets, the cumulative loss - measured as the difference between the acquisition cost and current fair value, less any impairment loss on that financial asset previously recognised in profit or loss - is removed from equity as a reclassification adjustment to other comprehensive income and recognised in profit or loss.

Impairment losses are recognised in profit or loss

Impairment losses are reversed when an increase in the financial asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to the restriction that the carrying amount of the financial asset at the date that the impairment is reversed shall not exceed what the carrying amount would have been had the impairment not been recognised.

Loans to / (from) related parties

These include loans to and from holding companies, fellow subsidiaries, subsidiaries, joint ventures and associates and are recognised initially at fair value plus direct transaction costs.
Loans to group companies are classified as loans and receivables.
Loans from group companies are classified as financial liabilities measured at amortised cost.

Trade and other receivables

Trade receivables are measured at initial recognition at fair value, and are subsequently measured at amortised cost using the effective interest rate method. Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss when there is objective evidence that the asset is impaired. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments (more than 30 days overdue) are considered indicators that the trade receivable is impaired. The allowance recognised is measured as the difference between the asset’s carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition.

The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognised in profit or loss within operating expenses. When a trade receivable is uncollectable, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited against operating expenses in profit or loss.

Trade and other receivables are classified as loans and receivables

Trade and other payables

Trade payables are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. These are initially and subsequently recorded at fair value

Accounting Policy Information

1.4 Financial instruments (continued)

Fair value measurement hierarchy

IFRS 13 requires certain disclosure which require the classification of financial assets and financial liabilities measured at fair value using a fair value measurement hierarchy. The company determines the fair value of its financial statements on the basis of the following hierarchy:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included within level 1 that are observable for the assets or liabilities, either directly (that is, as prices) or indirectly (that is derived from prices); and

Level 3 - inputs for the assets or liabilities that are not based on observable market data (that is, unobservable inputs).

1.5 Tax

Current tax assets and liabilities

Current tax for current and prior periods is, to the extent unpaid, recognised as a liability. If the amount already paid in respect of current and prior periods exceeds the amount due for those periods, the excess is recognised as an asset.

Current tax liabilities (assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the tax authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities

A deferred tax asset is recognised for the carry forward of unused tax losses and unused STC credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused STC credits can be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Tax expenses

Current and deferred taxes are recognised as income or an expense and included in profit or loss for the period, except to the extent that the tax arises from:

- a transaction or event which is recognised, in the same or a different period, to other comprehensive income, or
- a business combination.

Current tax and deferred taxes are charged or credited to other comprehensive income if the tax relates to items that are credited or charged, in the same or a different period, to other comprehensive income.

Current tax and deferred taxes are charged or credited directly to equity if the tax relates to items that are credited or charged, in the same or a different period, directly in equity.

Accounting Policy Information

1.6 Leases

All leases of low value assets and leases with a duration of 12 months or less are recognised in the statement of profit or loss.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the group's incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:
• amounts expected to be payable under any residual value guarantee;
• the exercise price of any purchase option granted in favour of the company if it is reasonable certain to assess that option;
• any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Right of use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:
• lease payments made at or before commencement of the lease;
• initial direct costs incurred; and
• the amount of any provision recognised where the group is contractually required to dismantle, remove or restore the leased asset.

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

When the company revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted at the same discount rate that applied on lease commencement. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease terms.

Finance leases - lessee

Finance leases are recognised as assets and liabilities in the statement of financial position at amounts equal to the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding liability to the lessor is included in the statement of financial position as a finance lease obligation.

The discount rate used in calculating the present value of the minimum lease payments is the interest rate implicit in the lease.

The lease payments are apportioned between the finance charge and reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate on the remaining balance of the liability.

1.7 Impairment of non-financial assets

The company assesses at each end of the reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset.

Irrespective of whether there is any indication of impairment, the company also:

- tests intangible assets with an indefinite useful life or intangible assets not yet available for use for impairment annually by comparing its carrying amount with its recoverable amount. This impairment test is performed during the annual period and at the same time every period.
- tests goodwill acquired in a business combination for impairment annually.

Accounting Policy Information

1.7 Impairment of non-financial assets (continued)

If there is any indication that an asset may be impaired, the recoverable amount is estimated for the individual asset. If it is not possible to estimate the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the asset belongs is determined.

The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs to sell and its value in use.

If the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. That reduction is an impairment loss.

An impairment loss of assets carried at cost less any accumulated depreciation or amortisation is recognised immediately in profit or loss. Any impairment loss of a revalued asset is treated as a revaluation decrease.

1.8 Share capital and equity

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Ordinary shares are recognised at par value and classified as 'share capital' in equity. Any amounts received from the issue of shares in excess of par value is classified as 'share premium' in equity. Dividends are recognised as a liability in the company in which they are declared.

1.9 Employee benefits

Short-term employee benefits

The cost of short-term employee benefits, (those payable within 12 months after the service is rendered, such as paid vacation leave and sick leave, bonuses, and non-monetary benefits such as medical care), are recognised in the period in which the service is rendered and are not discounted.

The expected cost of compensated absences is recognised as an expense as the employees render services that increase their entitlement or, in the case of non-accumulating absences, when the absence occurs.

1.10 Provisions and contingencies

Provisions are recognised when:

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

The amount of a provision is the present value of the expenditure expected to be required to settle the obligation.

Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, the reimbursement shall be recognised when, and only when, it is virtually certain that reimbursement will be received if the entity settles the obligation. The reimbursement shall be treated as a separate asset. The amount recognised for the reimbursement shall not exceed the amount of the provision.

Provisions are not recognised for future operating losses.

If an entity has a contract that is onerous, the present obligation under the contract shall be recognised and measured as a provision.

Contingent assets and contingent liabilities are not recognised.

Accounting Policy Information

1.11 Revenue

The company recognises revenue to depict the transfer of services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those services.
For each contract with a customer;

- identifies the contract with a customer
- identifies the performance obligations in the contract;
- determines the transaction price which takes into account estimates of variable consideration and the time value of money;
- allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct service to be delivered;
- and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the or services promised;

When the outcome of the transaction involving the rendering of services cannot be estimated reliably, revenue shall be recognised only to the extent of the expenses recognised that are recoverable.

Service revenue is recognised by reference to the stage of completion of the transaction at the end of the reporting period. Stage of completion is determined by the travel dates of bookings completed at reporting date

Revenue is measured at the fair value of the consideration received or receivable and represents the amounts receivable for goods and services provided in the normal course of business, net of trade discounts and volume rebates, and value added tax.

Interest is recognised, in profit or loss, using the effective interest rate method.

1.12 Cost of sales

The related cost of providing services recognised as revenue in the current period is included in cost of sales.

1.13 Borrowing costs

Borrowing costs are recognised as an expense in the period in which they are incurred.

1.14 Translation of foreign currencies

Foreign currency transactions

A foreign currency transaction is recorded, on initial recognition in Namibia Dollars, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

At the end of the reporting period:

- foreign currency monetary items are translated using the closing rate;
- non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction; and
- 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.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous annual financial statements are recognised in profit or loss in the period in which they arise.

When a gain or loss on a non-monetary item is recognised to other comprehensive income and accumulated in equity, any exchange component of that gain or loss is recognised to other comprehensive income and accumulated in equity. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

Cash flows arising from transactions in a foreign currency are recorded in Namibia Dollars by applying to the foreign currency amount the exchange rate between the Namibia Dollar and the foreign currency at the date of the cash flow.

Figures in Namibia Dollar	2025	2024

2. New Standards and Interpretations

2.1 Standards and interpretations effective and adopted in the current year

In the current year, the company has adopted the following standards and interpretations that are effective for the current financial year and that are relevant to its operations:

Standard/ Interpretation:	Effective date: Years beginning on or after	Expected impact:
• Lack of exchangeability: amendments to IAS 21	1 January 2025	Unlikely there will be a material impact

2.2 Standards and interpretations not yet effective

The company has chosen not to early adopt the following standards and interpretations, which have been published and are mandatory for the company's accounting periods beginning on or after 1 January, 2026 or later periods:

Standard/ Interpretation:	Effective date: Years beginning on or after	Expected impact:
• Subsidiaries without Public Accountability: Disclosures :IFRS 19	1 January 2027	Unlikely there will be a material impact
• Amendments to Financial Instruments: Disclosures : IFRS 7	1 January 2026	Unlikely there will be a material impact
• Amendments to Financial Instruments: Disclosures : IFRS 9	1 January 2026	Unlikely there will be a material impact
• Amendments to Statement of Cash Flows: IAS 10	1 January 2026	Unlikely there will be a material impact
• Amendments to Financial Instruments: Classification and Measurement : IFRS 9	1 January 2026	Unlikely there will be a material impact
• Presentation and Disclosure of the Annual Financial Statements: IFRS 18	1 January 2027	There will be a structural impact on the face of the Statement of Profit or Loss and other Comprehensive Income

3. Property, plant and equipment

	2025			2024		
	Cost or revaluation	Accumulated depreciation	Carrying value	Cost or revaluation	Accumulated depreciation	Carrying value
Furniture and fixtures	228,409	(228,404)	5	228,409	(228,353)	56
IT equipment	1,134,168	(1,044,031)	90,137	1,091,543	(997,699)	93,844
Total	**1,362,577**	**(1,272,435)**	**90,142**	**1,319,952**	**(1,226,052)**	**93,900**

Notes to the Annual Financial Statements

3. Property, plant and equipment (continued)

Reconciliation of property, plant and equipment

	Furniture and fixtures	IT equipment	Total
Cost			
At 1 January, 2024	228,409	1,069,464	1,297,873
At 31 December, 2024	**228,409**	**1,069,464**	**1,297,873**
Additions	-	42,625	42,625
Depreciation and impairment			
At 1 January, 2024	(228,353)	(948,775)	(1,177,128)
At 31 December, 2024	**(228,353)**	**(948,775)**	**(1,177,128)**
Depreciation	(50)	(46,334)	(46,384)
At 31 December, 2025	**(228,403)**	**(1,044,033)**	**(1,272,436)**
Carrying amount			
Cost	228,409	1,091,543	1,319,952
Accumulated depreciation and impairment	(228,353)	(997,699)	(1,226,052)
At 31 December, 2024	**56**	**93,844**	**93,900**
Cost	228,409	1,134,168	1,362,577
Accumulated depreciation and impairment	(228,404)	(1,044,031)	(1,272,435)
At 31 December, 2025	**5**	**90,137**	**90,142**

4. Intangible assets

	2025			2024		
	Cost / Valuation	Accumulated amortisation	Carrying value	Cost / Valuation	Accumulated amortisation	Carrying value
Computer software	1,091,413	(1,091,402)	11	1,091,413	(1,091,402)	11

Reconciliation of intangible assets - 2025

	Opening balance	Total
Computer software	11	11

Reconciliation of intangible assets - 2024

	Opening balance	Total
Computer software	11	11

Notes to the Annual Financial Statements

5. Deferred tax

The deferred tax assets and the deferred tax liability relate to income tax in the same jurisdiction, and the law allows net settlement. Therefore, they have been offset in the statement of financial position as follows:

Deferred tax asset	4,173,350	32,425

Reconciliation of deferred tax asset / (liability)

At beginning of year	32,425	32,425
Reduction due to rate change	-	(16,817)
Increases (decrease) in tax loss available for set off against future taxable income	-	(718,917)
Effect of tax rate change	-	(2,026)
Current year profit utilised	1,131,589	-
Taxable / (deductible) temporary difference on provisions	(21,251)	-
Deferred tax asset not recognised in prior years	3,953,901	-
Deferred tax asset not recognized	(923,314)	737,760
	4,173,350	**32,425**

6. Trade and other receivables

Financial instruments:		
Trade receivables	1,357,766	1,624,934
Deposits	49,348	51,348
Non-financial instruments:		
Value Added Tax	1,572,431	381,816
Prepayments	1,662,292	326,432
Total trade and other receivables	**4,641,837**	**2,384,530**

Split between non-current and current portions

Current assets	4,641,837	2,384,530

Notes to the Annual Financial Statements

6. Trade and other receivables (continued)

Trade and other receivables past due but not impaired

Trade and other receivables which are less than 3 months past due are not considered to be impaired. At 31 December 2025 N$ nil (2024: N$ nil) were past due but not impaired.

The amounts past due but not impaired is as follows:

	2025 Estimated gross carrying amount at default	2025 Total	2024 Estimated gross carrying amount at default	2024 Total
Not past due:	1,373,632	1,373,632	1,544,480	1,544,480
Less than 30 days past due: 33% (2024: 5%)	445,999	445,999	78,787	78,787
31 - 60 days past due: 0% (2024: 0%)	(36,507)	(36,507)	1,667	1,667
61 - 90 days past due: 0% (2024: 0%)	(160)	(160)	-	-
91 - 120 days past due: 0% (2024: 0%)	(425,198)	(425,198)	-	-
Total	**1,357,766**	**1,357,766**	**1,624,934**	**1,624,934**

7. Cash and cash equivalents

Cash and cash equivalents consist of:

Cash on hand	-	1,229
Bank balances	6,706,521	5,014,690
Short-term deposits	5,927,909	288,423
	12,634,430	**5,304,342**

8. Share capital

Authorised		
3,000,000 Ordinary shares of N$ 1.00 each	3,000,000	3,000,000
Issued		
3,000,000 Ordinary shares of N$ 1.00 each	3,000,000	3,000,000
1,000 Preference Shares of N$1.00 each issued at a premium of N$16,986.12 each	1,000	1,000
Share premium on preference shares	16,986,120	16,986,120
	19,987,120	**19,987,120**

9. Trade and other payables

Financial instruments:		
Trade payables	3,384,540	3,869,368
Operating lease liability	31,200	43,440
Accruals	13,850,300	8,919,140
Non-financial instruments:		
Amounts received in advance	3,323,603	2,621,152
	20,589,643	**15,453,100**

Notes to the Annual Financial Statements

Figures in Namibia Dollar	2025	2024

10. Financial assets by category

The accounting policies for financial instruments have been applied to the line items below

2025	Financial assets at amortised cost	Total
Trade and other receivables	3,065,266	3,065,266
Cash and cash equivalents	12,634,430	12,634,430
	15,699,696	**15,699,696**

2024	Financial assets at amortised cost	Total
Trade and other receivables	1,624,934	1,624,934
Cash and cash equivalents	5,304,342	5,304,342
	6,929,276	**6,929,276**

11. Financial Liabilities by category

The accounting policies for financial instruments have been applied to the line items below

2025	Financial liabilities at amortised cost	Total
Trade and other payables	18,973,540	18,973,540

2024	Financial liabilities at amortised cost	Total
Trade and other payables	12,831,948	12,831,948

12. Revenue

Fees received from traveling administration	143,759,944	112,575,163

13. Cost of sales

Rendering of travel administration services	125,822,973	97,804,316

14. Other operating (expenses) / income

Brochure Contributions	249,761	48,327

15. Other operating losses

Foreign exchange (losses) / gains		
Net foreign exchange (losses) /gains	(413,540)	134,289

Notes to the Annual Financial Statements

Figures in Namibia Dollar	2025	2024

16. Operating profit

Operating profit for the year is stated after charging the following, amongst others:

Auditor's remuneration - external		
Audit fees	234,873	203,143
Remuneration, other than to employees		
Administrative and managerial services	1,520,695	1,988,378
Consulting and professional services	29,062	19,530
Secretarial services	424	17,640
	1,550,181	**2,025,548**
Employee costs		
Salaries, wages, bonuses and other benefits	7,712,686	7,047,959
Depreciation and amortisation		
Depreciation of property, plant and equipment	46,384	48,924

Expenses by nature

The total cost of sales, selling and distribution expenses, marketing expenses, general and administrative expenses, and other operating expenses are analysed by nature as follows:

Costs to render travel administration services	125,822,973	97,804,316
Employee costs	7,712,686	7,047,959
Depreciation and amortisation	46,384	48,924
Other expenses	5,677,815	5,661,759
	139,259,858	**110,562,958**

17. Investment income

Interest income		
Investments in financial assets:		
Bank	449,486	146,092

18. Finance costs

Interest paid	-	578

19. Taxation

Major components of the tax income

Current		
Local income tax - current period	282,897	88,534
Deferred		
Originating and reversing temporary differences	(4,140,925)	-
	(3,858,028)	**88,534**

Figures in Namibia Dollar	2025	2024

19. Taxation (continued)

Reconciliation of the tax expense

Reconciliation between accounting profit and tax expense.

Accounting profit	4,785,793	2,340,335
Tax at the applicable tax rate of 30% (2024: 31%)	1,435,738	725,504
Tax effect of adjustments on taxable income		
Deferred tax	(4,140,925)	-
Tax losses carried forward	(1,152,841)	(636,970)
	(3,858,028)	**88,534**

The company made a tax provision in line with Section 21 (Revised). Under this Section, for the purpose of determining the taxable income derived by the taxpayer from carrying on a trade, there is set-off against the income so derived of any balance of assessed loss incurred by the taxpayer in a previous year which has been carried forward from the preceding year of assessment, provided that the amount allowed as set-off does not exceed N$ 1 million or 80% of the amount of the current year's taxable income determined, whichever is the greater. This is effective for the years of assessments beginning on or after 01 January 2024.

The company had current year's taxable income of N$ 4,714,955 (2024: N$ 1,434,295) of which 80% (N$3,771,964) (2024: N$ 1,147,436) was utilised to set-off against the carried-forward assessed tax losses of N$ 18,633,676 (2024: N$ 19,781,113).

The estimated tax loss available for set off against future taxable income is N$ 14,861,712 (2024: N$18,633,676).

20. Cash generated from/(used in) operations

Profit before taxation	4,785,793	2,340,335
Adjustments for:		
Depreciation and amortisation	46,384	48,924
Losses / (Gains) on foreign exchange	413,540	(134,289)
Interest income	(449,486)	(146,092)
Finance costs	-	578
Changes in working capital:		
Trade and other receivables	(2,257,304)	293,664
Trade and other payables	5,136,539	(3,976,355)
	7,675,466	**(1,573,235)**

21. Tax refunded / (paid)

Balance at beginning of the year	(88,534)	-
Current tax for the year recognised in profit or loss	(282,897)	(88,534)
Balance at end of the year	32,732	88,534
	(338,699)	**-**

Notes to the Annual Financial Statements

Figures in Namibia Dollar	2025	2024

22. Related parties

Relationships	
Ultimate holding company	Fairfax Financial Holdings Group Limited
Holding company	Private Safaris (Pty) Ltd

Related party balances

Amounts included in Trade receivable / (Trade Payable) regarding related parties		
Private Safaris (Proprietary) Limited	32,194	(531,591)

Related party transactions

Purchases from related parties		
Private Safaris (Proprietary) Limited	2,342,921	1,988,378
Administration fees paid to related parties		
Private Safaris (Proprietary) Limited	2,827,410	182,791

23. Risk management

Capital risk management

The company's objectives when managing capital are to safeguard the company's ability to continue as a going concern in order to provide returns for shareholder and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholder, return capital to shareholder, issue new shares or sell assets to reduce debt.

The company monitors capital on the basis of budgeted expenditure. The company uses working capital and loan from its shareholder to fund capital and operational expenses. The company also issued preference shares to the shareholder subsequent to year-end for additional capital contribution.

The gearing ratio at 2025 and 2024 respectively were as follows:

Trade and other payables	9	20,589,640	15,453,101
Cash and cash equivalents	7	(12,634,430)	(5,304,342)
Net borrowings		**7,955,210**	**10,148,759**
Equity		917,396	(7,726,425)
Gearing ratio		867 %	(131)%

Figures in Namibia Dollar	2025	2024

23. Risk management (continued)

Financial risk management

The company is exposed to market risk through its use of financial instruments and specifically to liquidity risk, interest risk and credit risk which results from both its operating and investing activities. The company's risk management is coordinated by its ultimate parent, in co-operation with the board of directors, and focuses on actively securing the company's short to medium term cash flows by minimising the exposure to financial markets and institutions. The company does not engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the company is exposed to are described below:

Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying businesses, company treasury maintains flexibility in funding by maintaining availability under committed credit lines. Management does not foresee any material cash expenditure in the near future which could result in the utilisation of the bank account.

The company’s risk to liquidity is a result of the funds available to cover future commitments. The company manages liquidity risk through rolling forecast of the company's liquidity reserves (comprise undrawn borrowing facility and cash and cash equivalents).

The table below analyses the company’s financial liabilities into relevant maturity groupings based on the remaining period at the statement of financial position date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

2025

		Carrying amount
Current liabilities		
Trade and other payables	9	22,297,143

2024

		Carrying amount
Current liabilities		
Trade and other payables	9	15,453,100

Notes to the Annual Financial Statements

Figures in Namibia Dollar	2025	2024

23. Risk management (continued)

Interest rate risk

As the company has no significant interest-bearing assets, the company's income and operating cash flows are substantially independent of changes in market interest rates.

The company's interest rate risk arises from financing from a group company. There are no loans between the companies for the year under review (2024: N$ nil.)
The company analyses its interest rate exposure on a dynamic basis. Various scenarios are simulated taking into consideration refinancing, renewal of existing positions, alternative financing and hedging. Based on these scenarios, the company calculates the impact on profit and loss of a defined interest rate shift. For each simulation, the same interest rate shift is used for all currencies.

Credit risk

Credit risk consists mainly of cash deposits, cash equivalents, derivative financial instruments and trade debtors. The company only deposits cash with major banks with high quality credit standing and limits exposure to any one counter-party.

Trade receivables comprise a widespread customer base. Management evaluated credit risk relating to customers on an ongoing basis. If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors.

Detailed Income Statement

Figures in Namibia Dollar	Note(s)	2025	2024
Revenue			
Fees received for traveling administration	12	143,759,944	112,575,163
Cost of sales			
Cost incurred for rendering of travel administration services	13	(125,822,973)	(97,804,316)
Gross profit		**17,936,971**	**14,770,847**
Other operating income			
Brochure Contributions		249,761	48,327
Other operating (losses) / gains			
Foreign exchange (losses) / gains		(413,540)	134,289
Other operating expenses			
Administration and management fees		(1,520,695)	(1,988,378)
Advertising		(984,694)	(642,285)
Auditor's remuneration - external audit	16	(234,873)	(203,143)
Bad debts		(12,065)	(274)
Bank charges		(266,394)	(302,338)
Commission paid		(151,541)	(141,672)
Consulting and professional fees		(15,864)	(7,230)
Consulting and professional fees - legal fees		(13,198)	(12,300)
Consumables		(5,800)	(4,493)
Delivery expenses		(43,893)	(55,398)
Depreciation		(46,384)	(48,924)
Employee costs		(7,712,686)	(7,047,959)
Entertainment		(4,660)	(4,074)
Insurance		(170,238)	(164,063)
Miscellaneous office expenses		(38,063)	(36,775)
Motor vehicle expenses		-	(5,572)
Printing and stationery		(20,518)	(5,084)
Promotions		-	(4,705)
Rent		(429,593)	(460,707)
Repairs and maintenance		(5,082)	(8,301)
Secretarial fees		(424)	(17,640)
Subscriptions		(65,006)	(5,040)
Supplier overrides		69,556	273,987
Telephone and fax		(1,629,512)	(1,647,192)
Training		(23,627)	(8,663)
Travel - overseas		(111,631)	(210,419)
		(13,436,885)	**(12,758,642)**
Operating profit	16	**4,336,307**	**2,194,821**
Investment income	17	449,486	146,092
Finance costs	18	-	(578)
Profit before taxation		**4,785,793**	**2,340,335**
Taxation	19	3,858,028	(88,534)
Total comprehensive income / (loss) for the year		**8,643,821**	**2,251,801**

Private Safaris Proprietary Limited
(Registration number 2002/030353/07)
Financial statements
for the year ended 31 December 2025

Private Safaris Proprietary Limited

(Registration number 2002/030353/07)
Financial Statements for the year ended 31 December 2025

General Information

Country of incorporation and domicile	South Africa
Nature of business and principal activities	Providing services as a destination management company
Directors	V Barnard MC Iyer
Registered office	Unit 114 First floor Block 2 Northgate Park Corner Section Street and Platinum Road Cape Town, South Africa 7405
Business address	Unit 114 First floor Block 2 Northgate Park Corner Section Street and Platinum Road Cape Town, South Africa 7405
Ultimate holding company	Fairfax Financial Holdings Limited incorporated in Toronto, Canada
Bankers	Standard Bank of South Africa Limited
Reviewers	LPH Chartered Accountants Inc. Registered Auditors
Secretary	S Windust
Level of assurance	These financial statements have been independently reviewed in compliance with the applicable requirements of the Companies Act of South Africa.
Preparer	The financial statements were independently compiled by: J L du Preez, Du Preez & Vennote Inc. Chartered Accountants (S.A.)

Private Safaris Proprietary Limited

(Registration number 2002/030353/07)
Financial Statements for the year ended 31 December 2025

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The reports and statements set out below comprise the financial statements presented to the shareholder:

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Directors' Responsibilities and Approval

The directors are required in terms of the Companies Act of South Africa to maintain adequate accounting records and are responsible for the content and integrity of the financial statements and related financial information included in this report. It is their responsibility to ensure that the financial statements fairly present the state of affairs of the company as at the end of the financial year and the results of its operations and cash flows for the period then ended, in conformity with IFRS Accounting Standards.

The financial statements are prepared in accordance with IFRS Accounting Standards and are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgements and estimates.

The directors acknowledge that they are ultimately responsible for the system of internal financial control established by the company and place considerable importance on maintaining a strong control environment. To enable the directors to meet these responsibilities, the directors set standards for internal control aimed at reducing the risk of error or loss in a cost-effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the company and all employees are required to maintain the highest ethical standards in ensuring the company's business is conducted in a manner that in all reasonable circumstances is above reproach. The focus of risk management in the company is on identifying, assessing, managing and monitoring all known forms of risk across the company. While operating risk cannot be fully eliminated, the company endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

The directors are of the opinion, based on the information and explanations given by management, that the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the financial statements. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss.

The directors have reviewed the company's cash flow forecast for the year to 31 December 2026 and, in light of this review and the current financial position, they are satisfied that the company has or had access to adequate resources to continue in operational existence for the foreseeable future.

The independent reviewer is responsible for independently reviewing and reporting on the company's financial statements. The financial statements have been examined by the company's independent reviewers and their report is presented on pages 6 to 7.

The financial statements set out on page 8, which have been prepared on the going concern basis, were approved by the directors on 9 June 2026 and were signed on their behalf by:

Approval of financial statements

V Barnard

MC Iyer

Directors' Report

The directors have pleasure in submitting their report on the financial statements of Private Safaris Proprietary Limited for the year ended 31 December 2025.

1. Nature of business

Private Safaris Proprietary Limited was incorporated in South Africa with interests in the Services industry. The company operates in South Africa.

There have been no material changes to the nature of the company's business from the prior year.

2. Review of financial results and activities

The financial statements have been prepared in accordance with IFRS Accounting Standards and the requirements of the Companies Act of South Africa. The accounting policies have been applied consistently compared to the prior year.

Full details of the financial position, results of operations and cash flows of the company are set out in these financial statements.

3. Share capital

There have been no changes to the authorised or issued share capital during the year under review.

4. Dividends

The company's dividend policy is to consider an interim and a final dividend in respect of each financial year. At its discretion, the directors may consider a special dividend, where appropriate. Depending on the perceived need to retain funds for expansion or operating purposes, the directors may pass on the payment of dividends.

Given the current state of the global economic environment, the directors believes that it would be more appropriate for the company to conserve cash and maintain adequate debt headroom to ensure that the company is best placed to withstand any prolonged adverse economic conditions. Therefore the directors has resolved not to declare a dividend for the financial year ended 31 December 2025.

The directors do not recommend the declaration of a dividend for the year.

5. Directorate

The directors in office at the date of this report are as follows:

Directors	Office	Designation
V Barnard	Chairperson	Executive
MC Iyer		Executive

Resignations

Directors	Cause of change	Designation	Date
MK Menon	Resignation	Executive	31 May 2025

6. Interests in associates and joint arrangements

Details of material interests in subsidiary companies are presented in the financial statements in note 5.

The interest of the company in the profits and losses of its subsidiaries for the year ended 31 December 2025 are as follows:

	Company	
	2025	2024
	R	R
Subsidaries		
Total profits before income tax	4,502,896	2,338,307

There were no significant acquisitions or divestitures during the year ended 31 December 2025.

Directors' Report

7. Ultimate holding company

The company's ultimate holding company is Fairfax Financial Holdings Limited which is incorporated in Toronto, Canada.

8. Events after the reporting period

The directors are not aware of any material event which occurred after the reporting date and up to the date of this report.

9. Going concern

We draw attention to the fact that at 31 December 2025, the company had accumulated losses of R 4,415,482 (2024: R22,377,978) and that the company's total liabilities exceed its total assets by R 3,915,482 (2024: R21,877,978).

Consequently, the annual financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

The ability of the company to continue as a going concern has been confirmed through the intervention of the company’s shareholder, which continues to provide financial support to enable the company to meet its liabilities in the ordinary course of business and which shall extend to at least the next financial year end.

Also, the fact that the total liabilities exceed the assets has not hindered the company’s ability to pay its debts as they have become due in the normal course of business.

10. Review

The financial statements are subject to an independent review and have been reviewed by LPH Chartered Accountants Inc.

11. Secretary

The company secretary is Ms S Windust.

12. Employees

The average number of employees for the year under review was 36 (2024: 36).

Independent Reviewer's Report

To the Shareholder of Private Safaris Proprietary Limited

We have reviewed the financial statements of Private Safaris Proprietary Limited, set out on pages 8 to 40, which comprise the statement of financial position as at 31 December 2025, statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

Directors' Responsibility for the Financial Statements

The directors are responsible for the preparation and fair presentation of these financial statements in accordance with the International Financial Reporting Standards and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Independent Reviewer's Responsibility

Our responsibility is to express a conclusion on these financial statements. We conducted our review in accordance with the International Standard on Review Engagements (ISRE) 2400 (Revised), Engagements to Review Historical Financial Statements (ISRE 2400 (Revised)). ISRE 2400 (Revised) requires us to conclude whether anything has come to our attention that causes us to believe that the financial statements, taken as a whole, are not prepared in all material respects in accordance with the applicable financial reporting framework. This Standard also requires us to comply with relevant ethical requirements.

A review of financial statements in accordance with ISRE 2400 (Revised) is a limited assurance engagement. The independent reviewer performs procedures, primarily consisting of making inquiries of management and others within the entity, as appropriate, and applying analytical procedures, and evaluates the evidence obtained.

The procedures performed in a review are substantially less than those performed in an audit conducted in accordance with International Standards on Auditing. Accordingly, we do not express an audit opinion on these financial statements.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that these financial statements do not present fairly, in all material respects the financial position of Private Safaris Proprietary Limited as at 31 December 2025, and its financial performance and cash flows for the year then ended in accordance with IFRS Accounting Standards and the requirements of the Companies Act of South Africa.

Independent Reviewer's Report

Other Reports Required by the Companies Act of South Africa

The financial statements include the Directors' Report as required by the Companies Act of South Africa. The directors are responsible for the Directors' Report. Our conclusion on the financial statements does not cover the Directors' Report and we do not express any form of assurance conclusion thereon.

In connection with our independent review of the financial statements, we have read the Directors' Report and, in doing so, considered whether the Directors' Report is materially inconsistent with the financial statements or our knowledge obtained in the independent review, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of the Directors' Report, we will report that fact. We have nothing to report in this regard.

LPH Chartered Accountants Inc.
Registered Auditors
Per: ER Livesey
Chartered Accountant
Registered Auditor

Private Safaris Proprietary Limited

(Registration number 2002/030353/07)
Financial Statements for the year ended 31 December 2025

Statement of Financial Position as at 31 December 2025

Figures in Rand	Note(s)	2025	2024
Assets			
Non-Current Assets			
Property, plant and equipment	3	2,553,540	3,461,940
Intangible assets	4	274,158	261,580
Investments in subsidiaries	5	-	-
Deferred tax	6	9,267,150	-
		12,094,848	**3,723,520**
Current Assets			
Trade and other receivables	7	7,280,000	13,208,237
Prepayments	8	9,959,359	7,305,007
Current tax receivable		25,748	172,000
Cash and cash equivalents	9	18,976,398	11,491,119
		36,241,505	**32,176,363**
Total Assets		**48,336,353**	**35,899,883**
Equity and Liabilities			
Equity			
Share capital	10	500,000	500,000
Accumulated loss		(4,415,482)	(22,377,978)
		(3,915,482)	**(21,877,978)**
Liabilities			
Non-Current Liabilities			
Loans from group companies	11	-	11,512,683
Lease liabilities	12	1,105,066	2,067,812
		1,105,066	**13,580,495**
Current Liabilities			
Trade and other payables	13	43,588,031	38,545,024
Lease liabilities	12	893,321	747,297
Provisions	14	6,665,417	4,905,045
		51,146,769	**44,197,366**
Total Liabilities		**52,251,835**	**57,777,861**
Total Equity and Liabilities		**48,336,353**	**35,899,883**

Statement of Profit or Loss and Other Comprehensive Income

Figures in Rand	Note(s)	2025	2024
Revenue	15	183,540,262	157,563,443
Cost of sales		(146,110,893)	(133,460,288)
Gross profit		**37,429,369**	**24,103,155**
Other operating income	16	(6,031,111)	6,038,486
Other operating gains (losses)	17	735,757	(714,558)
Other operating expenses		(23,094,288)	(21,360,692)
Operating profit	18	**9,039,727**	**8,066,391**
Investment income	19	877,659	747,286
Finance costs	20	(594,531)	(1,278,288)
Profit (loss) before taxation		**9,322,855**	**7,535,389**
Taxation	21	8,639,641	(314,000)
Profit (loss) for the year		**17,962,496**	**7,221,389**
Other comprehensive income		-	-
Total comprehensive income (loss) for the year		**17,962,496**	**7,221,389**

Private Safaris Proprietary Limited

(Registration number 2002/030353/07)
Financial Statements for the year ended 31 December 2025

Statement of Changes in Equity

Figures in Rand	Share capital	Accumulated loss	Total equity
Balance at 01 January 2024	**500,000**	**(29,599,367)**	**(29,099,367)**
Profit for the year	-	7,221,389	7,221,389
Other comprehensive income	-	-	-
Total comprehensive income for the year	**-**	**7,221,389**	**7,221,389**
Balance at 01 January 2025	**500,000**	**(22,377,978)**	**(21,877,978)**
Profit for the year	-	17,962,496	17,962,496
Other comprehensive income	-	-	-
Total comprehensive income for the year	**-**	**17,962,496**	**17,962,496**
Balance at 31 December 2025	**500,000**	**(4,415,482)**	**(3,915,482)**
Note(s)	10		

Private Safaris Proprietary Limited

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Financial Statements for the year ended 31 December 2025

Statement of Cash Flows

Figures in Rand		2025	2024
Cash flows from operating activities			
Cash generated from operations	22	20,294,434	5,320,787
Interest income	19	877,659	747,286
Finance costs	20	(594,531)	(1,278,288)
Tax paid	23	(481,257)	(432,000)
Net cash from operating activities		**20,096,305**	**4,357,785**
Cash flows from investing activities			
Purchase of property, plant and equipment	3	(239,619)	(8,129)
Proceeds from sale of property, plant and equipment	3	3,670	-
Purchases of intangible assets	4	(45,674)	(16,057)
Net movements on loans to/from related parties		-	(7,371,237)
Net cash from investing activities		**(281,623)**	**(7,395,423)**
Cash flows from financing activities			
Repayments of loans from group companies	11	(11,512,681)	-
Cash repayments on lease liabilities	12	(816,722)	(685,948)
Net cash from financing activities		**(12,329,403)**	**(685,948)**
Total cash movement for the year		**7,485,279**	**(3,723,586)**
Cash and cash equivalents at the beginning of the year		11,491,119	15,214,705
Cash and cash equivalents at the end of the year	9	**18,976,398**	**11,491,119**

Accounting Policies

1. Significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below.

1.1 Basis of preparation

The financial statements have been prepared on the going concern basis in accordance with, and in compliance with, IFRS Accounting Standards and FRIC Interpretations issued and effective at the time of preparing these financial statements and the Companies Act of South Africa as amended.

These financial statements comply with the requirements of the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council.

The financial statements have been prepared on the historic cost convention, unless otherwise stated in the accounting policies which follow and incorporate the material accounting policies set out below. They are presented in Rands, which is the company's functional currency.

These accounting policies are consistent with the previous period.

1.2 Material judgements and sources of estimation uncertainty

The preparation of financial statements in conformity with IFRS requires management, from time to time, to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. These estimates and associated assumptions are based on experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Critical judgements in applying accounting policies

The critical judgements made by management in applying accounting policies, apart from those involving estimations, that have the most significant effect on the amounts recognised in the financial statements, are outlined as follows:

Loans and receivables/impairment

The company assesses its loans and receivables for impairment at each balance sheet date. In determining whether an impairment loss should be recorded in the income statement, the company makes judgements as to whether there is observable data indicating a measurable decrease in the estimated future cash flows from a financial asset.

Key sources of estimation uncertainty

Fair value estimation

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques such as estimated discounted cash flows and are used to determine fair value of financial instruments. Discounting factors are based on assumptions that correlated to market conditions existing at each balance sheet date.

The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the company for similar financial instruments.

Useful lives of property, plant and equipment

Management assess the appropriateness of the useful lives of property, plant and equipment at the end of each reporting period. The useful lives of motor vehicles, furniture and computer equipment are determined based on company replacement policies for the various assets. Individual assets within these classes, which have a significant carrying amount are assessed separately to consider whether replacement will be necessary outside of normal replacement parameters. The useful life of manufacturing equipment is assessed annually based on factors including wear and tear, technological obsolescence and usage requirements.

When the estimated useful life of an asset differs from previous estimates, the change is applied prospectively in the determination of the depreciation charge.

Accounting Policies

1.2 Material judgements and sources of estimation uncertainty (continued)

Provisions

Provisions are inherently based on assumptions and estimates using the best information available. Additional disclosure of these estimates of provisions are included in note 14.

1.3 Property, plant and equipment

Property, plant and equipment are tangible assets which the company holds for its own use or for rental to others and which are expected to be used for more than one year.

An item of property, plant and equipment is recognised as an asset when it is probable that future economic benefits associated with the item will flow to the company, and the cost of the item can be measured reliably.

Property, plant and equipment is initially measured at cost. Cost includes all of the expenditure which is directly attributable to the acquisition or construction of the asset, including the capitalisation of borrowing costs on qualifying assets and adjustments in respect of hedge accounting, where appropriate.

Expenditure incurred subsequently for major services, additions to or replacements of parts of property, plant and equipment are capitalised if it is probable that future economic benefits associated with the expenditure will flow to the company and the cost can be measured reliably. Day to day servicing costs are included in profit or loss in the year in which they are incurred.

Property, plant and equipment is subsequently stated at cost less accumulated depreciation and impairment losses except for land which is not depreciated.

Depreciation of an asset commences when the asset is available for use as intended by management. Depreciation is charged to write off the asset's carrying amount over its estimated useful life to its estimated residual value, using a method that best reflects the pattern in which the asset's economic benefits are consumed by the company. Leased assets are depreciated in a consistent manner over the shorter of their expected useful lives and the lease term. Depreciation is not charged to an asset if its estimated residual value exceeds or is equal to its carrying amount. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale or derecognised.

The useful lives of items of property, plant and equipment have been assessed as follows:

Item	Depreciation method	Average useful life
Furniture and fixtures	Straight line	5 years
Motor vehicles	Straight line	5 years
Office equipment	Straight line	3 years
Computer equipment - PC	Straight line	5 years
Computer equipment - Server	Straight line	5 years
Leasehold improvements	Straight line	5 years
Right of use assets	Straight line	4 years

The residual value, useful life and depreciation method of each asset are reviewed at the end of each reporting year. If the expectations differ from previous estimates, the change is accounted for prospectively as a change in accounting estimate.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately.

The depreciation charge for each year is recognised in profit or loss unless it is included in the carrying amount of another asset.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its continued use or disposal. Any gain or loss arising from the derecognition of an item of property, plant and equipment, determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item, is included in profit or loss when the item is derecognised

Accounting Policies

1.4 Intangible assets

An intangible asset is recognised when:

- it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity; and
- the cost of the asset can be measured reliably.

Intangible assets are initially recognised at cost.

Intangible assets are carried at cost less any accumulated amortisation and any impairment losses.

The amortisation period and the amortisation method for intangible assets are reviewed every period-end.

The gain or loss arising from the derecognition of an intangible asset is included in profit or loss when the item is derecognised.The gain or loss arising from the derecognition of an intangible asset is determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item.

Amortisation is provided to write down the intangible assets, on a straight line basis, to their residual values as follows:

Item	Depreciation method	Average useful life
Computer software	Straight line	3 years

1.5 Investments in subsidiaries

Investments in subsidiaries are carried at cost less any accumulated impairment losses. This excludes investments which are held for sale and are consequently accounted for in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations.

The cost of an investment in a subsidiary is the aggregate of the fair value, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the company plus any costs directly attributable to the purchase of the subsidiary.

Accounting Policies

1.6 Financial instruments

Financial instruments held by the company are classified in accordance with the provisions of IFRS 9 Financial Instruments.

Broadly, the classification possibilities, which are adopted by the company, as applicable, are as follows:

Financial assets which are equity instruments:
- Mandatorily at fair value through profit or loss; or
- Designated as at fair value through other comprehensive income. (This designation is not available to equity instruments which are held for trading or which are contingent consideration in a business combination).

Financial assets which are debt instruments:
- Amortised cost. (This category applies only when the contractual terms of the instrument give rise, on specified dates, to cash flows that are solely payments of principal and interest on principal, and where the instrument is held under a business model whose objective is met by holding the instrument to collect contractual cash flows); or
- Fair value through other comprehensive income. (This category applies only when the contractual terms of the instrument give rise, on specified dates, to cash flows that are solely payments of principal and interest on principal, and where the instrument is held under a business model whose objective is achieved by both collecting contractual cash flows and selling the instruments); or
- Mandatorily at fair value through profit or loss. (This classification automatically applies to all debt instruments which do not qualify as at amortised cost or at fair value through other comprehensive income); or
- Designated at fair value through profit or loss. (This classification option can only be applied when it eliminates or significantly reduces an accounting mismatch).

Derivatives which are not part of a hedging relationship:
- Mandatorily at fair value through profit or loss.

Financial liabilities:
- Amortised cost; or
- Mandatorily at fair value through profit or loss. (This applies to contingent consideration in a business combination or to liabilities which are held for trading); or
- Designated at fair value through profit or loss. (This classification option can be applied when it eliminates or significantly reduces an accounting mismatch; the liability forms part of a group of financial instruments managed on a fair value basis; or it forms part of a contract containing an embedded derivative and the entire contract is designated as at fair value through profit or loss).

Note 26 Financial instruments and risk management presents the financial instruments held by the company based on their specific classifications.

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

The specific accounting policies for the classification, recognition and measurement of each type of financial instrument held by the company are presented below:

Loans receivable at amortised cost

Classification

Loans to group companies (note 11), are classified as financial assets subsequently measured at amortised cost.

They have been classified in this manner because the contractual terms of these loans give rise, on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding, and the company's business model is to collect the contractual cash flows on these loans.

Recognition and measurement

Loans receivable are recognised when the company becomes a party to the contractual provisions of the loan. The loans are measured, at initial recognition, at fair value plus transaction costs, if any.

They are subsequently measured at amortised cost.

Accounting Policies

1.6 Financial instruments (continued)

The amortised cost is the amount recognised on the loan initially, minus principal repayments, plus cumulative amortisation (interest) using the effective interest method of any difference between the initial amount and the maturity amount, adjusted for any loss allowance.

Application of the effective interest method

Interest income is calculated using the effective interest method, and is included in profit or loss in investment income (note 19).

The application of the effective interest method to calculate interest income on a loan receivable is dependent on the credit risk of the loan as follows:

- The effective interest rate is applied to the gross carrying amount of the loan, provided the loan is not credit impaired. The gross carrying amount is the amortised cost before adjusting for a loss allowance.
- If a loan is purchased or originated as credit-impaired, then a credit-adjusted effective interest rate is applied to the amortised cost in the determination of interest. This treatment does not change over the life of the loan, even if it is no longer credit-impaired.
- If a loan was not purchased or originally credit-impaired, but it has subsequently become credit-impaired, then the effective interest rate is applied to the amortised cost of the loan in the determination of interest. If, in subsequent periods, the loan is no longer credit impaired, then the interest calculation reverts to applying the effective interest rate to the gross carrying amount.

Impairment

The company recognises a loss allowance for expected credit losses on all loans receivable measured at amortised cost. The amount of expected credit losses is updated at each reporting date.

The company measures the loss allowance at an amount equal to lifetime expected credit losses (lifetime ECL) when there has been a significant increase in credit risk since initial recognition. If the credit risk on a loan has not increased significantly since initial recognition, then the loss allowance for that loan is measured at 12 month expected credit losses (12 month ECL).

Measurement and recognition of expected credit losses

The company makes use of a provision matrix as a practical expedient to the determination of expected credit losses on trade and other receivables. The provision matrix is based on historic credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current and forecast direction of conditions at the reporting date, including the time value of money, where appropriate.

The customer base is widespread and does not show significantly different loss patterns for different customer segments. The loss allowance is calculated on a collective basis for all trade and other receivables in totality. Details of the provision matrix is presented in note 8.

Trade and other receivables

Classification

Trade and other receivables, excluding, when applicable, VAT and prepayments, are classified as financial assets subsequently measured at amortised cost (note 7).

They have been classified in this manner because their contractual terms give rise, on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding, and the company's business model is to collect the contractual cash flows on trade and other receivables.

Recognition and measurement

Trade and other receivables are recognised when the company becomes a party to the contractual provisions of the receivables. They are measured, at initial recognition, at fair value plus transaction costs, if any.

They are subsequently measured at amortised cost.

Accounting Policies

1.6 Financial instruments (continued)

The amortised cost is the amount recognised on the receivable initially, minus principal repayments, plus cumulative amortisation (interest) using the effective interest method of any difference between the initial amount and the maturity amount, adjusted for any loss allowance.

Application of the effective interest method

For receivables which contain a significant financing component, interest income is calculated using the effective interest method, and is included in profit or loss in investment income (note 19).

The application of the effective interest method to calculate interest income on trade receivables is dependent on the credit risk of the receivable as follows:

- The effective interest rate is applied to the gross carrying amount of the receivable, provided the receivable is not credit impaired. The gross carrying amount is the amortised cost before adjusting for a loss allowance.
- If a receivable is a purchased or originated as credit-impaired, then a credit-adjusted effective interest rate is applied to the amortised cost in the determination of interest. This treatment does not change over the life of the receivable, even if it is no longer credit-impaired.
- If a receivable was not purchased or originally credit-impaired, but it has subsequently become credit-impaired, then the effective interest rate is applied to the amortised cost of the receivable in the determination of interest. If, in subsequent periods, the receivable is no longer credit impaired, then the interest calculation reverts to applying the effective interest rate to the gross carrying amount.

Impairment

The company recognises a loss allowance for expected credit losses on trade and other receivables, excluding VAT and prepayments. The amount of expected credit losses is updated at each reporting date.

The company measures the loss allowance for trade and other receivables at an amount equal to lifetime expected credit losses (lifetime ECL), which represents the expected credit losses that will result from all possible default events over the expected life of the receivable.

Measurement and recognition of expected credit losses

The company makes use of a provision matrix as a practical expedient to the determination of expected credit losses on trade and other receivables. The provision matrix is based on historic credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current and forecast direction of conditions at the reporting date, including the time value of money, where appropriate.

The customer base is widespread and does not show significantly different loss patterns for different customer segments. The loss allowance is calculated on a collective basis for all trade and other receivables in totality. Details of the provision matrix is presented in note 7.

An impairment gain or loss is recognised in profit or loss with a corresponding adjustment to the carrying amount of trade and other receivables, through use of a loss allowance account. The impairment loss is included in other operating expenses in profit or loss as a movement in credit loss allowance (note 18).

Borrowings and loans from related parties

Classification

Loans from group companies (note 11), are classified as financial liabilities subsequently measured at amortised cost.

Recognition and measurement

Borrowings and loans from related parties are recognised when the company becomes a party to the contractual provisions of the loan. The loans are measured, at initial recognition, at fair value plus transaction costs, if any.

They are subsequently measured at amortised cost using the effective interest method.

Accounting Policies

1.6 Financial instruments (continued)

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 (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Interest expense, calculated on the effective interest method, is included in profit or loss in finance costs (note 20.)

Borrowings expose the company to liquidity risk and interest rate risk. Refer to note 26 for details of risk exposure and management thereof.

Trade and other payables

Classification

Trade and other payables (note 13), excluding VAT and amounts received in advance, are classified as financial liabilities subsequently measured at amortised cost.

Recognition and measurement

They are recognised when the company becomes a party to the contractual provisions, and are measured, at initial recognition, at fair value plus transaction costs, if any.

They are subsequently measured at amortised cost using the effective interest method.

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 (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

If trade and other payables contain a significant financing component, and the effective interest method results in the recognition of interest expense, then it is included in profit or loss in finance costs (note 20).

Trade and other payables expose the company to liquidity risk and possibly to interest rate risk. Refer to note 26 for details of risk exposure and management thereof.

Cash and cash equivalents

Cash and cash equivalents are stated at carrying amount which is deemed to be fair value.

Bank overdrafts

Bank overdrafts are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method.

1.7 Tax

Current tax assets and liabilities

Current tax for current and prior periods is, to the extent unpaid, recognised as a liability. If the amount already paid in respect of current and prior periods exceeds the amount due for those periods, the excess is recognised as an asset.

Current tax liabilities (assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the tax authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Accounting Policies

1.7 Tax (continued)

Deferred tax assets and liabilities

A deferred tax liability is recognised for all taxable temporary differences except to the extent that the deferred tax liability arises from the initial recognition of an asset or liability in a transaction which at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

A deferred tax asset is recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. A deferred tax asset is not recognised when it arises from the initial recognition of an asset or liability in a transaction at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

A deferred tax asset is recognised for the carry forward of unused tax losses to the extent that it is probable that future taxable profit will be available against which they can be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Tax expenses

Current and deferred taxes are recognised as income or an expense and included in profit or loss for the period, except to the extent that the tax arises from:

- a transaction or event which is recognised, in the same or a different period, to other comprehensive income, or
- a business combination.

1.8 Leases

The company assesses whether a contract is, or contains a lease, at the inception of the contract.

A contract is, or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

In order to assess whether a contract is, or contains a lease, management determine whether the asset under consideration is "identified", which means that the asset is either explicitly or implicitly specified in the contract and that the supplier does not have a substantial right of substitution throughout the period of use. Once management has concluded that the contract deals with an identified asset, the right to control the use thereof is considered. To this end, control over the use of an identified asset only exists when the company has the right to substantially all of the economic benefits from the use of the asset as well as the right to direct the use of the asset.

In circumstances where the determination of whether the contract is or contains a lease requires significant judgement, the relevant disclosures are provided in the significant judgments and sources of estimation uncertainty section of these accounting policies.

Accounting Policies

1.8 Leases (continued)

Company as lessee

A lease liability and corresponding right-of-use asset are recognised at the lease commencement date, for all lease agreements for which the company is a lessee, except for short-term leases of 12 months or less, or leases of low value assets. For these leases, the company recognises the lease payments as an operating expense (note 18) on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Details of leasing arrangements where the company is a lessee are presented in note 12 Leases (company as lessee).

Right-of-use assets

Right-of-use assets are presented as a separate line item on the Statement of Financial Position.

Lease payments included in the measurement of the lease liability comprise the following:

- the initial amount of the corresponding lease liability;
- any lease payments made at or before the commencement date;
- any initial direct costs incurred;
- any estimated costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, when the company incurs an obligation to do so, unless these costs are incurred to produce inventories; and
- less any lease incentives received.

Right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. However, if a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the company expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. Depreciation starts at the commencement date of a lease.

For right-of-use assets which are depreciated over their useful lives, the useful lives are determined consistently with items of the same class of property, plant and equipment. Refer to the accounting policy for property, plant and equipment for details of useful lives.

1.9 Impairment of assets

The company assesses at each end of the reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset.

Irrespective of whether there is any indication of impairment, the company also:

- tests goodwill acquired in a business combination for impairment annually.

The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

If the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. That reduction is an impairment loss.

An impairment loss of assets carried at cost less any accumulated depreciation or amortisation is recognised immediately in profit or loss. Any impairment loss of a revalued asset is treated as a revaluation decrease.

An entity assesses at each reporting date whether there is any indication that an impairment loss recognised in prior periods for assets other than goodwill may no longer exist or may have decreased. If any such indication exists, the recoverable amounts of those assets are estimated.

The increased carrying amount of an asset other than goodwill attributable to a reversal of an impairment loss does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior periods.

A reversal of an impairment loss of assets carried at cost less accumulated depreciation or amortisation other than goodwill is recognised immediately in profit or loss. Any reversal of an impairment loss of a revalued asset is treated as a revaluation increase.

Accounting Policies

1.10 Share capital and equity

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Ordinary shares are classified as equity. Mandatorily redeemable preference shares are classified as liabilities.

If the company reacquires its own equity instruments, the consideration paid, including any directly attributable incremental costs (net of income taxes) on those instruments are deducted from equity until the shares are cancelled or reissued. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the company's own equity instruments. Consideration paid or received shall be recognised directly in equity.

1.11 Share based payments

Goods or services received or acquired in a share-based payment transaction are recognised when the goods or as the services are received. A corresponding increase in equity is recognised if the goods or services were received in an equity-settled share-based payment transaction or a liability if the goods or services were acquired in a cash-settled share-based payment transaction.

When the goods or services received or acquired in a share-based payment transaction do not qualify for recognition as assets, they are recognised as expenses.

For equity-settled share-based payment transactions the goods or services received and the corresponding increase in equity are measured, directly, at the fair value of the goods or services received provided that the fair value can be estimated reliably.

If the fair value of the goods or services received cannot be estimated reliably, or if the services received are employee services, their value and the corresponding increase in equity, are measured, indirectly, by reference to the fair value of the equity instruments granted.

For cash-settled share-based payment transactions, the goods or services acquired and the liability incurred are measured at the fair value of the liability. Until the liability is settled, the fair value of the liability is re-measured at each reporting date and at the date of settlement, with any changes in fair value recognised in profit or loss for the period.

Market conditions and non-vesting conditions are taken into account when estimating the fair value of the cash-settled share-based payment.

If the share based payments granted do not vest until the counterparty completes a specified period of service, company accounts for those services as they are rendered by the counterparty during the vesting period, (or on a straight line basis over the vesting period).

If the share based payments vest immediately the services received are recognised in full.

For share-based payment transactions in which the terms of the arrangement provide either the entity or the counterparty with the choice of whether the entity settles the transaction in cash (or other assets) or by issuing equity instruments, the components of that transaction are recorded, as a cash-settled share-based payment transaction if, and to the extent that, a liability to settle in cash or other assets has been incurred, or as an equity-settled share-based payment transaction if, and to the extent that, no such liability has been incurred.

As an exception, when the company is obligated, in terms of tax legislation, to withhold an amount of employees' tax associated with an equity-settled share-based payment transaction (thus creating a net settlement feature), the full transaction is still accounted for as an equity-settled share-based payment transaction.

Accounting Policies

1.12 Employee benefits

Short-term employee benefits

The cost of short-term employee benefits, (those payable within 12 months after the service is rendered, such as paid vacation leave and sick leave, bonuses, and non-monetary benefits such as medical care), are recognised in the period in which the service is rendered and are not discounted.

The expected cost of compensated absences is recognised as an expense as the employees render services that increase their entitlement or, in the case of non-accumulating absences, when the absence occurs.

The expected cost of profit sharing and bonus payments is recognised as an expense when there is a legal obligation to make such payments as a result of past performance.

1.13 Provisions and contingencies

Provisions are recognised when:

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

The amount of a provision is the present value of the expenditure expected to be required to settle the obligation.

Contingent assets and contingent liabilities are not recognised. Contingencies are disclosed in note .

1.14 Revenue from contracts with customers

The company recognises revenue from the following major sources:

- Fees received for travelling administration

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The company recognises revenue when it transfers control of a product or service to a customer.

1.15 Borrowing costs

All borrowing costs are recognised as an expense in the period in which they are incurred.

1.16 Translation of foreign currencies

Foreign currency transactions

A foreign currency transaction is recorded, on initial recognition in Rands, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

At the end of the reporting period:

- foreign currency monetary items are translated using the closing rate;
- non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction; and
- 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.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements are recognised in profit or loss in the period in which they arise.

Cash flows arising from transactions in a foreign currency are recorded in Rands by applying to the foreign currency amount the exchange rate between the Rand and the foreign currency at the date of the cash flow.

Accounting Policies

1.16 Translation of foreign currencies (continued)

Investments in subsidiaries, joint ventures and associates

The results and financial position of a foreign operation are translated into the functional currency using the following procedures:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each item of profit or loss are translated at exchange rates at the dates of the transactions; and
- all resulting exchange differences are recognised to other comprehensive income and accumulated as a separate component of equity.

Exchange differences arising on a monetary item that forms part of a net investment in a foreign operation are recognised initially to other comprehensive income and accumulated in the translation reserve. They are recognised in profit or loss as a reclassification adjustment through to other comprehensive income on disposal of net investment.

The cash flows of a foreign subsidiary are translated at the exchange rates between the functional currency and the foreign currency at the dates of the cash flows.

Figures in Rand	2025	2024

2. New Standards and Interpretations

2.1 Standards and interpretations not yet effective

The company has chosen not to early adopt the following standards and interpretations, which have been published and are mandatory for the company's accounting periods beginning on or after 01 January 2026 or later periods:

Standard/ Interpretation:	Effective date: Years beginning on or after	Expected impact:
• IFRS 19 Subsidiaries without Public Accountability: Disclosures	01 January 2027	Unlikely there will be a material impact
• IFRS 18 Presentation and Disclosure in Financial Statements	01 January 2027	Unlikely there will be a material impact
• Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards.	01 January 2026	Unlikely there will be a material impact
• Amendments to IFRS 7 Financial Instruments: Disclosures	01 January 2026	Unlikely there will be a material impact
• Amendments to IFRS 9 Financial Instruments	01 January 2026	Unlikely there will be a material impact
• Amendments to IFRS 10 Consolidated Financial Statements	01 January 2026	Unlikely there will be a material impact
• Amendments to IAS 10 Statement of Cash flows	01 January 2026	Unlikely there will be a material impact

Notes to the Financial Statements

3. Property, plant and equipment

	2025			2024		
	Cost or revaluation	**Accumulated depreciation**	**Carrying value**	**Cost or revaluation**	**Accumulated depreciation**	**Carrying value**
Furniture and fixtures	456,649	(456,486)	163	456,649	(456,486)	163
Computer equipment - PC	1,132,624	(720,138)	412,486	933,589	(564,771)	368,818
Computer equipment - Server	559,486	(535,009)	24,477	512,074	(512,074)	-
Leasehold improvements	953,344	(543,927)	409,417	953,344	(355,227)	598,117
Right of used asset	3,939,224	(2,232,227)	1,706,997	3,939,224	(1,444,382)	2,494,842
Total	**7,041,327**	**(4,487,787)**	**2,553,540**	**6,794,880**	**(3,332,940)**	**3,461,940**

Reconciliation of property, plant and equipment - 2025

	Opening balance	**Additions**	**Depreciation**	**Total**
Furniture and fixtures	163	-	-	163
Computer equipment - PC	368,818	211,191	(167,523)	412,486
Computer equipment - Server	-	28,428	(3,951)	24,477
Leasehold improvements	598,117	-	(188,700)	409,417
Right of use asset	2,494,842	-	(787,845)	1,706,997
	3,461,940	**239,619**	**(1,148,019)**	**2,553,540**

Reconciliation of property, plant and equipment - 2024

	Opening balance	**Additions**	**Depreciation**	**Total**
Furniture and fixtures	163	-	-	163
Computer equipment - PC	496,704	8,129	(136,015)	368,818
Computer equipment - Server	5,060	-	(5,060)	-
Leasehold improvements	786,818	-	(188,701)	598,117
Right of use asset	3,282,687	-	(787,845)	2,494,842
	4,571,432	**8,129**	**(1,117,621)**	**3,461,940**

Notes to the Financial Statements

4. Intangible assets

	2025			2024		
	Cost / Valuation	**Accumulated amortisation**	**Carrying value**	**Cost / Valuation**	**Accumulated amortisation**	**Carrying value**
Trademarks	366,316	(116,211)	250,105	320,642	(99,115)	221,527
Computer software	6,683,855	(6,659,802)	24,053	6,683,855	(6,643,802)	40,053
Total	**7,050,171**	**(6,776,013)**	**274,158**	**7,004,497**	**(6,742,917)**	**261,580**

Reconciliation of intangible assets - 2025

	Opening balance	**Additions**	**Amortisation**	**Total**
Trademarks	221,527	45,674	(17,096)	250,105
Computer software	40,053	-	(16,000)	24,053
	261,580	**45,674**	**(33,096)**	**274,158**

Reconciliation of intangible assets - 2024

	Opening balance	**Additions**	**Amortisation**	**Total**
Trademarks	223,220	16,058	(17,751)	221,527
Computer software	61,051	-	(20,998)	40,053
	284,271	**16,058**	**(38,749)**	**261,580**

5. Interests in subsidiaries

Name of company	**Held by**	**% holding 2025**	**% holding 2024**	**Carrying amount 2025**	**Carrying amount 2024**
Kuoni Private Safaris Namibia Proprietary Limited		100.00 %	100.00 %	-	-

The carrying amounts of subsidiaries are shown at cost net of impairment losses.

An amount of R4,200,000 was impaired in earlier years.

Notes to the Financial Statements

6. Deferred tax

Deferred tax asset

Property plant and equipment	(44)	(44)
Income received in advance	3,965,430	3,751,832
Provisions & lease liability	1,878,338	1,351,874
Prepayments	(1,731,213)	(288,154)
Investment	907,200	1,134,000
Deferred tax balance from temporary differences other than unused tax losses	5,019,711	5,949,508
Tax losses available for set off against future taxable income	4,247,439	-
	9,267,150	5,949,508
Total deferred tax asset	**9,267,150**	**5,949,508**

Reconciliation of deferred tax asset / (liability)

At beginning of year	-	-
Change in temporary difference on provisions	475,301	158,927
Change in temporary difference on prepayments	(1,443,059)	(288,154)
Change in temporary difference on income received in advance	213,598	580,681
Change in temporary difference on lease liability	51,164	(3,891)
Change in temporary difference on investment	(226,800)	-
Deferred tax asset not recognised	-	(447,563)
Change in assessed loss available for set off against future taxable income	4,247,439	-
Recognition of deferred tax asset previously not recognised	5,949,507	-
	9,267,150	**-**

Recognition of deferred tax asset

An entity shall disclose the amount of a deferred tax asset and the nature of the evidence supporting its recognition, when:

- the utilisation of the deferred tax asset is dependent on future taxable profits in excess of the profits arising from the reversal of existing taxable temporary differences; and
- the entity has suffered a loss in either the current or preceding period in the tax jurisdiction to which the deferred tax asset relates.

Deferred tax asset has now been recognised on the assessed loss as it is unlikely that this will be utilised over the next 12 months.

7. Trade and other receivables

Financial instruments:		
Trade receivables	4,624,990	11,546,575
Accrued income	418,491	523,263
Trade receivables at amortised cost	5,043,481	12,069,838
Other receivables	16,000	26,495
Non-financial instruments:		
VAT	2,220,519	1,111,904
Total trade and other receivables	**7,280,000**	**13,208,237**

Split between non-current and current portions

Current assets	7,280,000	13,208,237

7. Trade and other receivables (continued)

Financial instrument and non-financial instrument components of trade and other receivables

At amortised cost	5,059,481	12,096,333
Non-financial instruments	2,220,519	1,111,904
	7,280,000	**13,208,237**

Exposure to credit risk

Trade receivables inherently expose the company to credit risk, being the risk that the company will incur financial loss if customers fail to make payments as they fall due.

The credit quality of trade and other receivables that are neither past nor due nor impaired can be assessed by reference to external credit ratings (if available) or to historical information about counterparty default rates. Long standing trading relationships exist with most of the company's customers and the company reviews the credit history, predominantly based on its own records, on a cyclical basis. Based on this, the company considers the credit quality of all fully performing amounts as satisfactory.

There have been no significant changes in the credit risk management policies and processes since the prior reporting period.

A loss allowance is recognised for all trade receivables, in accordance with IFRS 9 Financial Instruments, and is monitored at the end of each reporting period. In addition to the loss allowance, trade receivables are written off when there is no reasonable expectation of recovery, for example, when a debtor has been placed under liquidation. Trade receivables which have been written off are not subject to enforcement activities.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

Exposure to currency risk

The net carrying amounts, in Rand, of trade and other receivables, excluding non-financial instruments, are denominated in the following currencies. The amounts have been presented in Rand by converting the foreign currency amount at the closing rate at the reporting date.

The net carrying amounts, in foreign currency of the above exposure was as follows:

Rand Amount		
US Dollar	526,464	381,661
Euro	-	(32,459)
	526,464	**349,202**

Rand per unit of foreign currency:		
US Dollar	16.570	18.870
Euro	19.460	19.539

Fair value of trade and other receivables

The fair value of trade and other receivables approximates their carrying amounts.

8. Prepayments

Prepayments consists of expenses relating to the provision of services paid in advanced to secure preferential rates and early confirmation from suppliers. Prepayments are not discounted and are recognised and subsequently measured at cost.

Notes to the Financial Statements

Figures in Rand	2025	2024

9. Cash and cash equivalents

Cash and cash equivalents consist of:

Cash on hand	60	60
Bank balances	1,986,575	8,040,796
Short-term deposits	16,989,763	3,450,263
	18,976,398	**11,491,119**

Cash and cash equivalents pledged as security

Total cash and cash equivalents pledged as security for bank facilities The Standard Bank of South Africa Limited has issued guarantees to some of the company's trade creditors totalling ZAR 554,175 (2024: ZAR 554,175).	554,175	554,175

The guarantees serve to secure credit terms with some of the company's suppliers and become payable on default. There have been no defaults during the current or any preceding period to date.

10. Share capital

Authorised		
5,000 Ordinary shares of ZAR 100 each	500,000	500,000
Issued		
5,000 Ordinary shares of ZAR 100 each	500,000	500,000

The company is a private company and accordingly the right to transfer its shares is restricted and any invitation to the public to subscribe for any shares or debentures of the company is prohibited.

11. Loans from group companies

Holding company

Travel Circle International (Mauritius) Ltd This loan comprises working capital loans issued as a result of the COVID-19 pandemic. The loan bears interest at 7.80% per annum. The loan is unsecured and has no fixed terms of repayment. The loan was repaid in full in the current financial year.	-	11,512,681

Exposure to currency risk

Loans from subsidiaries

The net carrying amounts, in Rand, of loans from subsidiaries, are denominated in the following currencies. The amounts have been presented in Rand by converting the foreign currency amount at the closing rate at the reporting date.

Foreign currency amount		
US Dollar	-	11,512,681

Figures in Rand	2025	2024

12. Leases (company as lessee)

Net carrying amounts of right-of-use assets

The carrying amounts of right-of-use assets are as follows:

PPE subject to operating lease arrangements	1,706,997	2,494,842

Interest and expenses related to the lease

Interest expense on lease liabilities	233,802	298,221
Depreciation	787,845	787,845

Lease liabilities

Lease liabilities have been included in the borrowings line item on the statement of financial position.

The maturity analysis of lease liabilities is as follows:

Within one year	893,321	747,297
Two to five years	1,105,066	2,067,812
	1,998,387	**2,815,109**
Non-current liabilities	1,105,066	2,067,812
Current liabilities	893,321	747,297
	1,998,387	**2,815,109**

13. Trade and other payables

Financial instruments:		
Trade payables	26,633,551	22,097,108
Brochure contributions	-	(8,439)
Accrued expense	2,045,899	2,352,446
Other payables	221,804	208,234
Non-financial instruments:		
Amounts received in advance	14,686,777	13,895,675
	43,588,031	**38,545,024**

Financial instrument and non-financial instrument components of trade and other payables

At amortised cost	28,901,254	24,649,349
Non-financial instruments	14,686,777	13,895,675
	43,588,031	**38,545,024**

Exposure to currency risk

The net carrying amounts, in Rand, of trade and other payables, excluding non-financial instruments, are denominated in the following currencies.

Figures in Rand	2025	2024

13. Trade and other payables (continued)

Rand Amount		
Rand	28,335,475	21,285,209
US Dollar	565,774	-
Euro	-	(344,547)
Yen	-	463,410
Other	-	70,052
	28,901,249	**21,474,124**

Fair value of trade and other payables

Credit purchases are accepted and, for the greater part, settled on normal trading terms, thus the carrying values reasonably approximate fair values.

14. Provisions

Reconciliation of provisions - 2025

	Opening balance	Additions	Utilised during the year	Total
Provision for assurance fees	542,410	577,910	(542,410)	577,910
Provision for credit notes	2,825,521	3,321,688	(2,825,521)	3,321,688
Short term employees benefits	269,769	279,324	(269,769)	279,324
Short term provision overheads	1,267,345	1,219,150	-	2,486,495
	4,905,045	**5,398,072**	**(3,637,700)**	**6,665,417**

Reconciliation of provisions - 2024

	Opening balance	Additions	Utilised during the year	Reversed during the year	Total
Provision for assurance fees	366,113	542,410	(366,113)	-	542,410
Provision for credit notes	1,865,945	826,326	133,250	-	2,825,521
Short term employees benefits	292,296	(269,769)	247,242	-	269,769
Short term provision overheads	1,152,678	818,148	(818,148)	114,667	1,267,345
	3,677,032	**1,917,115**	**(803,769)**	**114,667**	**4,905,045**

Notes to the Financial Statements

Figures in Rand	2025	2024

15. Revenue

Revenue from contracts with customers

Fees received for travelling administration	183,540,262	157,563,443

Disaggregation of revenue from contracts with customers

The company disaggregates revenue from customers as follows:

Rendering of services

Fees received for travelling administration	183,540,262	157,563,443

Geographical split of revenue

Africa (Southern)	1,008,907	643,632
Africa (Northern)	-	541,424
Africa (Eastern)	592,840	32,904
America (Northern)	7,948,865	8,740,306
America (Sourthern)	11,103,002	4,153,372
Asia (South Eastern)	-	54,257
Asia (Southern)	973,627	4,425,908
Asia (Southern Western)	-	80,630
Europe (Eastern)	2,480,432	1,638,556
Europe (Northern)	1,632,840	4,708,339
Europe (Sourthern)	1,132,290	1,234,510
Europe (Western)	148,205,108	124,579,817
Oceania	9,219,594	7,556,115
IRFS 15 Credit Note Accrual	(757,243)	(826,327)
	183,540,262	**157,563,443**

Timing of revenue recognition

At a point in time

Fees received for travelling administration	183,540,262	157,563,443

16. Other operating income

Administration and management fees received	687,443	3,840,820
Commissions received	31,830	37,753
Other recoveries	-	(5,351)
Net gain/(loss) on cost of sales	(6,750,384)	2,165,264
	(6,031,111)	**6,038,486**

Notes to the Financial Statements

Figures in Rand		2025	2024
17. Other operating gains (losses)			
Gains (losses) on disposals, scrappings and settlements			
Property, plant and equipment	3	3,670	-
Foreign exchange gains (losses)			
Net foreign exchange gains (losses)		732,087	(714,558)
Total other operating gains (losses)		**735,757**	**(714,558)**
18. Operating profit (loss)			
Operating profit for the year is stated after charging (crediting) the following, amongst others:			
Professional services			
Assurance fees		222,000	382,797
Employee costs			
Salaries, wages, bonuses and other benefits		13,098,827	14,183,706
Other short-term costs and allowances		456,025	156,097
Long term incentive scheme		2,127,107	1,266,007
Total employee costs		**15,681,959**	**15,605,810**
Depreciation and amortisation			
Depreciation of property, plant and equipment		1,148,019	1,117,621
Amortisation of intangible assets		33,096	38,748
Total depreciation and amortisation		**1,181,115**	**1,156,369**
19. Investment income			
Interest income			
Investments in financial assets:			
Surplus funds		877,659	747,286
20. Finance costs			
Loans from group companies		360,773	979,441
Late payment of tax		(44)	-
Lease liability (right of use asset)		233,802	298,847
Total finance costs		**594,531**	**1,278,288**

Notes to the Financial Statements

Figures in Rand	2025	2024

21. Taxation

Major components of the tax income

Current		
Local income tax - current period	627,509	314,000
Deferred		
Originating and reversing temporary differences	(9,267,150)	-
	(8,639,641)	**314,000**

Reconciliation of the tax expense

Reconciliation between accounting profit and tax expense.

Accounting profit	9,322,855	7,535,389
Tax at the applicable tax rate of 27% (2024: 27%)	2,517,171	2,034,555
Tax effect of adjustments on taxable income		
Deferred tax effect income	(11,156,812)	(1,720,555)
	(8,639,641)	**314,000**

The estimated tax loss available for set off against future taxable income is R 15,731,256 (2024: R 25,027,688-).

22. Cash generated from operations

Profit before taxation	9,322,855	7,535,390
Adjustments for non-cash items:		
Depreciation and amortisation	1,181,115	1,156,369
Losses on disposals, scrappings and settlements of assets and liabilities	(3,670)	-
(Gains) losses on exchange differences	(732,087)	714,558
Movements in provisions	1,760,372	1,228,013
Adjust for items which are presented separately:		
Interest income	(877,659)	(747,286)
Finance costs	594,531	1,278,288
Changes in working capital:		
(Increase) decrease in trade and other receivables	6,660,325	(6,914,025)
(Increase) decrease in prepayments	(2,654,352)	(428,337)
Increase (decrease) in trade and other payables	5,043,004	1,497,817
	20,294,434	**5,320,787**

23. Tax paid

Balance at beginning of the year	172,000	54,000
Current tax recognised in profit or loss	(627,509)	(314,000)
Balance at end of the year	(25,748)	(172,000)
	(481,257)	**(432,000)**

Notes to the Financial Statements

Figures in Rand		2025	2024

24. Related parties

Relationships

Ultimate holding company	Fairfax Financial Holdings Limited
Subsidiaries	Refer to note 5
Shareholder	Travel Circle International (Mauritius) Ltd
Parent companies	SOTC Travel Limited
Associates	Thomas Cook India Ltd
Fellow susidiaries	Desert Adventures Tourism LLC, Dubai, UAE
	Gulf Dunes LLC, Dubai
	Reem Tours & Travels LLC, Dubai
	Private Safaris (East Africa) Ltd. (Kenya)
	Kuoni Australia Holding Pty. Ltd.
	DEI Holdings Limited (UAE)
Members of key management	V Barnard
	S Windust

Related party balances

Loan accounts - Owing (to) by related parties		
Travel Circle International (Mauritius) Ltd	-	(11,512,681)
Amounts included in Trade receivable		
Kuoni Private Safaris Namibia Proprietary Limited	32,195	531,591
Private Safaris (East Africa) Limited	-	52,271
SOTC Travel Limited	-	183,237
Amounts included in Trade payables		
SOTC Travel Limited	37,116	-
Travel Corporation India Ltd	-	66,611
Thomas Cook India Ltd	-	70,052

Related party transactions

Sales		
Kuoni Private Safaris Namibia Proprietary Limited	5,921,344	182,791
Kuoni Private Safaris (East Africa) Limited	634,794	66,650
SOTC Travel Limited	-	3,087,866
Expenditure from related parties		
Kuoni Private Safaris Namibia Proprietary Limited	37,116	37,716
Travel Corporation India Ltd	-	108,691
Thomas Cook India Ltd	890,338	1,283,132
SOTC Travel Limited	38,950	-
Interest paid to related parties		
Travel Circle International (Mauritius) Ltd	360,733	-

Notes to the Financial Statements

Figures in Rand	2025	2024

25. Directors' emoluments

Executive

2025

Directors' emoluments	Emoluments	Total
V Barnard	1,610,000	1,610,000

2024

Directors' emoluments	Emoluments	Total
V Barnard	1,380,000	1,380,000

26. Financial instruments and risk management

Categories of financial instruments

Categories of financial assets

2025

	Note(s)	Amortised cost	Total	Fair value
Trade and other receivables	7	5,059,481	5,059,481	5,059,481
Cash and cash equivalents	9	18,976,398	18,976,398	18,976,398
		24,035,879	**24,035,879**	**24,035,879**

2024

	Note(s)	Amortised cost	Total	Fair value
Trade and other receivables	7	12,096,333	12,096,333	12,096,333
Cash and cash equivalents	9	11,491,119	11,491,119	-
		23,587,452	**23,587,452**	**12,096,333**

Figures in Rand	2025	2024

26. Financial instruments and risk management (continued)

Categories of financial liabilities

2025

	Note(s)	Amortised cost	Leases	Total	Fair value
Trade and other payables	13	28,901,254	-	28,901,254	28,901,254
Lease liabilities	12	-	1,998,387	1,998,387	1,998,387
		28,901,254	**1,998,387**	**30,899,641**	**30,899,641**

2024

	Note(s)	Amortised cost	Leases	Total	Fair value
Trade and other payables	13	24,649,349	-	24,649,349	24,649,349
Loans from group companies	11	11,512,681	-	11,512,681	11,512,681
Lease liabilities	12	-	2,815,109	2,815,109	2,815,109
		36,162,030	**2,815,109**	**38,977,139**	**38,977,139**

Capital risk management

The company's objective when managing capital are to safeguard the company's ability to continue as a going concern in order to provide returns for shareholder and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the company consists of debt, which includes the borrowings (excluding derivative financial liabilities) disclosed in notes 13, cash and cash equivalents disclosed in note 10, and equity as disclosed in the statement of financial position.

In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholder, return capital to shareholder, issue new shares or sell assets to reduce debt.

There are no externally imposed capital requirements.

There have been no changes to what the entity manages as capital, the strategy for capital maintenance or externally imposed capital requirements from the previous year.

The capital structure and gearing ratio of the company at the reporting date was as follows:

Loans from group companies	11	-	11,512,681
Lease liabilities		1,998,387	2,815,109
Trade and other payables	13	43,588,026	38,545,023
Total borrowings		**45,586,413**	**52,872,813**
Cash and cash equivalents	9	(18,976,398)	(11,491,119)
Net borrowings		**26,610,015**	**41,381,694**
Equity		(3,915,476)	(21,877,975)
Gearing ratio		(680)%	(189)%

Figures in Rand	2025	2024

26. Financial instruments and risk management (continued)

Financial risk management

Overview

The company is exposed to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk (currency risk, interest rate risk and price risk).

The company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the company's financial performance. Risk management is carried out under policies approved by the directors.

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 exposure arising on cash and cash equivalents is managed by the group through dealing with well-established financial institutions with high credit ratings.

Trade receivables comprise a widespread customer base. Management evaluated credit risk relating to customers on an ongoing basis. If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on internal or external ratingsin accordance with limits set by the board.

The utilisation of credit limits is regularly monitored. Credit loss allowances for expected credit losses are recognised for all debt instruments.

The maximum exposure to credit risk is presented in the table below:

		2025			2024		
		Gross carrying amount	**Credit loss allowance**	**Amortised cost / fair value**	**Gross carrying amount**	**Credit loss allowance**	**Amortised cost / fair value**
Trade and other receivables	7	7,280,000	-	7,280,000	13,208,237	-	13,208,237
Cash and cash equivalents	9	18,976,398	-	18,976,398	11,491,119	-	11,491,119
		26,256,398	**-**	**26,256,398**	**24,699,356**	**-**	**24,699,356**

Liquidity risk

The company's risk to liquidity is a result of the funds available to cover future commitments. The company manages liquidity risk through an ongoing review of future commitments and credit facilities.

Cash flow forecasts are prepared and adequate utilised borrowing facilities are monitored.

Foreign currency risk

The company operates internationally and is exposed to foreign exchange rate risk arising from various currency exposures. The company minimises exposure by purchasing and selling services through the use of current foreign currency accounts the company holds in all the major currencies it trades in.

The company does not hedge foreign exchange fluctuations. At year end the following items are uncovered:

Figures in Rand		2025	2024

26. Financial instruments and risk management (continued)

Exposure in foreign currency amounts

The net carrying amounts, in foreign currency of the above exposure was as follows:
Foreign currency exposure:

Current assets:			
Trade and other receivables - USD	7	565,774	381,661
Trade and other receivables - EUR	9	-	(32,459)
CFC bank accounts - USD		-	3,675,516
CFC bank accounts - EUR		-	5,632
Current liabilities:			
Trade creditors - EUR	9	39	(344,547)
Trade creditors - CHF		-	463,410
Trade creditors - INR		-	70,052
Net foreign currency exposure		**565,813**	**4,219,265**
Non-current liabilities:			
Loan from group companies	11	-	(11,512,681)

Exposure in foreign currency amounts

The net carrying amounts, in foreign currency of the above exposure was as follows:

Exchange rates

Rand per unit of foreign currency:		
USD	16.570	18.870
EUR	19.461	19.539
AED	4.511	5.137
CHF	20.915	20.822
INR	0.184	0.220

Interest rate risk

The company is exposed to interest rate risk in South Africa and Namibia. The company does not make use of interest rate derivatives and is therefore only exposed to variable interest rates.

Change in market interest rates affect the interest income of non-derivative variable interest rate financial instruments, the interest payments are of which are not designated as hedged items of cash flow hedges against interest rate risks. As a consequence, they are included in the calculation of the income related sensitivity.

Figures in Rand	2025	2024

26. Financial instruments and risk management (continued)

Interest rate sensitivity analysis

The following sensitivity analysis has been prepared using a sensitivity rate which is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. All other variables remain constant. The sensitivity analysis includes only financial instruments exposed to interest rate risk which were recognised at the reporting date. No changes were made to the methods and assumptions used in the preparation of the sensitivity analysis compared to the previous reporting period.

	2025	2025	2024	2024
Increase or decrease in rate	**Increase**	**Decrease**	**Increase**	**Decrease**
Impact on profit or loss:				
Cash and cash equivalents (1%)	189,763	(189,763)	114,911	(114,911)

Detailed Income Statement

Figures in Rand	Note(s)	2025	2024
Revenue			
Rendering of services		183,540,262	157,563,443
Cost of sales			
Purchases		(146,110,893)	(133,460,288)
Gross profit		**37,429,369**	**24,103,155**
Other operating income			
Administration and management fees received		687,443	3,840,820
Commissions received		31,830	37,753
Other recoveries		-	(5,351)
Prior year GOP income		(6,750,384)	2,165,264
	16	**(6,031,111)**	**6,038,486**
Other operating gains (losses)			
Gains on disposal of assets or settlement of liabilities		3,670	-
Foreign exchange gains (losses)		732,087	(714,558)
	17	**735,757**	**(714,558)**
Expenses (Refer to page 42)		**(23,094,288)**	**(21,360,692)**
Operating profit	18	**9,039,727**	**8,066,391**
Investment income	19	877,659	747,286
Finance costs	20	(594,531)	(1,278,288)
Profit before taxation		**9,322,855**	**7,535,389**
Taxation	21	8,639,641	(314,000)
Profit for the year		**17,962,496**	**7,221,389**

Detailed Income Statement

Figures in Rand	Note(s)	2025	2024
Other operating expenses			
Accounting fees		(34,821)	(15,074)
Administration and management fees		(789,902)	1,406,469
Advertising		(165,098)	(204,250)
Amortisation		(33,096)	(38,748)
Assets < R7,500		(39,503)	(5,107)
Assurance fees	18	(222,000)	(382,797)
Bad debts		-	(2,035)
Bank charges		(406,663)	(289,096)
Consulting and professional fees		(8,000)	-
Depreciation		(1,148,019)	(1,117,621)
Donations		(10,562)	(24,429)
Employee costs		(15,681,959)	(15,605,810)
Entertainment		(4,982)	(23,206)
IT expenses		(2,902,230)	(2,911,111)
Insurance		(295,313)	(295,187)
Lease rentals on operating lease		(160,957)	(174,458)
Office expenses		(160,627)	(223,190)
Promotions		(820,169)	(1,223,016)
Repairs and maintenance		-	(14,997)
Security		(7,001)	(6,633)
Subscriptions		(61,959)	(23,127)
Sundry expenses		-	(4,293)
Travel - local		(20,490)	(89,490)
Travel - overseas		(120,937)	(93,486)
		(23,094,288)	**(21,360,692)**

Reem Tours & Travels LLC

Financial Statements (Management)

31 December 2025

Reem Tours & Travels LLC

Statement of financial position

As at 31 December 2025

	31 December 2025 AED	31 December 2024 AED
Current assets		
Cash and cash equivalents	**608,868**	608,868
Non-Interest Bearing Financial Assets	**-**	-
Due from Related Party – Desert Adventures	**-**	-
Total current assets	**608,868**	608,868
Total assets	**608,868**	608,868
Equity and liabilities		
Equity		
Share capital	**300,000**	300,000
Statutory reserve	**150,000**	150,000
Retained earnings	**158,868**	158,868
Total equity	**608,868**	608,868
Total equity and liabilities	**608,868**	608,868

Salim Sikander
Head of Finance

Peter Payet
CEO

Note: There is no Profit and Loss account from Jan 1, 2012 as the business of Reem Tours and Travels LLC has been integrated into Desert Adventures Tourism LLC.

The notes on page 2-4 are an integral part of these financial statements.

Reem Tours & Travels LLC

Notes

(forming part of the financial statements)

1 Reporting entity

Reem Tours & Travels LLC is a limited liability company registered with the Department of Economic Development, Government of Dubai.

The registered office of the Reem Tours & Travels LLC is P.O. Box No. 6655, Dubai, United Arab Emirates.

The authorised and fully paid up share capital of the Company is U.A.E. Dirham 300,000 divided into 100 shares of U.A.E. Dirham AED 3,000.

SHARE HOLDINGS

The shareholding pattern of the Company as at 31st December 2025 and 31st December 2024 is as follows:

Name of the shareholder	Shareholding %
Travel Circle International (Mauritius) Limited	100%

The ultimate parent and ultimate controlling party of the Company is Fairfax Financial Holdings Limited, a company registered in Toronto, Ontario, Canada.

2) Basis of accounting

a) Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") as issued by International Accounting Standards Board (IASB) and the preparation requirements of the UAE Federal Law No. (2) of 2015.

b) Basis of measurement

The financial statements have been prepared on the historical cost basis.

c) Functional and presentation currency

The financial statements are presented in United Arab Emirates Dirham ("AED"), which is the Company's functional currency.

d) Use of estimates and judgments

The preparation of the financial statements in conformity with IFRS requires management to

make judgments and estimates 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 estimates are recognized prospectively.

3(a) Changes in significant accounting policies

The Company has initially applied IFRS 15 and IFRS 9 from 1 January 2018. A number of other new standards are also effective from 1 January 2018 but they do not have any material effect on the Company's financial statements.

Application of IFRS-9 and IFRS-15 did not have any material financial impact on the Company's financial statements.

3(a).2 *IFRS 9 Financial Instruments*

IFRS 9 sets out requirements for recognizing and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. This standard replaces IAS 39 Financial Instruments: Recognition and Measurement.

As a result of the adoption of IFRS 9, the Company has adopted the consequential amendments to IAS 1 Presentation of Financial Statements, which require the charge for impairment of financial assets to be presented in a separate line item in the statement of profit or loss and OCI. Previously, the Company's approach was to include the impairment of trade receivables in administrative and general expenses.

(i) Classification and measurement of financial assets and financial liabilities

IFRS 9 contains three principal classification categories for financial assets: measured at amortized cost, fair value through other comprehensive income (FVOCI) and fair value through profit and loss account (FVTPL). The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. IFRS 9 eliminates the previous IAS 39 categories of held to maturity, loans and receivables and available for sale.

IFRS 9 largely retains the existing requirements in IAS 39 for the classification and measurement of financial liabilities.

The application of IFRS 9 has not had any material financial impact effect on the Company's financial statements.

(ii) Impairment of financial assets

IFRS 9 replaces the 'incurred loss' model in IAS 39 with an 'expected credit loss' (ECL) model. The new impairment model applies to financial assets measured at amortized cost, contract assets and debt investments at FVOCI, but not to investments in equity instruments. Under IFRS 9, credit losses are recognized earlier than under IAS 39.

For assets in the scope of the IFRS 9 impairment model, impairment losses are generally expected to increase and become more volatile. The Company has determined that the application of IFRS 9's impairment requirements at 1 January 2018 did not have any material financial impact on the allowance for impairment.

Transition

Changes if any, in accounting policies resulting from the adoption of IFRS 9 have been applied retrospectively.

3(b) Significant accounting policies

The Company has consistently applied the accounting policies set out below to all periods presented in these financial statements.

Financial instruments
Recognition and initial measurement

Trade receivables are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized 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, 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

Financial assets – Policy applicable from 1 January 2018

On initial recognition, a financial asset is classified as and measured at: amortized cost; FVOCI – debt investment; FVOCI – equity investment; or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

3(b) Significant accounting policies (continued)

Financial instruments (continued)

Classification and subsequent measurement (continued)

Financial assets – Policy applicable from 1 January 2018 (continued)

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets – Subsequent measurement and gains and losses: Policy applicable from 1 January 2018

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.
Financial assets at amortized cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

Financial assets – Policy applicable prior to 1 January 2018

The Company has classified its financial assets into one of the following categories:

- loans and receivables;
- held to maturity;
- available for sale; and
- at FVTPL, and within this category as:
    - held for trading;
    - derivative hedging instruments; or
    - designated as at FVTPL.

3(b) Significant accounting policies (continued)

Financial instruments (continued)

Classification and subsequent measurement (continued)

Financial assets – Subsequent measurement and gains and losses: Policy applicable prior to 1 January 2018 (continued)

Financial assets at FVTPL	Measured at fair value and changes therein, including any interest or dividend income, were recognized in profit or loss.
Held-to-maturity financial assets	Measured at amortized cost using the effective interest method.
Loans and receivables	Measured at amortized cost using the effective interest method.
Available-for-sale financial assets	Measured at fair value and changes therein, other than impairment losses, interest income and foreign currency differences on debt instruments, were recognized in OCI and accumulated in the fair value reserve. When these assets were derecognized, the gain or loss accumulated in equity was reclassified to profit or loss.

Financial liabilities – Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

Derecognition

Financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Company enters into transactions whereby it transfers assets recognized in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognized.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

3(b) Significant accounting policies (continued)

Financial instruments (continued)

Derecognition (continued)

Financial liabilities(continued)

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognized in profit or loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Impairment

Non-derivative financial assets - Policy applicable from 1 January 2018

Financial instruments

The Company recognizes loss allowances for Expected Credit Losses (ECLs) on financial assets measured at amortized cost.

The Company measures loss allowances at an amount equal to lifetime ECLs, except for bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables and due from related parties are always measured at an amount equal to lifetime ECLs.

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 and including forward-looking information.

The Company assumes that the credit risk on trade receivables has increased significantly if it is more than 90 days past due i.e. 120 days from the invoice date.

The Company considers trade receivables to be in default when:

- the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realizing security (if any is held); or
- the financial asset is more than 90 days past due

3(b) Significant accounting policies (continued)

Impairment (continued)

Non-derivative financial assets - Policy applicable from 1 January 2018 (continued)

Financial instruments (continued)

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive).

ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortized cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:
- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise; or
- it is probable that the borrower will enter bankruptcy or other financial reorganization

Presentation of allowance for ECL in the statement of financial position

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. For individual customers, the Company has a policy of writing off the gross carrying amount when the financial asset is past due based on historical experience of recoveries of similar assets. For corporate customers, the Company individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Company expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

3(b) Significant accounting policies (continued)

Impairment (continued)

Non-derivative financial assets - Policy applicable from 1 January 2018 (continued)

Financial instruments (continued)

Financial assets not classified as at FVTPL were assessed at each reporting date to determine whether there was objective evidence of impairment.

Objective evidence that financial assets were impaired included:
- default or delinquency by a debtor;
- restructuring of an amount due to the Company on terms that the Company would not consider otherwise;
- indications that a debtor or issuer would enter bankruptcy;
- adverse changes in the payment status of borrowers or issuers;
- observable data indicating that there was a measurable decrease in the expected cash flows from a Company of financial assets.

Financial assets measured at amortized cost

The Company considered evidence of impairment for these assets at both an individual asset and a collective level. All individually significant assets were individually assessed for impairment. Those found not to be impaired were then collectively assessed for any impairment that had been incurred but not yet individually identified. Assets that were not individually significant were collectively assessed for impairment. Collective assessment was carried out by Companying together assets with similar risk characteristics.

In assessing collective impairment, the Company used historical information on the timing of recoveries and the amount of loss incurred, and made an adjustment if current economic and credit conditions were such that the actual losses were likely to be greater or lesser than suggested by historical trends.

An impairment loss was calculated as the difference between an asset's carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses were recognized in profit or loss and reflected in an allowance account. When the Company considered that there were no realistic prospects of recovery of the asset, the relevant amounts were written off. If the amount of impairment loss subsequently decreased and the decrease was related objectively to an event occurring after the impairment was recognized, then the previously recognized impairment loss was reversed through profit or loss.

3(b) Significant accounting policies (continued)

Impairment (continued)

Non-derivative financial assets - Policy applicable from 1 January 2018 (continued)

Non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets, investment property and inventories 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 whenever the carrying amount of the asset exceeds the recoverable amount. Impairment losses, if any, are recognized in the statement of profit or loss.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment losses are recognized in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognized in profit or loss.

Impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognized.

PT ASIAN TRAILS INDONESIA

LAPORAN KEUANGAN
TANGGAL 31 DESEMBER 2025
SERTA UNTUK TAHUN YANG BERAKHIR
PADA TANGGAL TERSEBUT
DAN LAPORAN AUDITOR INDEPENDEN

FINANCIAL STATEMENTS
AS AT DECEMBER 31, 2025
AND FOR THE YEAR THEN ENDED
AND INDEPENDENT AUDITOR'S REPORT

These original financial statements included herein are in the Indonesian language.

PT ASIAN TRAILS INDONESIA
LAPORAN KEUANGAN
TANGGAL 31 DESEMBER 2025
SERTA UNTUK TAHUN YANG BERAKHIR
PADA TANGGAL TERSEBUT
DAN LAPORAN AUDITOR INDEPENDEN

PT ASIAN TRAILS INDONESIA
FINANCIAL STATEMENTS
AS AT DECEMBER 31, 2025
AND FOR THE YEAR THEN ENDED
AND INDEPENDENT AUDITOR'S REPORT

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SURAT PERNYATAAN DIREKSI
TENTANG TANGGUNG JAWAB ATAS
LAPORAN KEUANGAN
PT ASIAN TRAILS INDONESIA
TANGGAL 31 DESEMBER 2025
DAN UNTUK TAHUN YANG BERAKHIR
PADA TANGGALTERSEBUT

Saya yang bertanda tangan di bawah ini:

Nama	: Bjorn Schimanski
Alamat Kantor	: Jl. Bypass Ngurah Rai No. 260 Sanur Denpasar - Bali 80228
Alamat Rumah	: Jl. Betngandang I No. 6E, Sanur Kauh, Denpasar Selatan - Bali
Jabatan	: Direktur

Menyatakan bahwa:

1. Bertanggung jawab atas penyusunan dan penyajian laporan keuangan PT Asian Trails Indonesia ("Perusahaan").
2. Laporan keuangan Perusahaan telah disusun dan disajikan sesuai dengan Standar Akuntansi Keuangan di Indonesia.
3. a. Semua informasi dalam laporan keuangan Perusahaan telah dimuat secara lengkap dan benar.
   b. Laporan keuangan Perusahaan tidak mengandung informasi atau fakta material yang tidak benar, dan tidak menghilangkan informasi atau fakta material.
4. Bertanggung jawab atas sistem pengendalian internal dalam Perusahaan.

Demikian pernyataan ini dibuat dengan sebenarnya.

BOARD OF DIRECTORS' STATEMENT LETTER
REGARDING THE RESPONSIBILITY FOR
THE FINANCIAL STATEMENTS
PT ASIAN TRAILS INDONESIA
AS OF DECEMBER 31, 2025
AND FOR THE YEAR THEN ENDED

I, the undersigned:

Name	*: Bjorn Schimanski*
Office address	*: Jl. Bypass Ngurah Rai No. 260 Sanur Denpasar - Bali 80228*
Residential address	*: Jl. Betngandang I No. 6E, Sanur Kauh, Denpasar Selatan - Bali*
Position	*: Director*

Declare that:

1. *Responsible for the preparation and presentation of PT Asian Trails Indonesia (the "Company") financial statements.*
2. *The Company financial statements have been prepared and presented in accordance with Indonesian Financial Accounting Standards.*
3. *a. All information in the Company financial statements have been disclosed in a complete and truthful manner.*
   b. The Company financial statements do not contain any incorrect material information or facts, do not omit material information or facts.
4. *Responsible for the Company internal control system.*

This statement letter is made truthfully.

Denpasar, 11 Mei 2026 / *May 11, 2026*
Atas nama dan mewakili Dewan Direksi/
For and on behalf of the Board of Directors

asian trails

Bjorn Schimanski
Direktur/*Director*

Crowe

Teramihardja, Pradhono & Chandra
Registered Public Accountants No. 487/KM.1/2011
AXA Tower 27th Floor Suite 03
Jl. Prof. Dr. Satrio Kav. 18
Jakarta 12940, Indonesia
Main +62 (21) 3005 6267, 3005 6268
Fax +62 (21) 3005 6269
www.crowe.id

The original report included]herein is in the Indonesian language.

Laporan Auditor Independen

Laporan No. 00412/2.0851/AU.1/05/0272-1/1/V/2026

Pemegang Saham, Dewan Komisaris dan Direksi

PT Asian Trails Indonesia

Opini

Kami telah mengaudit laporan keuangan PT Asian Trails Indonesia ("Perusahaan"), yang terdiri dari laporan posisi keuangan tanggal 31 Desember 2025, serta laporan laba rugi dan penghasilan komprehensif lain, laporan perubahan ekuitas, dan laporan arus kas untuk tahun yang berakhir pada tanggal tersebut, serta catatan atas laporan keuangan, termasuk informasi kebijakan akuntansi material.

Menurut opini kami, laporan keuangan terlampir menyajikan secara wajar, dalam semua hal yang material, posisi keuangan Perusahaan tanggal 31 Desember 2025, serta kinerja keuangan dan arus kasnya untuk tahun yang berakhir pada tanggal tersebut, sesuai dengan Standar Akuntansi Keuangan Indonesia.

Basis Opini

Kami melaksanakan audit kami berdasarkan Standar Audit yang ditetapkan oleh Institut Akuntan Publik Indonesia. Tanggung jawab kami menurut standar tersebut diuraikan lebih lanjut dalam paragraf Tanggung Jawab Auditor terhadap Audit atas Laporan Keuangan pada laporan kami. Kami independen terhadap Perusahaan berdasarkan ketentuan etika yang relevan dalam audit kami atas laporan keuangan di Indonesia, dan kami telah memenuhi tanggung jawab etika lainnya berdasarkan ketentuan tersebut. Kami yakin bahwa bukti audit yang telah kami peroleh adalah cukup dan tepat untuk menyediakan suatu basis bagi opini audit kami.

Independent Auditor's Report

Report No. 00412/2.0851/AU.1/05/0272-1/1/V/2026

The Shareholders, the Boards of Commissioner and Directors

PT Asian Trails Indonesia

Opinion

We have audited the financial statements of PT Asian Trails Indonesia (the "Company"), which comprise the statement of financial position as at December 31, 2025, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2025, and its financial performance and its cash flows for the year then ended, in accordance with Indonesian Financial Accounting Standards.

Basis for Opinion

We conducted our audit in accordance with Standards on Auditing established by the Indonesian Institute of Certified Public Accountants. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements paragraph of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Indonesia, 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.

The original report included herein is in the Indonesian language.

Hal Lain

Laporan keuangan Perusahaan pada tanggal 31 Desember 2024 dan untuk tahun yang berakhir pada tanggal tersebut diaudit oleh auditor independen lain yang menyatakan opini tanpa modifikasian atas laporan keuangan tersebut pada tanggal 17 Maret 2025.

Other Matter

The Company's financial statements as at December 31, 2024 and for the year then ended were audited by another independent auditor who expressed an unmodified opinion on the financial statements on March 17, 2025.

Tanggung Jawab Manajemen dan Pihak yang Bertanggung Jawab atas Tata Kelola terhadap Laporan Keuangan

Manajemen bertanggung jawab atas penyusunan dan penyajian wajar laporan keuangan tersebut sesuai dengan Standar Akuntansi Keuangan Indonesia, dan atas pengendalian internal yang dianggap perlu oleh manajemen untuk memungkinkan penyusunan laporan keuangan yang bebas dari kesalahan penyajian material, baik yang disebabkan oleh kecurangan maupun kesalahan.

Dalam penyusunan laporan keuangan, manajemen bertanggung jawab untuk menilai kemampuan Perusahaan dalam mempertahankan kelangsungan usahanya, mengungkapkan, sesuai dengan kondisinya, hal-hal yang berkaitan dengan kelangsungan usaha, dan menggunakan basis akuntansi kelangsungan usaha, kecuali manajemen memiliki intensi untuk melikuidasi Perusahaan atau menghentikan operasi, atau tidak memiliki alternatif yang realistis selain melaksanakannya.

Pihak yang bertanggung jawab atas tata kelola bertanggung jawab untuk mengawasi proses pelaporan keuangan Perusahaan.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Indonesian Financial Accounting Standards, 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 responsible for overseeing the Company's financial reporting process.

Tanggung Jawab Auditor terhadap Audit atas Laporan Keuangan

Tujuan kami adalah untuk memperoleh keyakinan memadai tentang apakah laporan keuangan secara keseluruhan bebas dari kesalahan penyajian material, baik yang disebabkan oleh kecurangan maupun kesalahan, dan untuk menerbitkan laporan auditor yang mencakup opini kami. Keyakinan memadai merupakan suatu tingkat keyakinan tinggi, namun bukan merupakan suatu jaminan bahwa audit yang dilaksanakan berdasarkan Standar Audit akan selalu mendeteksi kesalahan penyajian material ketika hal tersebut ada. Kesalahan penyajian dapat disebabkan oleh kecurangan maupun kesalahan dan dianggap material jika, baik secara individual maupun secara agregat, dapat diekspektasikan secara wajar akan memengaruhi keputusan ekonomi yang diambil oleh pengguna berdasarkan laporan keuangan tersebut.

Auditor's 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 Standards on Auditing 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.

The original report included herein is in the Indonesian language.

Halaman 3

Tanggung Jawab Auditor terhadap Audit atas Laporan Keuangan (lanjutan)

Sebagai bagian dari suatu audit berdasarkan Standar Audit, kami menerapkan pertimbangan profesional dan mempertahankan skeptisisme profesional selama audit. Kami juga:

- Mengidentifikasi dan menilai risiko kesalahan penyajian material dalam laporan keuangan, baik yang disebabkan oleh kecurangan maupun kesalahan, merancang dan melaksanakan prosedur audit yang responsif terhadap risiko tersebut, serta memperoleh bukti audit yang cukup dan tepat untuk menyediakan basis bagi opini kami. Risiko tidak terdeteksinya kesalahan penyajian material yang disebabkan oleh kecurangan lebih tinggi dari yang disebabkan oleh kesalahan, karena kecurangan dapat melibatkan kolusi, pemalsuan, penghilangan secara sengaja, pernyataan salah, atau pengabaian pengendalian internal.

- Memperoleh suatu pemahaman tentang pengendalian internal yang relevan dengan audit untuk merancang prosedur audit yang tepat sesuai dengan kondisinya, tetapi bukan untuk tujuan menyatakan opini atas efektivitas pengendalian internal Perusahaan.

- Mengevaluasi ketepatan kebijakan akuntansi yang digunakan serta kewajaran estimasi akuntansi dan pengungkapan terkait yang dibuat oleh manajemen.

- Menyimpulkan ketepatan penggunaan basis akuntansi kelangsungan usaha oleh manajemen dan, berdasarkan bukti audit yang diperoleh, apakah terdapat suatu ketidakpastian material yang terkait dengan peristiwa atau kondisi yang dapat menyebabkan keraguan signifikan atas kemampuan Perusahaan untuk mempertahankan kelangsungan usahanya. Ketika kami menyimpulkan bahwa terdapat suatu ketidakpastian material, kami diharuskan untuk menarik perhatian dalam laporan auditor kami ke pengungkapan terkait dalam laporan keuangan atau, jika pengungkapan tersebut tidak memadai, harus menentukan apakah perlu untuk memodifikasi opini kami. Kesimpulan kami didasarkan pada bukti audit yang diperoleh hingga tanggal laporan auditor kami. Namun, peristiwa atau kondisi masa depan dapat menyebabkan Perusahaan tidak dapat mempertahankan kelangsungan usaha.

- Mengevaluasi penyajian, struktur, dan isi laporan keuangan secara keseluruhan, termasuk pengungkapannya, dan apakah laporan keuangan mencerminkan transaksi dan peristiwa yang mendasarinya dengan suatu cara yang mencapai penyajian wajar.

Page 3

Auditor's Responsibilities for the Audit of the Financial Statements (continued)

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

- *Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.*

- *Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.*

- *Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.*

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

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

The original report included herein is in the Indonesian language.

Halaman 4

Tanggung Jawab Auditor terhadap Audit atas Laporan Keuangan (lanjutan)

Kami mengomunikasikan kepada pihak yang bertanggung jawab atas tata kelola mengenai, antara lain, ruang lingkup dan saat yang direncanakan atas audit, serta temuan audit signifikan, termasuk setiap defisiensi signifikan dalam pengendalian internal yang teridentifikasi oleh kami selama audit.

Page 4

Auditor's Responsibilities for the Audit of the Financial Statements (continued)

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.

Kantor Akuntan Publik/*Registered Public Accountants*
TERAMIHARDJA, PRADHONO & CHANDRA

Drs. Nursal, Ak., CA, CPA
Izin Akuntan Publik/*Licence of Public Accountant* No. AP.0272

11 Mei 2026

May 11, 2026

00412

PT ASIAN TRAILS INDONESIA
LAPORAN POSISI KEUANGAN
Tanggal 31 Desember 2025
(Disajikan dalam Rupiah, kecuali dinyatakan lain)

PT ASIAN TRAILS INDONESIA
STATEMENT OF FINANCIAL POSITION
As at December31, 2025
(Expressed in Rupiah, unless otherwise stated)

	Catatan/ *Notes*	2025	2024	
ASET				***ASSETS***
ASET LANCAR				***CURRENT ASSETS***
Kas dan bank	5	38.098.750.855	33.764.525.565	*Cash on hand and in banks*
Piutang usaha				*Trade receivables*
Pihak berelasi	6,22	326.925.715	1.443.914.640	*Related party*
Pihak ketiga	6	8.473.015.723	9.817.418.865	*Third parties*
Piutang lain-lain				*Other receivables*
Pihak berelasi	7,22	9.921.625.000	9.576.525.000	*Related party*
Pihak ketiga	7	520.177.792	2.509.934.775	*Third parties*
Uang muka dan biaya dibayar di muka	8	4.941.466.593	19.367.403.210	*Advances and prepaid expenses*
Jumlah Aset Lancar		62.281.961.678	76.479.722.055	*Total Current Assets*
ASET TIDAK LANCAR				***NON CURRENT ASSET***
Aset tetap	9	6.978.413.909	5.037.514.177	*Fixed assets*
Aset pajak tangguhan	14	857.292.175	-	*Deferred tax assets*
Jumlah Aset Tidak Lancar		7.835.706.084	5.037.514.177	*Total Non Current Assets*
JUMLAH ASET		**70.117.667.762**	**81.517.236.232**	***TOTAL ASSETS***
LIABILITAS DAN EKUITAS				***LIABILITIES AND EQUITY***
LIABILITAS				***LIABILITIES***
LIABILITAS JANGKA PENDEK				***CURRENT LIABILITIES***
Utang usaha				*Trade payables*
Pihak berelasi	10,22	1.009.192.344	546.457.440	*Related parties*
Pihak ketiga	10	22.472.159.464	30.514.574.880	*Third parties*
Utang lain-lain		206.180.440	1.395.533.070	*Others payables*
Utang pajak	14	3.062.617.502	4.356.169.105	*Taxes payable*
Biaya masih harus dibayar	11	8.078.505.936	8.947.593.811	*Accrued expenses*
Pendapatan diterima dimuka	12	7.489.912.418	8.436.290.820	*Unearned revenues*
Liabilitas jangka panjang yang jatuh tempo dalam satu tahun				*Current maturities of long-term liabilities*
Liabilitas sewa	13	399.318.400	-	*Lease liabilities*
Jumlah Liabilitas Jangka Pendek		42.717.886.504	54.196.619.126	*Total Current Liabilities*
LIABILITAS JANGKA PANJANG				***NON CURRENT LIABILITIES***
Liabilitas jangka panjang - setelah dikurangi bagian yang jatuh tempo dalam satu tahun				*Long-term liabilities - net of current portion*
Liabilitas sewa	13	1.706.203.134	-	*Lease liabilities*
Liabilitas imbalan kerja karyawan	15	2.146.985.270	2.035.464.169	*Employee benefits liability*
Jumlah Liabilitas Jangka Panjang		3.853.188.404	2.035.464.169	*Total Non Current Liabilities*
JUMLAH LIABILITAS		**46.571.074.908**	**56.232.083.295**	***TOTAL LIABILITIES***
EKUITAS				***EQUITY***
Modal saham - nilai nominal Rp 720.000 per saham				*Capital stock - Rp 720,000 par value per share*
Modal dasar - 2.000 saham				*Authorized - 2,000 shares*
Modal ditempatkan dan disetor - 2.000 saham	16	1.440.000.000	1.440.000.000	*Issued and fully paid - 2,000 shares*
Selisih kurs modal		138.248.000	138.248.000	*Difference rate on capital*
Saldo laba		21.968.344.854	23.706.904.937	*Retained earnings*
JUMLAH EKUITAS		23.546.592.854	25.285.152.937	***TOTAL EQUITY***
JUMLAH LIABILITAS DAN EKUITAS		**70.117.667.762**	**81.517.236.232**	***TOTAL LIABILITIES AND EQUITY***

Catatan terlampir merupakan bagian yang tidak terpisahkan dari laporan keuangan.

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

PT ASIAN TRAILS INDONESIA
LAPORAN LABA RUGI DAN PENGHASILAN KOMPREHENSIF LAIN
Untuk Tahun yang Berakhir pada Tanggal 31 Desember 2025
(Disajikan dalam Rupiah, kecuali dinyatakan lain)

PT ASIAN TRAILS INDONESIA
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
For the Year Ended December 31, 2025
(Expressed in Rupiah, unless otherwise stated)

	Catatan/ *Notes*	2025	2024	
PENDAPATAN	17,22	297.937.695.491	276.293.646.998	***REVENUES***
BEBAN POKOK PENDAPATAN	18,22	(231.908.484.662)	(226.214.498.680)	***COST OF REVENUES***
LABA BRUTO		66.029.210.829	50.079.148.318	***GROSS PROFIT***
Beban penjualan	19	(2.860.160.515)	(3.601.075.845)	*Selling expenses*
Beban umum dan administrasi	20	(44.506.847.714)	(30.324.744.306)	*General and administrative expenses*
Beban keuangan	21	(538.113.106)	(509.667.342)	*Finance charges*
Pendapatan keuangan		539.909.927	628.475.681	*Finance income*
Lain-lain - neto		6.481.994.312	5.352.580.213	*Others - net*
LABA SEBELUM BEBAN PAJAK PENGHASILAN		**25.145.993.733**	**21.624.716.719**	***PROFIT BEFORE INCOME TAX EXPENSES***
BEBAN PAJAK PENGHASILAN	14			***INCOME TAX EXPENSE***
Pajak kini		(6.292.593.120)	(3.195.800.080)	*Current tax*
Pajak tangguhan		800.253.683	-	*Deferred tax*
Beban Pajak Penghasilan		(5.492.339.437)	(3.195.800.080)	*Income Tax Expense*
LABA TAHUN BERJALAN		**19.653.654.296**	**18.428.916.639**	***PROFIT FOR THE YEAR***
RUGI KOMPREHENSIF LAIN				***OTHER COMPREHENSIVE LOSS***
Pos-pos yang tidak akan direklasifikasi ke laba rugi pada tahun berikutnya:				***Items that will not be reclassified to profit or loss in subsequent year:***
Rugi aktuarial atas imbalan kerja karyawan	15	(259.265.871)	-	*Actuarial Loss on post-employment benefits*
Pajak penghasilan terkait	14	57.038.492	-	*Related income tax*
Rugi komprehensif kerja karyawan		(202.227.379)	-	*Other comprehensive loss - net of tax*
JUMLAH PENGHASILAN KOMPREHENSIF TAHUN BERJALAN		**19.451.426.917**	**18.428.916.639**	***TOTAL COMPREHENSIVE INCOME FOR THE YEAR***

Catatan terlampir merupakan bagian yang tidak terpisahkan dari laporan keuangan.

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

PT ASIAN TRAILS INDONESIA
LAPORAN PERUBAHAN EKUITAS
Untuk Tahun yang Berakhir
Pada Tanggal 31 Desember 2025
(Dinyatakan dalam Rupiah, kecuali dinyatakan lain)

PT ASIAN TRAILS INDONESIA
STATEMENT OF CHANGES IN EQUITY
For the Year Ended December 31, 2025
(Expressed in Rupiah, unless otherwise stated)

	Catatan/ *Notes*	Modal Saham/ *Share Capital*	Selisih Kurs Modal/ *Difference rate on capital*	Saldo Laba/ *Retained earnings*	Jumlah Ekuitas/ *Total Equity*	
Saldo per 31 Desember 2023		**1.440.000.000**	**138.248.000**	**24.591.988.298**	**26.170.236.298**	***Balance as at December 31, 2023***
Pembayaran dividen tunai	16	-	-	(19.314.000.000)	(19.314.000.000)	*Payment of cash dividends*
Laba tahun berjalan		-	-	18.428.916.639	18.428.916.639	*Profit for the year*
Saldo per 31 Desember 2024		**1.440.000.000**	**138.248.000**	**23.706.904.937**	**25.285.152.937**	***Balance as at December 31, 2024***
Pembayaran dividen tunai	16	-	-	(21.189.987.000)	(21.189.987.000)	*Payment of cash dividends*
Laba tahun berjalan		-	-	19.653.654.296	19.653.654.296	*Profit for the year*
Rugi komprehensif lain - neto		-	-	(202.227.379)	(202.227.379)	*Other comprehensive loss - net*
Saldo per 31 Desember 2025		**1.440.000.000**	**138.248.000**	**21.968.344.854**	**23.546.592.854**	***Balance as at December 31, 2025***

Catatan terlampir merupakan bagian yang tidak terpisahkan dari laporan keuangan.

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

PT ASIAN TRAILS INDONESIA
LAPORAN ARUS KAS
Untuk Tahun Yang Berakhir Pada Tanggal
31 Desember 2025
(Disajikan dalam Rupiah, kecuali dinyatakan lain)

PT ASIAN TRAILS INDONESIA
STATEMENT OF CASH FLOWS
For the Year Ended
December 31, 2025
(Expressed in Rupiah, unless otherwise stated)

	Catatan/ *Notes*	2025	2024	
ARUS KAS DARI AKTIVITAS OPERASI				***CASH FLOWS FROM OPERATING ACTIVITIES***
Penerimaan kas dari pelanggan		317.345.119.006	290.644.112.653	*Cash receipt from customers*
Pembayaran kas kepada pemasok dan lainnya		(289.319.551.531)	(258.772.537.665)	*Cash paid to suppliers and others*
Pembayaran beban keuangan		(579.314.773)	(509.667.342)	*Payments of finance charges*
Kas Bersih Diperoleh Dari Aktivitas Operasi		27.446.252.702	31.361.907.646	*Net Cash Provided by Operating Activities*
ARUS KAS DARI AKTIVITAS INVESTASI				***CASH FLOWS FROM INVESTING ACTIVITIES***
Hasil penjualan aset tetap	9	795.681.043	534.787.996	*Proceeds from sale of property and equipment*
Penerimaan bunga		539.909.927	628.475.681	*Interest received*
Perolehan aset tetap	9	(2.816.042.626)	(2.954.085.774)	*Acquisitions of property and equipment*
Kenaikan piutang lain-lain - pihak berelasi		(345.100.000)	(415.310.000)	*Increased of other receivable - related parties*
Kas Bersih Digunakan untuk Aktivitas Investasi		(1.825.551.656)	(2.206.132.097)	*Net Cash Used in Investing Activities*
ARUS KAS DARI AKTIVITAS PENDANAAN				***CASH FLOWS FROM FINANCING ACTIVITIES***
Pembayaran dividen tunai	16	(21.189.987.000)	(19.314.000.000)	*Payment of cash dividends*
Pembayaran liabilitas sewa		(96.488.756)	-	*Payment of lease liabilities*
Kas Bersih Digunakan untuk Aktivitas Pendanaan		(21.286.475.756)	(19.314.000.000)	*Net Cash Used in Financing Activities*
KENAIKAN BERSIH KAS DAN BANK		**4.334.225.290**	**9.841.775.549**	***NET INCREASE CASH ON HAND AND IN BANKS***
KAS DAN BANK AWAL TAHUN		**33.764.525.565**	**23.922.750.016**	***CASH ON HAND AND IN BANKS AT BEGINNING OF YEAR***
KAS DAN BANK AKHIR TAHUN		**38.098.750.855**	**33.764.525.565**	***CASH ON HAND AND IN BANKS AT END OF YEAR***

Catatan terlampir merupakan bagian yang tidak terpisahkan dari laporan keuangan.

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

1. UMUM

a. Pendirian dan Informasi Umum

PT Asian Trails Indonesia didirikan berdasarkan akta notaris Silvia Veronica, S.H. No. 26 tanggal 8 Desember 1999. Akta pendirian ini disahkan oleh Menteri Hukum dan Hak Asasi Manusia Republik Indonesia dalam Surat Keputusan No. C-8980.HT.01.01.TH.2001 yang ditetapkan tanggal 4 September 2001. Akta Perusahaan telah mengalami beberapa kali perubahan, terakhir kali berdasarkan akta notaris Hendra Justin FU, S.H., M.kn, No. 28 tanggal 28 September 2022, mengenai antara lain, penyesuaian bidang usaha Perseroan. Akta perubahan tersebut telah disahkan oleh Menteri Hukum dan Hak Asasi Manusia Republik Indonesia dalam Surat Keputusan No. AHU- 0197504.AH.01.11.Tahun 2022 Tanggal 4 Oktober 2022..

Sesuai dengan pasal 3 anggaran dasar Perusahaan, ruang lingkup kegiatan Perusahaan adalah bergerak di bidang biro perjalanan wisata.

Perusahaan mulai beroperasi pada tahun 2007. Perusahaan berdomisili di Denpasar Bali dan berkedudukan di Jl. By Pass Ngurah Rai No. 260. Sanur, Denpasar, Bali.

b. Dewan Komisaris, Direksi dan Karyawan

Pada tanggal 31 Desember 2025 dan 2024, susunan Dewan Komisaris dan Direksi Perusahaan adalah sebagai berikut:

Dewan Komisaris				***Board of Commissioners***
Komisaris Utama	:	Luzi Andrea Matzig/Lersan Misitsakul	:	*President Commissioner*
Komisaris	:	Dharmayanto Tirtawisata	:	*Commissioner*
Komisaris	:	Laurent Kunzle	:	*Commissioner*
Dewan Direksi				***Board of Directors***
Direktur Utama	:	Rocky Wisuda Praputranto	:	*President Director*
Direktur	:	Bjorn Schimanski	:	*Director*
Direktur	:	Sebastian Alex Mendoca	:	*Director*

Pada tanggal 31 Desember 2025 dan 2024, jumlah karyawan tetap Perusahaan masing-masing sebanyak 135 orang dan 122 orang (tidak diaudit).

Manajemen kunci Perusahaan terdiri dari semua anggota Dewan Komisaris dan Direksi.

1. GENERAL

a. Establishment and General Information

PT. Asian Trails Indonesia was established based on notarial deed No. 26 of Silvia Veronica, S.H., dated December 8, 1999. The deed of establishment was approved by the Minister of Law and Human Rights of the Republic of Indonesia in its Decision Letter No. C-88884 HT.01.04.TH.1999 dated September 4, 2001. The Company's articles of association have been amended several times, most recently by notarial deed No. 28 of Hendra Justin FU, S.H., M.kn, dated September 28, 2022, regarding among others, changes to the Company's articles of association. The deed of amendment was approved by the Minister of Law and Human Rights of the Republic of Indonesia in a Decree No. AHU- 0197504.AH.01.11.Tahun 2022 on October 4, 2022.

In accordance with article 3 of the Company's articles of association, the scope of its activities are tour and traveling business.

The Company started its operations in 2007. The Company is domiciled in Denpasar Bali and located at Jl. By Pass Ngurah Rai No.260. Sanur, Denpasar, Bali.

b. Boards of Commissioners and Directors and Employees

As at December 31, 2025 and 2024, the members of the Company's Boards of Commissioners and Directors are as follows:

As at December 31, 2025 and 2024, the Company has total of 135 and 122 permanent employees, respectively (unaudited).

The Company's key management consists of all members of the Boards of Commissioners and Directors.

1. UMUM (lanjutan)

c. Penyelesaian Laporan Keuangan

Laporan keuangan tanggal 31 Desember 2025 dan untuk tahun yang berakhir pada tanggal tersebut diselesaikan dan diotorisasi untuk terbit oleh Dewan Direksi Perusahaan pada tanggal 11 Mei 2026. Direksi Perusahaan yang menandatangani Surat Pernyataan Direksi bertanggung jawab atas penyusunan dan penyajian wajar laporan keuangan tersebut sesuai dengan Standar Akuntansi Keuangan Indonesia.

1. GENERAL (continued)

c. Completion of the Financial Statements

The financial statements as at December 31, 2025 and for the year then ended are completed and authorized for issuance by the Company's Board of Directors on May 11, 2026. The Company's Directors who signed the Directors' Statement are responsible for the fair preparation and presentation of such financial statements in accordance with Indonesian Financial Accounting Standards.

2. PENERAPAN STANDAR BARU DAN REVISI

a. Amendemen/Penyesuaian Standar yang Berlaku Efektif pada Tahun Berjalan

Dalam tahun berjalan, Perusahaan telah menerapkan sejumlah amendemen/penyesuaian PSAK yang relevan dengan operasinya dan efektif untuk periode akuntansi yang dimulai pada atau setelah 1 Januari 2025. Penerapan atas PSAK revisi tidak mengakibatkan perubahan atas kebijakan akuntansi Perusahaan dan tidak memiliki dampak material terhadap jumlah yang dilaporkan pada tahun berjalan atau tahun-tahun sebelumnya.

- PSAK 221 (Amendemen), "Pengaruh Perubahan Kurs Valuta Asing" - Kekurangan Ketertukaran

  Amendemen ini mensyaratkan entitas untuk menerapkan pendekatan yang konsisten dalam menilai apakah suatu mata uang dapat ditukar dengan mata uang lain dan, jika tidak, dalam menentukan nilai tukar yang akan digunakan dan pengungkapan yang harus diberikan.

2. ADOPTION OF NEW AND REVISED STANDARDS

a. Amendments/Improvements to Standards Effective in the Current Year

In the current year, the Company has applied amendments/improvements to PSAK that are relevant to its operations and effective for accounting period beginning on or after January 1, 2025. The adoption of these revised PSAKs does not result in changes to the Company's accounting policies and has no material effect on the amounts reported for the current or prior years.

- *PSAK 221 (Amendment), "The Effects of Changes in Foreign Exchange Rates" - Lack of Exchangeability*

  This amendment requires an entity to apply a consistent approach to assessing whether a currency is exchangeable into another currency and, when it is not, to determining the exchange rate to use and the disclosures to provide.

b. Standar dan Amendemen/Penyesuaian Standar Telah Diterbitkan Tapi Belum Diterapkan

Pada tanggal persetujuan laporan keuangan, standar dan amendemen-amendemen atas PSAK yang relevan bagi Perusahaan, yang telah diterbitkan namun belum berlaku efektif, dengan penerapan dini diijinkan, adalah sebagai berikut:

b. Standards and Amendments/Improvements to Standards Issued not yet Adopted

At the date of authorization of these financial statements, the following standards and amendments to PSAK relevant to the Company were issued but not yet effective, with early application permitted:

2. PENERAPAN STANDAR BARU DAN REVISI (lanjutan)

b. Standar dan Amendemen/Penyesuaian Standar Telah Diterbitkan Tapi Belum Diterapkan (lanjutan)

Efektif untuk periode yang dimulai pada atau setelah tanggal 1 Januari 2026

- Amandemen PSAK 109, "Instrumen Keuangan" dan PSAK 107, "Instrumen Keuangan: Pengungkapan": Klasifikasi dan Pengukuran Instrumen Keuangan

  Amendemen tersebut mengklarifikasi persyaratan yang terkait dengan tanggal penghentian pengakuan aset keuangan dan liabilitas keuangan, dengan pengecualian untuk penghentian pengakuan liabilitas keuangan yang diselesaikan melalui transfer elektronik; persyaratan untuk menilai karakteristik arus kas kontraktual dari aset keuangan, dengan panduan tambahan tentang penilaian fitur kontinjensi; dan karakteristik pinjaman non-course dan instrumen yang terkait secara kontraktual. Amendemen tersebut juga memperkenalkan persyaratan pengungkapan tambahan untuk instrumen ekuitas yang diukur pada nilai wajar melalui penghasilan komprehensif lain dan untuk instrumen keuangan dengan fitur kontinjensi.

- Penyesuaian Tahunan 2024 terhadap PSAK 107, "Instrumen Keuangan: Pengungkapan", PSAK 109, "Instrumen Keuangan" dan PSAK 207, "Laporan Arus Kas"

  Penyesuaian tahunan ini terbatas pada amendemen yang mengklarifikasi susunan kata (wording) atau pembetulan minor atas konsekuensi yang tidak diintensikan, kekeliruan, atau persyaratan yang bertentangan dalam standar.

Efektif untuk periode yang dimulai pada atau setelah tanggal 1 Januari 2027

- PSAK 118, "Penyajian dan Pengungkapan dalam Laporan Keuangan"

  PSAK 118 menggantikan PSAK 201, mempertahankan banyak prinsip yang ada tetapi secara signifikan mengubah cara entitas melaporkan "laba atau rugi operasional." PSAK ini menetapkan struktur yang jelas untuk laporan laba rugi dengan mengelompokkan pos-pos ke dalam kategori operasi, investasi, pembiayaan, pajak penghasilan, dan operasi yang dihentikan. Standar ini mewajibkan pengungkapan tertentu, termasuk ukuran kinerja tetapan manajemen (UKTM), yang memungkinkan investor memahami bagaimana pandangan manajemen atas kinerja keuangan perusahaan dan bagaimana ukuran tersebut dibandingkan dengan ukuran yang didefinisikan dalam PSAK 118.

2. ADOPTION OF NEW AND REVISED STANDARDS (continued)

b. Standards and Amendments/Improvements to Standards Issued not yet Adopted (continued)

Effective for periods beginning on or after January 1, 2026

- *Amendments to PSAK 109, "Financial Instruments" and PSAK 107," Financial Instruments: Disclosure": Classification and Measurement of Financial Instrument*

  The amendments clarify the requirements related to the date of recognition and derecognition of financial assets and financial liabilities, with an exception for derecognition of financial liabilities settled via an electronic transfer; the requirements for assessing contractual cash flow characteristics of financial assets, with additional guidance on assessment of contingent features; and the characteristics of non-recourse loans and contractually linked instruments. The amendments also introduce additional disclosure requirements for equity instruments at fair value through other comprehensive income and for financial instruments with contingent features.

- *2024 Annual Improvements to PSAK 107, "Financial Instruments: Disclosures", PSAK 109, "Financial Instruments", and PSAK 207, "Statement of Cash Flows"*

  These annual improvements are limited to amendments that either clarify the wording or correct relatively minor unintended consequences, oversights or conflicts between requirements in the standards.

Effective for periods beginning on or after January 1, 2027

- *PSAK 118, "Presentation and Disclosure in Financial Statements"*

  PSAK 118 supersedes PSAK 201, retaining many existing principles but significantly changing how entities report "operating profit or loss." It establishes a defined structure for the statement of profit or loss, categorising items into operating, investing, financing, income taxes and discontinued operations. The standard mandates specific disclosures, including management-defined performance measures (MPMs), allowing investors to understand management's view of the company's financial performance and how these measures compare to those defined in PSAK 118.

2. PENERAPAN STANDAR BARU DAN REVISI (lanjutan)

b. Standar dan Amendemen/Penyesuaian Standar Telah Diterbitkan Tapi Belum Diterapkan (lanjutan)

Efektif untuk periode yang dimulai pada atau setelah tanggal 1 Januari 2027 (lanjutan)

- PSAK 118, "Penyajian dan Pengungkapan dalam Laporan Keuangan" (lanjutan)

  Meskipun PSAK 118 tidak memengaruhi pengakuan atau pengukuran pos-pos dalam laporan keuangan, dampaknya terhadap penyajian dan pengungkapan diperkirakan akan sangat luas, terutama yang berkaitan dengan laporan kinerja keuangan dan penyediaan UKTM dalam laporan keuangan.

  Manajemen saat ini sedang menilai secara rinci implikasi penerapan standar baru ini pada laporan keuangan Perusahaan.

Sampai dengan tanggal penerbitan laporan keuangan, dampak dari penerapan standar dan amendemen tersebut terhadap laporan keuangan tidak dapat diketahui atau diestimasi oleh manajemen.

2. ADOPTION OF NEW AND REVISED STANDARDS (continued)

b. Standards and Amendments/Improvements to Standards Issued not yet Adopted (continued)

Effective for periods beginning on or after January 1, 2027 (continued)

- *PSAK 118, "Presentation and Disclosure in Financial Statements" (continued)*

  Even though PSAK 118 will not impact the recognition or measurement of items in the financial statements, its impacts on presentation and disclosure are expected to be pervasive, in particular those related to the statement of financial performance and providing MPM within the financial statements.

  Management is currently assessing the detailed implications of applying the new standard on the Company's financial statements.

As at the issuance date of the financial statements, the effects of adopting these standard and amendments on the financial statements are not known nor reasonably estimable by management.

3. INFORMASI KEBIJAKAN AKUNTANSI MATERIAL

a. Dasar Penyusunan Laporan Keuangan

Laporan keuangan telah disusun dan disajikan sesuai dengan Standar Akuntansi Keuangan di Indonesia ("SAK"), yang mencakup Pernyataan Standar Akuntansi Keuangan ("PSAK") dan Interpretasi Standar Akuntansi Keuangan ("ISAK") yang dikeluarkan oleh Dewan Standar Akuntansi Keuangan Ikatan Akuntan Indonesia ("DSAK-IAI").

Kebijakan akuntansi yang diterapkan dalam penyusunan laporan keuangan adalah selaras dengan kebijakan akuntansi yang diterapkan dalam penyusunan laporan keuangan tanggal 31 Desember 2024, kecuali bagi penerapan beberapa SAK yang telah direvisi. Seperti diungkapkan dalam Catatan 2, beberapa standar akuntansi yang telah direvisi dan diterbitkan, diterapkan efektif tanggal 1 Januari 2025.

Perusahaan telah menyusun laporan keuangan dengan dasar bahwa Perusahaan akan terus mempertahankan kelangsungan usaha.

Laporan keuangan, kecuali untuk laporan arus kas, disusun berdasarkan dasar akrual dengan menggunakan konsep harga perolehan, kecuali beberapa akun tertentu disusun berdasarkan pengukuran lain sebagaimana diuraikan dalam kebijakan akuntansi masing-masing akun tersebut.

3. MATERIAL ACCOUNTING POLICY INFORMATION

a. Basis of Preparation of Financial Statements

The financial statements have been prepared and presented in accordance with Indonesian Financial Accounting Standards ("SAK"), which comprise the Statements of Financial Accounting Standards ("PSAK") and Interpretations to Financial Accounting Standards ("ISAK") issued by the Financial Accounting Standards Board of the Indonesian Institute of Accountants, ("DSAK-IAI") .

The accounting policies adopted in the preparation of the financial statements are consistent with those adopted in the preparation of the financial statements for the year ended December 31, 2024, except for the adoption of several amended SAKs. As disclosed in Note 2, several amended and published accounting standards were adopted effective January 1, 2025.

The Company has prepared the financial statements on the basis that it will continue to operate as a going concern.

The financial statements, except for the statement of cash flows, have been prepared on the accrual basis using the historical cost basis of accounting, except for certain accounts which are measured on the bases described in the related accounting policies for those accounts.

3. INFORMASI KEBIJAKAN AKUNTANSI MATERIAL (lanjutan)

a. Dasar Penyusunan Laporan Keuangan (lanjutan)

Laporan arus kas disusun dengan menggunakan metode langsung dengan mengelompokkan arus kas dalam aktivitas-aktivitas operasi, investasi dan pendanaan.

Mata uang pelaporan yang digunakan dalam laporan keuangan adalah Rupiah, yang merupakan mata uang fungsional Perusahaan.

b. Klasifikasi Lancar/Jangka Pendek dan Tidak Lancar/Jangka Panjang

Perusahaan mengklasifikasikan instrument keuangan menjadi aset keuangan dan liabilitas keuangan. Instrumen keuangan adalah setiap kontrak yang menimbulkan aset keuangan pada satu entitas dan liabilitas keuangan atau instrument ekuitas pada entitas lain.

Suatu aset disajikan lancar bila:

i. diperkirakan akan direalisasi atau diintensikan untuk dijual atau digunakan dalam siklus operasi normal,
ii. untuk diperdagangkan,
iii. diperkirakan akan direalisasi dalam 12 bulan setelah tanggal pelaporan, atau kas atau setara kas kecuali yang dibatasi penggunaannya atau akan digunakan untuk melunasi suatu liabilitas dalam paling lambat 12 bulan setelah periode pelaporan.

Aset pajak tangguhan diklasifikasikan sebagai aset tidak lancar.

Suatu liabilitas disajikan jangka pendek bila:

i. diperkirakan akan dilunasi dalam siklus operasi normal,
ii. untuk diperdagangkan,
iii. telah jatuh tempo dan akan dilunasi dalam 12 bulan setelah tanggal pelaporan, atau
iv. tidak ada hak tanpa syarat untuk menangguhkan pelunasannya selama paling tidak 12 bulan setelah periode pelaporan.

c. Instrumen Keuangan

Instrumen keuangan adalah setiap kontrak yang memberikan aset keuangan bagi satu entitas dan liabilitas keuangan atau ekuitas bagi entitas lain.

1. Aset Keuangan

Pengakuan dan Pengukuran Awal

Perusaahan mengklasifikasikan asset keuangannya dalam kategori (a) asset keuangan yang diukur pada nilai wajar melalui laba rugi, (b) aset keuangan yang diukur pada nilai wajar melalui pendapatan komprehensif lainnya, dan (c) aset keuangan yang diukur pada biaya perolehan diamortisasi.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

a. Basis of Preparation of Financial Statements (continued)

The statements of cash flows have been prepared using direct method which classify cash flows into operating, investing and financing activities.

The reporting currency used in the financial statements is Rupiah, which is the Company's functional currency.

b. Current and Non-current Classification

The Company classifies financial instruments into financial assets and financial liabilities. A financial instrument is any contract that gives rise to a financial asset of one entitiy and a financial liability or equit instrument of another entity.

An asset is current when it is:

i. expected to be realised or intended to be sold or consumed in the normal operating cycle,
ii. held primarily for the purpose of trading,
iii. expected to be realised within 12 months after the reporting period, or cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

Deferred tax assets are classified as non-current assets.

A liability is current when it is:

i. expected to be settled in the normal operating cycle,
ii. held primarily for the purpose of trading,
iii. due to be settled within 12 months after the reporting period, or
iv. there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period.

c. 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.

1. Financial Assets

Initial Recognition and Measurement

The Company classifies its financial assets into the following category: (a) financial assets measured at fair value through profit or loss, (b) financial assets measured at fair value through other comprehensive income, and (c) financial assets measured at amortised cost.

3. INFORMASI KEBIJAKAN AKUNTANSI MATERIAL (lanjutan)

c. Instrumen Keuangan (lanjutan)

1. Aset Keuangan (lanjutan)

Pengakuan dan Pengukuran Awal (lanjutan)

Klasifikasi aset keuangan pada pengakuan awal tergantung pada karakteristik arus kas kontraktual aset keuangan dan model bisnis Perusahaan untuk mengelolanya.

Aset keuangan, kecuali piutang dagang yang diukur pada harga transaksi, awalnya diukur pada nilai wajar. Biaya transaksi yang secara langsung dapat diatribusikan pada perolehan aset keuangan ditambahkan ke nilai wajar aset keuangan pada pengakuan awal. Biaya transaksi yang secara langsung dapat diatribusikan pada perolehan aset keuangan pada nilai wajar melalui laba rugi diakui langsung pada laba rugi.

Aset keuangan diklasifikasi dan diukur pada biaya perolehan diamortisasi atau FVOCI jika menghasilkan arus kas yang semata-mata pembayaran pokok dan bunga ("SPPI") dari jumlah pokok terutang. Tes SPPI dilakukan pada tingkat instrumen. Aset keuangan dengan arus kas yang bukan SPPI diklasifikasikan dan diukur pada FVTPL, terlepas dari model bisnis terkait.

Model bisnis Perusahaan untuk mengelola aset keuangan mengacu pada bagaimana Perusahaan mengelola aset keuangannya untuk menghasilkan arus kas. Model bisnis menentukan apakah arus kas akan dihasilkan dari pengumpulan arus kas kontraktual, penjualan aset keuangan, atau keduanya.

Aset keuangan diklasifikasikan dan diukur pada biaya perolehan diamortisasi bila model bisnisnya bertujuan mempertahankan aset keuangan untuk mengumpulkan arus kas kontraktual. Aset keuangan diklasifikasikan dan diukur pada FVOCI bila model bisnisnya bertujuan baik untuk mengumpulkan arus kas kontraktual maupun untuk dijual.

Pengukuran Setelah Pengakuan Awal

(i) Aset keuangan yang diukur dengan biaya diamortisasi

Perusahaan mengukur aset keuangan pada biaya diamortisasi jika kedua kondisi berikut terpenuhi: (1) aset keuangan yang dimiliki dalam model bisnis dengan tujuan untuk mengumpulkan arus kas kontraktual; dan (2) persyaratan kontraktual dari aset keuangan menimbulkan pada tanggal yang ditentukan untuk arus kas yang semata-mata pembayaran pokok dan bunga atas jumlah pokok yang belum dibayar.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

c. Financial Instruments (continued)

1. Financial Assets (continued)

Initial Recognition and Measurement (continued)

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company business model for managing them.

Financial assets, except for trade receivables which are measured at transaction price, are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of financial assets are added to the fair value of the financial assets on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are recognized immediately in profit or loss.

A financial asset is classified and measured at amortized cost or FVOCI if it gives rise to cash flows that are 'solely payments of principal and interest ("SPPI")' on the principal amount outstanding. Such SPPI test is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at FVTPL, irrespective of the business model.

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

Financial assets are classified and measured at amortized cost when the business model is to hold the financial assets to collect contractual cash flows. Financial assets are classified and measured at FVOCI when the business model is both to collect contractual cash flows and to be sold.

Subsequent Measurement

(i) Financial assets at amortized cost

The Company measures financial assets at amortized cost if both of the following conditions are met: (1) the financial asset is held within a business model with the objective of holding to collect contractual cash flows; and (2) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

3. INFORMASI KEBIJAKAN AKUNTANSI MATERIAL (lanjutan)

c. Instrumen Keuangan (lanjutan)

1. Aset Keuangan (lanjutan)

Pengukuran Setelah Pengakuan Awal (lanjutan)

(i) Aset keuangan yang diukur dengan biaya diamortisasi (lanjutan)

Aset keuangan yang diukur dengan biaya diamortisasi selanjutnya diukur dengan menggunakan metode suku bunga efektif (*Effective Interest Rate*) ("EIR"), setelah dikurangi dengan penurunan nilai. Biaya perolehan yang diamortisasi dihitung dengan memperhitungkan diskonto atau premi atas biaya akuisisi atau biaya yang merupakan bagian integral dari EIR tersebut. Amortisasi EIR diakui pada laporan laba rugi dan penghasilan komprehensif lain. Kerugian yang timbul dari penurunan nilai juga diakui pada laporan laba rugi dan penghasilan komprehensif lain.

Kelompok aset keuangan ini meliputi kas dan bank, piutang usaha dan piutang lain-lain.

(ii) Aset keuangan yang diukur pada nilai wajar melalui OCI

Instrumen utang

Perusahaan mengukur instrumen utang pada nilai wajar melalui OCI jika kedua kondisi berikut terpenuhi: (1) aset keuangan yang dimiliki dalam model bisnis dengan tujuan untuk mengumpulkan arus kas kontraktual dan penjualan; dan (2) persyaratan kontraktual dari aset keuangan menimbulkan pada tanggal yang ditentukan untuk arus kas yang semata-mata pembayaran pokok dan bunga atas jumlah pokok yang belum dibayar.

Untuk instrumen utang yang diukur pada nilai wajar melalui OCI, pendapatan bunga, revaluasi selisih kurs, dan kerugian atau pembalikan penurunan nilai diakui dalam laba rugi dan dihitung dengan cara yang sama seperti aset keuangan yang diukur dengan biaya perolehan diamortisasi. Perubahan nilai wajar yang tersisa diakui dalam OCI. Setelah penghentian pengakuan, perubahan nilai wajar kumulatif yang diakui di OCI didaur ulang menjadi laba rugi.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

c. Financial Instruments (continued)

1. Financial Assets (continued)

Subsequent Measurement (continued)

(i) Financial assets at amortized cost (continued)

Financial assets at amortized cost are subsequently measured using the Effective Interest Rate ("EIR") method, less impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition fees or costs that are an integral part of the EIR. The EIR amortization is recognized in the statement of profit or loss and other comprehensive income. The losses arising from impairment are also recognized in the statement of profit or loss and other comprehensive income.

The Company financial assets include cash and cash on hand and in banks, trade receivables and other receivables.

(ii) Financial assets at fair value through OCI

Debt instruments

The Company measures debt instruments at fair value through OCI if both of the following conditions are met: (1) the financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling; and (2) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For debt instruments at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognized in profit or loss and computed in the same manner as for financial assets measured at amortized cost. The remaining fair value changes are recognized in OCI. Upon derecognition, the cumulative fair value change recognized in OCI is recycled to profit or loss.

3. INFORMASI KEBIJAKAN AKUNTANSI MATERIAL (lanjutan)

c. Instrumen Keuangan (lanjutan)

1. Aset Keuangan (lanjutan)

Pengukuran Setelah Pengakuan Awal (lanjutan)

(ii) Aset keuangan yang diukur pada nilai wajar melalui OCI (lanjutan)

Instrumen ekuitas

Setelah pengakuan awal, Perusahaan dapat memilih untuk mengklasifikasikan investasi ekuitasnya secara tidak dapat dibatalkan sebagai instrumen ekuitas yang ditetapkan pada nilai wajar melalui OCI jika definisi ekuitas sesuai PSAK 232: Instrumen Keuangan: Penyajian dan tidak dimiliki untuk diperdagangkan. Klasifikasi ditentukan berdasarkan instrumen per instrumen.

Keuntungan dan kerugian dari aset keuangan ini tidak pernah didaur ulang menjadi keuntungan atau kerugian. Dividen diakui sebagai pendapatan lain-lain dalam laba rugi pada saat hak pembayaran telah ditetapkan, kecuali jika Perusahaan memperoleh keuntungan dari hasil tersebut sebagai pemulihan sebagian biaya perolehan aset keuangan, dalam hal ini, keuntungan tersebut adalah dicatat dalam OCI. Instrumen ekuitas yang ditetapkan pada nilai wajar melalui OCI tidak tunduk pada penilaian penurunan nilai.

Perusahaan tidak memiliki aset keuangan, yang diklasifikasikan sebagai aset keuangan yang diukur pada nilai wajar melalui OCI.

(iii) Aset keuangan yang diukur pada nilai wajar melalui laba rugi

Aset keuangan pada nilai wajar melalui laba rugi termasuk aset keuangan yang dimiliki untuk diperdagangkan, aset keuangan yang ditetapkan pada pengakuan awal pada nilai wajar melalui laporan laba rugi, atau aset keuangan yang wajib diukur pada nilai wajar. Aset keuangan diklasifikasikan sebagai kelompok diperdagangkan jika mereka diperoleh untuk tujuan dijual atau dibeli kembali dalam waktu dekat. Derivatif, termasuk derivatif melekat yang dipisahkan, juga diklasifikasikan sebagai dimiliki untuk diperdagangkan kecuali jika ditetapkan sebagai instrumen lindung nilai yang efektif. Aset keuangan dengan arus kas yang tidak semata-mata pembayaran pokok dan bunga diklasifikasikan dan diukur pada nilai wajar melalui laba rugi, terlepas dari model bisnisnya.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

c. Financial Instruments (continued)

1. Financial Assets (continued)

Subsequent Measurement (continued)

(ii) Financial assets at fair value through OCI (continued)

Equity instruments

Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under PSAK 232: Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognized as other income in profit or loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Company has no financial instruments which are classified as financial asset at fair value through OCI.

(iii) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model.

3. INFORMASI KEBIJAKAN AKUNTANSI MATERIAL (lanjutan)

c. Instrumen Keuangan (lanjutan)

1. Aset Keuangan (lanjutan)

Pengukuran Setelah Pengakuan Awal (lanjutan)

(iii) Aset keuangan yang diukur pada nilai wajar melalui laba rugi (lanjutan)

Terlepas dari kriteria untuk instrumen utang yang akan diklasifikasikan pada biaya perolehan diamortisasi atau pada nilai wajar melalui OCI, seperti dijelaskan di atas, instrumen utang dapat ditetapkan pada nilai wajar melalui laba rugi pada pengakuan awal jika hal tersebut menghilangkan, atau secara signifikan mengurangi, ketidaksesuaian akuntansi.

Aset keuangan yang diukur pada nilai wajar melalui laba rugi selanjutnya disajikan dalam laporan posisi keuangan sebesar nilai wajar, dengan perubahan nilai wajar yang diakui dalam laba rugi.

Perusahaan tidak memiliki aset keuangan, yang diklasifikasikan sebagai aset keuangan yang diukur pada nilai wajar melalui laba rugi.

Penurunan Nilai Aset Keuangan

Perusahaan mengakui penyisihan untuk kerugian kredit ekspektasian ("ECL") untuk seluruh instrumen utang yang tidak dimiliki pada nilai wajar melalui laba rugi. ECL didasarkan pada selisih antara arus kas kontraktual yang jatuh tempo sesuai dengan kontrak dan seluruh arus kas yang diperkirakan akan diterima Perusahaan, didiskontokan dengan SBE awal. Arus kas ekspektasian akan mencakup arus kas dari penjualan agunan atau perbaikan risiko kredit lain yang merupakan bagian dari persyaratan kontraktual.

ECL diakui dalam dua tahap. Untuk eksposur kredit yang belum ada peningkatan risiko kredit yang signifikan sejak pengakuan awal, ECL dilakukan untuk kerugian kredit yang diakibatkan oleh peristiwa gagal bayar yang mungkin terjadi dalam 12 bulan ke depan (ECL 12 bulan). Untuk eksposur kredit yang telah terjadi peningkatan risiko kredit yang signifikan sejak pengakuan awal, penyisihan kerugian dilakukan untuk kerugian kredit yang diperkirakan selama sisa umur eksposur, terlepas dari waktu gagal bayar (ECL sepanjang umur).

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

c. Financial Instruments (continued)

1. Financial Assets (continued)

Subsequent Measurement (continued)

(iii) Financial assets at fair value through profit or loss (continued)

Notwithstanding the criteria for debt instruments to be classified at amortized cost or at fair value through OCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are subsequently carried in the statement of financial position at fair value, with changes in fair value recognized in the profit or loss.

The Company has no financial instruments which are classified as financial asset at fair value through profit or loss.

Impairment of Financial Assets

The Company recognizes an allowance for expected credit losses ("ECL") for all debt instruments not held at fair value through profit or loss. ECL are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original EIR. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

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

3. INFORMASI KEBIJAKAN AKUNTANSI MATERIAL (lanjutan)

c. Instrumen Keuangan (lanjutan)

1. Aset Keuangan (lanjutan)

Penurunan Nilai Aset Keuangan (lanjutan)

Untuk piutang usaha, Perusahaan menerapkan pendekatan yang disederhanakan dalam menghitung ECL. Oleh karena itu, Perusahaan tidak menelusuri perubahan dalam risiko kredit, tetapi mengakui penyisihan kerugian berdasarkan ECL sepanjang umur pada setiap tanggal pelaporan. Perusahaan telah menyusun matriks provisi berdasarkan pengalaman kerugian kredit historisnya, disesuaikan dengan faktor-faktor perkiraan masa depan yang spesifik bagi debitur dan lingkungan ekonomi.

Penghentian Pengakuan

Suatu aset keuangan, atau mana yang berlaku, bagian dari aset keuangan atau bagian dari kelompok aset keuangan sejenis, dihentikan pengakuannya pada saat:

a. hak kontraktual atas arus kas yang berasal dari aset keuangan tersebut berakhir; atau
b. Perusahaan mengalihkan hak kontraktual untuk menerima arus kas yang berasal dari aset keuangan atau menanggung kewajiban untuk membayar arus kas yang diterima tanpa penundaan yang material kepada pihak ketiga melalui suatu kesepakatan penyerahan dan (i) secara substansial mengalihkan seluruh risiko dan manfaat atas kepemilikan aset keuangan tersebut, atau (ii) secara substansial tidak mengalihkan dan tidak mempertahankan seluruh risiko dan manfaat atas kepemilikan aset keuangan tersebut, namun telah mengalihkan pengendalian atas aset keuangan tersebut.

Ketika Perusahaan telah mengalihkan hak untuk menerima arus kas dari suatu aset atau telah menandatangani kesepakatan pelepasan (*pass-through arrangement*), dan secara substansial tidak mengalihkan dan tidak mempertahankan seluruh risiko dan manfaat atas aset keuangan, maupun tidak mengalihkan pengendalian atas aset, aset tersebut diakui sejauh keterlibatan berkelanjutan Perusahaan terhadap aset keuangan tersebut.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

c. Financial Instruments (continued)

1. Financial Assets (continued)

Impairment of Financial Assets (continued)

For trade receivables, Company applies a simplified approach in calculating ECL. Therefore, the Company does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Derecognition

A financial asset, or where applicable a part of a financial asset or part of a Company of similar financial assets, is derecognized when:

a. the contractual rights to receive cash flows from the financial asset have expired; or

b. the Company has transferred its contractual rights to receive cash flows from the financial asset or has assumed an obligation to pay them in full without material delay to a third party under a "pass-through" arrangement and either (i) has transferred substantially all the risks and rewards of the financial asset, or (ii) has neither transferred nor retained substantially all the risks and rewards of the financial asset, but has transferred control of the financial asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all of the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Company's continuing involvement in the asset.

3. INFORMASI KEBIJAKAN AKUNTANSI MATERIAL (lanjutan)

c. Instrumen Keuangan (lanjutan)

1. Aset Keuangan (lanjutan)

Penghentian Pengakuan (lanjutan)

Keterlibatan berkelanjutan yang berbentuk pemberian jaminan atas aset yang ditransfer diukur sebesar jumlah terendah dari jumlah tercatat aset dan jumlah maksimal dari pembayaran yang diterima yang mungkin harus dibayar kembali.

Dalam hal ini, Perusahaan juga mengakui liabilitas terkait. Aset yang dialihkan dan liabilitas terkait diukur dengan dasar yang mencerminkan hak dan liabilitas yang masih dipertahankan Perusahaan.

Pada penghentian pengkuan aset keuangan yang diukur pada biaya perolehan diamortisasi, perbedaan antara nilai tercatat aset dan jumlah imbalan yang diterima dan piutang diakui dalam laba rugi. Selain itu, pada penghentian pengakuan investasi dalam instrumen utang yang diklasifikasikan sebagai FVTOCI, keuntungan atau kerugian kumulatif yang sebelumnya diakumulasi dalam cadangan revaluasi investasi, direklasifikasi ke laba rugi. Sebaliknya, pada penghentian pengakuan investasi dalam instrumen ekuitas yang telah dipilih Perusahaan pada pengakuan awal untuk diukur di FVTOCI, keuntungan atau kerugian kumulatif yang sebelumnya diakumulasi dalam cadangan revaluasi investasi tidak direklasifikasi ke laba rugi, tetapi dipindahkan ke saldo laba.

2. Liabilitas Keuangan

Pengakuan dan Pengukuran Awal

Liabilitas keuangan diklasifikasikan sebagai liabilitas keuangan yang diukur pada nilai wajar melalui laba rugi atau liabilitas keuangan pada biaya perolehan diamortisasi. Perusahaan menentukan klasifikasi liabilitas keuangan mereka pada saat pengakuan awal.

Liabilitas keuangan awalnya diukur sebesar nilai wajarnya. Biaya transaksi yang dapat diatribusikan secara langsung dengan perolehan liabilitas keuangan (selain liabilitas keuangan yang diukur pada nilai wajar melalui laba rugi) ditambahkan atau dikurangkan dari nilai wajar liabilitas keuangan, yang sesuai, pada pengakuan awal. Biaya transaksi yang dapat diatribusikan secara langsung dengan perolehan liabilitas keuangan yang diukur pada nilai wajar melalui laba rugi langsung diakui dalam laba rugi.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

c. Financial Instruments (continued)

1. Financial Assets (continued)

Derecognition (continued)

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

In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

On derecognition of a financial asset measured at amortized cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in profit or loss. In addition, on derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss. In contrast, on derecognition of an investment in an equity instrument which the Company has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investment revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

2. Financial Liabilities

Initial Recognition and Measurement

Financial liabilities are classified as financial liabilities at fair value through profit or loss or financial liabilities at amortized cost. The Company determines the classification of its financial liabilities at initial recognition.

Financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of financial liabilities (other than financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

3. INFORMASI KEBIJAKAN AKUNTANSI MATERIAL (lanjutan)

c. Instrumen Keuangan (lanjutan)

2. Liabilitas Keuangan (lanjutan)

Pengakuan dan Pengukuran Awal (lanjutan)

Liabilitas keuangan Perusahaan terdiri dari, utang usaha, utang lain-lain, biaya masih harus dibayar dan liabilitas sewa diklasifikasikan sebagai liabilitas keuangan yang diukur dengan biaya diamortisasi. Perusahaan tidak memiliki liabilitas keuangan yang diukur pada nilai wajar melalui laba rugi.

Pengukuran Selanjutnya

Setelah pengakuan awal, liabilitas keuangan yang dikenakan bunga diukur pada biaya perolehan diamortisasi dengan menggunakan metode Suku Bunga Efektif ("SBE").

Pada tanggal pelaporan, akrual beban bunga dicatat secara terpisah dari pokok pinjaman terkait dalam bagian liabilitas lancar. Keuntungan atau kerugian harus diakui dalam laba rugi ketika liabilitas tersebut dihentikan pengakuannya serta melalui proses amortisasi SBE.

Biaya perolehan diamortisasi dihitung dengan mempertimbangkan diskonto atau premium atas perolehan dan komisi atau biaya yang merupakan bagian tidak terpisahkan dari SBE. Amortisasi SBE dicatat sebagai "Beban Keuangan" dalam laba rugi.

Metode Suku Bunga Efektif

Metode suku bunga efektif adalah metode yang digunakan untuk menghitung biaya perolehan diamortisasi dari liabilitas keuangan dan metode untuk mengalokasikan biaya bunga selama periode yang relevan.

Suku bunga efektif adalah suku bunga yang secara tepat mendiskontokan estimasi pembayaran kas masa depan (mencakup seluruh komisi dan bentuk lain yang dibayarkan dan diterima yang merupakan bagian yang tak terpisahkan dari suku bunga efektif, biaya transaksi dan premium dan diskonto lainnya) selama perkiraan umur liabilitas keuangan, atau (jika lebih tepat) digunakan periode yang lebih singkat untuk memperoleh nilai tercatat neto pada saat pengakuan awal.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

c. Financial Instruments (continued)

2. Financial Liabilities (continued)

Initial Recognition and Measurement (continued)

The Company's financial liabilities consist of trade payables, other payables, accrued expenses and lease liabilities classified as financial liabilities at amortized cost. The Company has no financial liabilities at fair value through profit or loss.

Subsequent Measurement

After initial recognition, interest-bearing financial liabilities are subsequently measured at amortized cost using the Effective Interest Rate ("EIR") method.

At the reporting dates, accrued interest expenses is recorded separately from the associated borrowings within the current liabilities section. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortization is included in "Financing Charges" in profit or loss.

Effective Interest Method

Effective interest method is a method of calculating the amortized 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 (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period to the net carrying amount on initial recognition.

3. INFORMASI KEBIJAKAN AKUNTANSI MATERIAL (lanjutan)

c. Instrumen Keuangan (lanjutan)

2. Liabilitas Keuangan (lanjutan)

Penghentian Pengakuan

Suatu liabilitas keuangan dihentikan pengakuannya pada saat kewajiban yang ditetapkan dalam kontrak dihentikan atau dibatalkan atau kadaluwarsa.

Ketika sebuah liabilitas keuangan ditukar dengan liabilitas keuangan lain dari pemberi pinjaman yang sama atas persyaratan yang secara substansial berbeda, atau bila persyaratan dari liabilitas keuangan tersebut secara substansial dimodifikasi, pertukaran atau modifikasi persyaratan tersebut dicatat sebagai penghentian pengakuan liabilitas keuangan awal dan pengakuan liabilitas keuangan baru, dan selisih antara nilai tercatat masing-masing liabilitas keuangan tersebut diakui pada laba rugi.

3. Reklasifikasi Instrumen Keuangan

Perusahaan diperkenankan untuk melakukan reklasifikasi atas aset keuangan yang dimiliki jika Perusahaan mengubah model bisnis untuk pengelolaan aset keuangan dan Perusahaan tidak diperkenankan untuk melakukan reklasifikasi atas liabilitas keuangan.

Perubahan model bisnis sifatnya harus berdampak secara signifikan terhadap kegiatan operasional Perusahaan seperti memperoleh, melepaskan, atau mengakhiri suatu lini bisnis. Selain itu, Perusahaan perlu membuktikan adanya perubahan tersebut kepada pihak eksternal.

Yang bukan merupakan perubahan model bisnis adalah: (a) Perubahan intensi berkaitan dengan aset keuangan tertentu (bahkan dalam situasi perubahan signifikan dalam kondisi pasar), (b) Hilangnya sementara pasar tertentu untuk aset keuangan, dan (c) Pengalihan aset keuangan antara bagian dari Perusahaan dengan model bisnis berbeda.

4. Saling Hapus Instrumen Keuangan

Aset keuangan dan liabilitas keuangan disalinghapuskan dan nilai netonya disajikan dalam laporan posisi keuangan jika Perusahaan memiliki hak yang dapat dipaksakan secara hukum untuk melakukan saling hapus atas jumlah yang telah diakui; dan berintensi untuk menyelesaikan secara neto atau untuk merealisasikan aset dan menyelesaikan liabilitasnya secara simultan.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

c. Financial Instruments (continued)

2. Financial Liabilities (continued)

Derecognition

A financial liability is derecognized when it is extinguished, that is when the obligation specified in the contract is discharged or cancelled or expired.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing financial liability are substantially modified, such an exchange or modification is treated as derecognition of the original financial liability and recognition of a new financial liability, and the difference in the respective carrying amounts is recognized in the profit or loss.

3. Reclassification of Financial Instruments

The Company is allowed to reclassify the financial assets owned if the Company changes the business model for the management of financial assets and the Company is not allowed to reclassify the financial liabilities.

Changes in the business model should significantly impact the Company's operational activities such as acquiring, releasing or ending a line of business. In addition, the Company needs to prove the change to external parties.

The following are not considered as change in business model: (a) the change of intention relates to certain financial assets (even in situations of significant changes in market conditions), (b) temporary loss of certain markets for financial assets, and (c) the transfer of financial assets between parts of the Company and different business models.

4. Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when the Company has a legally enforceable right to set off the recognized amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

3. INFORMASI KEBIJAKAN AKUNTANSI MATERIAL (lanjutan)

c. Instrumen Keuangan (lanjutan)

4. Saling Hapus Instrumen Keuangan

Hak saling hapus harus ada pada saat ini daripada bersifat kontinjen atas terjadinya suatu peristiwa di masa depan dan harus dieksekusi oleh pihak lawan, baik dalam situasi bisnis normal dan dalam peristiwa gagal bayar, peristiwa kepailitan, atau kebangkrutan.

d. Kas dan Bank

Kas dan bank terdiri dari kas dan kas di bank, dan tidak digunakan sebagai jaminan atau dibatasi penggunaannya.

e. Piutang Usaha

Piutang diakui jika sejumlah imbalan yang tidak bersyarat dapat ditagih dari pelanggan (yaitu, hanya berlalunya waktu yang disyaratkan sebelum pembayaran imbalan jatuh tempo).

Piutang usaha disajikan dalam jumlah neto setelah dikurangi dengan kerugian kredit ekspektasian piutang usaha. Kebijakan akuntansi untuk penyisihan atas kerugian kredit ekspektasian dijabarkan dalam Catatan 3c.

f. Transaksi dengan Pihak-pihak Berelasi

Perusahaan memiliki transaksi dengan pihak berelasi sebagaimana yang didefinisikan dalam PSAK No. 224 “Pengungkapan Pihak-pihak Berelasi”.

Seluruh transaksi dan saldo yang material dengan pihak-pihak berelasi telah diungkapkan dalam catatan atas laporan keuangan.

g. Uang Muka dan Biaya Dibayar di Muka

Uang muka disajikan sebagai bagian dari aset lancar dalam laporan posisi keuangan yang diharapkan akan direalisasi 12 bulan setelah periode pelaporan.

Biaya dibayar di muka diamortisasi dan dibebankan pada operasi selama periode manfaat masing-masing biaya dengan menggunakan metode garis lurus.

h. Aset Tetap

Aset tetap pada awalnya dicatat sebesar biaya perolehan. Biaya perolehan aset tetap terdiri dari harga pembelian dan biaya lainnya yang dapat diatribusikan secara langsung untuk membawa aset ke lokasi dan kondisi yang diinginkan supaya aset siap digunakan sesuai dengan maksud manajemen. Setelah pengakuan awal, aset tetap diukur sebesar biaya perolehan dikurangi akumulasi penyusutan dan akumulasi kerugian penurunan nilai.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

c. Financial Instruments (continued)

4. Offsetting of Financial Instruments

A right to set-off must be available today rather than being contingent on a future event and must be exercisable by any of the counterparties, both in the normal course of business and in the event of default, insolvency, or bankruptcy.

d. Cash and Banks

Cash and banks are cash dan cash in banks, and which are not used as collateral or not restricted.

e. Trade Receivables

A receivable is recognized if an amount of consideration that is unconditional is due from the customer (i.e., only the passage of time is required before payment of the consideration is due).

Trade receivables are recorded net of allowance for expected credit losses of trade receivables. The accounting policy for allowance for expected credit losses is described in Note 3c.

f. Transactions with Related Parties

The Company has a transaction with related parties as defined in PSAK No. 224 “Related-Party Disclosure”.

All significant transactions and balances with related parties, have been disclosed in the notes to the financial statements.

g. Advances and Prepaid Expenses

Advances are presented as part of current assets in the statement of financial position as it is expected to be realized 12 months after the reporting period.

Prepaid expenses are amortized and charged to operations over the periods benefited using the straight-line method.

h. Fixed Assets

Fixed assets are initially recorded at cost. The cost of a fixed assets comprises its purchases price and any directly attributable cost of bringing the asset to its working condition and location for its intended use. Subsequent to initial recognition, fixed assets are measured at cost less accumulated depreciation and any accumulated impairment losses.

3. INFORMASI KEBIJAKAN AKUNTANSI MATERIAL (lanjutan)

h. Aset Tetap (lanjutan)

Biaya setelah perolehan awal termasuk dalam jumlah tercatat aset atau diakui sebagai aset yang terpisah, mana yang lebih tepat, ketika terdapat kemungkinan bahwa manfaat ekonomi di masa depan berkenaan dengan aset tersebut akan mengalir ke Perusahaan dan biaya tersebut dapat diukur secara andal. Jumlah tercatat komponen yang diganti dihentikan pengakuannya pada tahun dimana pada saat penggantian tersebut terjadi. Seluruh biaya perbaikan dan pemeliharaan dibebankan ke dalam laba rugi.

Penyusutan dihitung dengan menggunakan metode garis lurus selama estimasi masa manfaat aset tetap yang bersangkutan yaitu sebagai berikut:

	Tahun/*Year*	
Lisensi	4	*Licence*
Instalasi	4	*Instalation*
Furnitur kantor	4	*Office furniture*
Kendaraan	4	*Vehicles*
Perlengkapan kantor	4	*Office supplies*

Nilai residu, estimasi masa manfaat dan metode penyusutan direviu dan disesuaikan, setiap akhir tahun, bila diperlukan, dengan dampak dari setiap perubahan estimasi yang diakui secara prospektif.

Aset tetap dihentikan pengakuannya pada saat dilepaskan atau tidak ada manfaat ekonomi masa depan yang diharapkan dari penggunaan atau pelepasannya. Keuntungan atau kerugian yang timbul dari penghentian pengakuan aset (dihitung sebagai selisih antara jumlah neto hasil pelepasan dan jumlah tercatat dari aset tetap) diakui dalam laporan laba rugi dan penghasilan komprehensif lain pada tahun aset tersebut dihentikan pengakuannya.

i. Penurunan Nilai Aset Non-Keuangan

Pada setiap akhir periode pelaporan, Perusahaan menilai apakah terdapat indikasi suatu aset mengalami penurunan nilai. Jika terdapat indikasi tersebut atau pada saat pengujian penurunan nilai aset diperlukan (yaitu aset takberwujud dengan umur manfaat tidak terbatas, aset takberwujud yang belum dapat digunakan, atau *goodwill* yang diperoleh dalam suatu kombinasi bisnis), maka Perusahaan membuat estimasi jumlah terpulihkan aset tersebut. Jika tidak mungkin untuk mengestimasi jumlah terpulihkan aset individual, maka Perusahaan menentukan nilai terpulihkan dari Unit Penghasil Kas (UPK) yang mana aset tercakup (aset dari UPK).

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

h. Fixed Assets (continued)

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be reliably measured. The carrying amount of the replaced part is derecognized during the financial year in which they are incurred. All other repairs and maintenance are charged to profit or loss.

Depreciation is calculated using the straight-line method over the estimated useful lives of the assets as follows:

The residual values, estimated useful lives, and depreciation method are reviewed and adjusted, at year end, if necessary, with the effect of any changes in estimate accounted for on a prospective basis.

An item of fixed assets is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset, calculated as the difference between the net disposal proceeds and the carrying amount of the item, is recognized in profit or loss in the year the item it is derecognized.

i. Impairment of Non-Financial Assets

The Company assesses at each reporting period, whether there is any indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required (i.e. an intangible asset with an indefinite useful life, an intangible asset not yet available for use, or goodwill acquired in a business combination), the Company makes an estimate of the asset's recoverable amount. If it is not possible to estimate the recoverable amount of the individual asset, the Company determines the recoverable amount of the CGU to which the asset belongs.

3. INFORMASI KEBIJAKAN AKUNTANSI MATERIAL (lanjutan)

i. Penurunan Nilai Aset Non-Keuangan (lanjutan)

Jumlah terpulihkan dari suatu aset (baik aset individual maupun UPK) adalah jumlah yang lebih tinggi antara nilai wajarnya dikurangi biaya untuk menjual dengan nilai pakainya. Jika nilai tercatat aset lebih besar daripada nilai terpulihkannya, maka aset tersebut dianggap mengalami penurunan nilai dan nilai tercatat aset diturunkan menjadi sebesar nilai terpulihkannya. Dalam menghitung nilai pakai, estimasi arus kas masa depan neto didiskontokan ke nilai kini dengan menggunakan tingkat diskonto sebelum pajak yang menggambarkan penilaian pasar kini dari nilai waktu uang dan risiko spesifik atas aset.

Dalam menentukan nilai wajar dikurangi biaya untuk menjual, digunakan harga transaksi pasar terakhir, jika tersedia. Jika tidak terdapat transaksi tersebut, menggunakan model penilaian yang sesuai untuk menentukan nilai wajar aset. Perhitungan-perhitungan ini dikuatkan oleh penilaian berganda atau indikator nilai wajar lain yang tersedia.

Kerugian penurunan nilai, jika ada, diakui pada laba rugi sesuai dengan kategori biaya yang konsisten dengan fungsi dari aset yang diturunkan nilainya.

Penilaian dilakukan pada setiap akhir periode pelaporan apakah terdapat indikasi bahwa rugi penurunan nilai yang telah diakui dalam periode sebelumnya untuk aset selain *goodwill* mungkin tidak ada lagi atau mungkin telah menurun. Jika indikasi dimaksud ditemukan, maka entitas mengestimasi jumlah terpulihkan aset tersebut. Kerugian penurunan nilai yang telah diakui dalam periode sebelumnya untuk aset selain *goodwill* dibalik hanya jika terdapat perubahan asumsi-asumsi yang digunakan untuk menentukan jumlah terpulihkan aset tersebut sejak rugi penurunan nilai terakhir diakui. Dalam hal ini, jumlah tercatat aset dinaikkan ke jumlah terpulihkannya. Pembalikan tersebut dibatasi sehingga jumlah tercatat aset tidak melebihi jumlah terpulihkannya maupun jumlah tercatat, neto setelah penyusutan, seandainya tidak ada rugi yang telah diakui untuk aset tersebut pada periode sebelumnya. Pembalikan rugi penurunan nilai diakui dalam laba rugi. Setelah pembalikan tersebut diakui sebagai laba rugi, penyusutan aset tersebut disesuaikan di periode mendatang untuk mengalokasikan jumlah tercatat aset yang direvisi, dikurang nilai sisanya, dengan dasar yang sistematis selama sisa umur manfaatnya.

j. Sewa

Perusahaan menilai pada awal kontrak apakah suatu kontrak adalah, atau berisi, sewa. Artinya, jika kontrak memberikan hak untuk mengendalikan penggunaan aset teridentifikasi selama suatu jangka waktu untuk dipertukarkan dengan imbalan.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

i. Impairment of Non-Financial Assets (continued)

An asset's (either individual asset or CGU) recoverable amount is the higher of the asset's fair value less costs to sell and its value in use. Where the carrying amount of the asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In determining fair value less costs to sell, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used to determine the fair value of the asset. These calculations are corroborated by valuation multiples or other available fair value indicators.

Impairment losses, if any, are recognized in profit or loss under expense categories that are consistent with the functions of the impaired assets.

An assesment is made at each reporting period whether there is any indication that previously recognized impairment losses recognized for an asset other than goodwill may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss for an asset other than goodwill is reversed only if there has been a change in the assumptions use to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceeds the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior periods. Reversal of an impairment loss is recognized in profit or loss. After such a reversal is recognized in profit or loss, depreciation charge on the said asset is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

j. Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

3. INFORMASI KEBIJAKAN AKUNTANSI MATERIAL (lanjutan)

j. Sewa (lanjutan)

Sebagai Penyewa

Perusahaan menerapkan pendekatan pengakuan dan pengukuran tunggal untuk seluruh sewa, kecuali untuk sewa jangka pendek dan sewa aset bernilai rendah. Perusahaan mengakui liabilitas sewa untuk melakukan pembayaran sewa dan aset hak-guna yang memberikan hak untuk menggunakan aset pendasarnya.

Aset Hak-Guna

Perusahaan mengakui aset hak-guna pada tanggal permulaan sewa (yaitu pada tanggal aset pendasar tersedia untuk digunakan). Aset hak-guna diukur pada biaya perolehan dikurangi akumulasi penyusutan dan rugi penurunan nilai, dan disesuaikan untuk setiap pengukuran kembali liabilitas sewa. Biaya perolehan aset hak-guna meliputi jumlah liabilitas sewa yang diakui, biaya langsung awal yang dikeluarkan, dan pembayaran sewa yang dilakukan pada atau sebelum tanggal permulaan, dikurangi dengan insentif sewa yang diterima.

Aset hak-guna didepresiasi dengan metode garis lurus selama jangka waktu yang lebih pendek antara masa sewa dan estimasi umur manfaat aset. Aset hak-guna didepresiasi menggunakan metode garis lurus selama estimasi masa manfaat 5 tahun.

Jika kepemilikan aset sewa beralih kepada Perusahaan pada akhir masa sewa atau biaya perolehan merefleksikan penyewa akan mengeksekusi opsi beli, depresiasi dihitung dengan menggunakan estimasi umur manfaat aset. Aset hak-guna juga diuji penurunan nilainya sesuai dengan PSAK 236 “Penurunan Nilai Aset”.

Aset hak-guna disajikan sebagai bagian dari “Aset Tetap” pada laporan keuangan.

Liabilitas Sewa

Liabilitas sewa awalnya diukur pada nilai kini pembayaran sewa masa depan yang belum dibayarkan pada tanggal permulaan, yang didiskontokan menggunakan suku bunga implisit dalam sewa. Jika suku bunga ini tidak dapat ditentukan, Perusahaan menggunakan suku bunga pinjaman inkremental khusus untuk penyewa.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

j. Leases (continued)

As a Lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-Use Assets

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. Right-of-use assets are depreciated using the straight-line method over the estimated useful life of 5 years.

If ownership of the lease assets transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment in accordance with PSAK 236, “Impairment of Assets”.

The right-of-use assets are presented as part of “Fixed Assets” in the financial statements.

Lease Liabilities

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses the incremental borrowing rate (“IBR”) specific to the lessee.

3. INFORMASI KEBIJAKAN AKUNTANSI MATERIAL (lanjutan)

j. Sewa (lanjutan)

Sebagai Penyewa (lanjutan)

Liabilitas Sewa (lanjutan)

Pembayaran sewa yang diperhitungkan dalam pengukuran liabilitas sewa terdiri atas:

- pembayaran tetap (termasuk pembayaran tetap secara-substansi), dikurangai insentif sewa;
- pembayaran sewa variabel yang bergantung pada indeks atau suku bunga yang pada awalnya diukur dengan menggunakan indeks atau suku bunga pada tanggal permulaan;
- jumlah yang diperkirakan akan dibayarkan oleh penyewa dalam jaminan nilai residual;
- harga eksekusi opsi beli jika penyewa cukup pasti untuk mengeksekusi opsi tersebut; dan
- pembayaran penalti karena penghentian sewa, jika masa sewa merefleksikan penyewa mengeksekusi opsi untuk menghentikan sewa.

Liabilitas sewa disajikan sebagai pos terpisah dalam laporan posisi keuangan.

Liabilitas sewa selanjutnya diukur dengan meningkatkan jumlah tercatat untuk merefleksikan bunga atas liabilitas sewa (menggunakan metode suku bunga efektif) dan dengan mengurangi jumlah tercatat untuk merefleksikan sewa yang telah dibayar.

Setiap pembayaran sewa dialokasikan antara liabilitas dan biaya keuangan. Biaya keuangan dibebankan pada laba rugi selama periode sewa sehingga menghasilkan tingkat suku bunga periodik yang konstan atas saldo liabilitas untuk setiap periode.

Peruahaan mengukur kembali liabilitas sewa (dan melakukan penyesuaian terkait terhadap asset hak-guna) jika:

- terdapat perubahan dalam masa sewa atau perubahan dalam penilaian atas eksekusi opsi pembelian, di mana liabilitas sewa diukur dengan mendiskontokan pembayaran sewa revisian menggunakan tingkat diskonto revisian;
- terdapat perubahan sewa masa depan sebagai akibat dari perubahan indeks atau perubahan perkiraan pembayaran berdasarkan nilai residual jaminan di mana liabilitas sewa diukur Kembali dengan mendiskontokan pembayaran sewa revisian menggunakan tingkat diskonto awal (kecuali jika pembayaran sewa berubah karena perubahan suku bunga mengambang, di mana tingkat diskonto revisian digunakan); atau
- kontrak sewa dimodifikasi dan modifikasi sewa tidak dicatat sebagai sewa terpisah, di mana liabilitas sewa diukur dengan mendiskontokan pembayaran sewa revisian menggunakan tingkat diskonto revisian.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

j. Leases (continued)

As a Lessee (continued)

Lease Liabilities (continued)

Lease payments included in the measurement of the lease liability comprise:

- *fixed lease payments (including in-substance fixed payments), less any lease incentives;*
- *variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;*
- *the amount expected to be payable by the lessee under residual value guarantees;*
- *the exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and*
- *payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.*

The lease liability is presented as a separate line in the statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect the interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

Each lease payment is allocated between the liability 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.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- *the lease term has changed or there is a change in the assessment of the exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate;*
- *the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used); or*
- *a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.*

3. INFORMASI KEBIJAKAN AKUNTANSI MATERIAL (lanjutan)

j. Sewa (lanjutan)

Sebagai Penyewa (lanjutan)

Sewa jangka-pendek dan sewa aset bernilai-rendah

Perusahaan memilih untuk tidak mengakui aset hak-guna dan liabilitas sewa untuk sewa jangka-pendek yang memiliki masa sewa 12 bulan atau kurang dan sewa atas aset bernilai-rendah. Perusahaan mengakui pembayaran sewa terkait dengan sewa ini sebagai beban dengan dasar garis lurus selama masa sewa.

k. Imbalan Kerja Karyawan

Imbalan kerja jangka pendek

Perusahaan mengakui liabilitas imbalan kerja jangka pendek ketika jasa diberikan oleh karyawan dan imbalan atas jasa tersebut akan dibayarkan dalam waktu dua belas bulan setelah jasa tersebut diberikan.

Imbalan pascakerja

Perusahaan mengakui kewajiban imbalan kerja yang tidak didanai sesuai dengan Undang-Undang No. 6 tahun 2023 tentang Penetapan Peraturan Pemerintah Pengganti Undang-Undang No. 2 tahun 2022 Cipta Kerja menjadi Undang-Undang. Beban pensiun berdasarkan program dana pensiun manfaat pasti Perusahaan ditentukan melalui perhitungan aktuaria secara periodik dengan menggunakan metode projected-unit credit dan menerapkan asumsi atas tingkat diskonto, hasil atas aset program dan tingkat kenaikan manfaat pasti pensiun tahunan.

Pengukuran kembali, terdiri dari keuntungan dan kerugian aktuarial yang tercermin langsung dalam laporan posisi keuangan yang dibebankan atau dikreditkan diakui dalam penghasilan komprehensif lain pada periode. Pengukuran kembali diakui dalam penghasilan komprehensif lain tercermin segera dalam saldo laba dan tidak akan direklasifikasi ke laba rugi periode berikutnya.

Biaya jasa lalu harus diakui sebagai beban pada saat yang lebih awal antara:

i) ketika program amandemen atau kurtailmen terjadi; atau
ii) ketika Perusahaan mengakui biaya restrukturisasi atau imbalan terminasi terkait.

Bunga neto dihitung dengan menerapkan tingkat diskonto yang digunakan terhadap liabilitas imbalan kerja. Perusahaan mengakui perubahan berikut pada akun "Beban Umum dan Administrasi" pada laporan laba rugi dan penghasilan komprehensif lain:

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

j. Leases (continued)

As a Lessee (continued)

Short-term leases and leases of low-value assets

The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognizes the lease payments associated with these leases as expense on a straight-line basis over the lease term.

k. Employee Benefits

Short-term employee benefits

The Company recognizes short-term employee benefits liability when services are rendered and the compensation for such services are to be paid within twelve months after the rendering of such services.

Post-employment benefits

The Company recognized unfunded employee benefits liability in accordance with Law No. 6 of 2023 concerning the Stipulation of Government Regulation in Lieu of Law No. 2 of 2022 on Job Creation to Become Law. Pension costs under the Company;s defined benefit pension plans are determined by periodic actuarial calculation using the projected-unit-credit method and applying the assumptions on discount rate, return on plan assets and annual rate of increase in compensation.

Remeasurement, comprising actuarial gains and losses is reflected immediately in the statement of financial position with a charge or credit recognized in other comprehensive income in the period in which they occur. Remeasurement recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss in subsequent periods.

Past service costs are recognized in profit or loss at the earlier between:

i) the date of the plan amendment or curtailment, and
ii) the date the Company recognizes related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability. The Company recognize the following changes under "General and Administrative Expenses" in the statements of profit or loss and other comprehensive income:

3. INFORMASI KEBIJAKAN AKUNTANSI MATERIAL (lanjutan)

k. Imbalan Kerja Karyawan (lanjutan)

Imbalan pascakerja (lanjutan)

i) biaya jasa terdiri atas biaya jasa kini, biaya jasa lalu, keuntungan atau kerugian atas penyelesaian (*curtailment*) tidak rutin dan
ii) beban atau penghasilan bunga neto.

l. Pengakuan Pendapatan

Pendapatan diukur berdasarkan imbalan yang diharapkan Perusahaan untuk diterima dalam kontrak dengan pelanggan dan tidak termasuk jumlah yang dikumpulkan atas nama pihak ketiga. Perusahaan mengakui pendapatan ketika mentransfer kendali atas suatu produk atau layanan kepada pelanggan.

Perusahaan menghasilkan pendapatan dari penjualan paket wisata, transportasi dan tiket pesawat..

Untuk paket wisata, pelanggan memesan dan melakukan pembayaran kepada Perusahaan, setelah itu Perusahaan mengatur layanan wisata dengan pemasok pihak ketiga. Pemesanan wisata umumnya tidak dapat dibatalkan setelah wisata dimulai. Oleh karena itu, pendapatan dari paket wisata diakui pada saat wisata dimulai, yang mewakili titik di mana Perusahaan telah memenuhi kewajibannya untuk mengatur layanan wisata bagi pelanggan.

Untuk transportasi dan tiket pesawat, Perusahaan mengatur reservasi baik melalui agen atau melalui pengaturan pemesanan langsung dengan pemasok pihak ketiga. Pendapatan diakui pada saat pemesanan dikonfirmasi dan tiket atau reservasi diterbitkan, karena hal ini menandai saat Perusahaan telah memenuhi kewajiban kinerjanya dalam mengatur pemesanan untuk pelanggan.

Penerimaan kas dari pelanggan sehubungan dengan transaksi pendapatan yang belum memenuhi kriteria pengakuan pendapatan, dicatat sebagai bagian dari "Pendapatan Diterima di Muka" dalam laporan posisi keuangan.

m. Transaksi dan saldo dalam mata uang asing

i. Mata uang fungsional dan penyajian

Pos-pos dalam laporan keuangan Perusahaan diukur dalam mata uang pada lingkungan ekonomi utama dimana entitas beroperasi ("mata uang fungsional"). Laporan keuangan disajikan dalam Rupiah, yang merupakan mata uang fungsional dan penyajian Perusahaan.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

k. Employee Benefits

Post-employment benefits (continued)

i) service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements, and
ii) net interest expense or income

l. Revenue Recognition

Revenue is measured based on the consideration to which the Company expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Company recognizes revenue when it transfers control of a product or service to a customer.

The Company generates revenue from sales of tour packages, transportation and airline tickets.

For tour packages, customers book and make payment to the Company, after which the Company arranges the tour services with third-party suppliers. Tour bookings are generally non-cancellable once the tour has commenced. Accordingly, revenue from tour packages is recognized at a point in time when the tour commences, which represents the point when the Company has fulfilled its obligation to arrange the tour services for the customers.

For transportation and airline tickets, the Company arranges reservations either through agents or through direct booking arrangements with third-party suppliers. Revenue is recognized at the point in time when the booking is confirmed and the ticket or reservation is issued, as this represents when the Company has satisfied its performance obligation of arranging the booking for customers.

Cash received from customers related to revenue transactions which have not yet fulfilled the criteria for revenue recognition are recorded as part of "Unearned Revenues" in the statement of financial position.

m. Transactions and balances in foreign currencies

i. Functional and presentation currency

Items included in the financial statements of the Company's are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The financial statements are presented in Rupiah, which is the Company's functional and presentation currency.

3. INFORMASI KEBIJAKAN AKUNTANSI MATERIAL (lanjutan)

m. Transaksi dan saldo dalam mata uang asing (lanjutan)

ii. Transaksi dan saldo dalam mata uang asing

Transaksi dalam mata uang selain mata uang Rupiah dijabarkan menjadi mata uang Rupiah dengan menggunakan kurs yang berlaku pada tanggal transaksi.

Nilai tukar mata uang asing terhadap Rupiah pada tanggal 31 Desember 2025 dan 2024 (berdasarkan kurs yang ditetapkan oleh Thomas Cook Company) adalah sebagai berikut:

	2025	**2024**	
Dolar Amerika Serikat (US$) 1	16.675,00	16.095,00	*United States Dollar (US$) 1*

Keuntungan atau kerugian dari selisih kurs, yang sudah terealisasi maupun yang belum, baik yang berasal dari transaksi dalam mata uang asing maupun penjabaran aset dan liabilitas moneter dibebankan dalam laba rugi, kecuali jika ditangguhkan dalam penghasilan komprehensif lain sebagai lindung nilai arus kas dan lindung nilai investasi neto yang memenuhi syarat.

n. Perpajakan

Pajak Kini

Beban pajak kini dihitung dengan menggunakan tarif pajak yang berlaku pada tanggal pelaporan keuangan, dan ditetapkan berdasarkan taksiran laba kena pajak tahun berjalan. Manajemen secara periodik mengevaluasi posisi yang dilaporkan di Surat Pemberitahuan Tahunan (SPT) sehubungan dengan situasi di mana aturan pajak yang berlaku membutuhkan interpretasi. Jika perlu, manajemen menentukan provisi berdasarkan jumlah yang diharapkan akan dibayar kepada otoritas pajak.

Kekurangan atau kelebihan pembayaran pajak penghasilan badan dicatat sebagai bagian dari beban pajak dalam laporan laba rugi dan penghasilan komprehensif lain.

Bunga dan denda yang timbul dari ketetapan pajak dan kurang bayar atau lebih bayar pajak lainnya disajikan sebagai bagian dari penghasilan atau beban operasi lain karena tidak dianggap sebagai bagian dari beban pajak penghasilan.

Koreksi terhadap liabilitas perpajakan diakui pada saat surat ketetapan pajak diterima. Jika Perusahaan mengajukan keberatan, Perusahaan mempertimbangkan apakah besar kemungkinan otoritas pajak akan menerima keberatan tersebut dan merefleksikan dampaknya terhadap liabilitas perpajakan Perusahaan.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

m. Transactions and balances in foreign currencies (continued)

ii. Transactions and balances in foreign currencies

Transactions denominated in currencies other than Rupiah are converted into Rupiah at the rates prevailing as of the date of the transaction.

The exchange rate of foreign currency against Rupiah on December 31, 2024 and 2023 (based on the exchange rate set by the Thomas Cook Company) were as follows:

Realized or unrealized foreign exchange gains or losses arising from transactions in foreign currency and from the translation of foreign currency monetary assets and liabilities are recognized in profit or loss, except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges.

n. Taxation

Current Tax

Current tax expense is calculated using tax rates that have been enacted or substantively enacted at end of the reporting period, and is provided based on the estimated taxable income for the year. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provision where appropriate on the basis of amounts expected to be paid to the tax authorities.

Underpayment or overpayment of corporate income tax are presented as part of income tax expense in the statement of profit or loss and other comprehensive income.

Interests and penalties arising from tax assessments and underpayment or overpayment of other taxes are presented as part of other operating income or expenses since they are not considered as part of the income tax expense.

Amendments to tax obligations are recorded when a tax assessment letter is received. If the Company files an appeal, the Company considers whether it is probable that a taxation authority will accept the appeal and reflect its effect on the Company's tax obligations.

3. INFORMASI KEBIJAKAN AKUNTANSI MATERIAL (lanjutan)

n. Perpajakan (lanjutan)

Pajak Tangguhan

Pajak tangguhan diukur dengan metode liabilitas atas beda waktu pada tanggal pelaporan antara dasar pengenaan pajak untuk aset dan liabilitas dengan nilai tercatatnya untuk tujuan pelaporan keuangan. Liabilitas pajak tangguhan diakui untuk semua perbedaan temporer kena pajak dengan beberapa pengecualian. Aset pajak tangguhan diakui untuk perbedaan temporer yang boleh dikurangkan dan rugi fiskal apabila terdapat kemungkinan besar bahwa jumlah laba kena pajak pada masa mendatang akan memadai untuk mengkompensasi perbedaan temporer dan rugi fiskal.

Aset dan liabilitas pajak tangguhan dihitung berdasarkan tarif yang akan dikenakan pada periode saat aset direalisasikan atau liabilitas tersebut diselesaikan, berdasarkan undang-undang pajak yang berlaku atau berlaku secara substantif pada akhir periode laporan keuangan. Pengaruh pajak terkait dengan penyisihan dan/atau pemulihan semua perbedaan temporer selama tahun berjalan, termasuk pengaruh perubahan tarif pajak, dikreditkan atau dibebankan pada periode operasi berjalan, untuk transaksi-transaksi yang sebelumnya telah dibebankan atau dikreditkan ke penghasilan komprehensif lain atau langsung ke ekuitas.

Jumlah tercatat aset pajak tangguhan dikaji ulang pada akhir periode pelaporan, dan mengurangi jumlah tercatat jika kemungkinan besar laba kena pajak tidak lagi tersedia dalam jumlah yang memadai untuk mengkompensasi sebagian atau seluruh aset pajak tangguhan. Aset pajak tangguhan yang belum diakui dinilai kembali pada setiap akhir periode pelaporan dan diakui sepanjang kemungkinan besar laba kena pajak mendatang akan memungkinkan aset pajak tangguhan tersedia untuk dipulihkan.

Aset dan liabilitas pajak tangguhan disajikan secara saling hapus saat hak yang dapat dipaksakan secara hukum ada untuk saling hapus aset pajak kini dan liabilitas pajak kini, atau aset pajak tangguhan dan liabilitas pajak tangguhan berkaitan dengan entitas kena pajak yang sama, atau Perusahaan bermaksud untuk menyelesaikan aset dan liabilitas pajak kini dengan dasar neto.

Pajak Pertambahan Nilai

Pendapatan, beban-beban dan aset-aset diakui neto atas jumlah Pajak Pertambahan Nilai ("PPN") kecuali:

- PPN yang muncul dari pembelian aset atau jasa yang tidak dapat dikreditkan oleh kantor pajak, yang dalam hal ini PPN diakui sebagai bagian dari biaya perolehan aset atau sebagai bagian dari item beban-beban yang diterapkan; dan

- piutang dan utang yang disajikan termasuk dengan jumlah PPN.

Jumlah PPN Neto yang terpulihkan dari, atau terutang kepada, kantor pajak termasuk sebagai bagian dari piutang atau utang pada laporan posisi keuangan.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

n. Taxation (continued)

Deferred Tax

Deferred tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax liabilities are recognized for all taxable temporary differences with certain exceptions. Deferred tax assets are recognized for deductible temporary differences and tax losses carry-forward to the extent that it is probable that taxable income will be available in future years against which the deductible temporary differences and tax losses carry-forward can be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax laws that have been enacted or substantively enacted at the end of reporting period. The related tax effects of the provisions for and/or reversals of all temporary differences during the year, including the effect of change in tax rates, are credited or charged to current period operations, except to the extent that they relate to items previously charged or credited to other comprehensive income or directly in equity.

The carrying amount of a deferred tax asset is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the benefit of that deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable income will allow the deferred tax assets to be recovered.

Deferred tax assets and liabilities are offset when a legally enforceable right exists to offset current tax assets against current tax liabilities, or the deferred tax assets and the deferred tax liabilities relate to the same taxable entity, or the Company intends to settle its current assets and liabilities on a net basis.

Value Added Tax

Revenue, expenses and assets are recognized net of the amount of Value Added Tax ("VAT") except:

- *where the VAT incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the VAT is recognized as part of the cost of acquisition of the asset or as part of the expense of the asset or as part of the expense item as applicable; and*
- *receivables and payables that are stated with the amount of VAT included.*

The net amount of VAT recoverable from, or payable to, the taxation authorities is included as part of receivables or payables in the statements of financial position.

3. INFORMASI KEBIJAKAN AKUNTANSI MATERIAL (lanjutan)

o. Pengukuran Nilai Wajar

Perusahaan mengukur aset tetap - tanah pada nilai wajar. setiap tanggal pelaporan. Perusahaan juga mengukur pada pengakuan awal instrumen keuangan, dan aset dan liabilitas yang diperoleh melalui kombinasi bisnis pada nilai wajar. Perusahaan juga mengukur FVTOCI pada nilai wajar.

Nilai wajar adalah harga yang akan diterima dari menjual suatu aset atau harga yang akan dibayar untuk mengalihkan suatu liabilitas dalam transaksi teratur antara pelaku pasar pada tanggal pengukuran. Pengukuran nilai wajar mengasumsikan bahwa transaksi untuk menjual aset atau mengalihkan liabilitas terjadi:

i) Di pasar utama untuk aset atau liabilitas tersebut, atau
ii) Jika tidak terdapat pasar utama, di pasar yang paling menguntungkan untuk aset atau liabilitas tersebut.

Pasar utama atau pasar yang paling menguntungkan tersebut harus dapat diakses oleh Perusahaan.

Nilai wajar dari aset atau liabilitas diukur dengan menggunakan asumsi yang akan digunakan pelaku pasar ketika menentukan harga aset atau liabilitas tersebut, dengan asumsi bahwa pelaku pasar bertindak dalam kepentingan ekonomi terbaiknya.

Pengukuran nilai wajar dari suatu aset non-keuangan memperhitungkan kemampuan pelaku pasar untuk menghasilkan manfaat ekonomik dengan menggunakan aset dalam penggunaan tertinggi dan terbaiknya atau dengan menjualnya kepada pelaku pasar lain yang akan menggunakan aset tersebut pada penggunaan tertinggi dan terbaiknya.

Perusahaan menggunakan teknik penilaian yang sesuai dengan keadaan dan data yang memadai tersedia untuk mengukur nilai wajar, dengan memaksimalkan masukan (*input*) yang dapat diamati (*observable*) yang relevan dan meminimalkan masukan (*input*) yang tidak dapat diamati (*unobservable*).

Semua aset dan liabilitas yang nilai wajarnya diukur atau diungkapkan dalam laporan keuangan dikategorikan dalam hirarki nilai wajar berdasarkan level masukan (*input*) paling rendah yang signifikan terhadap pengukuran nilai wajar secara keseluruhan sebagai berikut:

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

o. Fair Value Measurement

The Company measures fixed assets - land at fair value. The Company also initially measures financial instruments and assets and liabilities of the acquirees upon business combinations at fair value. The Company also measure FVTOCI financial assets at fair value.

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

i) In the principal market for the asset or liability, or

ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company use valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

3. INFORMASI KEBIJAKAN AKUNTANSI MATERIAL (lanjutan)

o. Pengukuran Nilai Wajar (lanjutan)

i) *Level* 1 - Harga kuotasian (tanpa penyesuaian) dipasar aktif untuk aset atau liabilitas yang identik yang dapat diakses entitas pada tanggal pengukuran.
ii) *Level* 2 - Teknik penilaian yang menggunakan tingkat masukan (*input*) yang paling rendah yang signifikan terhadap pengukuran nilai wajar yang dapat diamati (*observable*) baik secara langsung atau tidak langsung.
iii) *Level* 3 - Teknik penilaian yang menggunakan tingkat masukan (*input*) yang paling rendah yang signifikan terhadap pengukuran nilai wajar yang tidak dapat diamati (*unobservable*) baik secara langsung atau tidak langsung.

Untuk aset dan liabilitas yang diakui pada laporan keuangan secara berulang, Perusahaan menentukan apakah terdapat perpindahan antara *level* dalam hirarki dengan melakukan evaluasi ulang atas penetapan kategori (berdasarkan *level* masukan (*input*) paling rendah yang signifikan terhadap pengukuran nilai wajar secara keseluruhan) pada tiap akhir periode pelaporan.

p. Provisi

Provisi diakui jika Perusahaan memiliki liabilitas kini (baik bersifat hukum maupun bersifat konstruktif) yang akibat peristiwa masa lalu besar kemungkinannya penyelesaian liabilitas tersebut mengakibatkan arus keluar sumber daya yang mengandung manfaat ekonomi dan estimasi yang andal mengenai jumlah liabilitas tersebut dibuat.

Provisi ditelaah pada setiap akhir periode pelaporan dan disesuaikan untuk mencerminkan estimasi kini terbaik. Jika tidak terdapat kemungkinan arus keluar sumber daya yang mengandung manfaat ekonomi untuk menyelesaikan liabilitas tersebut, provisi dibatalkan.

q. Dividen

Pembagian dividen kepada para pemegang saham Perusahaan diakui sebagai liabilitas dalam laporan keuangan pada periode ketika dividen tersebut disetujui oleh para pemegang saham Perusahaan.

r. Peristiwa setelah Tanggal Pelaporan

Peristiwa setelah tanggal pelaporan yang memberikan tambahan informasi mengenai posisi keuangan Peruahaan pada tanggal pelaporan (peristiwa penyesuaian), jika ada, dicerminkan dalam laporan keuangan. Peristiwa setelah tanggal pelaporan yang bukan peristiwa penyesuaian diungkapkan dalam Catatan atas laporan keuangan, jika material.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

o. Fair Value Measurement (continued)

i) Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

ii) Level 2 - Valuation techniques for which the lowest input that is significant to the fair value measurement is directly or indirectly observable.

iii) Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly unobservable.

For assets and liabilities that are recognized in the financial statements on recurring basis, the Company determine whether transfers have occurred between Levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

p. Provisions

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

Provisions are reviewed at each reporting date and adjusted to reflect the current best estimates. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision is reversed.

q. Dividends

Dividend distribution to the Company's shareholders is recognized as a liability in the financial statements in the period in which the dividends are approved by the Company's shareholders.

r. Events after the Reporting Date

Events after the report date that provide additional information about the Company's financial position at the reporting date (adjusting events), if any, are reflected in the financial statements. Events that are not adjusting events are disclosed in the Notes to the financial statements, when material.

4. PERTIMBANGAN KRITIS AKUNTANSI DAN SUMBER UTAMA KETIDAKPASTIAN ESTIMASI

Penyusunan laporan keuangan Perusahaan sesuai dengan Standar Akuntansi Keuangan di Indonesia mewajibkan manajemen untuk membuat estimasi dan asumsi yang mempengaruhi jumlah-jumlah yang dilaporkan dari pendapatan, beban, aset dan liabilitas, dan pengungkapan liabilitas kontinjensi pada tanggal pelaporan. Ketidakpastian mengenai asumsi dan estimasi tersebut dapat mengakibatkan penyesuaian nilai tercatat aset dan liabilitas dalam periode pelaporan berikutnya.

Pertimbangan

Pertimbangan berikut ini dibuat oleh manajemen dalam rangka penerapan kebijakan akuntansi Perusahaan yang memiliki pengaruh paling signifikan atas jumlah yang diakui dalam laporan keuangan:

Penilaian Model Bisnis

Klasifikasi dan pengukuran aset keuangan bergantung pada hasil SPPI testing dan uji model bisnis. Perusahaan menentukan model bisnis pada tingkat yang mencerminkan bagaimana kelompok aset keuangan dikelola bersama untuk mencapai tujuan bisnis tertentu. Penilaian ini mencakup penilaian yang mencerminkan semua bukti yang relevan termasuk bagaimana kinerja aset dievaluasi dan kinerjanya diukur, risiko yang memengaruhi kinerja aset dan bagaimana hal ini dikelola dan bagaimana manajer aset diberi kompensasi. Perusahaan memantau aset keuangan yang diukur pada biaya perolehan diamortisasi atau nilai wajar melalui penghasilan komprehensif lain yang dihentikan pengakuannya sebelum jatuh tempo untuk memahami alasan pelepasannya dan apakah alasan tersebut konsisten dengan tujuan bisnis di mana aset tersebut dimiliki. Pemantauan adalah bagian dari penilaian berkelanjutan Perusahaan atas apakah model bisnis di mana aset keuangan yang tersisa dimiliki tetap sesuai dan jika tidak sesuai apakah telah terjadi perubahan dalam model bisnis dan dengan demikian terdapat perubahan prospektif terhadap klasifikasi aset keuangan tersebut. Tidak ada perubahan yang diperlukan selama periode yang disajikan.

Menentukan Masa Sewa Kontrak dengan Opsi Pembaruan dan Penghentian - Perusahaan sebagai *Lessee*

Perusahaan menentukan bahwa masa sewa sebagai masa sewa yang tidak dapat dibatalkan, bersamaan dengan periode yang tercakup dalam opsi perpanjangan sewa, jika dieksekusi secara wajar dan pasti, atau periode yang tercakup dalam opsi penghentian sewa, jika tidak dieksekusi secara wajar dan pasti.

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the Company financial statements, in conformity with Indonesian Financial Accounting Standards, requires management to make judgments of estimations and assumptions that affect the amounts reported on income, expenses, assets and liabilities and disclosures of Contingent liabilities at the reporting date. The estimation uncertainty may cause adjustment to the carrying amounts of assets and liabilities within the next reporting period.

Judgments

The following judgments are made by management in the process of applying the Company's accounting policies that have the most significant effects on the amounts recognized in the financial statements:

Business Model Assessment

Classification and measurement of financial assets depends on the results of the SPPI testing and the business model test. The Company determines the business model at a level that reflects how Companys of financial assets are managed together to achieve a particular business objective. This assessment includes judgment reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Company monitors financial assets measured at amortized cost or fair value through other comprehensive income that are derecognized prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Company's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets. No such changes were required during the periods presented.

Determining the Lease Term of Contracts with Renewal and Termination Options - Company as Lessee

The Company 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.

4. PERTIMBANGAN KRITIS AKUNTANSI DAN SUMBER UTAMA KETIDAKPASTIAN ESTIMASI (lanjutan)

Pertimbangan (lanjutan)

Menentukan Masa Sewa Kontrak dengan Opsi Pembaruan dan Penghentian - Perusahaan sebagai *Lessee* (lanjutan)

Perusahaan menerapkan pertimbangan dalam mengevaluasi apakah wajar dan pasti untuk mengeksekusi opsi untuk pembaruan atau penghentian sewa atau tidak. Untuk kontrak sewa dengan opsi perpanjangan dan penghentian, manajemen perlu mengestimasi masa sewa yang memerlukan pertimbangan semua fakta dan keadaan yang menimbulkan insentif ekonomi untuk mengeksekusi opsi perpanjangan dan tidak mengeksekusi opsi penghentian, termasuk setiap perubahan yang diharapkan dalam fakta dan keadaan dari tanggal permulaan hingga tanggal pengekesekusian opsi tersebut. Opsi perpanjangan (atau periode setelah opsi penghentian) hanya dimasukkan dalam persyaratan sewa jika Perusahaan cukup yakin untuk mengeksekusi opsi perpanjangan dan tidak mengeksekusi opsi penghentian. Jika terdapat peristiwa signifikan atau perubahan keadaan yang signifikan yang mempengaruhi penilaian ini dan masih dalam kendali penyewa, maka penilaian diatas akan ditelaah kembali.

Penentuan Mata Uang Fungsional

Mata uang fungsional dari entitas dalam Perusahaan adalah mata uang dari lingkungan ekonomi primer dimana entitas beroperasi. Mata uang tersebut adalah mata uang yang mempengaruhi pendapatan dan beban dari kegiatan operasi.

Estimasi dan Asumsi

Asumsi utama masa depan dan sumber utama estimasi ketidakpastian lain pada akhir periode pelaporan yang memiliki risiko signifikan bagi penyesuaian yang material terhadap nilai tercatat aset dan liabilitas untuk periode pelaporan keuangan berikutnya, diungkapkan di bawah ini. Perusahaan mendasarkan asumsi dan estimasi pada parameter yang tersedia pada saat laporan keuangan disusun.

Asumsi dan situasi mengenai perkembangan masa depan mungkin berubah akibat perubahan pasar atau situasi diluar kendali Perusahaan. Perubahan tersebut dicerminkan dalam asumsi terkait pada saat terjadinya.

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Judgments (continued)

Determining the Lease Term of Contracts with Renewal and Termination Options - Company as Lessee (continued)

The Company applies judgment in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. For lease contracts with extension or termination options, management need to estimate the lease term which requires consideration of all facts and circumstances that creates an economic incentive to exercise an extension option or not to exercise termination options, including any expected changes in facts and circumstances from commencement date until the exercise date of the options. Extension options (or periods after termination options) are only included in lease terms if the Company is reasonably certain to exercise the extension options or not to exercise the termination options. If a significant event or a significant change in circumstances occurs which affects this assessment and that is within the control of the lessee, the above assessment will be reviewed.

Determination of Functional Currency

The currency of Company is the currency of the primary economic environment in which Company operates. It is the currency that mainly influences the revenue and cost from operations.

Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial reporting period are disclosed below. The Company based their assumptions and estimates on parameters available when the financial statements were prepared.

Existing assumptions and circumstances about future developments may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

4. PERTIMBANGAN KRITIS AKUNTANSI DAN SUMBER UTAMA KETIDAKPASTIAN ESTIMASI (lanjutan)

Estimasi dan Asumsi (lanjutan)

Penurunan Nilai Piutang Usaha

Perusahaan menggunakan matriks provisi untuk menghitung ECL atas piutang usaha. Tarif provisi didasarkan pada hari yang lewat jatuh tempo untuk mengelompokan pelanggan ke segmen yang memiliki pola kerugian serupa. Matriks provisi awalnya berdasarkan tarif *default* yang diamati Perusahaan secara historis. Perusahaan akan mengkalibrasi matriks tersebut untuk menyesuaikan pengalaman kerugian kredit historis dengan informasi kedepan. Misalnya, jika prakiraan kondisi ekonomi diperkirakan memburuk selama tahun depan yang dapat menyebabkan peningkatan jumlah *default* di sektor usaha Perusahaan, tingkat *default* historis disesuaikan. Pada setiap tanggal pelaporan, tarif *default* yang diamati secara historis diperbarui dan perubahan dalam estimasi ke depan dianalisa kembali.

Penilaian korelasi antara tingkat *default* yang diamati secara historis, prakiraan kondisi ekonomi, dan ECL adalah estimasi signifikan. Jumlah ECL sensitif terhadap perubahan keadaan dan prakiraan kondisi ekonomi. Pengalaman kerugian kredit historis Perusahaan dan prakiraan kondisi ekonomi mungkin tidak mewakili *actual default* pelanggan di masa depan. Informasi mengenai ECL pada piutang usaha, dalam Catatan 6.

Estimasi Masa Manfaat Aset Tetap

Biaya perolehan aset tetap disusutkan dengan menggunakan metode garis lurus berdasarkan taksiran masa manfaat ekonomisnya. Manajemen mengestimasi masa manfaat ekonomis aset tetap adalah 4 tahun. Ini adalah umur secara umum diharapkan dalam industri dimana Perusahaan menjalankan bisnisnya. Perubahan tingkat pemakaian dan perkembangan teknologi dapat mempengaruhi masa manfaat ekonomis dan nilai sisa aset, dan karenanya biaya penyusutan masa depan mungkin direvisi. Penjelasan lebih rinci diungkapkan dalam Catatan 9.

Imbalan Kerja

Penentuan liabilitas imbalan kerja Perusahaan bergantung pada pemilihan asumsi yang digunakan oleh aktuaris independen dalam menghitung jumlah-jumlah tersebut. Asumsi tersebut termasuk antara lain, tingkat diskonto, tingkat kenaikan gaji tahunan, tingkat kecacatan, umur pensiun dan tingkat kematian. Hasil aktual yang berbeda dari asumsi yang ditetapkan manajemen langsung diakui dalam laporan laba rugi dan penghasilan komprehensif lain pada saat terjadinya. Sementara Perusahaan berkeyakinan bahwa asumsi tersebut adalah wajar dan sesuai, perbedaaan signifikan pada hasil aktual atau perubahan signifikan dalam asumsi yang ditetapkan Perusahaan dapat mempengaruhi secara material liabilitas atas imbalan kerja karyawan dan beban imbalan kerja neto. Penjelasan lebih lanjut diungkapkan dalam Catatan 15.

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Estimates and Assumptions (continued)

Impairment of Trade Receivables

The Company uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns. The provision matrix is initially based on the Company's historical observed default rates. The Company will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions are expected to deteriorate over the next year which can lead to an increased number of defaults in the Company p's industry sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Company's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Company's trade receivables is disclosed in Note 6.

Estimating Useful Lives of Fixed Assets

The costs of fixed assets is depreciated using the straight-line method over their estimated useful lives. Management estimates the useful lives of fixed assets to be 4 years. This is the generally expected lifespan in the industry in which the Company operates. Changes in usage rates and technological developments may affect the useful lives and residual values of assets, and therefore future depreciation expenses may be revised. Further details are disclosed in Note 9.

Employee Benefits

The determination of the Company's employee benefits liabilities is dependent on its selection of certain assumptions used by the independent actuaries in calculating such amounts. Those assumptions include, among others, discount rates, annual salary increase rate, disability rate, retirement age and mortality rate. Actual results that differ from the assumptions made by management are immediately recognized in the statements of profit or loss and other comprehensive income as incurred. While the Company's believe that the assumptions are reasonable and appropriate, significant differences in actual results or significant changes in assumptions determined by the Company's may materially affect the employee benefits liabilities and net employee' benefits costs. Further explanation is disclosed in Note 15.

4. PERTIMBANGAN KRITIS AKUNTANSI DAN SUMBER UTAMA KETIDAKPASTIAN ESTIMASI (lanjutan)

Estimasi dan Asumsi (lanjutan)

Penurunan Nilai Aset Non-Keuangan

Penelaahan atas penurunan nilai dilakukan apabila terdapat indikasi penurunan nilai aset tertentu. Penentuan nilai wajar aset membutuhkan estimasi arus kas yang diharapkan akan dihasilkan dari pemakaian berkelanjutan dan pelepasan akhir atas aset tersebut. Perubahan signifikan dalam asumsi-asumsi yang digunakan untuk menentukan nilai wajar dapat berdampak signifikan pada nilai terpulihkan dan jumlah kerugian penurunan nilai yang terjadi mungkin berdampak material pada hasil operasi Perusahaan.

Manajemen berkeyakinan bahwa tidak terdapat indikasi atas potensi penurunan atas nilai aset non-keuangan pada tanggal 31 Desember 2025 dan 2024.

Instrumen Keuangan

Perusahaan mencatat aset dan liabilitas keuangan tertentu pada nilai wajar, yang mengharuskan penggunaan estimasi akuntansi. Sementara komponen signifikan atas pengukuran nilai wajar ditentukan menggunakan bukti obyektif yang dapat diverifikasi, jumlah perubahan nilai wajar dapat berbeda bila Perusahaan menggunakan metodologi penilaian yang berbeda. Perubahan nilai wajar aset dan liabilitas keuangan tersebut dapat mempengaruhi secara langsung laba atau rugi Perusahaan.

Nilai tercatat dari aset keuangan dan liabilitas keuangan pada nilai wajar dalam laporan posisi keuangan pada tanggal 31 Desember 2025 dan 2024 diungkapkan dalam Catatan 23.

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Estimates and Assumptions (continued)

Impairment of Non-Financial Assets

Impairment review is performed when certain impairment indicators are present. Determining the fair value of assets requires the estimation of cash flows expected to be generated from the continued use and ultimate disposition of such assets. Any significant changes in the assumptions used in determining the fair value may materially affect the assessment of recoverable values and any resulting impairment loss could have a material impact on results of the Company's operations.

Management believes that there is no event or change in circumtances that may indicate any impairment in the value of its non-financial assets as at December 31, 2025 and 2024.

Financial Instruments

The Company carry certain financial assets and liabilities at fair value, which requires the use of accounting estimates. While significant components of fair value measurement were determined using verifiable objective evidences, the amount of changes in fair value would differ if the Company utilized a different valuation methodology. Any changes in a fair value of these financial assets and liabilities would directly affect the Company's profit or loss.

The carrying amounts of financial assets and financial liabilities carried at fair values in the statement of financial position as at December 31, 2025 and 2024 are disclose in Note 23.

5. KAS DAN BANK / ***5. CASH ON HAND AND IN BANKS***

	2025	2024	
Kas			***Cash on hand***
Rupiah	61.515.909	94.429.365	*Indonesian Rupiah*
Dolar Amerika Serikat	36.201.425	27.425.880	*US Dollar*
Sub-jumlah	97.717.334	121.855.245	*Sub-total*
Bank			***Cash in banks***
Rupiah			*Rupiah*
PT. Bank Negara Indonesia (Persero) Tbk	360.997.575	585.713.145	*PT Bank Negara Indonesia (Persero) Tbk*
PT. Bank CIMB Niaga Tbk	9.842.919	10.493.940	*PT.Bank CIMB Niaga Tbk*
Dolar Amerika Serikat			*United States Dollar*
PT. Bank Negara Indonesia (Persero) Tbk	30.721.877.262	29.638.250.415	*PT Bank Negara Indonesia (Persero) Tbk*
PT. Bank DBS Indonesia	6.908.315.765	3.408.212.820	*PT Bank DBS Indonesia*
Sub-jumlah	38.001.033.521	33.642.670.320	*Sub-total*
Jumlah Kas dan Bank	**38.098.750.855**	**33.764.525.565**	***Total Cash on Hand and in Banks***

5. KAS DAN BANK (lanjutan) / *5. CASH ON HAND AND IN BANKS (continued)*

Pada tanggal 31 Desember 2025 dan 2024, tidak terdapat kas dan bank Perusahaan yang dibatasi penggunaannya, dijadikan jaminan dan ditempatkan pada pihak-pihak berelasi.

As at December 31, 2025 and 2024, none of the Company's cash on hand and in banks are restricted in use, pledged as collateral and placed with related parties.

6. PIUTANG USAHA / *6. TRADE RECEIVABLES*

Rincian piutang usaha berdasarkan pelanggan adalah sebagai berikut:

Details of trade receivables by customers are as follows:

	2025	2024	
Pihak berelasi (Catatan 22)	326.925.715	1.443.914.640	*Related party (Note 22)*
Pihak ketiga	10.440.171.310	9.817.418.865	*Third parties*
Dikurangi kerugian kredit ekspektasian	(1.967.155.587)	-	*Less allowance for expected credit losses*
Pihak ketiga - neto	8.473.015.723	9.817.418.865	*Third parties - net*
Piutang Usaha - Neto	**8.799.941.438**	**11.261.333.505**	***Trade Receivables - Net***

Rincian saldo piutang usaha berdasarkan mata uang adalah sebagai berikut:

Details of trade receivables based on currencies are as follows:

	2025	2024	
Dolar Amerika Serikat	8.799.941.438	11.261.333.505	*United States Dollar*
Piutang Usaha	**8.799.941.438**	**11.261.333.505**	***Trade Receivables***

Analisis umur piutang usaha tersebut pada tanggal 31 Desember 2025 dan 2024 adalah sebagai berikut:

The aging analysis of trade receivables as at December 31, 2025 and 2024 are as follows:

	2025	2024	
Pihak berelasi			*Related Parties*
Belum jatuh tempo	32.194.589	428.062.620	*Current*
Jatuh tempo:			*Past due:*
1 - 30 hari	138.301.116	319.372.602	*1 - 30 days*
31 - 60 hari	74.087.192	109.043.625	*31 - 60 days*
61 - 90 hari	24.697.843	53.548.065	*61 - 90 days*
Lebih dari 91 hari	57.644.975	533.887.728	*More than 91 days*
Pihak berelasi	326.925.715	1.443.914.640	*Related party*
Pihak ketiga			*Third parties*
Belum jatuh tempo	836.072.828	1.444.814.672	*Current*
Jatuh tempo:			*Past due:*
1 - 30 hari	7.286.574.297	4.190.911.705	*1 - 30 days*
31 - 60 hari	88.918.104	1.583.738.987	*31 - 60 days*
61 - 90 hari	165.728.323	422.502.280	*61 - 90 days*
Lebih dari 91 hari	2.062.877.758	2.175.451.221	*More than 91 days*
Sub-jumlah	10.440.171.310	9.817.418.865	*Sub-total*
Dikurangi kerugian kredit ekspektasian	(1.967.155.587)	-	*Less allowance for expected credit losses*
Pihak ketiga - neto	8.473.015.723	9.817.418.865	*Third parties- net*
Piutang Usaha - Neto	**8.799.941.438**	**11.261.333.505**	***Trade Receivables - Net***

6. PIUTANG USAHA (lanjutan) / *6. TRADE RECEIVABLES (continued)*

Mutasi penyisihan kerugian kredit ekspektasian piutang usaha adalah sebagai berikut:

Movements of allowance for expected credit losses of trade receivables are as follows:

	2025	2024	
Saldo awal tahun	-	-	*Balance at the beginning of the year*
Cadangan pada tahun berjalan	1.967.155.587	-	*Provision during the year*
Saldo akhir tahun	**1.967.155.587**	**-**	***Balance at the end of the year***

Pada tanggal 31 Desember 2025, manajemen berpendapat bahwa penyisihan kerugian kredit ekspektasian piutang usaha tersebut cukup untuk menutupi kemungkinan kerugian yang timbul akibat tidak tertagihnya piutang usaha.

As at December 31, 2025, management believes that the above allowance for expected credit losses of trade receivables is adequate to cover any possible losses arising from the uncollectible trade receivables.

Pada tanggal 31 Desember 2024, manajemen berkeyakinan bahwa seluruh piutang usaha tersebut dapat tertagih sehingga tidak membentuk penyisihan penurunan nilai atas piutang usaha.

As of December 31, 2024, the management believes that all trade receivables are collectible, thus, no impairment was recognized.

7. PIUTANG LAIN-LAIN / *7. OTHERS RECEIVABLE*

Akun ini terdiri dari:

This account consists of:

	2025	2024	
Pihak berelasi (Catatan 22)	9.921.625.000	9.576.525.000	*Related party (Note 22)*
Pihak ketiga	520.177.792	2.509.934.775	*Third parties*
Jumlah piutang lain-lain	**10.441.802.792**	**12.086.459.775**	***Total other receivables***

Berdasarkan hasil penelaahan terhadap masing-masing akun piutang lain-lain pada akhir tahun, manajemen berkeyakinan bahwa seluruh piutang lain-lain tersebut dapat tertagih sehingga tidak membentuk penyisihan penurunan nilai atas piutang lain-lain.

Based on the review of the status of the individual other receivables account at the end of year, management believes that all of the above other receivables are fully collectible and hence, no allowance for impairment of other receivables is necessary.

8. UANG MUKA DAN BIAYA DIBAYAR DI MUKA / *8. ADVANCES AND PREPAID EXPENSE*

Akun ini terdiri dari:

This account consists of:

	2025	2024	
Biaya Dibayar di Muka			*Prepaid Expenses*
Pihak ketiga			*Third parties*
Biaya tur akan datang	3.297.282.622	2.592.791.835	*Future tour expenses*
Asuransi	126.645.791	28.311.105	*Insurance*
Sewa kantor	509.889.667	798.843.135	*Office rental*
Lain-lain	178.723.248	199.948.185	*Others*
Sub-jumlah	4.112.541.328	3.619.894.260	*Sub-total*
Uang Muka			*Advances*
Uang muka ke pemasok	828.925.265	15.747.508.950	*Advance payment to suppliers*
Jumlah	**4.941.466.593**	**19.367.403.210**	***Total***

9. ASET TETAP / *9. FIXED ASSETS*

Akun ini terdiri dari: / *This account consist of:*

2025

	Saldo Awal/ *Beginning Balance*	Penambahan/ *Additions*	Pengurangan/ *Deductions*	Saldo Akhir/ *Ending Balance*	
Harga perolehan					***Cost***
Kepemilikan Langsung					***Direct Ownership***
Lisensi	1.271.504.212	-	-	1.271.504.212	*License*
Instalasi	1.078.619.600	29.787.982	-	1.108.407.582	*Instalation*
Furnitur kantor	860.686.494	-	12.116.394	848.570.100	*Office furnitures*
Kendaraan	9.200.249.706	2.444.502.305	582.740.641	11.062.011.370	*Vehicles*
Perlengkapan kantor	2.923.486.200	341.752.339	117.101.919	3.148.136.620	*Office supplies*
Sub-jumlah	15.334.546.212	2.816.042.626	711.958.954	17.438.629.884	*Sub-total*
Aset Hak-Guna					***Right-of-Use Assets***
Ruang kantor	-	2.202.010.290	-	2.202.010.290	*Office space*
Jumlah Harga Perolehan	15.334.546.212	5.018.052.916	711.958.954	19.640.640.174	*Total Cost*
Akumulasi penyusutan					***Accumulated Depreciation***
Kepemilikan Langsung					***Direct Ownership***
Lisensi	1.271.504.212	-	-	1.271.504.212	*License*
Instalasi	1.078.619.600j	4.391.060	-	1.083.010.660	*Instalation*
Furnitur kantor	689.394.041	108.095.708	12.116.394	785.373.355	*Office furniture*
Kendaraan	4.661.363.195	2.659.344.214	582.740.641	6.737.966.768	*Vehicles*
Perlengkapan kantor	2.596.150.987	195.221.687	117.101.919	2.674.270.755	*Office supplies*
Sub-jumlah	10.297.032.035	2.967.052.669	711.958.954	12.552.125.750	*Sub-total*
Aset Hak-Guna					***Right-of-Use Assets***
Ruang kantor	-	110.100.515	-	110.100.515	*Office space*
Jumlah Akumulasi Penyusutan	10.297.032.035	3.077.153.184	711.958.954	12.662.226.265	*Total Accumulated Depreciation*
Nilai Tercatat Neto	**5.037.514.177**			**6.978.413.909**	***Net Carrying Amount***

2024

	Saldo Awal/ *Beginning Balance*	Penambahan/ *Additions*	Pengurangan/ *Deductions*	Saldo Akhir/ *Ending Balance*	
Harga perolehan					***Cost***
Kepemilikan Langsung					***Direct Ownership***
Lisensi	1.271.504.212	-	-	1.271.504.212	*License*
Instalasi	1.078.619.600	-	-	1.078.619.600	*Instalation*
Furnitur kantor	710.664.999	150.021.495	-	860.686.494	*Office furnitures*
Kendaraan	7.507.034.932	2.585.790.510	892.575.736	9.200.249.706	*Vehicles*
Perlengkapan kantor	2.706.107.490	218.280.390	901.680	2.923.486.200	*Office supplies*
Jumlah Harga Perolehan	13.273.931.233	2.954.092.395	893.477.416	15.334.546.212	*Total Cost*

9. ASET TETAP (lanjutan) / *9. FIXED ASSETS (continued)*

	2024				
	Saldo Awal/ *Beginning Balance*	**Penambahan/ *Additions***	**Pengurangan/ *Deductions***	**Saldo Akhir/ *Ending Balance***	
Akumulasi penyusutan Kepemilikan Langsung					***Accumulated Depreciation Direct Ownership***
Lisensi	1.271.504.212	-	-	1.271.504.212	*License*
Instalasi	1.078.619.600	-	-	1.078.619.600	*Instalation*
Furnitur kantor	667.649.696	21.744.345	-	689.394.041	*Office furniture*
Kendaraan	4.979.283.051	574.655.880	892.575.736	4.661.363.195	*Vehicles*
Perlengkapan kantor	2.525.462.107	71.590.560	901.680	2.596.150.987	*Office supplies*
Jumlah Akumulasi Penyusutan	10.522.518.666	667.990.785	893.477.416	10.297.032.035	*Total Accumulated Depreciation*
Nilai Tercatat Neto	**2.751.412.567**			**5.037.514.177**	***Net Carrying Amount***

Beban penyusutan aset tetap untuk tahun yang berakhir pada tanggal-tanggal 31 Desember 2025 dan 2024, masing-masing sebesar Rp 3.077.153.184 dan Rp 667.990.785 dicatat sebagai bagian dari "Beban Umum dan Administrasi" (Catatan 20).

Depreciation expenses of fixed assets for the years ended December 31, 2025 and 2024, amounted to Rp 3,077,153,184 and Rp 667,990,785, respectively, were recorded as part of "General and Administrative Expenses" (Note 20).

Pada tanggal 31 Desember 2025, aset tetap berupa kendaraan, telah diasuransikan kepada pihak ketiga, dengan nilai pertanggungan sebesar Rp 7.780.400.000. Manajemen berpendapat bahwa nilai pertanggungan tersebut cukup untuk menutupi kemungkinan kerugian atas aset dipertanggungkan.

As at December 31, 2025, vehicles are insured with third parties, for a total coverage of Rp 7,780,400,000. Management believes that the insurance coverage is adequate to cover possible losses on the assets insured.

Pengurangan untuk tahun yang berakhir pada tanggal-tanggal 31 Desember 2025 dan 2024 merupakan penjualan aset tetap dengan rincian sebagai berikut:

Deductions for the years ended December 31, 2025 and 2024, represents sale of fixed assets with details as follows:

	2025	**2024**	
Hasil penjualan	795.681.043	534.787.996	*Proceeds from sale*
Nilai buku neto	-	-	*Net book value*
Laba penjualan aset tetap	**795.681.043**	**534.787.996**	***Gain on sale of fixed assets***

Laba penjualan aset tetap dicatat sebagai bagian dari "Lain-lain - neto" dalam laporan laba rugi dan penghasilan komprehensif lain untuk tahun yang berakhir pada tanggal-tanggal 31 Desember 2025 dan 2024.

Gain on sale of fixed assets is recorded as part of "Others - net" in the statement of profit or loss and other comprehensive income for the years ended December 31, 2025 and 2024.

Manajemen berpendapat bahwa nilai tercatat dari seluruh aset tetap Perusahaan tersebut dapat dipulihkan, sehingga tidak diperlukan penurunan nilai atas aset tetap tersebut.

Based on management's review, there are no events or changes in circumstances which may indicate impairment in value of fixed assets as at December 31, 2025 and 2024.

10. UTANG USAHA / *10. TRADE PAYABLE*

Rincian utang usaha berdasarkan pemasok adalah sebagai berikut:

Details of trade payables based on suppliers are as follows:

	2025	**2024**	
Pihak berelasi (Catatan 22)	1.009.192.344	546.457.440	*Related party (Note 22)*
Pihak ketiga	22.472.159.464	30.514.574.880	*Third Parties*
Jumlah	23.481.351.808	31.061.032.320	***Total***

10. UTANG USAHA (lanjutan) / *10. TRADE PAYABLE (continued)*

Rincian saldo utang usaha berdasarkan mata uang adalah sebagai berikut:

Details of trade payables based on currencies are as follows:

	2025	2024	
Rupiah	23.481.351.808	31.061.032.320	*Rupiah*

Analisis umur utang usaha tersebut pada tanggal 31 Desember 2025 dan 2024 adalah sebagai berikut:

The aging analysis of trade payables as at December 31, 2025 and 2024 are as follows:

	2025	2024	
Belum jatuh tempo	20.930.484.177	28.600.621.860	*Current*
Jatuh tempo:			*Past due:*
1 - 90 hari	1.065.998.234	1.193.363.775	*1 - 90 days*
91 - 180 hari	381.754.615	643.864.380	*91 - 180 days*
181 - 360 hari	119.742.842	573.513.135	*181 - 360 days*
Lebih dari 360 hari	983.371.940	49.669.170	*More than 360 days*
Jumlah	**23.481.351.808**	**31.061.032.320**	***Total***

11. BIAYA MASIH HARUS DIBAYAR / *11. ACCRUED EXPENSES*

Akun ini terdiri dari:

This account consists of:

	2025	2024	
Beban operasional	1.334.000.000	1.287.600.000	*Operational expenses*
Lain-lain	6.744.505.936	7.659.993.811	*Others*
Jumlah	**8.078.505.936**	**8.947.593.811**	***Total***

Biaya masih harus dibayar perjalanan wisata merupakan biaya masih harus dibayar untuk asuransi, akomodasi (hotel dan transportasi) untuk *tour leader*, biaya bunga dan lain-lain.

Tours and travel accrued expenses represent accruals for insurance costs, accommodation (hotel and transportation) for tour leaders, interest costs and others.

12. PENDAPATAN DITERIMA DIMUKA / *12. UNEARNED REVENUES*

Akun ini terdiri dari:

This account consists of:

	2025	2024	
Pihak ketiga			*Third parties*
Perjalanan wisata	7.489.912.418	8.436.290.820	*Tours and travel*

Akun ini merupakan pendapatan yang diterima di muka dari pelanggan atas biaya tiket wisata dan jasa wisata lainnya.

This account represents income received in advance from customers for the cost of tour tickets and other tour services.

13. LIABILITAS SEWA / *13. LEASE LIABILITIES*

Berikut ini adalah nilai tercatat liabilitas sewa dan mutasinya selama periode berjalan:

Set out below are the carrying amounts of lease liabilities and the movements during the period:

	2025	2024	
Saldo awal tahun	-	-	*Beginning balance of the year*
Penambahan (pembayaran) neto selama tahun berjalan	2.105.521.534	-	*Net additon (payment) during the year*
Saldo akhir tahun	**2.105.521.534**	**-**	***Ending balance of the year***

Berikut adalah pembayaran sewa minimum masa yang akan datang berdasarkan perjanjian sewa:

The following are the future minimum lease payments based on the lease agreements:

	2025	2024	
Pembayaran yang jatuh tempo pada tahun:			*Payments due in:*
2026	504.000.000	-	*2026*
2027	504.000.000	-	*2027*
2028	504.000.000	-	*2028*
2029	504.000.000	-	*2029*
2030	378.000.000	-	*2030*
Jumlah pembayaran sewa minimum	2.394.000.000	-	*Total minimum lease payments*
Bunga	(288.478.466)	-	*Interest*
Nilai sekarang pembayaran sewa minimum	2.105.521.534	-	*Present value of minimum lease payments*
Dikurangi bagian yang akan jatuh tempo dalam satu tahun	(399.318.400)	-	*Less current portion*
Bagian jangka panjang	**1.706.203.134**	**-**	***Long term portion***

Beban bunga atas liabilitas sewa untuk tahun yang berakhir pada tanggal 31 Desember 2025 adalah sebesar Rp 29.511.243 (Catatan 21). Tingkat bunga inkremental adalah sebesar 5,44% per tahun.

Interest expense on lease liabilities for the year ended December 31, 2025 amounted to Rp 29,511,243 (Note 21). The incremental interest rate of 5.44% per annum.

14. PERPAJAKAN / *14. TAXATION*

a. Utang Pajak / *a. Taxes Payable*

Akun ini terdiri dari:

This account consists of:

	2025	2024	
Pajak Penghasilan:			*Income Taxes:*
Pasal 21	243.266.500	159.936.015	*Article 21*
Pasal 4 (2)	4.200.000	-	*Article 4 (2)*
Pasal 23	784.336	889.908.645	*Article 23*
Pasal 25	505.476.915	-	*Article 25*
Pasal 29	2.248.783.800	3.195.800.080	*Article 29*
Pajak Pertambahan Nilai (PPN) Keluaran - Neto	60.105.951	110.524.365	*Value Added Tax (VAT) Out - Net*
Jumlah	**3.062.617.502**	**4.356.169.105**	***Total***

b. Beban Pajak Penghasilan / *b. Income Tax Expense*

Rekonsiliasi antara laba sebelum beban pajak penghasilan menurut laporan laba rugi dan penghasilan komprehensif lain dengan laba fiskal untuk tahun yang berakhir pada tanggal-tanggal 31 Desember 2025 dan 2024, adalah sebagai berikut:

The reconciliation between profit before income tax expense per statement of profit or loss and other comprehensive income and estimated taxable income for the years ended December 31, 2025 and 2024 are as follows:

14. PERPAJAKAN (lanjutan) / ***14. TAXATION (continued)***

b. Beban Pajak Penghasilan (lanjutan) / ***b. Income Tax Expense (continued)***

	2025	2024	
Laba sebelum beban pajak penghasilan menurut laporan laba rugi dan penghasilan komprehensif lain	25.145.993.733	21.624.716.719	*Profit before income tax expense per statement of profit or loss and other comprehensive income*
Beda temporer:			*Temporary differences:*
Imbalan pascakerja karyawan - neto	(147.744.770)	-	*Post-employment benefits - net*
Tunjangan kompensasi	172.500.000	-	*Allowance compensation*
Kerugian kredit ekspektasian	39.518.367	-	*Allowance for expected credit losses*
Liabilitas sewa	(389.858.242)	-	*Lease liabilities*
Beda tetap:			*Permanent differences:*
Beban yang tidak diperkenankan	3.782.287.339	8.333.309.703	*Non-deductible expenses*
Taksiran laba fiskal tahun berjalan	**28.602.696.427**	**29.958.026.422**	***Estimated taxable income current year***
Akumulasi rugi fiskal:			*Accumulated fiscal losses:*
2021	-	(10.695.802.831)	*2021*
2020	-	(4.735.859.139)	*2020*
Taksiran laba fiskal	**28.602.696.427**	**14.526.364.452**	***Estimated taxable income***

Beban pajak penghasilan dan perhitungan tafsiran utang pajak penghasilan adalah sebagai berikut:

Income tax expenses and calculation of estimated income tax payables are as follows:

	2025	2024	
Taksiran laba fiskal (dibulatkan)	28.602.696.000	14.526.364.000	*Estimated income tax (rounded)*
Beban pajak penghasilan - tahun berjalan	6.292.593.120	3.195.800.080	*Income tax expenses - current year*
Pajak penghasilan dibayar di muka	(4.043.809.320)	-	*Prepayments of income taxes*
Estimasi utang pajak penghasilan	**2.248.783.800**	**3.195.800.080**	***Estimated income tax payables***

Perusahaan akan menyampaikan Surat Pemberitahuan Pajak Tahunan (SPT) tahun 2025 kepada Kantor Pelayanan Pajak (KPP) berdasarkan perhitungan pajak di atas.

The Company will submit its 2025 Annual Income Tax Returns to the Tax Service Office based on the tax calculation as mentioned above.

Taksiran laba fiskal pada tahun 2024 tersebut adalah sesuai dengan jumlah dalam SPT tahun 2024 yang telah dilaporkan kepada KPP.

The amount of estimated tax income in 2024 conforms with the related amount reflected in the Company's 2024 Annual Income Tax Returns submitted to the Tax Service Office.

Rekonsiliasi antara beban pajak penghasilan yang dihitung dengan menggunakan tarif pajak yang berlaku dari laba sebelum beban pajak penghasilan dengan beban pajak penghasilan seperti yang tercantum dalam laporan laba rugi dan penghasilan komprehensif lain untuk tahun yang berakhir pada tanggal-tanggal 31 Desember 2025 dan 2024, adalah sebagai berikut:

A reconciliation between income tax expense as computed by applying the prevailing tax rate to profit before income tax expense as shown in the statement of profit or loss and other comprehensive income for the years ended December 31, 2025 and 2024 are as follows:

14. PERPAJAKAN (lanjutan) / *14. TAXATION (continued)*

b. Beban Pajak Penghasilan (lanjutan) / *b. Income Tax Expense (continued)*

	2025	2024	
Laba sebelum beban pajak penghasilan menurut laporan laba rugi dan penghasilan komprehensif lain	25.145.993.733	21.624.716.719	*Profit before income tax expense per statement of profit or loss and other comprehensive income*
Beban pajak penghasilan dengan tarif pajak yang berlaku	(5.532.118.527)	(4.757.437.578)	*Tax benefit at effective tax rates*
Pengaruh pajak atas beda tetap:			*Permanent differences:*
Beban yang tidak diperkenankan	(832.103.215)	(1.833.328.135)	*Non-deductible expenses*
Rugi fiskal		3.394.965.633	*Fiscal loss*
Penyesuaian pajak tangguhan	871.882.305	-	*Adjustment of deferred tax*
Beban pajak penghasilan	**(5.492.339.437)**	**(3.195.800.080)**	***Income tax expenses - net***

c. Aset Pajak Tangguhan - Neto / *c. Deferred Tax Assets - Net*

Pajak tangguhan yang berasal dari pengaruh beda temporer yang signifikan antara pelaporan komersial dan pajak adalah sebagai berikut:

The deferred tax effects of the significant temporary differences between commercial and tax reporting are as follows:

	2025					
	Saldo Awal/ *Beginning Balance*	Dikreditkan (Dibebankan) pada Laba Rugi/ *Credited (Charged) to Profit or loss*	Penyesuaian/ *Adjustment*	Dikreditkan pada Penghasilan Komprehensif Lain/ *Credited to Other Comprehensive Income*	Saldo Akhir/ *Ending Balance*	
Tunjangan kompensasi	-	37.950.000	-	-	37.950.000	*Allowance compensation*
Kerugian kredit ekspektasian	-	8.694.041	424.080.188	-	432.774.229	*Expected credit losses*
Liabilitas sewa	-	(85.768.814)	-	-	(85.768.814)	*Lease liabilities*
Imbalan pasca kerja karyawan - neto	-	(32.503.849)	447.802.117	57.038.492	472.336.760	*Post-employee benefits - net*
Aset pajak tangguhan - neto	**-**	**(71.628.622)**	**871.882.305**	**57.038.492**	**857.292.175**	***Deferred tax assets - net***

d. Administrasi / *d. Administration*

Berdasarkan peraturan perpajakan Indonesia, Perusahaan menghitung, menetapkan dan membayar secara sendiri pajak penghasilannya (*self-assessment*). Direktorat Jenderal Pajak (DJP) dapat menetapkan atau mengubah liabilitas pajak dalam batas waktu 5 (lima) tahun sejak saat terutangnya pajak.

Under the taxation laws of Indonesia, the Company submit tax return on the basis of self assessment. The Directorate General of Taxation (DGT) may assess or amend taxes within 5 (five) years from the time the tax becomes due.

15. LIABILITAS IMBALAN KERJA KARYAWAN / *15. EMPLOYEE BENEFITS LIABILITY*

Perusahaan mencatat liabilitas imbalan kerja karyawan pada tanggal 31 Desember 2025 dan 2024, berdasarkan perhitungan aktuarial yang dilakukan oleh KKA Tumpal Marbun, aktuaris independen, berdasarkan laporannya masing-masing pada tanggal 7 Januari 2026 dan 16 Januari 2025, yang menggunakan metode "*Projected Unit Credit*".

The Company recorded the employee benefits liabilities as at December 31, 2025 and 2024, based on the actuarial calculation prepared by KKA Tumpal Marbun, an independent actuary, which report dated January 7, 2026 and January 16 , 2025, respectively, using the "Projected Unit Credit" method.

15. LIABILITAS IMBALAN KERJA KARYAWAN (lanjutan) / *15. EMPLOYEE BENEFITS LIABILITY (continued)*

Asumsi-asumsi pokok yang digunakan dalam perhitungan aktuaria tersebut adalah sebagai berikut:

Key assumptions used for actuarial calculation are as follows:

	2025	2024	
Tingkat diskonto	6,76%	7,14%	*Discount rate*
Tingkat kenaikan gaji	6%	5%	*Future salary increases*
Tingkat mortalitas	TMI-2019	TMI-2019	*Mortality rate*
Usia pension	60-65 tahun	60-65 *years*	*Retirement age*
Tingkat kecacatan	5% dari TMI-2019	5% from TMI-2019	*Disability rate*

Analisis yang disajikan dari estimasi liabilitas imbalan kerja sebagai "Liabilitas Imbalan Kerja Karyawan" di laporan posisi keuangan pada tanggal 31 Desember 2025 dan 2024, dan beban imbalan kerja karyawan yang dicatat dalam laporan laba rugi dan penghasilan komprehensif lain untuk tahun yang berakhir pada tanggal-tanggal 31 Desember 2025 dan 2024 adalah sebagai berikut:

An analysis of the estimated employee benefits liabilities presented as "Employee Benefits Liability" in the statements of financial position as at December 31, 2025 and 2024, and employee benefits expense as recorded in the statements of profit or loss and other comprehensive income for the years then ended December 31, 2025 and 2024 are as follows:

a. Liabilitas diestimasi atas imbalan kerja karyawan / *a. Estimated liability for employee benefits*

	2025	2024	
Nilai kini liabilitas imbalan kerja	2.146.985.270	2.035.464.169	*Present value of employee benefits obligation*
Liabilitas yang diakui dalam laporan posisi keuangan	**2.146.985.270**	**2.035.464.169**	***Liabilities recognized in the statements of financial position***

b. Beban imbalan kerja karyawan / *b. Employee benefits expense*

	2025	2024	
Biaya jasa kini	198.328.004	175.254.021	*Current service costs*
Beban bunga	112.584.045	208.826.911	*Interest costs*
Beban imbalan kerja karyawan yang diakui pada tahun berjalan	**310.912.049**	**384.080.932**	***Employee benefits expense recognized in the current year***

c. Mutasi nilai kini liabilitas imbalan pasti adalah sebagai berikut: / *c. The movements in the present value of the defined benefits obligation are as follows:*

	2025	2024	
Saldo awal liabilitas neto	2.035.464.169	3.192.910.788	*Beginning balance of net liabilities*
Beban imbalan kerja karyawan tahun berjalan (Catatan 20)	310.912.049	384.080.932	*Employee benefit expense for current year (Note 20)*
Rugi (penghasilan) komprehensif lain	259.265.871	(1.503.101.824)	*Other comprehensive loss (income)*
Pembayaran imbalan	(458.656.819)	(38.425.727)	*Benefits payment*
Saldo akhir liabilitas neto	**2.146.985.270**	**2.035.464.169**	***Ending balance of net liabilities***

Manajemen berkeyakinan bahwa estimasi liabilitas tersebut di atas cukup untuk memenuhi ketentuan yang berlaku.

Management believes that the above estimated liabilities are adequate to cover the prevailing requirements.

15. LIABILITAS IMBALAN KERJA KARYAWAN (lanjutan)

Tabel berikut menunjukkan sensitivitas atas kemungkinan perubahan tingkat diskonto, dengan variabel lain dianggap tetap, terhadap kewajiban imbalan pascakerja dan beban jasa kini, masing-masing pada tanggal 31 Desember 2025 dan 2024.

15. EMPLOYEE BENEFITS LIABILITY (continued)

The following table shows the sensitivity to the possibility of changes in the discount rates, with other variables held constant, of the obligation for post-employment and current service cost as at December 31, 2025 and 2024.

	2025		2024		
	Kewajiban imbalan pascakerja/ *Obligation for post-employment benefits*	Beban jasa kini/ *Current service cost*	Kewajiban imbalan pascakerja/ *Obligation for post-employment benefits*	Beban jasa kini/ *Current service cost*	
Kenaikan suku bunga dalam 1 poin persentase	1.967.445.738	176.196.182	1.869.553.677	157.151.177	*Increase in interest rate by 1 percentage point*
Penurunan suku bunga dalam 1 poin persentase	2.351.363.774	224.356.203	2.221.391.269	196.278.199	*Decrease in interest rate by 1 percentage point*

16. MODAL SAHAM

Susunan pemegang saham Perusahaan pada tanggal 31 Desember 2025 dan 2024 adalah sebagai berikut:

16. CAPITAL STOCK

The details of shares ownership at the Company as at December 31, 2025 and 2024 are as follows:

Pemegang Saham	Jumlah saham/ Number of *shares*	Persentase kepemilikan/ Percentage of *ownership*	Jumlah/ *Total*	*Shareholders*
Asian Trails Holding Ltd	1.320	66,00%	950.400.000	*Asian Trails Holding Ltd*
PT Panorama Investama	680	34,00%	489.600.000	*PT Panorama Investama*
Jumlah	**2.000**	**100,00%**	**1.440.000.000**	***Total***

Pengelolaan Modal

Tujuan utama pengelolaan modal Perusahaan adalah untuk memastikan terpeliharanya rasio modal yang sehat untuk mendukung usaha dan memaksimalkan imbalan bagi pemegang saham.

Perusahaan dipersyaratkan oleh Undang-undang Perseroan Terbatas No. 40 Tahun 2007 untuk menyisihkan dan mempertahankan suatu dana cadangan yang tidak boleh didistribusikan sampai dana cadangan tersebut mencapai 20% dari modal saham diterbitkan dan dibayar penuh.

Perusahaan mengelola struktur permodalan dan melakukan penyesuaian berdasarkan perubahan kondisi ekonomi. Untuk memelihara dan menyesuaikan struktur permodalan, Perusahaan dapat menyesuaikan usulan pembayaran dividen kepada pemegang saham, menerbitkan saham baru atau mengusahakan tambahan pendanaan melalui pinjaman.

Tidak ada perubahan atas tujuan, kebijakan maupun proses dalam manajemen modal untuk tahun yang berakhir pada tanggal-tanggal 31 Desember 2025 dan 2024.

Kebijakan Perusahaan adalah mempertahankan struktur permodalan yang sehat untuk mengamankan akses terhadap pendanaan pada biaya yang wajar, antara lain dengan memonitor permodalan menggunakan *debt to equity ratio* dan *gearing ratio*.

Capital Management

The primary objective of the Company's capital management is to ensure that it maintains healthy capital ratios in order to support its business and maximize shareholder value.

The Company is also required by the Limited Liability Company Law No. 40 Year 2007 to contribute and maintain a non-distributable reserve fund until the said reserve reaches 20% of the issued and fully paid share capital.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. In order to maintain and adjust the capital structure, the Company may adjust the proposed dividend payment to shareholders, issue new shares, or raise additional debt financing.

No changes were made in the objectives, policies or processes for managing capital for year ended December 31, 2025 and 2024.

The Company's policy is to maintain a healthy capital structure in order to secure access to finance at a reasonable cost, using debt to equity ratio and gearing ratio.

16. MODAL SAHAM (lanjutan) / *CAPITAL STOCK (continued)*

Dividen Tunai / ***Cash Dividend***

Berdasarkan Rapat Umum Pemegang Saham Tahunan Perseroan yang diadakan pada tanggal 12 Juni 2025, para pemegang saham antara lain, menyetujui pembagian dividen tunai untuk tahun buku 2024 sebesar US$ 1.300.000 setara dengan Rp 21.189.987.000.

Based on the Company's Annual General Meeting of Shareholders held on June 12, 2025, the shareholders, among others, approved the distribution of cash dividends for the 2024 financial year amounting to US$ 1,300,000 or equivalent to Rp 21,189,987,000.

Berdasarkan Rapat Umum Pemegang Saham Tahunan Perseroan yang diadakan pada tanggal 5 Juni 2024, para pemegang saham antara lain, menyetujui pembagian dividen tunai untuk tahun buku 2023 sebesar US$ 1.200.000 setara dengan Rp 19.314.000.000.

Based on the Company's Annual General Meeting of Shareholders held on June 5, 2024, the shareholders, among others, approved the distribution of cash dividends for the 2023 financial year amounting to US$ 1,200,000 or equivalent to Rp 19,314,000,000.

17. PENDAPATAN / *REVENUES*

Rincian pendapatan berdasarkan jenis produk: / *The details of revenues based on type of products:*

	2025	2024	
Paket wisata	211.970.471.879	202.394.736.396	*Tour packages*
Lain-lain	85.967.223.612	73.898.910.602	*Others*
Jumlah	**297.937.695.491**	**276.293.646.998**	***Total***

Rincian pendapatan berdasarkan sumber pendapatan: / *The details of revenues based on source of income:*

	2025	2024	
Pihak ketiga	292.312.250.080	267.861.117.615	*Third parties*
Pihak berelasi (Catatan 22)	5.625.445.411	8.432.529.383	*Related parties (Note 22)*
Jumlah	**297.937.695.491**	**276.293.646.998**	***Total***

Penjualan kepada pihak berelasi dikenakan harga yang sama dengan penjualan kepada pihak ketiga, namun negosiasi harga dengan pihak ketiga adalah bervariasi sedangkan negosiasi harga dengan pihak berelasi sudah ditetapkan oleh manajemen.

Sales to related parties have the same price as sales to third parties, but negotiated price for third parties varies while the negotiated prices with related parties have been determined by management.

Pendapatan lain-lain merupakan penjualan *food and beverages* dan tiket masuk tempat wisata.

Others in revenues represents sales of food and beverages and excursion.

18. BEBAN POKOK PENDAPATAN / *COST OF REVENUES*

Rincian beban pokok pendapatan berdasarkan jenis produk: / *The details of cost of revenues based on type of products are as follows:*

	2025	2024	
Paket wisata	184.941.113.278	158.128.781.974	*Tour packages*
Lain-lain	46.967.371.384	68.085.716.706	*Others*
Jumlah	**231.908.484.662**	**226.214.498.680**	***Total***

Rincian beban pokok pendapatan berdasarkan sumber beban: / *The details of cost of revenues based on source of cost:*

	2025	2024	
Pihak ketiga	227.752.638.866	219.588.867.742	*Third parties*
Pihak berelasi (Catatan 22)	4.155.845.796	6.625.630.938	*Related parties (Note 22)*
Jumlah	**231.908.484.662**	**226.214.498.680**	***Total***

Beban pokok pendapatan lain-lain merupakan beban pokok atas penjualan *food and beverages* dan tiket masuk tempat wisata.

Others in costs of revenues represents cost of sales of food and beverages and excursion.

19. BEBAN PENJUALAN / *SELLING EXPENSES*

Rincian beban penjualan adalah sebagai berikut: / *The details of selling expenses are as follows:*

	2025	2024	
Fee manajemen (Catatan 22 dan 24)	2.616.474.045	3.303.603.586	*Management fee (Notes 22 and 24)*
Lain-lain	243.686.470	297.472.259	*Others*
Jumlah	**2.860.160.515**	**3.601.075.845**	***Total***

20. BEBAN UMUM DAN ADMINISTRASI / *GENERAL AND ADMINISTRATIVE EXPENSES*

Rincian beban umum dan administrasi adalah sebagai berikut: / *The details of general and administrative expenses are as follows:*

	2025	2024	
Gaji dan tunjangan karyawan	19.662.301.523	14.730.095.771	*Salaries and employee benefits*
Pajak	4.998.923.502	7.228.574.414	*Taxes*
Penyusutan aset tetap (Catatan 9)	3.077.153.184	667.990.785	*Depreciation of fixed assets (Note 9)*
Pelatihan dan pengembangan	741.134.750	2.709.209.129	*Training and development*
Jamuan	457.040.213	589.274.156	*Entertainment*
Imbalan kerja jangka panjang (Catatan 15)	310.912.049	384.080.932	*Long-term employee benefits (Note 15)*
Listrik dan air	165.445.798	162.318.072	*Electricity and water*
Sewa kantor	396.674.125	897.580.291	*Office rental*
Lain-lain	14.697.262.570	2.955.620.756	*Others*
Jumlah	**44.506.847.714**	**30.324.744.306**	***Total***

21. BEBAN KEUANGAN / *FINANCE CHARGES*

Akun ini terdiri dari: / *This account consists of:*

	2025	2024	
Beban administrasi bank	508.601.863	509.667.342	*Bank administration expenses*
Beban bunga liabilitas sewa (Catatan 13)	29.511.243	-	*Lease liabilities interest expense (Note 13)*
Jumlah	**538.113.106**	**509.667.342**	***Total***

22. SALDO DAN TRANSAKSI DENGAN PIHAK-PIHAK BERELASI / *ACCOUNTS AND TRANSACTIONS WITH RELATED PARTIES*

Perusahaan, dalam kegiatan usaha normal, melakukan transaksi usaha dan lainnya dengan pihak-pihak berelasi. / *The Company, in its reguler conduct of business, engages in business and other transactions with certain related parties.*

Rincian saldo dan transaksi dengan pihak-pihak berelasi adalah sebagai berikut: / *The details of accounts and transactions with related parties are as follows:*

	2025	2024	
Piutang Usaha (Catatan 6)			***Trade Receivables (Note 6)***
SOTC Travel Services Pvt Ltd	178.906.075	349.105.638	*SOTC Travel Services Pvt Ltd*
Asian Trails Thailand	57.644.975	115.001.271	*Asian Trails Thailand*
Thomas Cook India Ltd	52.793.050	443.049.161	*Thomas Cook India Ltd*
Asian Trails Malaysia	30.131.725	387.296.517	*Asian Trails Malaysia*
Asian Trails Cambodia	7.449.890	-	*Asian Trails Cambodia*
Asian Trails Singapore	-	149.462.053	*Asian Trails Singapore*
Jumlah	**326.925.715**	**1.443.914.640**	***Total***

22. SALDO DAN TRANSAKSI DENGAN PIHAK-PIHAK BERELASI (lanjutan)

Rincian saldo dan transaksi dengan pihak-pihak berelasi adalah sebagai berikut: (lanjutan)

22. ACCOUNTS AND TRANSACTIONS WITH RELATED PARTIES (continued)

The details of accounts and transactions with related parties are as follows: (continued)

	2025	2024	
Piutang Usaha (Catatan 6) (lanjutan)			***Trade Receivables (Note 6) (continued)***
Persentase terhadap Jumlah Aset	**0,48**	**1,77**	***Percentage of Total Assets***
Piutang Lain-lain (Catatan 7)			***Other Receivables (Note 7)***
Asian Trails Holding Ltd	9.921.625.000	9.576.525.000	*Asian Trails Holding Ltd*
Persentase terhadap Jumlah Aset	**14,15**	**11,75**	***Percentage of Total Assets***
Utang Usaha (Catatan 10)			***Trade Payables (Note 10)***
Asian Trails Thailand	1.009.192.344	546.457.440	*Asian Trails Thailand*
Persentase terhadap Jumlah Liabilitas	**2,17**	**0,97**	***Percentage of Total Liabilities***
Pendapatan (Catatan 17)			***Revenues (Note 17)***
Thomas Cook India Ltd.	1.886.586.816	3.522.833.608	*Thomas Cook India Ltd*
SOTC Travel Services Pvt Ltd.	1.606.865.280	1.554.869.587	*SOTC Travel Services Pvt Ltd*
Asian Trails Thailand	1.096.467.967	1.979.450.434	*Asian Trails Thailand*
Asian Trails Malaysia	1.016.275.658	771.604.012	*Asian Trails Malaysia*
Asian Trails Singapore	19.249.690	198.989.739	*Asian Trails Singapore*
Asian Trails Cambodia	-	209.098.164	*Asian Trails Cambodia*
Asian Trails Vietnam	-	195.683.839	*Asian Trails Vietnam*
Jumlah	**5.625.445.411**	**8.432.529.383**	***Total***
Persentase terhadap Jumlah Pendapatan	**1,89**	**3,05**	***Percentage to Total Revenues***
Beban Pokok Pendapatan (Catatan 18)			***Cost of Revenue (Note 18)***
Thomas Cook India Ltd.	1.486.219.857	2.856.979.132	*Thomas Cook India Ltd*
SOTC Travel Services Pvt Ltd.	1.357.536.227	1.259.397.390	*SOTC Travel Services Pvt Ltd*
Asian Trails Malaysia	688.940.248	539.751.403	*Asian Trails Malaysia*
Asian Trails Thailand	623.149.464	1.504.904.248	*Asian Trails Thailand*
Asian Trails Vietnam	-	167.931.764	*Asian Trails Vietnam*
Asian Trails Singapore	-	148.436.333	*Asian Trails Singapore*
Asian Trails Cambodia	-	148.230.668	*Asian Trails Cambodia*
Jumlah	**4.155.845.796**	**6.625.630.938**	***Total***
Persentase terhadap Jumlah Beban Pokok Pendapatan	**1,79**	**2,93**	***Percentage to Total Cost of Revenue***
Beban Penjualan (Catatan 19)			***Selling Expenses (Note 19)***
Asian Trails Holding Ltd	2.616.474.045	3.303.603.586	*Asian Trails Holding Ltd*
Persentase terhadap Jumlah Beban Penjualan	**91,48**	**91,74**	***Percentage to Total Selling Expenses***

Syarat dan ketentuan transaksi dengan pihak-pihak berelasi

Jumlah piutang lain-lain dari Asian Trails Holding Ltd merupakan pembayaran sehubungan dengan kegiatan operasional yang dibayar terlebih dahulu oleh Perusahaan. Jumlah piutang dari pihak berelasi ini dikenakan bunga dan tidak memiliki jangka waktu pembayaran yang pasti. Pinjaman ini dikenakan suku bunga sebesar 5,44%, pada tanggal 31 Desember 2025.

Pada tanggal 31 Desember 2025 dan 2024 pendapatan bunga dari Asian Trails Holding Ltd masing masing adalah sebesar Rp 539.909.927 dan Rp 628.475.681.

Terms and conditions of the transactions with related parties

Amounts due from Asian Trails Holding Ltd represent payments relating to operational activities which are paid in advance by the Company. The amounts due from these related parties are subject to interest and have no definite repayment terms. The loan is charged with 5.44% interest, as at December 31, 2025.

As at December 31, 2025 and 2024, interest income from Asian Trails Holding Ltd. amounting to Rp 539,909,927 and Rp 628,475,681, respectively.

22. SALDO DAN TRANSAKSI DENGAN PIHAK-PIHAK BERELASI (lanjutan)

Syarat dan ketentuan transaksi dengan pihak-pihak berelasi (lanjutan)

Pada tanggal 31 Desember 2025 dan 2024 piutang lain-lain kepada Asian Trails Holding Ltd adalah sebesar US$ 595.000.

Sifat hubungan dan transaksi dengan pihak-pihak berelasi adalah sebagai berikut:

22. ACCOUNTS AND TRANSACTIONS WITH RELATED PARTIES (continued)

Terms and conditions of the transactions with related parties (lanjutan)

As at December 31, 2025 and 2024, other receivables from Asian Trails Holding Ltd amounting to US$ 595,000.

The nature of relationship and transactions with the related parties are as follows:

Pihak berelasi/ *Related parties*	**Sifat hubungan/ *Nature of relationship***	**Transaksi/ *Transaction***
Asian Trails Holding Ltd.	Pemegang saham/*Shareholder*	Transaksi usaha dan lainnya/ *Trade and other transactions*
Asian Trails Thailand	Entitas yang berada di bawah pengendalian yang sama/ *Entity under common control*	Transaksi usaha/ *Trade transactions*
Asian Trails Malaysia	Entitas yang berada di bawah pengendalian yang sama/ *Entity under common control*	Transaksi usaha/ *Trade transactions*
Asian Trails Singapore	Entitas yang berada di bawah pengendalian yang sama/ *Entity under common control*	Transaksi usaha/ *Trade transactions*
Asian Trails Cambodia	Entitas yang berada di bawah pengendalian yang sama/ *Entity under common control*	Transaksi usaha/ *Trade transactions*
Asian Trails Vietnam	Entitas yang berada di bawah pengendalian yang sama/ *Entity under common control*	Transaksi usaha/ *Trade transactions*
Thomas Cook India Ltd.	Entitas yang berada di bawah pengendalian yang sama/ *Entity under common control*	Transaksi usaha/ *Trade transactions*
SOTC Travel Services Pvt Ltd.	Entitas yang berada di bawah pengendalian yang sama/ *Entity under common control*	Transaksi usaha/ *Trade transactions*

23. TUJUAN DAN KEBIJAKAN MANAJEMEN RISIKO KEUANGAN

Risiko-risiko utama yang timbul dari instrumen keuangan yang dimiliki Perusahaan adalah risiko suku bunga, risiko mata uang asing, risiko kredit dan risiko likuiditas. Kegiatan operasional Perusahaan dijalankan secara berhati-hati dengan mengelola risiko-risiko tersebut agar tidak menimbulkan potensi kerugian bagi Perusahaan.

Manajemen risiko merupakan tanggung jawab Direksi. Direksi bertugas menentukan prinsip dasar kebijakan manajemen risiko Perusahaan secara keseluruhan serta kebijakan pada area tertentu seperti risiko mata uang asing, risiko suku bunga, risiko kredit, dan risiko likuiditas.

Faktor-faktor Risiko Keuangan

Risiko Mata Uang Asing

Risiko nilai tukar mata uang asing adalah risiko bahwa nilai wajar atau arus kas masa depan instrumen keuangan akan berfluktuasi karena perubahan dalam nilai tukar mata uang. Eksposur Perusahaan terhadap fluktuasi nilai tukar mata uang asing, terutama disebabkan oleh penjualan dan pembelian dalam mata uang asing.

23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The main risks arising from the Company's financial instruments are interest rate risk, foreign exchange risk, credit risk and liquidity risk. The operational activities of the Company are managed in a prudent manner by managing those risks to minimize potential losses.

Risk management is the responsibility of the Board of Directors ("BOD"). The BOD has the responsibility to determine the basic principles of the Company's risk management as well as principles covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, and liquidity risk.

Financial Risk Factors

Foreign Exchange Risk

Foreign exchange rate 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 exposure to exchange rate fluctuations results primarily from foreign currency denominated sales and purchases.

23. TUJUAN DAN KEBIJAKAN MANAJEMEN RISIKO KEUANGAN (lanjutan)

23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Faktor-faktor Risiko Keuangan (lanjutan)

Financial Risk Factors (continued)

Risiko Mata Uang Asing (lanjutan)

Foreign Exchange Risk (continued)

Tabel berikut menjelaskan eksposur Perusahaan atas risiko nilai tukar mata uang asing pada tanggal 31 Desember 2025 dan 2024. Termasuk didalamnya adalah instrumen keuangan Perusahaan pada nilai tercatat, dikategorikan berdasarkan jenis mata uang.

The following table illustrates the Company's exposure to foreign currency exchange rate risk as at December 31, 2025 and 2024. Included in the table are financial instruments of the Company at carrying amounts categorized by currency.

	2025		2024		
	Mata Uang Asing/ *Original Currency*	Equivalent Rupiah/ *Equivalent in Rupiah*	Mata Uang Asing/ *Original Currency*	Equivalent Rupiah/ *Equivalent in Rupiah*	
Aset					***Assets***
Kas dan bank	US$ 2.281.153	37.666.394.452	US$ 2.088.130	33.073.889.115	*Cash on hand and in banks*
Piutang usaha	US$ 532.942	8.799.941.438	US$ 710.988	11.261.333.505	*Trade receivables*
Piutang lain-lain	US$ 626.195	10.441.802.792	US$ 750.945	12.086.459.775	*Other receivables*
Jumlah Aset		**56.908.138.682**		**56.421.682.395**	***Total Assets***

Pada tanggal 31 Desember 2025 dan 2024, dengan semua variable konstan, jika nilai tukar Rupiah menguat/melemah sebesar 1%, laba sebelum pajak untuk tahun yang berakhir pada tanggal 31 Desember 2025 dan 2024 akan lebih tinggi/rendah masing-masing sebesar Rp 569.081.387 dan Rp 564.216.824.

As at December 31, 2025 and 2024, with all other variables constant, if the Rupiah strengthened/weakened by 1% profit before tax for the years ended December 31, 2025 and 2024 would be higher/lower by Rp 569,081,387 and Rp 564,216,824, respectively.

Risiko Suku Bunga

Interest Rate Risk

Risiko suku bunga adalah risiko dimana nilai wajar atau arus kas kontraktual masa datang dari suatu instrumen keuangan akan terpengaruh akibat perubahan suku bunga pasar. Eksposur Perusahaan yang terpengaruh risiko suku bunga terutama terkait dengan piutang lain-lain - pihak berelasi.

Interest rate risk is the risk that the fair value or contractual future cash flows of a financial instruments will be affected due to changes in market interest rates. The Company's exposures to the interest rate risk relates primarily to other receivables - related party.

Pada tanggal 31 Desember 2025 dan 2024, jika suku bunga atas pinjaman lebih tinggi/rendah 1% dan variabel lain dianggap tetap, laba sebelum pajak untuk tahun-tahun yang berakhir pada tanggal tersebut akan lebih rendah/tinggi masing-masing sebesar Rp 5.399.099 dan Rp 6.284.757, terutama sebagai akibat tingginya/rendahnya beban bunga dari pinjaman dengan suku bunga mengambang.

As at December 31, 2025 and 2024, if interest rate on loan increased/decreased by 1% and with all other variables held constant, post-tax profit for the years then ended would have been Rp 5,399,099 and Rp 6,284,757, respectively, lower/higher mainly as a result of higher/lower interest expense on loans with floating rate.

Risiko Kredit

Credit Risk

Risiko kredit adalah risiko bahwa Perusahaan akan mengalami kerugian yang timbul dari pelanggan atau pihak lawan akibat gagal memenuhi kewajiban kontraktualnya. Manajemen berpendapat bahwa tidak terdapat risiko kredit yang terkonsentrasi secara signifikan. Perusahaan mengendalikan risiko kredit dengan cara melakukan hubungan usaha dengan pihak lain yang memiliki kredibilitas, menetapkan kebijakan verifikasi dan otorisasi kredit, serta memantau kolektibilitas piutang secara berkala untuk mengurangi jumlah piutang tak tertagih.

Credit risk is the risk that the Company will incur a loss arising from the customers or counterparties which fail to fulfill their contractual obligations. Management believes that there are no significant concentrations of credit risk. The Company manages and controls the credit risk by dealing only with recognized and credit worthy parties, setting internal policies on verifications and authorizations of credit, and regularly monitoring the collectibility of receivables to reduce the exposure to bad debts.

23. TUJUAN DAN KEBIJAKAN MANAJEMEN RISIKO KEUANGAN (lanjutan)

Faktor-faktor Risiko Keuangan (lanjutan)

Risiko Kredit (lanjutan)

Risiko kredit timbul dari kas dan bank, piutang usaha dan piutang lain-lain.

Berdasarkan evaluasi tersebut, pihak manajemen akan menentukan perkiraan jumlah yang tidak dapat ditagih atas piutang tersebut serta menentukan pembentukan akun cadangan kerugian kerugian kredit ekspektasian atas piutang usaha tersebut. Lihat Catatan 6 atas laporan keuangan untuk informasi analisis umur piutang usaha.

Manajemen menempatkan kas dan bank hanya pada bank dan lembaga keuangan yang bereputasi baik dan terpercaya.

Tabel di bawah merinci kualitas kredit aset keuangan Perusahaan serta eksposur maksimum risiko kredit:

23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Financial Risk Factors (continued)

Credit Risk (continued)

Credit risk arises from cash on hand and in banks, trade receivables and other receivables.

Based on the evaluation, management will determine the estimated uncollectible amount for receivables and determine the establishment of an allowance for expected credit losses on trade receivables. Refer to Note 6 to the financial statements for the information regarding the aging analysis of trade receivables.

Management places cash on hand and in banks only with reputable and reliable banks and financial institutions.

The table below details the credit quality of the Company's financial assets as well as maximum exposure to credit risk:

	2025					
	Belum Jatuh Tempo dan Tidak Mengalami Penurunan Nilai/ ***Neither Past Due nor Impaired***	**Telah Jatuh Tempo tetapi Tidak Mengalami Penurunan Nilai/** ***Past Due but Not Impaired***	**Mengalami Penurunan** ***Nilai/ Impaired***	**Penyisihan Penurunan Nilai//** ***Allowance for Impairment***	**Jumlah/** ***Total***	
Kas dan setara kas	38.098.750.855	-	-	-	38.098.750.855	*Cash and cash equivalents*
Piutang usaha	868.267.417	-	9.898.829.608	(1.967.155.587)	8.799.941.438	*Trade receivables*
Piutang lain-lain	10.441.802.792	-	-	-	10.441.802.792	*Other receivables*
Jumlah	**49.408.821.064**	**-**	**9.898.829.608**	**(1.967.155.587)**	**57.340.495.085**	***Total***

	2024					
	Belum Jatuh Tempo dan Tidak Mengalami Penurunan Nilai/ ***Neither Past Due nor Impaired***	**Telah Jatuh Tempo tetapi Tidak Mengalami Penurunan Nilai/** ***Past Due but Not Impaired***	**Mengalami Penurunan** ***Nilai/ Impaired***	**Penyisihan Penurunan Nilai//** ***Allowance for Impairment***	**Jumlah/** ***Total***	
Kas dan setara kas	33.764.525.565	-	-	-	33.764.525.565	*Cash and cash equivalents*
Piutang usaha	1.872.877.292	9.388.456.213	-	-	11.261.333.505	*Trade receivables*
Piutang lain-lain	12.086.459.775	-	-	-	12.086.459.775	*Other receivables*
Jumlah	**47.723.862.632**	**9.388.456.213**	**-**	**-**	**57.112.318.845**	***Total***

Risiko Likuiditas

Risiko likuiditas adalah risiko kerugian yang timbul karena Perusahaan tidak memiliki arus kas yang cukup untuk memenuhi liabilitasnya.

Dalam pengelolaan risiko likuiditas, manajemen memantau dan menjaga jumlah kas dan bank yang dianggap memadai untuk membiayai operasional Perusahaan dan untuk mengatasi dampak fluktuasi arus kas. Manajemen juga melakukan evaluasi berkala atas proyeksi arus kas dan arus kas aktual, termasuk jadwal jatuh tempo utang, dan terus menerus melakukan penelaahan pasar keuangan untuk mendapatkan sumber pendanaan yang optimal.

Liquidity Risk

Liquidity risk is a risk arising when the cash flow position of the Company is not enough to cover the liabilities which become due.

In the management of liquidity risk, management monitors and maintains a level of cash on hand and in banks deemed adequate to finance the Company's operations and to mitigate the effects of fluctuation in cash flows. Management also regularly evaluates the projected and actual cash flows, including loan maturity profiles, and continuously assess conditions in the financial markets for opportunities to obtain optimal funding sources.

23. TUJUAN DAN KEBIJAKAN MANAJEMEN RISIKO KEUANGAN (lanjutan)

23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Faktor-faktor Risiko Keuangan (lanjutan)

Financial Risk Factors (continued)

Risiko Likuiditas (lanjutan)

Liquidity Risk (continued)

Tabel di bawah ini menganalisa liabilitas keuangan Perusahaan yang diselesaikan secara neto yang dikelompokkan berdasarkan periode yang tersisa sampai dengan tanggal jatuh tempo kontraktual. Jumlah yang diungkapkan dalam tabel merupakan arus kas kontraktual yang tidak didiskontokan:

The table below analyzes the Company's financial liabilities into relevant maturity groupings based on the remaining period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows:

	2025				
	< 1 Tahun/ *< 1 Year*	1 Tahun/ *1 Year*	> 1 Tahun/ *> 1 Year*	Jumlah/ *Total*	
Liabilitas Keuangan					***Financial Liabilities***
Utang usaha	22.497.979.868	-	983.371.940	23.481.351.808	*Trade payables*
Utang lain-lain	206.180.440	-	-	206.180.440	*Other payables*
Biaya masih harus dibayar	8.078.505.936	-	-	8.078.505.936	*Accrued expenses*
Liabilitas sewa	-	504.000.000	1.890.000.000	2.394.000.000	*Lease liabilities*
Jumlah Liabilitas Keuangan	**30.782.666.244**	**504.000.000**	**2.873.371.940**	**34.160.038.184**	***Total Financial Liabilities***

	2024				
	< 1 Tahun/ *< 1 Year*	1 Tahun/ *1 Year*	> 1 Tahun/ *> 1 Year*	Jumlah/ *Total*	
Liabilitas Keuangan					***Financial Liabilities***
Utang usaha	31.011.363.150	-	49.669.170	31.061.032.320	*Trade payables*
Utang lain-lain	1.395.533.070	-	-	1.395.533.070	*Other payables*
Biaya masih harus dibayar	8.947.593.811	-	-	8.947.593.811	*Accrued expenses*
Jumlah Liabilitas Keuangan	**41.354.490.031**	**-**	**49.669.170**	**41.404.159.201**	***Total Financial Liabilities***

Nilai Wajar Instrumen Keuangan

Fair Value of Financial Instruments

Tabel berikut menyajikan klasifikasi instrumen keuangan dan membandingkan nilai tercatat dan estimasi nilai wajar dari instrumen keuangan yang dicatat di laporan posisi keuangan pada tanggal 31 Desember 2025 dan 2024 sebagai berikut:

The following table presents the classification of financial instruments and sets forth the carrying amounts and estimated fair values of the financial instruments that are carried in the statements of financial position as at December 31, 2025 and 2024 are as follows:

	2025		2024		
	Nilai Tercatat/ *Carrying Value*	Nilai Wajar/ *Fair Values*	Nilai Tercatat/ *Carrying Value*	Nilai Wajar/ *Fair Values*	
Aset Keuangan					***Financial Assets***
Kas dan bank	38.098.750.855	38.098.750.855	33.764.525.565	33.764.525.565	*Cash on hand and in banks*
Piutang usaha	8.799.941.438	8.799.941.438	11.261.333.505	11.261.333.505	*Trade receivables*
Piutang lain-lain	10.441.802.792	10.441.802.792	12.086.459.775	12.086.459.775	*Other receivables*
Jumlah Aset Keuangan	**57.340.495.085**	**57.340.495.085**	**57.112.318.845**	**57.112.318.845**	***Total Financial Assets***
Liabilitas Keuangan					***Financial Liabilities***
Utang usaha	23.481.351.808	23.481.351.808	31.061.032.320	31.061.032.320	*Trade payables*
Utang lain-lain	206.180.440	206.180.440	1.395.533.070	1.395.533.070	*Other payables*
Biaya masih harus dibayar	8.078.505.936	8.078.505.936	8.947.593.811	8.947.593.811	*Accrued expenses*
Liabilitas sewa	2.105.521.534	2.105.521.534	-	-	*Lease liabilities*
Jumlah Liabilitas Keuangan	**33.871.559.718**	**33.871.559.718**	**41.404.159.201**	**41.404.159.201**	***Total Financial Liabilities***

23. TUJUAN DAN KEBIJAKAN MANAJEMEN RISIKO KEUANGAN (lanjutan)

Nilai Wajar Instrumen Keuangan (lanjutan)

Nilai wajar aset dan liabilitas keuangan ditentukan berdasarkan jumlah dimana instrumen tersebut dapat dipertukarkan dalam transaksi kini antara pihak-pihak yang berkeinginan (*willing parties*) dan bukan merupakan pendapatan yang dipaksakan atau likuidasi.

Instrumen keuangan yang disajikan di dalam laporan posisi keuangan dicatat sebesar nilai wajar, atau disajikan dalam jumlah tercatat baik karena jumlah tersebut adalah kurang lebih sebesar nilai wajarnya atau karena nilai wajarnya tidak dapat diukur secara andal.

Metode dan asumsi berikut ini digunakan untuk mengestimasi nilai wajar untuk setiap kelompok instrumen keuangan yang praktis untuk memperkirakan nilai tersebut:

Nilai tercatat dari kas dan bank, piutang usaha, piutang lain-lain, utang usaha, utang lain-lain dan biaya masih harus dibayar mendekati nilai wajarnya karena bersifat jangka pendek.

Nilai tercatat liabilitas sewa diukur sebesar nilai kini dari pembayaran kontraktual *lessor* selama masa sewa, dengan tingkat diskonto yang ditentukan dengan mengacu pada tarif implisit dalam sewa kecuali hal ini tidak dapat segera ditentukan, dalam hal ini, bunga pinjaman inkremental Perusahaan digunakan saat dimulainya sewa.

23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Fair Value of Financial Instruments (continued)

The fair values of the financial assets and liabilities are determined based on the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced sale or liquidation.

Financial instruments presented in the statement of financial postion are carried at fair values, otherwise, they are presented at carrying amounts as either these are reasonable approximation of fair values or their fair values cannot be measured reliably.

The following methods and assumptions were used to estimate the fair value of each class of financial instrument for which it is practicable to estimate such value:

The carrying value of cash on hand and in banks, trade receivables, other receivables, trade payables, other payables and accrued expenses approximate their fair values due to their short-term nature.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate implicit in the lease unless this is not readily determinable, in which case, the Company's incremental borrowing rate on commencement of the lease is used.

24. IKATAN DAN PERJANJIAN PENTING

***Fee* Manajemen**

Berdasarkan perjanjian "Trademark License Agreement" tanggal 3 Februari 2000 antara Asian Trails Holding Ltd ("ATH") dengan Perusahaan, bahwa ATH telah menyetujui penggunaan merk dagang "Asian Trail" atau "Asian Trails" ("nama") dan atau nama-nama lain, logo dan lain-lain milik ATH dalam nama Perusahaan, nama bisnis dan produk dalam wilayah Republik di Indonesia. Selain itu, di dalam perjanjian tersebut juga telah disepakati bahwa ATH akan memberikan beberapa layanan kepada Perusahaan, yaitu lisensi penggunaan software yang digunakan untuk pembukuan Perusahaan.

Pada tahun 2025 dan 2024, *fee* manajemen yang dicatat oleh Perusahaan masing-masing adalah sebesar Rp 2.616.474.045 dan Rp 3.303.603.586 (Catatan 19 dan 22).

24. KEY COMMITMENTS AND AGREEMENTS

Management Fee

Based on the "Trademark License Agreement" dated February 3, 2000 between Asian Trails Holding Ltd ("ATH") with the Company, that the ATH has approved the use of the trademark "Asian Trail" or "Asian Trails" ("the name") and/ or other names, logos, etc, belonging to ATH in its Company name, business names and products within Republic of Indonesia. In addition, in the agreement it has also been agreed that ATH will provide several services to the Company, namely a license to use software used for the Company's bookkeeping.

In 2025 and 2024, management fees recorded by the Company amounted to Rp 2,616,474,045 and Rp 3,303,603,586, respectively (Notes 19 and 22).

25. REKLASIFIKASI AKUN / *25. RECLASSIFICATION OF ACCOUNTS*

Reklasifikasi tertentu telah dilakukan terhadap laporan keuangan tahun sebelumnya untuk meningkatkan keterbandingan dengan laporan keuangan tahun berjalan.

Certain reclassifications have been made to the prior year's financial statements to enhance comparability with the current year's financial statements.

	Sebelum Reklasifikasi/ *Before Reclassification*	Reklasifikasi/ *Reclassification*	Setelah Reklasifikasi/ *After Reclassification*	
Laporan posisi keuangan				***Statement of financial position***
Utang usaha				*Trade payable*
Pihak ketiga	1.913.953.020	28.600.621.860	30.514.574.880	*Third parties*
Biaya masih harus dibayar	37.548.215.671	(28.600.621.860)	8.947.593.811	*Accrued expenses*
Laporan laba rugi dan penghasilan komprehensif lain				***Statement of profit or loss and other comprehensive income***
Beban umum dan administrasi	(32.603.026.066)	2.278.281.760	(30.324.744.306)	*General and administrative expenses*
Lain-lain - neto	7.630.861.973	(2.278.281.760)	5.352.580.213	*Others - net*

26. AKTIVITAS YANG TIDAK MEMPENGARUHI ARUS KAS / *26. NON-CASH ACTIVITIES*

Aktivitas non-kas / *Non-cash activities*

	2025	2024	
Perolehan aset tetap melalui penambahan aset hak-guna dan liabilitas sewa	2.202.010.290	-	*Acquisition of fixed assets through acquisition of right-of-use assets and lease liabilities*

Rekonsiliasi utang neto / *Net debt reconciliation*

	31 Desember 2025/*December 31, 2025*				
	1 Januari/ *January 1, 2025*	Arus Kas/ *Cash Flows*	Transaksi non-kas/ *Non-cash transaction*	31 Desember/ *December 31, 2025*	
Liabilitas sewa	-	(96.488.756)	2.202.010.290	2.105.521.534	*Lease liabilities*

27. PERISTIWA SETELAH PERIODE PELAPORAN / *27. EVENTS AFTER THE REPORTING PERIOD*

Perkembangan geopolitik di Timur Tengah / *Geopolitical developments in the Middle East*

Setelah tanggal pelaporan, dinamika geopolitik global dan konflik yang terjadi di kawasan Timur Tengah, menyebabkan ketidakpastian geopolitik dan volatilitas di pasar keuangan dan energi global.

Subsequent to the reporting date, shifting global geopolitical dynamics and escalating conflicts in the Middle East have intensified geopolitical uncertainty and volatility across global financial and energy markets.

Manajemen secara aktif memantau perkembangan situasi geopolitik tersebut serta melakukan evaluasi terhadap potensi dampaknya terhadap kegiatan operasional dan kinerja keuangan Perusahaan.

Management actively monitors developments in the geopolitical situation and evaluates the potential impacts on the Company operational activities and financial performance.

27. PERISTIWA SETELAH PERIODE PELAPORAN (lanjutan)

Perkembangan geopolitik di Timur Tengah (lanjutan)

Pada tanggal otorisasi atas laporan keuangan ini, tidak memungkinkan untuk mengestimasi secara andal dampak keuangan yang mungkin timbul akibat potensi eskalasi lanjutan dari konflik tersebut pada laporan keuangan Perusahaan.

Manajemen akan terus memonitor perkembangan terkait konflik ini dan setiap dampak signifikan lebih lanjut, apabila ada, akan diungkapkan dalam pelaporan keuangan Perusahaan pada periode berikutnya.

27. EVENTS AFTER THE REPORTING PERIOD (continued)

Geopolitical developments in the Middle East (continued)

At the date of authorization of these financial statements, it is not possible to reliably estimate the financial impact that further escalation of the conflict may have on the Company financial statements.

Management will continue to monitor the developments of these conflicts, and any further significant impacts, if any, will be disclosed in the Company financial reporting for the subsequent periods.

ASIAN TRAILS (M) SDN. BHD.

Registration No. 200001012196 (514802-A)
Incorporated in Malaysia

FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED
31ST DECEMBER 2025

Registration No.
200001012196 (514802-A)

ASIAN TRAILS (M) SDN. BHD.

Incorporated in Malaysia

FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31ST DECEMBER 2025

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ASIAN TRAILS (M) SDN. BHD.

Incorporated in Malaysia

CORPORATE INFORMATION

DIRECTORS	Lersan Misitsakul Laurent Kunzle Emir Cherif
COMPANY SECRETARY	Chong Ai Ling (MIA 29380)
AUDITORS	Peter Chong & Co PLT (LLP0037938-LCA & AF 0165) Chartered Accountants
PRINCIPAL BANKERS	Citibank Berhad Deutsche Bank (Malaysia) Berhad Malayan Banking Berhad
IMMEDIATE HOLDING COMPANY	Asian Trails Holding Ltd
ULTIMATE HOLDING COMPANY	Fairfax Financial Holdings Limited
REGISTERED OFFICE	SOHO Suites @ KLCC Block A2, Level 28-3 & 3A No. 20, Jalan Perak 50450 Kuala Lumpur
PRINCIPAL PLACE OF BUSINESS	Suite 7.01, 7th Floor Wisma Mirama Jalan Wisma Putra 50460 Kuala Lumpur

Registration No.
200001012196 (514802-A)

ASIAN TRAILS (M) SDN. BHD.

Incorporated in Malaysia

DIRECTORS' REPORT

The Directors have pleasure in presenting their report together with the audited financial statements of the Company for the financial year ended 31st December 2025.

PRINCIPAL ACTIVITIES

The Company is principally engaged in the business of providing holidays, tours and travel services to overseas and local clientele. There have been no significant changes in the nature of these principal activities during the financial year.

FINANCIAL RESULTS

	RM
Profit for the financial year	10,445

DIVIDENDS

No dividend has been paid, declared or proposed by the Company since the end of the previous financial year. The Directors also do not recommend any dividend for the current financial year.

RESERVES AND PROVISIONS

There were no material transfers to or from reserves or provisions during the financial year.

ISSUE OF SHARES AND DEBENTURES

The Company has not issued any new shares or debentures during the financial year.

SHARE OPTIONS

No options have been granted by the Company to any parties during the financial year to take up unissued shares of the Company.

No shares have been issued during the financial year by virtue of the exercise of any options to take up unissued shares of the Company. As at the end of the financial year, there were no unissued shares of the Company under options.

DIRECTORS' REPORT (Cont'd)

DIRECTORS IN OFFICE

The following Directors served on the Board since the date of the last report:

Lersan Misitsakul
Laurent Kunzle
Emir Cherif

DIRECTORS' BENEFITS

Since the end of the previous financial year, none of the Directors of the Company has received or become entitled to receive any benefit (other than Directors' remuneration as disclosed in the financial statements) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has substantial financial interest except for:

a) certain Directors who received remuneration from related corporations in their capacities as directors and/or executives of those related corporations; and

b) any deemed benefits which may arise from the related party transactions as disclosed in Note 18 to the financial statements.

Neither during nor at the end of the financial year, was the Company a party to any arrangements whose object is to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

DIRECTORS' REMUNERATION

The details of Directors' remuneration during the financial year were as follows:

	RM
Salaries, bonuses and allowances	668,619

DIRECTORS' INTEREST

None of the Directors in office at the end of the financial year held or dealt in shares of the Company and its related corporations during the financial year.

DIRECTORS' REPORT (Cont'd)

OTHER STATUTORY INFORMATION

Before the financial statements of the Company were made out, the Directors took reasonable steps:

a) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and have satisfied themselves that all known bad debts had been written off and that adequate provision had been made for doubtful debts; and

b) to ensure that any current assets which were unlikely to realise their book values in the ordinary course of business had been written down to their expected realisable values.

At the date of this report, the Directors are not aware of any circumstances:

a) which would render the amount written off for bad debts or the amount of the provision for doubtful debts in the financial statements of the Company inadequate to any substantial extent; or

b) which would render the values attributed to the current assets in the financial statements of the Company misleading; or

c) which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Company misleading or inappropriate; or

d) not otherwise dealt with in this report or financial statements, which would render any amount stated in the financial statements of the Company misleading.

At the date of this report, there does not exist:

a) any charge on the assets of the Company which has arisen since the end of the financial year to secure the liability of any other person; or

b) any contingent liability of the Company which has arisen since the end of the financial year.

No contingent or other liability has become enforceable or is likely to become enforceable within the year of twelve months after the end of the financial year which, in the opinion of the Directors, will or may substantially affect the ability of the Company to meet its obligations as and when they fall due.

DIRECTORS' REPORT (Cont'd)

OTHER STATUTORY INFORMATION (cont'd)

In the opinion of the Directors,

a) the results of the Company's operations during the financial year have not been substantially affected by any item, transaction or event of a material and unusual nature; and

b) there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Company for the financial year in which this report is made.

HOLDING COMPANIES

The immediate holding company of the Company is Asian Trails Holding Ltd, incorporated in Mauritius and the ultimate holding company of the Company is Fairfax Financial Holdings Limited, incorporated in Ontario, Canada.

INDEMNITIES TO DIRECTORS OR OFFICERS

There has been no indemnity given to or insurance effected for any director or officer of the Company during the financial year.

[The remainder of this page is intentionally left blank.]

DIRECTORS' REPORT (Cont'd)

AUDITORS

The auditors, Peter Chong & Co PLT (LLP0037938-LCA & AF 0165), Chartered Accountants, have expressed their willingness to accept re-appointment.

Auditors' remuneration of the Company for the financial year ended 31st December 2025 were as follows:

	RM
Auditors' remuneration	
- current year	23,000
- under provision in prior year	1,000

No payment has been made to indemnify auditors during or since the financial year.

Signed on behalf of the Board
in accordance with a resolution of the Directors

.....
LAURENT KUNZLE
Director

.....
EMIR CHERIF
Director

Dated: 16 MAR 2026

Kuala Lumpur

Registration No.
200001012196 (514802-A)

ASIAN TRAILS (M) SDN. BHD.

Incorporated in Malaysia

STATEMENT BY DIRECTORS

Pursuant to Section 251(2) of the Companies Act 2016

The Directors of **ASIAN TRAILS (M) SDN. BHD.** state that, in the opinion of the Directors, the financial statements set out on pages 13 to 50 are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia, so as to give a true and fair view of the financial position of the Company as at 31st December 2025 and of its financial performance and cash flow of the Company for the financial year ended on that date.

Signed on behalf of the Board
in accordance with a resolution of the Directors

.....
LAURENT KUNZLE
Director

.....
EMIR CHERIF
Director

Dated: 16 MAR 2026

Kuala Lumpur

Registration No.
200001012196 (514802-A)

ASIAN TRAILS (M) SDN. BHD.

Incorporated in Malaysia

STATUTORY DECLARATION

Pursuant to Section 251(1)(b) of the Companies Act 2016

I, **EMIR CHERIF**, being the Director primarily responsible for the financial management of **ASIAN TRAILS (M) SDN. BHD.**, do solemnly and sincerely declare that to the best of my knowledge and belief, the financial statements set out on pages 13 to 50 are correct.

And I make this solemn declaration, conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by the abovenamed **EMIR CHERIF** at **KUALA LUMPUR** in the **FEDERAL TERRITORY** this day of

16 MAR 2026

) .....
) **EMIR CHERIF**

Before me

PESURUHJAYA SUMPAH
W 907
RAJINDER KAUR A/P SHER SINGH
1/1/2025-29/6/2027
MALAYSIA

.....
Commissioner for Oaths

No. 38, Tingkat 8,
Kompleks Mutiara,
Jalan Sultan Azlan Shah,
51200 Kuala Lumpur

Peter Chong & Co PLT
LLP0037938-LCA & AF 0165
Chartered Accountants

SOHO Suites @ KLCC
Block A2, Level 31-3
No. 20 Jalan Perak
50450 Kuala Lumpur, Malaysia
Tel : 603-21817447
Fax : 603-21818522
Email : info@peterchongco.com
Website : www.peterchongco.com

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF

ASIAN TRAILS (M) SDN. BHD.

Registration No. 200001012196 (514802-A)
Incorporated in Malaysia

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **ASIAN TRAILS (M) SDN. BHD.**, which comprise the statement of financial position as at 31st December 2025, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policies information, as set out on pages 13 to 50.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31st December 2025, and of its financial performance and its cash flows for the year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

Basis for Opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 to the financial statements which disclosed the premise upon which the Company has prepared its financial statements by applying the going concern assumption, as at that date, the Company's current liabilities exceeded its current assets by RM5,148,199 and capital deficiency of RM7,899,430, thereby indicating the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

The preparation of the financial statements of the Company on a going concern basis is dependent upon the continuous financial support from its immediate holding company.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF

ASIAN TRAILS (M) SDN. BHD.

Registration No. 200001012196 (514802-A)
Incorporated in Malaysia
(Cont'd)

Independence and Other Ethical Responsibilities
We are independent of the Company in accordance with the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

Information Other than the Financial Statements and Auditors' Report Thereon
The Directors of the Company are responsible for the other information. The other information comprises the Directors' Report, but does not include the financial statements of the Company and our auditors' report thereon.

Our opinion on the financial statements of the Company does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements of the Company, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Company or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Statements
The Directors of the Company are responsible for the preparation of financial statements of the Company that give a true and fair view in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of financial statements of the Company that are free from material misstatement, whether due to fraud or error.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF

ASIAN TRAILS (M) SDN. BHD.

Registration No. 200001012196 (514802-A)
Incorporated in Malaysia
(Cont'd)

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

Auditors' Responsibilities for the Audit of the Financial Statements
Our objectives are to obtain reasonable assurance about whether the financial statements of the Company 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 approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.

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

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

We communicate with the Directors 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.

Other Matters
This report is made solely to the members of the Company, as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

Peter Chong & Co PLT
No. LLP0037938-LCA & AF 0165
Chartered Accountants

Datuk Chong Ton Nen @ Peter Chong
No. 00394/03/2028 J
Chartered Accountant

Dated: 16 MAR 2026

Kuala Lumpur

Registration No.
200001012196 (514802-A)

ASIAN TRAILS (M) SDN. BHD.

Incorporated in Malaysia

STATEMENT OF FINANCIAL POSITION AS AT 31ST DECEMBER 2025

	Note	2025 RM	2024 RM
ASSETS			
Non-current assets			
Property, plant and equipment	5	292,459	351,870
Right-of-use assets	6	470,371	508,614
Total non-current assets		762,830	860,484
Current assets			
Receivables	7	6,186,302	5,979,847
Cash and bank balances		1,871,585	2,321,621
Total current assets		8,057,887	8,301,468
TOTAL ASSETS		8,820,717	9,161,952
EQUITY AND LIABILITIES			
Equity attributable to owner of the Company			
Share capital	8	5,500,000	5,500,000
Accumulated losses		(13,399,430)	(13,409,875)
Total equity		(7,899,430)	(7,909,875)
Non-current liabilities			
Payables	9	3,286,980	5,410,515
Lease liabilities	10	227,081	266,005
Total non-current liabilities		3,514,061	5,676,520
Current liabilities			
Payables	9	12,807,243	11,066,939
Lease liabilities	10	251,600	250,397
Contract liabilities	11	147,243	77,971
Total current liabilities		13,206,086	11,395,307
Total liabilities		16,720,147	17,071,827
TOTAL EQUITY AND LIABILITIES		8,820,717	9,161,952

The attached notes form an integral part of these financial statements.

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ASIAN TRAILS (M) SDN. BHD.

Incorporated in Malaysia

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR ENDED 31ST DECEMBER 2025

	Note	2025 RM	2024 RM
REVENUE	12	56,866,501	47,255,816
COST OF SALES	13	(45,555,935)	(37,137,288)
GROSS PROFIT		11,310,566	10,118,528
OTHER OPERATING INCOME		2,096,058	2,256,244
MARKETING COSTS		(592,193)	(586,884)
ADMINISTRATIVE EXPENSES		(12,262,956)	(11,132,538)
PROFIT FROM OPERATIONS	14	551,475	655,350
FINANCE COSTS	15	(541,030)	(691,105)
PROFIT/ (LOSS) BEFORE TAXATION		10,445	(35,755)
TAXATION	16	-	-
PROFIT/ (LOSS) FOR THE FINANCIAL YEAR		10,445	(35,755)
OTHER COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR		-	-
TOTAL COMPREHENSIVE INCOME/ (LOSS) ATTRIBUTABLE TO OWNER OF COMPANY		10,445	(35,755)

The attached notes form an integral part of these financial statements.

Registration No.
200001012196 (514802-A)

ASIAN TRAILS (M) SDN. BHD.

Incorporated in Malaysia

STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31ST DECEMBER 2025

	Attributable to owner of the Company		
	Share capital RM	**Accumulated losses RM**	**Total RM**
As at 1st January 2024	5,500,000	(13,374,120)	(7,874,120)
Total comprehensive loss	-	(35,755)	(35,755)
As at 31st December 2024/ 1st January 2025	5,500,000	(13,409,875)	(7,909,875)
Total comprehensive income	-	10,445	10,445
As at 31st December 2025	5,500,000	(13,399,430)	(7,899,430)

The attached notes form an integral part of these financial statements.

Registration No.
200001012196 (514802-A)

ASIAN TRAILS (M) SDN. BHD.

Incorporated in Malaysia

STATEMENT OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31ST DECEMBER 2025

	2025 RM	2024 RM
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit/ (loss) before taxation	10,445	(35,755)
Adjustments for:-		
Bad debts written off	2,920	98,049
Depreciation of property, plant and equipment	168,188	179,003
Depreciation of right-of-use assets	261,672	247,048
Expenses relating to short-term lease	-	15,200
Gain on disposal of property, plant and equipment	(85,489)	-
Interest expenses	541,030	691,105
Loss arising from remeasurement of lease liabilities	911	-
Unrealised gain on foreign exchange	(611,962)	(267,403)
Operating profit before working capital changes	287,715	927,247
Receivables	(313,498)	(889,382)
Payables	453,248	1,495,985
Cash generated from operations	427,465	1,533,850
Short-term lease payment	-	(15,200)
Net cash generated from operating activities	427,465	1,518,650
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(108,806)	(213,326)
Proceeds from disposal of property, plant and equipment	85,518	-
Net cash used in investing activities	(23,288)	(213,326)

The above statement of cash flows is to be read in conjunction with the notes to the financial statements.

ASIAN TRAILS (M) SDN. BHD.

Incorporated in Malaysia

STATEMENT OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31ST DECEMBER 2025 (Cont'd)

	Note	2025 RM	2024 RM
CASH FLOWS FROM FINANCING ACTIVITIES			
Interest paid		(525,594)	(676,330)
Payments for the principal portion of lease liabilities		(262,061)	(247,522)
Repayment of interest on lease liabilities		(15,436)	(14,775)
Net cash used in financing activities		(803,091)	(938,627)
NET (DECREASE)/ INCREASE IN CASH AND CASH EQUIVALENTS		(398,914)	366,697
Effect of exchange rate changes on cash and cash equivalents		(51,122)	33,883
CASH AND CASH EQUIVALENTS BROUGHT FORWARD		2,321,621	1,921,041
CASH AND CASH EQUIVALENTS CARRIED FORWARD	17	1,871,585	2,321,621

The reconciliation between the opening and closing balances in the statement of financial position for liabilities arising from financing activities is as follows:

Lease liabilities (Note 10)	2025 RM	2024 RM
As at 1st January	516,402	247,387
Non-cash changes	224,340	516,537
Cash flows	(262,061)	(247,522)
As at 31st December	478,681	516,402

The above statement of cash flows is to be read in conjunction with the notes to the financial statements.

STATEMENT OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31ST DECEMBER 2025 (Cont'd)

Cash outflows for leases as a lessee

	Note	2025 RM	2024 RM
Included in net cash from operating activities:			
- Interest paid in relation to lease liabilities		15,436	14,775
- Payment relating to short-term lease		-	15,200
Included in net cash from financing activities:			
- Payment of lease liabilities	10	262,061	247,522
Total cash outflows for leases		277,497	277,497

The above statement of cash flows is to be read in conjunction with the notes to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST DECEMBER 2025

1. GENERAL INFORMATION

The Company is principally engaged in the business of providing holidays, tours and travel services to overseas and local clientele. There have been no significant changes in the nature of these principal activities during the financial year.

The Company is a private limited company, incorporated and domiciled in Malaysia.

The immediate holding company of the Company is Asian Trails Holding Ltd, incorporated in Mauritius and the ultimate holding company of the Company is Fairfax Financial Holdings Limited, incorporated in Ontario, Canada.

The address of the registered office of the Company is SOHO Suites @ KLCC, Block A2, Level 28-3 & 3A, No. 20, Jalan Perak, 50450 Kuala Lumpur.

The principal place of business of the Company is at Suite 7.01, 7th Floor, Wisma Mirama, Jalan Wisma Putra, 50460 Kuala Lumpur.

The Board has authorised the issuance of financial statements on 16 MAR 2026

2. BASIS OF PREPARATION AND MEASUREMENT

The financial statements of the Company have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRSs"), International Financial Reporting Standards ("IFRSs") and the requirements of the Companies Act 2016 in Malaysia.

The financial statements have been prepared on the historical cost basis.

During the financial year, the Company has prepared its financial statements by applying the going concern assumption, as at that date, the Company's current liabilities exceeded its current assets by RM5,148,199 and capital deficiency of RM7,899,430, thereby indicating the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern.

The preparation of the financial statements of the Company on a going concern basis is dependent upon the continuous financial support from immediate holding company.

2. BASIS OF PREPARATION AND MEASUREMENT (cont'd)

The preparation of financial statements in conformity with MFRSs requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reported period. It also requires Directors to exercise their judgement in the process of applying the Company's accounting policies. Although these estimates and judgement are based on Directors' best knowledge of current events and actions, actual results may differ. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4.

The financial statements are presented in Ringgit Malaysia (RM), which is the Company's functional currency unless otherwise indicated.

The new accounting standards, amendments and improvements to published standards and interpretations that are effective and applicable for the Company's financial year beginning on or after 1st January 2025 are as follows:

(a) Amendments to MFRS 121 "Lack of Exchangeability"

The adoption of amendments to MFRS listed above did not have any impact on the current financial year or any prior financial year and is not likely to affect future financial years.

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3. MALAYSIAN FINANCIAL REPORTING STANDARDS ("MFRSs") AND AMENDMENTS TO MFRSs

MFRSs and Amendments to MFRSs which have been issued but not yet effective and relevant to the Company:

MFRSs and Amendments to MFRSs		Effective date
- MFRS 18	Presentation and Disclosure in Financial Statements	1st January 2027
Amendments to:		
- MFRS 7 and MFRS 9	Classification and Measurement of Financial Instruments	1st January 2026
- MFRS 107	Statement of Cash Flows	1st January 2026
- MFRS 121	Translation to a Hyperinflationary Presentation Currency	1st January 2027
Annual Improvements to MFRS Accounting Standards Volume 11		1st January 2026

The Company is in the process of assessing the impact of the new standards and amendments on the financial statements of the Company.

4. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the financial statements in conformity with Malaysian Financial Reporting Standards requires 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 recognised in the reporting period in which the estimates are revised and in any future reporting periods affected.

There are no significant areas of estimation uncertainty and critical judgements in applying accounting policies that have significant effect on the amounts recognised in the financial statements.

5. PROPERTY, PLANT AND EQUIPMENT

	Motor vehicles RM	Computers RM	Furniture and fittings RM	Office equipment RM	Renovation RM	Capital work-in-progress RM	Total RM
Cost							
As at 1st January 2024	458,777	943,429	70,200	182,442	157,659	66,526	1,879,033
Additions	-	186,134	908	11,495	-	14,789	213,326
Transfer from/ (to)	-	-	-	-	81,315	(81,315)	-
As at 31st December 2024/ 1st January 2025	458,777	1,129,563	71,108	193,937	238,974	-	2,092,359
Additions	-	89,616	1,588	17,602	-	-	108,806
Disposal	(150,551)	(78,359)	-	(23,312)	-	-	(252,222)
As at 31st December 2025	308,226	1,140,820	72,696	188,227	238,974	-	1,948,943

5. PROPERTY, PLANT AND EQUIPMENT (cont'd)

	Motor vehicles RM	Computers RM	Furniture and fittings RM	Office equipment RM	Renovation RM	Capital work-in-progress RM	Total RM
Accumulated depreciation							
As at 1st January 2024	408,341	795,579	63,947	159,022	134,597	-	1,561,486
Depreciation	50,432	98,959	3,362	9,191	17,059	-	179,003
As at 31st December 2024/ 1st January 2025	458,773	894,538	67,309	168,213	151,656	-	1,740,489
Depreciation	-	140,701	1,494	9,191	16,802	-	168,188
Disposal	(150,550)	(78,335)	-	(23,308)	-	-	(252,193)
As at 31st December 2025	308,223	956,904	68,803	154,096	168,458	-	1,656,484
Net carrying amounts							
As at 31st December 2025	3	183,916	3,893	34,131	70,516	-	292,459
As at 31st December 2024	4	235,025	3,799	25,724	87,318	-	351,870

5. PROPERTY, PLANT AND EQUIPMENT (cont'd)

(a) Material accounting policy information

(i) Recognition and measurement

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

(ii) Depreciation

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment from the date that they are available for use.

Capital work-in-progress are not depreciated until the assets are ready for their intended use.

The estimated useful lives for the current and comparative periods are as follows:

	Number of years
Motor vehicles	5
Computers	3
Furniture and fittings	5
Office equipment	5
Renovation	5

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6. RIGHT-OF-USE ASSETS

	2025	2024
Office	**RM**	**RM**
Carrying amounts		
As at 1st January	508,614	239,125
Addition	200,774	516,537
Remeasurement	22,655	-
Depreciation	(261,672)	(247,048)
As at 31st December	470,371	508,614

(a) The additional information about its leasing activities are as follows:

		2025	2024
		RM	**RM**
Office			
(i)	Lease term	2 - 3 years	2 - 3 years
(ii)	Renewal option	1 - 2 years	1 - 2 years
(iii)	Termination option	No	No
(iv)	Restriction imposed	No	No
(v)	Lease term determined by the management	2 - 3 years	2 - 3 years

The maturity analysis of lease liabilities is presented in Note 10.

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7. RECEIVABLES

	2025 RM	2024 RM
Trade receivables	3,196,217	2,188,071
Other receivables	3,821	1,274
Deposits	180,703	177,228
Prepayment	1,380,025	672,139
Amount owing from related companies - trade	1,425,536	2,941,135
	6,186,302	5,979,847

(a) The currency exposure profile of the receivables (exclude prepayment) is as follows (foreign currency balances are unhedged):

	2025 RM	2024 RM
Ringgit Malaysia	1,021,728	1,074,118
Euro	109,564	80,621
Singapore Dollar	645,666	1,901,924
US Dollar	3,029,319	2,251,045
	4,806,277	5,307,708

(b) The Company's normal trade receivables credit periods granted is 30 days (2024: 30 days).

7. RECEIVABLES (cont'd)

(c) The ageing analysis of the Company's trade receivables is as follows:

	2025 RM	2024 RM
Neither past due nor impaired	355,344	246,935
Past due but not impaired		
- 1 to 30 days	1,336,721	1,296,143
- 31 to 60 days	733,662	75,899
- 61 to 90 days	635,060	275,228
- 91 days and above	135,430	293,866
	2,840,873	1,941,136
	3,196,217	2,188,071

(d) Measurement of Expected Credit Loss ("ECL") – simplified approach
The Company applies the MFRS 9 simplified approach to measure ECL which uses a lifetime expected loss allowance for all trade receivables.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics. The expected loss rates are based on historical credit losses experienced by the Company. The historical loss rates are adjusted to reflect current and forward–looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

Amount owing from related companies
The amount owing from related companies is unsecured, interest-free and repayable upon demand. The Company has assessed the allowance for impairment loss for amount owing from related companies on a group basis. As at reporting date, the management is of the view that no allowance is to be recognised.

The related party transactions are disclosed in Note 18.

7. RECEIVABLES (cont'd)

(e) **Measurement of ECL – general 3-stage approach for financial assets other than trade receivables**
Other financial assets include other receivables and deposits.

The Company considers the probability of default upon initial recognition of asset and whether there has been any significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information, where available.

Based on the above, loss allowance is measured on either 12-month ECL or lifetime ECL.

Other receivables
Allowance for impairment loss is assessed for other receivables individually. The estimated impairment loss was immaterial.

Deposits
Deposits mainly represents deposit paid for rental of office premises. The deposit is refundable at the end of the leasing terms or upon termination of agreement. No allowance for impairment loss is recognised.

(f) Other information of receivables is disclosed in the following notes:

(i) Financial instruments – Note 19; and
(ii) Fair value measurement – Note 20.

8. SHARE CAPITAL

	2025 No. of shares	2024 No. of shares	2025 RM	2024 RM
Issued and fully paid:				
Ordinary shares	500,000	500,000	500,000	500,000
Redeemable and convertible preference shares ("RCPS")	5,000,000	5,000,000	5,000,000	5,000,000
	5,500,000	5,500,000	5,500,000	5,500,000

The salient features of the RCPS are as follows:

(a) Holders of the RCPS shall have the same rights as ordinary shareholders as regards receiving notices, reports and audited accounts and attending general meetings of the Company provided always that holders of the RCPS shall not have the right to vote or to move or second any resolutions at any general meeting of the Company except on each of the following circumstances:

- on a proposal to reduce or increase the Company's share capital;
- on a proposal for the disposal of the whole of the Company's property, business and undertaking;
- on a proposal that directly or indirectly varies or affects rights, privileges or conditions attached to the RCPS, or the exercise of any of those rights, privileges or conditions;
- on a proposal to wind up the Company; and
- during the winding up of the Company.

(b) In any such case a holder shall have one vote for each RCPS held. Any holder may demand a poll at a general meeting of the Company on any resolution on which that holder may vote.

(c) Each RCPS shall on a winding-up or upon a reduction of capital or other return capital (other than on the redemption or conversion of the RCPS) rank pari passu with each other and confer on the holder thereof the right to receive a pro rata share of the Company's net assets after the payment and discharge of all debts and liabilities of the Company and the costs of winding up or such capital reduction exercise.

8. SHARE CAPITAL (cont'd)

The salient features of the RCPS are as follows: (cont'd)

(d) The RCPS shall be entitled to receive any dividends out of the profits of the Company and to participate in the profits of the Company at the discretion of the Company.

(e) In the event of winding up or upon reduction of capital beyond such rights as are expressly set out in this Article, an RCPS holder shall be entitled to a pro rata share thereof to participate in the profits or surplus assets of the Company.

(f) The RCPS shall rank pari passu among themselves.

(g) The RCPS in the present capital shall be liable to be redeemed in accordance with the following provisions:

- Subject to the Act, each RCPS shall at the option of the Company be redeemed by payment by the Company in cash to the holder thereof on any date within a period of thirty days from the date of the audited accounts of the Company is accepted by the ordinary shareholders of the Company (the "Redemption Date").

- In the event of the Company determining to redeem a part only of the RCPS those to be redeemed shall be selected by drawings in such manner as the directors shall approve or a rate able proportion (as nearly as practicable without involving fractions of share) of each holding of such shares on the Redemption Date.

- No RCPS shall be redeemed otherwise than out of distributable profits or the proceeds of fresh issue of shares made for the purpose of the redemption, but the premium payable on redemption shall be paid either out of distributable profits or, to the extent permitted by law, out of the share premium account of the Company. All the provisions of the Act relating to the redemption of shares and the creation or increase where requisite of a capital redemption reserve shall be duly observed.

- Upon the Company giving notice of its intention to redeem, the Company will be obliged to redeem the RCPS the subject of the notice, on the Redemption Date as specified in the notice.

8. SHARE CAPITAL (cont'd)

The salient features of the RCPS are as follows: (cont'd)

(g) The RCPS in the present capital shall be liable to be redeemed in accordance with the following provisions: (cont'd)

- Until all the RCPS have been redeemed no further shares may be created and/or issued by the Company ranking in priority to the RCPS unless all the holders consent thereto in writing.

- Until all the RCPS have been redeemed no further shares may be issued ranking in any respect pari passu with the RCPS unless the holders of not less than three-quarters of the redeemable preference shares in each class consent thereto in writing.

- At the option of the RCPS holders and by notification in writing, convertible shares may be converted into ordinary shares.

- Notwithstanding anything to the contrary expressed or implied in these Articles there shall be no restriction on the transfer of RCPS and the directors shall be obliged to register any transfer of any RCPS.

Capital management

The primary objective of the Company's capital management is to ensure that the Company would be able to continue as a going concern while maximising the return to shareholders.

No changes were made in the objectives, policies or processes during the financial years ended 31st December 2025 and 31st December 2024.

9. PAYABLES

	2025 RM	2024 RM
Trade payables	3,892,367	3,022,671
Accruals	1,474,594	1,418,080
Amount owing to immediate holding company		
- Trade	1,033,359	495,805
- Non-trade (interest bearing of 9.32% per annum; 2024: 8.86% to 9.82% per annum)	4,504,380	5,857,665
Amount owing to related companies		
- Trade	24,555	285,149
- Non-trade	152,525	-
Deposits received	5,012,443	5,398,084
	16,094,223	16,477,454
Disclosed as:		
- Non-current	3,286,980	5,410,515
- Current	12,807,243	11,066,939
	16,094,223	16,477,454

(a) The currency exposure profile of the payables are as follows:

	2025 RM	2024 RM
Ringgit Malaysia	5,849,635	4,465,338
Euro	996,602	1,055,920
Singapore Dollar	1,738,569	1,797,098
US Dollar	7,509,417	9,158,074
Indian Rupee	-	1,024
	16,094,223	16,477,454

(b) The normal trade credit periods granted to the Company range from 30 to 90 days (2024: 30 to 90 days) or such other period as negotiated with the suppliers.

(c) The trade amount owing to immediate holding company and related companies are unsecured, interest-free and repayable within the normal credit period.

9. PAYABLES (cont'd)

(d) The non-current portion of amount owing to immediate holding company represents loan financing with interest bearing. The outstanding consideration is repayable after 3 years from year 2025.

(e) The non-trade amount due to related companies is unsecured, interest-free and repayable upon demand.

(f) The related parties transactions are disclosed in Note 18.

(g) Other information of payables is disclosed in the following notes:

(i) Financial instruments – Note 19; and
(ii) Fair value measurement – Note 20.

10. LEASE LIABILITIES

	2025 RM	2024 RM
Non-current	227,081	266,005
Current	251,600	250,397
	478,681	516,402

(a) The incremental borrowing rate applied to the lease liabilities ranges from 4.002% to 4.200% (2024: 4.002%) per annum.

(b) The movements of lease liabilities during the financial year are as follows:

	2025 RM	2024 RM
As at 1st January	516,402	247,387
Addition	200,774	516,537
Interest charged	15,436	14,775
Remeasurement	23,566	-
Payments:		
- Principal	(262,061)	(247,522)
- Interest	(15,436)	(14,775)
As at 31st December	478,681	516,402

10. LEASE LIABILITIES (cont'd)

(c) Lease liabilities obligations:

	2025 RM	2024 RM
Minimum lease payments:		
- Not later than 1 year	265,498	265,498
- Later than 1 year and not later than 5 years	233,395	273,600
	498,893	539,098
Less: Unexpired finance charges	(20,212)	(22,696)
	478,681	516,402
Present value of lease liabilities:		
- Not later than 1 year	251,600	250,397
- Later than 1 year and not later than 5 years	227,081	266,005
	478,681	516,402

(d) There is no expense relating to variable lease payments not included in the measurement of lease liabilities.

(e) The corresponding right-of-use assets of the lease liabilities are as disclosed in Note 6.

11. CONTRACT LIABILITIES

The movement in the contract liabilities during the financial year are as follows:

	2025 RM	2024 RM
As at 1st January	77,971	89,647
Cash received and billing during the financial year	147,243	77,971
Revenue recognised	(77,971)	(89,647)
As at 31st December	147,243	77,971

11. CONTRACT LIABILITIES (cont'd)

(a) Material accounting policy information

The contract liabilities primarily relate to the advance consideration received from customers, for which revenue is recognised upon satisfaction of performance obligation by rendering services.

12. REVENUE

	2025 RM	2024 RM
Revenue from contracts with customers, recognised at point in time		
- Tourism service fee	56,866,501	47,255,816

The following information reflects the typical transactions of the Company:

Nature of services	Timing of recognition or method used to recognise revenue	Significant payment terms	Variable elements in consideration
Tourism service fee	Revenue is recognised upon service rendered.	Credit period is 90 days from invoice date.	N/A

The following table provides information about receivables and contract liabilities from contracts with customers:

	2025 RM	2024 RM
Trade receivables (Note 7)	3,196,217	2,188,071
Contract liabilities (Note 11)	(147,243)	(77,971)

No information provided about the remaining performance obligations at 31st December 2025 and 31st December 2024 that have an original expected duration of one year or less, as allowed by MFRS 15.

13. COST OF SALES

Cost of sales consists of expenses incurred related to purchase or procurement of hotel, transport, flight and other tourism related services.

14. PROFIT FROM OPERATIONS

The following items have been (credited)/ charged in arriving at profit from operations:

	2025 RM	2024 RM
Auditors' remuneration		
- Current year	23,000	22,000
- Under provision in prior year	1,000	-
Bad debts written off	2,920	98,049
Depreciation of property, plant and equipment	168,188	179,003
Depreciation of right-of-use assets	261,672	247,048
Directors' remuneration (Note 18(c))	668,619	630,965
Gain on disposal of property, plant and equipment	(85,489)	-
Loss/ (Gain) on foreign exchange		
- Realised	507,500	628,588
- Unrealised	(611,962)	(267,403)
Loss arising from remeasurement of lease liabilities	911	-
Management fee	849,352	706,421
Rental income	(90,000)	-
Short-term lease:		
- Rental of premises	-	15,200
Staff costs		
- Salaries, allowances, wages and bonuses	6,374,474	5,894,599
- Employees' Provident Fund	579,045	530,641
- Other employee benefits	299,687	326,945
Support service fee	(1,153,028)	(1,954,361)

15. FINANCE COSTS

	2025 RM	2024 RM
Interest charged by immediate holding company	525,594	676,330
Interest in lease liability	15,436	14,775
	541,030	691,105

16. TAXATION

Reconciliation of tax income with accounting profit/ (loss):

	2025 RM	2024 RM
Profit/ (loss) before taxation	10,445	(35,755)
Tax at current income tax rate at 24%	2,507	(8,581)
Tax effects in respect of:		
- Depreciation of non-qualifying property, plant and equipment	3,042	6,715
- Non-allowable expenses	230,032	251,228
- Non-taxable income	(20,057)	-
- Deferred tax liabilities not recognised	(75,799)	-
- Utilisation of deferred tax asset previously not recognised	(139,725)	(249,362)
	-	-

16. TAXATION (cont'd)

The Company has the following potential deferred tax asset which has not been recognised:

	2025 RM	2024 RM
Unused business losses	6,099,000	6,681,000
Right-of-use assets	(470,000)	(509,000)
Lease liabilities	479,000	516,000
Timing difference between accounting depreciation and capital allowance	(59,000)	(87,000)
Unrealised gain on foreign exchange	(612,000)	(267,000)
	5,437,000	6,334,000
Potential deferred tax asset not recognised at 24%	1,305,000	1,520,000

Deferred tax assets have not been recognised as it is not probable that sufficient future taxable profits will be available to offset against the deferred tax assets.

Pursuant to new law gazetted under the Budget 2022, the ability to carry forward unused business losses can be carried forward for a maximum period of ten (10) consecutive Year of Assessment ("YA"), effective YA 2019.

The unused tax losses and unused capital allowances of the Company are available for offsetting against future taxable profits as follows:

	2025 RM	2024 RM
Utilisation period		
Expires by 2030	1,134,000	1,716,000
Expires by 2031	3,092,000	3,092,000
Expires by 2032	1,873,000	1,873,000
	6,099,000	6,681,000

17. CASH AND CASH EQUIVALENTS

	2025 RM	2024 RM
Represented by:		
Cash in hand	2,497	527
Bank balances	1,869,088	2,321,094
	1,871,585	2,321,621

The currency exposure profile of the cash and bank balances are as follows:

	2025 RM	2024 RM
Ringgit Malaysia	1,580,890	767,560
Singapore Dollar	143,644	271,073
US Dollar	134,821	1,065,498
Euro	12,230	217,490
	1,871,585	2,321,621

18. SIGNIFICANT RELATED PARTIES DISCLOSURES

In addition to related party disclosure mentioned elsewhere in the financial statements, set out below are the other significant related party disclosures:

(a) Related parties

Related parties are parties in which one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. The Company has related party relationships with the following:

(i) Immediate and ultimate holding companies as disclosed in Note 1.

18. SIGNIFICANT RELATED PARTIES DISCLOSURES (cont'd)

(a) Related parties (cont'd)

(ii) Subsidiary companies held by Fairfax Financial Holdings Limited:

Fairbridge Capital Mauritius Limited
Thomas Cook (India) Ltd.
SOTC Travel Limited
Travel Circle International (Mauritius) Limited
Asian Trails Holding Ltd.
Desert Adventures Tourism LLC.

(iii) Subsidiary companies held by Asian Trails Holding Ltd.:

Asian Trails Ltd.
Asian Trails (Cambodia) Ltd.
Asian Trails (Laos) Ltd.
Asian Trails (Vietnam) Co. Ltd.
Asian Trails Tour Ltd.
P.T. Asian Trails Indonesia
Chang Som Ltd.
Asian Trails International Travel Services (Beijing) Ltd.

(b) Related party transactions

In the normal course of business, the Company undertakes on agreed terms and prices, transactions with its related parties as follows:

	2025 RM	2024 RM
Professional fee charged by:		
- Asian Trails Ltd.	904,596	574,579
- Asian Trails Holding Ltd.	825,108	588,343
- Asian Trails (Vietnam) Co. Ltd.	-	18,512
- Asian Trails Tours (Myanmar) Ltd.	80,874	-
Interest expenses charged by:		
- Asian Trails Holding Ltd.	525,594	676,330
Management fee charged by:		
- Asian Trails Holding Ltd.	849,352	706,421

18. SIGNIFICANT RELATED PARTIES DISCLOSURES (cont'd)

(b) Related party transactions (cont'd)

	2025 RM	2024 RM
Sales to related companies:		
- Asian Trails International Travel Services (Beijing) Ltd.	108,924	-
- Asian Trails Ltd.	400,331	312,627
- Asian Trails (Cambodia) Ltd.	4,159	-
- Asian Trails (Laos) Ltd.	4,567	-
- Asian Trails Holding Ltd.	12,302	-
- Asian Trails Singapore Pte. Ltd	233,845	110,112
- Asian Trails Tours Ltd.	6,271	11,597
- Asian Trails (Vietnam) Co. Ltd.	4,480	-
- Australian Tours Mgt Pty. Ltd.	3,750	-
- P.T. Asian Trails Indonesia	4,628	-
- SOTC Travel Limited	2,964,054	4,199,294
- Thomas Cook India Ltd.	6,915,890	6,722,140
Support service fee charged to:		
- Asian Trails International Travel Services (Beijing) Ltd.	-	6,904
- Asian Trails Tour Ltd.	-	6,904
- Asian Trails (Cambodia) Ltd.	-	6,904
- Asian Trails (Laos) Ltd.	-	6,904
- P.T. Asian Trails Indonesia	-	20,793
- Asian Trails (Vietnam) Co. Ltd.	-	20,793
- Asian Trails Ltd.	-	27,705
- Asian Trails Singapore Pte. Ltd	1,153,028	1,857,454

Information regarding outstanding balances arising from related party transactions as at 31st December 2025 and 31st December 2024 are disclosed in Note 7 and Note 9.

18. SIGNIFICANT RELATED PARTIES DISCLOSURES (cont'd)

(c) Compensation of key management personnel

The members of key management are also the Directors of the Company. The key management's remuneration includes fees, salaries, bonuses, allowances and other benefits computed based on the cost incurred by the Company. The Directors did not receive other benefits-in-kind. The key managements' remuneration is as follows:

	2025 RM	2024 RM
Directors' remuneration		
- Salaries, bonuses and allowances	668,619	630,965

19. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

The table below provides an analysis is of financial instruments categorised as follows:

(i) Financial assets measured at amortised cost ("AC")
(ii) Financial liabilities measured at amortised cost ("FL")

	Carrying amount RM	AC/ (FL) RM
2025		
Financial assets		
Receivables *	4,806,277	4,806,277
Cash and bank balances	1,871,585	1,871,585
	6,677,862	6,677,862
Financial liabilities		
Payables	(16,094,223)	(16,094,223)
Lease liabilities	(478,681)	(478,681)
	(16,572,904)	(16,572,904)

19. FINANCIAL INSTRUMENTS (cont'd)

(a) Categories of financial instruments (cont'd)

	Carrying amount RM	AC/ (FL) RM
2024		
Financial assets		
Receivables *	5,307,708	5,307,708
Cash and bank balances	2,321,621	2,321,621
	7,629,329	7,629,329
Financial liabilities		
Payables	(16,477,454)	(16,477,454)
Lease liabilities	(516,402)	(516,402)
	(16,993,856)	(16,993,856)

* Receivables exclude prepayment as it does not meet the definition of financial instrument.

(b) Net loss arising from financial instruments

	2025 RM	2024 RM
Net loss on:		
Financial assets at amortised cost	2,920	98,049
Financial liabilities at amortised cost	541,941	691,105
	544,861	789,154

19. FINANCIAL INSTRUMENTS (cont'd)

(c) Financial risk management

The Company's financial risk management objective is to ensure that there are adequate financial resources available to meet its operating requirements and managing the associated risks effectively. The Company does not use derivative financial instruments to hedge its risks and trade in financial instruments during the financial year.

The main risks arising from the Company's financial instruments are credit risk, market risk and liquidity risk.

(i) 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. The Company is exposed to credit risk mainly from trade receivables, amount owing from related companies, cash and bank balances.

At the end of the reporting period, the maximum exposure to credit risk is represented by the carrying amounts in the statement of financial position.

Analysis of the Company's trade receivables is reflected in Note 7.

Amount owing from related companies

The credit risk arising from amount owing from related companies is managed on a group basis by the management of the Company to ensure that risk of losses incurred by the Company due to non-repayment by related companies is minimal.

At the end of the reporting period, there was no indication that the balance owing from related companies is not recoverable.

Cash and bank balances

Cash and bank balances are placed with banks and financial institutions which are regulated.

19. FINANCIAL INSTRUMENTS (cont'd)

(c) Financial risk management (cont'd)

(ii) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and other prices that will affect the Company's financial position or cash flows.

Foreign currency risk

The Company incurs foreign currency risk on sales and purchases that are denominated in a currency other than Ringgit Malaysia. Foreign currency risk is monitored closely and managed to an acceptable level.

The net carrying amounts of financial assets and financial liabilities stated at currencies other than the functional currencies are as follows:

	2025 RM	2024 RM
Financial assets		
- Receivables	3,784,549	4,233,590
- Cash and bank balances	290,695	1,554,061
	4,075,244	5,787,651
Financial liabilities		
- Payables	10,244,588	12,012,116

5% and 10% (2024: 5% and 10%) weakening of the Malaysian Ringgit ("RM") against the other currencies at the end of the reporting period would have decreased profit net of tax by the amount shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

19. FINANCIAL INSTRUMENTS (cont'd)

(c) Financial risk management (cont'd)

(ii) Market risk (cont'd)

Foreign currency risk (cont'd)

	Decrease in profit after tax RM	Decrease in equity RM
Effect of changes in RM against foreign currency		
2025		
- Weakened by 5%	(230,947)	(230,947)
- Weakened by 10%	(461,894)	(461,894)
2024		
- Weakened by 5%	(217,881)	(217,881)
- Weakened by 10%	(435,762)	(435,762)

Conversely, a strengthening of RM against the other currencies at the end of the reporting period would have the equal but opposite effect on the above currency to the amounts shown above assuming that all other variables remained constant.

(iii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's exposure to liquidity risk arises principally from its payables.

The Company has no policy to ensure the continuity of funding from external source as the immediate holding company will give continuous financial support to the Company.

The table below summarises the maturity profile of the Company's financial liabilities as at the end of the reporting period based on undiscounted contractual payments:

19. FINANCIAL INSTRUMENTS (cont'd)

(c) Financial risk management (cont'd)

(iii) Liquidity risk (cont'd)

	Carrying amount RM	Contractual interest rate/ Discount rate %	Contractual cash flows RM	Under 1 year RM	Between 1 to 2 years RM	Between 3 to 5 years RM
2025						
Payables classified as financial liabilities (Note 19(a))	16,094,223	9.32	16,361,598	12,768,218	1,082,452	2,510,928
Lease liability	478,681	4.002 - 4.200	498,893	265,498	162,297	71,098
	16,572,904		16,860,491	13,033,716	1,244,749	2,582,026
2024						
Payables classified as financial liabilities (Note 19(a))	16,477,454	8.86 - 9.82	17,024,554	11,108,739	1,784,498	4,131,317
Lease liability	516,402	4.002	539,098	265,498	273,600	-
	16,993,856		17,563,652	11,374,237	2,058,098	4,131,317

19. FINANCIAL INSTRUMENTS (cont'd)

(d) Material accounting policy information

(i) Recognition and initial measurement

A financial asset or financial liability is recognised in the statement of financial position when, and only 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 a financial liability is initially measured at fair value, plus or minus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issuance. A trade receivable without a significant financing component is initially measured at its transaction price.

(ii) Financial instrument categories and subsequent measurement

(a) Financial assets

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

(i) Financial asset at amortised cost

Subsequent measurement

Amortised cost

Subsequent to initial recognition, these financial assets are measured at amortised cost using the effective interest method ("EIR"). The net carrying amount of the financial assets measured at amortised cost is reduced when there are impairment losses. Any finance income and impairment losses are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

19. FINANCIAL INSTRUMENTS (cont'd)

(d) Material accounting policy information (cont'd)

(ii) Financial instrument categories and subsequent measurement (cont'd)

(b) Financial liabilities

All financial liabilities are recognised initially at fair value and, in the case of loans, borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

After initial recognition, payables, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

20. FAIR VALUE OF ASSETS AND LIABILITIES

(a) Fair values information

The following methods and assumptions are used to determine the fair value of each of the financial assets or liabilities for which it is practicable to estimate their values:

(i) Cash and cash equivalents, other receivables, other payables and amounts owing from/ (to) immediate holding company and related companies

The carrying values of these amounts approximate their fair values due to their short term nature.

(ii) Trade receivables and trade payables

The carrying values of these amounts approximate their fair values because these are subject to normal trade credit terms and their short term nature.

(iii) Amount due to immediate holding company – non-current

The fair value of amount due to immediate holding company which is long term financial liability is estimated based on future contractual cash flows discounted at current market assessments of the time value of money and the risks specific to the liabilities.

20. FAIR VALUE OF ASSETS AND LIABILITIES (cont'd)

(b) Fair value measurement hierarchy

At 31st December 2025 and 31st December 2024, no financial assets and liabilities were carried at fair value.

21. CAPITAL COMMITMENT

Capital commitment at the end of the financial year is as follows:

	2025 RM	2024 RM
Approved and contracted for:		
- Property, plant and equipment	419,218	-

22. CURRENCY

All amounts are stated in Ringgit Malaysia, unless otherwise indicated.

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Registration No.
200001012196 (514802-A)

ASIAN TRAILS (M) SDN. BHD.

Incorporated in Malaysia

DETAILED PROFIT OR LOSS
FOR THE FINANCIAL YEAR ENDED 31ST DECEMBER 2025

	2025 RM	2024 RM
REVENUE		
Tourism service fee	56,866,501	47,255,816
COST OF SALES		
Hotel, ticketing and tour package	(45,555,935)	(37,137,288)
GROSS PROFIT	11,310,566	10,118,528
OTHER OPERATING INCOME		
Brochures and collaterals	151,293	25,110
Gain on disposal of property, plant and equipment	85,489	-
Other income	4,286	9,370
Rental income	90,000	-
Support service fee	1,153,028	1,954,361
Unrealised gain on foreign exchange	611,962	267,403
	2,096,058	2,256,244
	13,406,624	12,374,772
MARKETING COSTS	(592,193)	(586,884)
ADMINISTRATIVE EXPENSES	(12,262,956)	(11,132,538)
PROFIT FROM OPERATIONS	551,475	655,350
FINANCE COSTS	(541,030)	(691,105)
PROFIT/ (LOSS) BEFORE TAXATION	10,445	(35,755)

The above detailed profit or loss was prepared for management purposes only and does not form part of the audited financial statements.

Registration No.
200001012196 (514802-A)

ASIAN TRAILS (M) SDN. BHD.

Incorporated in Malaysia

SCHEDULE OF EXPENSES
FOR THE FINANCIAL YEAR ENDED 31ST DECEMBER 2025

	2025 RM	2024 RM
MARKETING COSTS		
Marketing survey expenses	300,141	278,644
Travelling and accommodation	292,052	308,240
	592,193	586,884
ADMINISTRATIVE EXPENSES		
Auditors' remuneration		
- Current year	23,000	22,000
- Under provision in prior year	1,000	-
Bad debts written off	2,920	98,049
Bank charges	80,383	67,471
Depreciation of property, plant and equipment	168,188	179,003
Depreciation of right-of-use asset	261,672	247,048
Directors' remuneration	668,619	630,965
Electricity and water	36,352	38,226
Electronic data processing maintenance fee	7,035	6,983
Gift and donation	2,176	4,064
Insurance and road tax	201,851	179,545
Legal fee	-	2,089
Licence fee	9,271	5,079
Loss arising from remeasurement of lease liabilities	911	-
Management fee	849,352	706,421
Office expenses	42,298	50,189
Other miscellaneous expenses	2,124	17,172
Postage and courier	6,637	2,377
Printing and stationery	17,759	10,256
Balance carried forward	2,381,548	2,266,937

The above detailed profit or loss was prepared for management purposes only and does not form part of the audited financial statements.

ASIAN TRAILS (M) SDN. BHD.

Incorporated in Malaysia

SCHEDULE OF EXPENSES
FOR THE FINANCIAL YEAR ENDED 31ST DECEMBER 2025 (Cont'd)

	2025 RM	2024 RM
ADMINISTRATIVE EXPENSES (cont'd)		
Balance brought forward	2,381,548	2,266,937
Professional fees	1,864,106	1,235,805
Realised loss on foreign exchange	507,500	628,588
Rental of premises	-	15,200
Repair and maintenance	27,020	21,673
Recruitment cost	28,894	41,264
Staff costs		
- Salaries, allowances, wages and bonuses	6,374,474	5,894,599
- Employees' Provident Fund	579,045	530,641
- SOCSO	134,719	111,836
- Others	128,011	165,826
- Staff training	10,062	2,215
- Staff uniform	-	6,850
- Staff welfare and refreshment	26,895	40,218
Subscription fee	3,788	2,875
Tax consulting fee	11,260	10,180
Telephone and fax	78,686	70,374
Upkeep of computers	101,552	78,053
Workers' permit	5,396	9,404
	12,262,956	11,132,538
FINANCE COSTS		
Interest charged by immediate holding company	525,594	676,330
Interest in lease liability	15,436	14,775
	541,030	691,105

The above detailed profit or loss was prepared for management purposes only and does not form part of the audited financial statements.

AT LAO COMPANY LIMITED

FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025

AT LAO COMPANY LIMITED

FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025

AT LAO COMPANY LIMITED

FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025

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AT LAO COMPANY LIMITED

FOR THE YEAR ENDED 31 DECEMBER 2025
STATEMENT BY THE BOARD OF DIRECTORS

THE BOARD OF DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Board of Directors are responsible for preparing financial statements of AT Lao Company Limited ("the Company") for each financial year which have been prepared in all material respects, in accordance with the accounting policies set out in Note 2 to the financial statements. In preparing these financial statements, the Board of Directors are required to:

- adopt appropriate accounting policies which are supported by reasonable and prudent judgments and estimates and then apply them consistently;
- maintain adequate accounting records and an effective system of internal controls;
- state whether applicable accounting policies have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on a going concern basis unless it is inappropriate to assume that the Company will continue operations for the foreseeable future; and
- effectively control and direct the Company and be involved in all material decisions affecting the operations and performance of the Company and ascertain that such decisions have been properly reflected in the financial statements.

The Board of Directors are responsible for ensuring that proper accounting records are kept which disclose, with reasonable accuracy at any time, the financial position of the Company and for ensuring that the accounting records comply with the principal accounting policies set out in Note 2 to the financial statements. It is also responsible for safeguarding the assets of the Company and thus for taking reasonable steps for the prevention and detection of fraud and other irregularities.

APPROVAL OF THE FINANCIAL STATEMENTS

We hereby approve the accompanying financial statements for the year ended 31 December 2025 which have been prepared, in all material respects, in accordance with the accounting policies set out in Note 2 to the financial statements.

On behalf of the Board of Directors:

Mrs. Phouangsy Phommixay
Finance and Administration Manager
Date: 15 February 2026

PSL Accounting and Audit Services Co.,Ltd
ພີເຊັສແອວ ບໍ່ລິການບັນຊີ - ກວດສອບ ແລະ ການທ່ຽ ຈຳກັດ
ໂທ: 021 413284 / 030 5267212, ມືຖື: 020 22889994

INDEPENDENT AUDITOR'S REPORT

We have audited the accompanying financial statements of AT Lao Company Limited (the Company), which comprises the statement of financial position and statement of income for the year ended and as at 31 December 2025 and a summary of significant accounting policies and other explanatory information together the financial statements. The financial statements have been prepared by management of the Company in accordance with the accounting policies.

Management's responsibility for the financial statements

Management is responsible for the preparation of these financial statements in accordance with the accounting policies 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.

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial statements 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 entity's internal control. An audit also involves evaluating the appropriateness of accounting polices used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the accompanying financial statements are prepared, in all material respect, in accordance with the basis as described in Company's accounting policy.

For PSL Accounting and Audit Services Co., Ltd

By Phoutpaserth Luanglath
Director
Vientiane, Lao PDR
Date: 15 February 2026

AT LAO COMPANY LIMITED

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2025

	Notes	31 December 2025 USD	31 December 2024 USD
ASSETS			
Current assets			
Cash and cash equivalents	3	94,264	256,911
Trade accounts receivable	4	343,381	267,573
Other current assets	5	97,098	110,515
Total current assets		**534,743**	**634,999**
Non-current assets			
Property and equipment, net	6	4,513	2,853
Intangible assets, net	7	-	-
Total non-current assets		**4,513**	**2,853**
Total assets		**539,256**	**637,852**
SHAREHOLDERS' EQUITY AND LIABILITIES			
Current liabilities			
Trade payables and other payables	8	23,722	7,240
Short-term borrowings	13	28,000	228,000
Intercompany payable	8	60,963	13,334
Other current liabilities	9	707,550	655,481
Total current liabilities		**820,235**	**904,055**
Non-current liabilities			
Long-term borrowings, net		-	-
Total non-current liabilities		-	-
Total liabilities		**820,235**	**904,055**
Shareholders' equity			
Share capital	10	200,000	200,000
Deficits	11	(480,979)	(466,203)
Total shareholders' equity		**(280,979)**	**(266,203)**
Total equity and liabilities		**539,256**	**637,852**

Mrs. Phouangsy Phommixay
Finance and Administration Manager
Date: 15 February 2026

The accompanying notes on pages 6 to 15 form an integral part of these financial statements.

AT LAO COMPANY LIMITED

STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2025

	Notes	31 December 2025 USD	31 December 2024 USD
Revenue from sales and services			
Touring revenues		2,412,169	2,883,222
		2,412,169	**2,883,222**
Cost of sale and services			
Cost of services		(2,063,038)	(2,413,023)
		(2,063,038)	**(2,413,023)**
Gross profit		**349,131**	**470,199**
Other income and expense			
Operating expenses		(281,217)	(204,987)
Depreciation and amortisation expense		(936)	(347)
Financial Income		371	1,090
Other operating expenses		(9,227)	(29,974)
Other Expense		-	-
Gain on exchange rate		(450)	8,136
Profit before income tax		**57,672**	**244,117**
Income tax expense	12	(2,448)	(21,528)
Profit for the year		**55,224**	**222,589**

Mrs. Phouangsy Phommixay
Finance and Administration Manager
Date: 15 February 2026

The accompanying notes on pages 6 to 15 form an integral part of these financial statements.

AT LAO COMPANY LIMITED

STATEMENTS OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2025

	(Note 10)	Issued share capital USD	Deficits USD	Total USD
Balance at 1 January 2025		200,000	(466,203)	(266,203)
Profit for the year		-	55,224	55,224
Distributed of dividends		-	(70,000)	(70,000)
Balance at 31 December 2025		**200,000**	**(480,979)**	**(280,979)**
Balance at 1 January 2024		200,000	(638,794)	(438,794)
Profit for the year		-	222,591	222,591
Distributed of dividends		-	(50,000)	(50,000)
Balance at 31 December 2024		**200,000**	**(466,203)**	**(266,203)**

Mrs. Phouangsy Phommixay
Finance and Administration Manager
Date: 15 February 2026

The accompanying notes on pages 6 to 15 form an integral part of these financial statements

1. General information

AT LAO CO., LTD is a subsidiary company of the Asian Trails Group that has headquarters office in Bangkok and that financial management is under supervision of Bangkok office.

Asian Trails has commenced its tourist business in Laos in November 2002 by sending tourist group tour to Lao Asian Trails. Due to Lao Asian Trails failed to implement agreement, in 2003 Lao Asian Trails was changed to Asian Trails then had cooperation with Say Nam Houng. From 2003 to 2006, Say Nam Houng tried to obtain a joint venture business license between Asian Trails and Say Nam Houng but was not successful.

In September 2006, Asian Trails changed business partnership from Say Nam Houng to Green Discovery and ran its business under the name of Green Discovery. Green Discovery obtained successfully an application for a joint venture business.

The Company AT LAO CO., LTD. is a joint venture business between Asian Trials and Green Discovery. It was granted an authorization to establish its business in Laos as a Tour Operator with Foreign Investment License dated 23 February 2007 issued by the Ministry of Planning and Investment, Business License No. 0701 dated 01 August 2018 (newly updated since the office location was changed) issued by the Ministry of Industry and Commerce, and Business Operation License (tour company) No. 83 dated 27 December 2017 issued by the Municipal Department of Information, Culture and Tourism, Ministry of Information, Culture and Tourism, Laos, and New Business Operation License (tour company) No. 076 dated 09 May 2025 issued by the Department of Tourism Business Management, Ministry of Information, Culture and Tourism, Laos.

The Company's principle activities are sales of inbound tour packages and provide air tickets to tour groups who come to Laos.

The address of its registered office is Phiawat Village, Setthathirath Road, Sisattanark District, Vientiane Capital, Lao P.D.R.

The financial statements were prepared under the responsibility of the Board of Directors and Managing Director and were authorised for issue by the Board of Directors on 15 February 2026 as below:

1. Mr. Lersan	Misitsankul (LM)	Director, appointed by ATH
2. Mr. Laurent	Kuenzle (LK)	Director, appointed by ATH
3. Mr. Inthy	Deuansavan (ID)	Director (proxy to LK)

2. Significant accounting policies

(a) Basis of preparation

The financial statements, prepared in US Dollars ("USD") have been prepared under the historical cost convention drawn up in accordance with accounting policies prescribed in the related Note 2 of these financial statements.

The accounting principles applied may differ from generally accepted accounting principles adopted in other countries and jurisdictions. The accompanying financial statements are therefore not intended to present the financial position, financial performance in accordance with jurisdictions other than the Lao PDR. Consequently, these financial statements are only addressed to those who are informed about the Company's accounting policies.

2. **Significant accounting policies (Continued)**

The preparation of the financial statements in conformity with the Company's accounting policy requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the amounts of revenues and expenses in the reported periods. Although these estimates are based on management's best knowledge of current events and actions, actual results may differ from those estimates.

(b) Foreign currency translation

Items included in the financial statements are measured using US Dollars ("USD"). USD is the currency as widely used by the Company.

Foreign currency transactions are translated into USD using the exchange rates prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated into USD at the exchange rates prevailing at the statement of financial position date. Gains and losses resulting from the settlement of foreign currency transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognised in the income statements.

(c) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, deposits held at call with banks but do not include deposits with banks which are held to maturity, and other short-term highly liquid investments with maturities of three months or less from the date of acquisition.

(d) Trade accounts receivables

Trade accounts receivable are carried at the original invoice amount and subsequently measured at the remaining amount less any allowance for doubtful receivables based on a review of all outstanding amounts at the year end. The amount of the allowance is the difference between the carrying amount of the receivable and the amount expected to be collectible. Bad debts are written off during the year in which they are identified and recognised in the income statement within operating expense.

2. Significant accounting policies (Continued)

(e) Property and equipment

Property and equipment are stated at cost less accumulated depreciation. Depreciation is calculated on the straight-line basis to write off the cost of each asset, to its residual value over the estimated useful life as follows;

The annual rates used for this purpose by category of assets are:

	Years
Installation	10
Furniture	5
PC, Screens, office equipment	5
Vehicles	5

Where the carrying amount of assets is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount.

Repairs and maintenance are charged to the income statement during the financial period in which they are incurred. The cost of major renovation is included in the carrying amount of the assets when it is possible that future economic benefits in excess of the originally assessed standard of performance of the existing assets will flow to the entity. Major renovations are depreciated over the remaining useful life of the related asset.

Gain and losses on disposals are determined by comparing proceeds with the carrying amount and are included in the operating profit.

(f) Intangible asset

Intangible asset represents the right to use the former Accounting software over the period of 5 years. Right is stated at cost less accumulated amortisation which is amortised using the straight-line basis over its useful lives of 5 years.

2. Significant accounting policies (Continued)

(g) Revenue recognition

Revenue is recognised when significant risk and rewards of ownership of the goods or services are transferred to the buyer, which is generally at the time when goods are dispatched or services are rendered to the customer and invoices are issued.

Touring service

Revenue from Touring services are recognised when services have been rendered which generally at delivery acceptance and invoicing.

Other revenues

Other revenues are recognised when services have been rendered which generally at delivery acceptance.

(h) Taxation

The Company does not recognise income taxes payable or receivable in future periods with respect to temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Tax expenses for the year are determined on the basis of the profits of the Company calculated under Lao tax accounting rules.

The Company's tax returns are subject to periodic examination by the tax authorities. Because the application of tax laws and regulations, many types of transactions is susceptible to varying interpretations, amounts reported in the financial statements could be changed at a later date upon final determination by the tax authorities.

2. Significant accounting policies (Continued)

(i) Related parties

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the Company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the Company.

(j) Dividends

Dividends are recorded in the company's financial statements in the period in which they are approved by the shareholders.

(k) Comparatives

The comparative information has been reclassified where appropriate to enhance comparability.

3. Cash and cash equivalents

	31 December 2025 USD	31 December 2024 USD
Cash on hand	16,494	12,627
Cash at bank - current accounts	35,823	46,891
Cash at bank - saving accounts	41,947	197,393
Total	**94,264**	**256,911**

Cash at bank - saving accounts are deposits at local banks with interest rate of 0,60% per annum for USD currency.

4. Trade accounts receivable

	31 December 2025 USD	31 December 2024 USD
Account receivable - TIC	36,439	19,327
Account receivable – Third Party	306,942	247,948
Other Receivable	-	298
Total	**343,381**	**267,573**

*Intercompany (TIC)
*Non-Intercompany (Third Party)

Aging analysis of trade accounts receivable is as below:

	31 December 2025 USD	31 December 2024 USD
Up to 30 days	326,405	265,587
31 to 60 days	16,586	1,869
Over 90 days	390	117
Total	**343,381**	**267,573**

5. Other current assets

	31 December 2025 USD	31 December 2024 USD
Advances to the related parties	73,019	96,854
Prepaid expenses	24,079	13,661
Total	**97,098**	**110,515**

6. Property and equipment, net

	Installation	Furniture and Fixture	PC, Screens, office equipment	Vehicles	Total
	USD	USD	USD	USD	USD
Year ended 31 December 2025					
As at 31 December 2024	-	**16,424**	**64,483**	**94,961**	**175,868**
Additions	-	861	1,736		2,597
Disposal	-	-	-	-	-
Written off	-	-	-	-	-
As at 31 December 2025	-	**17,285**	**66,219**	**94,961**	**178,465**
Accumulated Depreciation					
As at 31 December 2024	-	**16,138**	**61,916**	**94,961**	**173,015**
Charge for the year	-	132	805	-	937
Disposal	-	-	-	-	-
As at 31 December 2025	-	**16,270**	**62,721**	**94,961**	**173,952**
As at 31 December 2024, net	-	**286**	**2,567**	-	**2,853**
As at 31 December 2025, net	-	**1,015**	**3,498**	-	**4,513**

*** Depreciation -Property and equipment as at 31 December 2024** **347**
*** Depreciation -Property and equipment as at 31 December 2025** **937**

7. Intangible assets, net

	Program software	Total
	USD	USD
Year ended 31 December 2025		
As at 31 December 2024	19,258	19,258
Additions	-	-
Disposal	-	-
Written off	-	-
As at 31 December 2025	**19,258**	**19,258**
Accumulated Depreciation		
As at 31 December 2024	19,258	19,258
Charge for the year	-	-
As at 31 Dec 2025	**19,258**	**19,258**
As at 31 December 2024, net	-	-
As at 31 December 2025, net	-	-

*** Amortisation-Intangible assets as at 31 December 2024** -
*** Amortisation-Intangible assets as at 31 December 2025** -

8. Trade payables and other payables

	31 December 2025	31 December 2024
	USD	USD
Trade payables – TIC	23,722	13,334
Trade payables – Third party	60,963	7,240
	84,685	**20,573**

9. Other current liabilities

	31 December 2025 USD	31 December 2024 USD
Accrued cost of sales	434,197	475,603
Accrued tax	4,221	13,848
Other liabilities	4,234	1,156
Other accruals	264,898	164,874
	707,550	**655,481**

As at 31 December 2025, accrued cost of sales mainly represented to the accrual for operating supplier.

Other accruals mainly represent the Advance received from Agents for Fiscal Year 2025, Intercompany, Staff bonus and Others.

10. Share capital

	31 December 2025 USD	31 December 2024 USD
Share Capital	200,000	200,000
Total	**200,000**	**200,000**

11. Deficits

	31 December 2025 USD	31 December 2024 USD
Retained Earnings	(466,203)	(638,794)
Profit for the year	55,224	222,591
Distributed of dividends to Intercompany	(50,000)	(40,000)
Distributed of dividends to Third party	(20,000)	(10,000)
	(480,979)	**(466,203)**

12. Income Tax expense

The Income Tax expense for the year ended 31 December 2025 was 2,448 USD.

13. Borrowing

	31 December 2025 USD	31 December 2024 USD
Borrowings from shareholder		
Borrowing	28,000	228,000
Total	**28,000**	**228,000**

The Company has borrowed from Head Quarter which has no timeline on repayment schedule, then it has been considered as Short-term borrowings.

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ASIAN TRAILS TOUR LIMITED

104 B2, Yadanarmyaing Housing, Yadanarmyaing Street, Kamayut Township, Yangon, Myanmar. t: +95-9-453-411-155

DIRECTORS' RESOLUTION(S) IN BOARD OF DIRECTORS' MEETING TO APPROVE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

Written resolution passed by the Board of Directors of Asian Trails Tour Limited on 31 December 2025.

The Directors hereby passed the following Resolution:

Resolved that the Financial Statements of Asian Trails Tour Limited for the year ended 31 December 2025, audited by Win Thin & Associates Ltd were authorized for issue on 20 February 2026.

Signed by

U Min Kun Htaw
Director

Signed by

Daw Naw Eh May Htoo
Director

Asian Trails Tour Limited

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ASIAN TRAILS TOUR LIMITED

104 B2, Yadanarmyaing Housing, Yadanarmyaing Street, Kamayut Township, Yangon, Myanmar. t: +95-9-453-411-155

20 February 2026

WIN THIN & ASSOCIATES LTD
CERTIFIED PUBLIC ACCOUNTANTS
Room (2B/2C)1st Floor,
Rose Condominium, No.182/194
Botahtaung Pagoda Road,
Pazundaung Township, Yangon Region, Myanmar.
Tel: 95-1-201798,296164, Fax :95-1-245671

Dear Sirs / Madam,

LETTER OF REPRESENTATION
AUDIT FOR THE YEAR ENDED 31 DECEMBER 2025

This letter of representation is provided in connection with your audit of the financial statements of **Asian Trails Tour Limited** ('the Company') for the year ended 31 December 2025 for the purpose of expressing an opinion as to whether the financial statements comply with the applicable approved reporting standards and give a true and fair view of the state of affairs of the Company as at 31 December 2025 and of the results and cash flows for the year ended on that date.

We acknowledge our responsibility for the preparation and fair presentation of the financial statements as set out in the terms of the audit engagement and in particular, the financial statements are fairly presented in accordance with the reporting standards and that this responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances. We approve the financial statements.

We hereby confirm that, to the best of our knowledge and belief, having made such inquiries as we considered necessary for the purpose of appropriately informing ourselves:

Financial Statements

1. We have fulfilled our responsibilities for the preparation of the financial statements in accordance with reporting standards; in particular, the financial statements give a true and fair view in accordance therewith.

2. The accounting and other records and the registers required to be kept.

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

4. Related party relationships and transactions have been appropriately accounted for and disclosed in accordance with the requirements of the reporting standards.

5. All events subsequent to the date of the financial statements and for which require adjustment or disclosure have been adjusted or disclosed.

6. The effects of uncorrected misstatements are immaterial, both individually and in the aggregate, to the financial statements as a whole.

7. There are no plans or intentions that may materially affect the carrying value of classification of assets and liabilities as shown in the financial statements.

8. The financial statements have been prepared on the basis of the generally accepted fundamental accounting concepts of 'going concern', 'accruals and 'consistency'. No circumstances have arisen which have rendered inappropriate the application of the 'going concern' concept and the continued use of the above-mentioned policies.

9. The financial statements have been prepared using the same policies as those of the previous year other than the changes in policies required by the reporting standards.

10. We have recorded or disclosed, as appropriate, all liabilities, both actual and contingent. There was no financial guarantee given to any third party at the reporting date or subsequent to the reporting date.

11. The entity has satisfactory title to all owned assets and there are no liens or encumbrances on such assets nor has any asset been pledged other than those disclosed in the financial statements.

12. The entity has complied with all aspects of contractual agreements that may have a material effect on the financial statements in the event of non-compliance.

13. There was no material claim or litigation that existed at the reporting date or subsequent to the reporting date.

14. There have been no gain or loss contingencies or other liabilities that are required to be recognised or disclosed in the financial statements, including liabilities or contingencies arising from environmental matters resulting from illegal or possibly illegal acts, or possible violations of human rights legislation.

15. There have been no environmental matters that may have a material impact on the financial statements.

16. The entity has no plans or intentions that materially affect the carrying value or classification of assets and liabilities.

17. Information regarding financial risks exposure and financial risk management objectives and policies has been adequately disclosed in the financial statements. We confirm the accuracy of the statements made in the financial statements relating to the impact of reporting standards and interpretations issued but not yet adopted, judgements, estimates and assumptions made by management that affect the application of policies and reported amounts of assets, liabilities, income and expenses in the financial statements, and that the requirements of the new and revised standards and interpretations that are effective have been complied with.

Information Provided

1. We have provided you with:

   a. access to all information of which we are aware that is relevant to the preparation of the financial statements such as records, documentation and other matters.
   b. access to all minutes of the meetings of all directors, management and shareholders, or summaries of actions of recent meetings for which minutes have not yet been prepared;
   c. additional information that you have requested from us for the purpose of the audit; and
   d. unrestricted access to persons within the entity from whom you determined it necessary to obtain audit evidence.

2. All transactions have been recorded in the accounting records and are reflected in the financial statements.

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

4. We have disclosed to you all information in relation to fraud or suspected fraud that we are aware of and that affects the entity and involves:

   a. management;
   b. employees who have significant roles in internal control; or
   c. others where the fraud could have a material effect on the financial statements.

5. We have disclosed to you all known instances of non-compliance or suspected non-compliance with laws and regulations, including communications from legal and regulatory authorities, whose effects should be considered when preparing financial statements.

6. We have disclosed to you that we are not aware of any non-compliance with Myanmar Anti-Money Laundering and Counter Financing of Terrorism legislations.

7. We have disclosed to your information relating to our Company background, beneficial owners and politically exposed persons and we confirm that such information disclosed remains true and correct.

8. We have disclosed to you the identity of the entity's related parties and all the related party relationships and transactions of which we are aware.

Trade receivable

Name of related party	Relationship	Nature of transaction	Amount of transaction $	Amount of balance $
Asian Trails Thailand Limited	Intercompany	Service fees for the projects	6,111	10,757
U Min Kun Htaw	Director	Loan	–	50,000.00
U Min Kun Htaw	Director	Loan interest	25,000	19,374.87

Trade payables

Name of related party	Relationship	Nature of transaction	Amount of transaction $	Amount of balance $
Asia Trails Malaysia Limited	Intercompany	**Direct cost**	**349**	**349**
Asia Trails Holding Limited	Holding company	Loan interest and cost distribution	145,340.22	515,613.99
Asian Trails Thailand Limited	Intercompany	Cost distribution and on behalf payment for ATM	31,243.79	439,768.54
Asia Trails Holding Limited	Holding company	IC Loan	25,000	1,560,000
U Min Kun Htaw	Director	Director fees	5,000	16,666.84
Asia Trails Indonesia Limited	Intercompany	Advance payment for project	2,281	3,798
Asia Trails Holding Limited	Holding company	Payment of commission booking fees on behalf of ATM	7.46	7.46

9. To the best of our knowledge and belief:

   a. there have been no unasserted claims or assessments that our lawyers have advised us are probable of assertion.
   b. there have been no material liabilities or contingencies that are required to be accrued or disclosed by the reporting standards, or recommendations of accountancy bodies.
   c. there have been no material transactions or related assets or liabilities that have not been properly recorded in the accounting records from which the financial statements are prepared.
   d. there are no bank accounts that have not been disclosed to you, for example, new accounts opened during the year.

10. Other matter

a. We were aware that the auditor was unable to communicate with following customers and suppliers to obtain third party confirmation for account receivable, account payable and receivable intercompany of Indonesia. We undertake that there will be no issues to arise in the future from unavailability of those confirmations.

		Amount ($)
1	**AR balance confirmation**	
	2. AS80301001 - Refundable Deposits to Suppliers - Golden Myanmar Airways	296.56
	3. AS80301001 - Refundable Deposits to Suppliers - Yangon Airways	5,302.73
		5,599.29

b. We could not provide certain information upon commercial tax schedule for the year.

U Min Kyin Htaw
Director

Asian Trials Tour Limited

ASIAN TRAILS TOUR LIMITED

FINANCIAL STATEMENTS

31 DECEMBER 2025

Currency – United States dollar

WIN THIN & ASSOCIATES LTD
CERTIFIED PUBLIC ACCOUNTANTS

ASIAN TRAILS TOUR LIMITED
FINANCIAL STATEMENTS

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ASIAN TRAILS TOUR LIMITED
104 B2, Yadanarmyaing Housing, Yadanarmyaing Street, Kamayut Township, Yangon, Myanmar. t: +95-9-453-411-155

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR ASIAN TRAILS TOUR LIMITED

It is the responsibility of the management to prepare the financial statements which give a true and fair view of the financial position of Asian Trails Tour Limited (the Company) as at 31 December 2025 and the statements of comprehensive income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes. In preparing these financial statements, the management is required to:

- Select suitable accounting policies and then apply them consistently; and
- Make judgments and estimates that are reasonable and prudent.

The management is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company. We have general responsibility for taking such steps as are reasonably open to us to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

On behalf of Management

U Min Kun Htaw
Director
Asian Trails Tour Limited

20 February 2026

ဝင်းသင်နှင့်အဖွဲ့လီမိတက်
WIN THIN & ASSOCIATES LTD
CERTIFIED PUBLIC ACCOUNTANTS
Room (2B/2C) 1st Floor, Rose Condominium, No. 182/194, Botahtaung Pagoda Road, Pazundaung Township, Yangon Region, Myanmar. Tel: 95-1-8201798, 8296164, Fax: 95-1-8245671 Email: info@winthinassociates.com

Ref: 693/ A-61 / December 2025

INDEPENDENT AUDITOR'S REPORT

To the members of Asian Trails Tour Limited

Report on the Financial Statements

Opinion

We have audited the financial statements of **Asian Trails Tour Limited** ("the Company"), which comprise the statement of financial position as at 31 December 2025 and the statement of 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 present fairly, in all material respects, the financial position of the Company as at 31 December 2025, and its financial performance and its cash flows for the year then ended in accordance with Myanmar Financial Reporting Standards for Small and Medium-sized Entities (MFRSs for SMEs).

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 ethical requirements that are relevant to our audit of the financial statements in Myanmar, 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.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with MFRSs for SMEs and the provisions of Myanmar Company Law, 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 responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with 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.

Win Thin & Associates Ltd. AUDITORS Certified Public Accountants

S. Nelson

Saw Nelson (PAPP-400)
Engagement Partner
WIN THIN & ASSOCIATES LTD
CERTIFIED PUBLIC ACCOUNTANTS
Firm Registration No. AFC 008

20 February 2026

ASIAN TRAILS TOUR LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2025

	Note	31 December 2025 USD	31 December 2024 USD
ASSETS			
Non-current assets			
Property and equipment	3	**7,187**	3,579
Loan to shareholder	4	**50,000**	50,000
		57,187	53,579
Current assets			
Cash and cash equivalents	5	**32,959**	48,204
Trade and other receivables	6	**12,813**	19,953
Advances and prepayments	7	**12,011**	15,604
		57,783	83,761
		114,970	137,340
EQUITY AND LIABILITIES			
Equity			
Share capital		**49,950**	49,950
Accumulated losses		**(2,667,086)**	**(2,453,224)**
		(2,617,136)	**(2,403,274)**
Current liabilities			
Trade and other payables	8	**1,149,261**	978,984
Intercompany loan	9	**1,560,000**	1,535,000
Accrued expenses	10	**22,845**	26,630
		2,732,106	2,540,614
		114,970	137,340

The accompanying notes form an integral part of the Financial Statements.

U Min Kun Htaw
Director

Daw Naw Eh May Htoo
Director

ASIAN TRAILS TOUR LIMITED
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2025

	Note	31 December 2025 USD	31 December 2024 USD
Revenue-net	11	**44,406**	173,014
Cost of sales	13	**(38,655)**	(161,844)
Gross profit			11,170
Other income	12	**213,217**	165,992
Expenses			
Sales & marketing expenses	13	**(5,970)**	(26,893)
Administration expenses	13	**(426,860)**	(402,997)
Finance expenses	13	–	(182,321)
Net loss before tax		**(213,862)**	(435,049)
Tax expenses		–	–
Net loss for the year		**(213,862)**	(435,049)
Other comprehensive income for the year		–	–
Total comprehensive income for the year		**(213,862)**	(435,049)

The accompanying notes form an integral part of the Financial Statements.

ASIAN TRAILS TOUR LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2025

	Share capital USD	Accumulated losses USD	**Total** USD
At 1 January 2025	**49,950**	**(2,453,224)**	**(2,403,274)**
Loss for the year	–	**(213,862)**	**(213,862)**
Other comprehensive income for the year	–	–	–
At 31 December 2025	**49,950**	**(2,667,086)**	**(2,617,136)**
At 1 January 2024	49,950	(2,018,175)	(1,968,225)
Loss for the year	–	(435,049)	(435,049)
Other comprehensive income for the year	–	–	–
At 31 December 2024	49,950	(2,453,224)	(2,403,274)

The accompanying notes form an integral part of the Financial Statements.

ASIAN TRAILS TOUR LIMITED
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2025

	Note	**31 December 2025 USD**	31 December 2024 USD
Cash flows from operating activities			
Net loss before tax		**(213,862)**	(435,049)
Adjustments for:			
- Depreciation		**2,004**	913
- Gain on disposal of fixed assets		**(15)**	(12)
- Interest expenses		**145,340**	143,528
Operating loss before working capital changes		**(66,533)**	(290,620)
Changes in working capital			
- Trade and other receivables		**7,140**	4,690
- Advances and prepayments		**3,593**	4,024
- Trade and other payables		**170,276**	358,825
- Accrued expenses		**(3,785)**	422
Net cash provided by operations		**110,691**	77,341
Interest paid		**(145,340)**	(143,528)
Net cash used in operating activities		**(34,649)**	(66,187)
Cash flows from investing activities			
Purchase of property and equipment		**(5,878)**	(2,799)
Sale proceeds from disposal of fixed assets		**282**	12
Net cash used in investing activities		**(5,596)**	(2,787)
Cash flows from financing activities			
Proceeds from loan	9	**25,000**	70,000
Net cash provided by financing activities		**25,000**	70,000
Net decrease in cash and cash equivalents		**(15,245)**	1,026
Cash and cash equivalents at beginning of year		**48,204**	47,178
Cash and cash equivalents at end of year	5	**32,959**	48,204

The accompanying notes form an integral part of the Financial Statements.

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1. General information

Asian Trails Tour Limited ("the Company") was incorporated in the Union of Myanmar as a foreign company in the Republic of the Union of Myanmar under The Myanmar Companies Act, as per Certificate of Incorporation No. 31FC of 1999-2000 dated November 10, 1999 issued by the Ministry of National Planning and Economic Development. As per certificate of registration number 106909822, the Company has been re-registered with the new Myanmar Companies Law.

The principal activity of the Company is to operate as travel agency, tour operator, reservation service and related activities.

The equity shares of the Company are currently owned as follows:

Asian Trails Holding Limited	60%
U Min Kun Htaw	40%

The following are the current directors/managers of the Company:

(i)	MR. LAURENT KUENZLE	(Director)
(ii)	MR. LERSAN MISITSAKUL	(Director)
(iii)	MR. SEBASTIAN ALEX MENDONCA	(Director)
(iv)	MS. NAW EH MAY HTOO	(Director)
(v)	MR. MIN KUN HTAW	(Director)

The Company was subsequently issued Tour Business Licence No.Kha – 0740 dated 14 December 1999 by the Ministry of Hotels and Tourism.

The registered office of the Company is 104-B2, Yadanarmyaing Housing, Yadanarmyaing Street, Kamayut Township, Yangon, Myanmar.

2. Summary of significant accounting policies

The principal accounting policies which have been applied consistently throughout the financial years are summarized below:

A. Basis of preparation

The accompanying financial statements have been prepared in accordance with MFRS for SMEs and are based on historical cost convention.

(i) Going concern

As at 31 December 2025, the Company is in a net current liabilities position of USD 2,674,323 (December 2024: USD 2,456,853) and there is a deficit on equity of USD 2,617,136 (December 2024: deficit of USD 2,403,274). The appropriateness of preparing the financial statements of the Company on a going concern basis is dependent on the Company receiving continuing financial support from its holding company.

2. Summary of significant accounting policies (continued)

A. **Basis of preparation** (continued)

(i) Going concern

The holding company, Asian Trails Holding Limited, has confirmed its intention to provide financial support to the Company so as to enable the Company to meet its liabilities as and when they fall due for the next 12 months from the date of the financial statements.

In view of the foregoing, the directors consider that it is appropriate to prepare the financial statements on a going concern basis. Accordingly, the financial statements have not included any adjustments relating to the recoverability and classification of recorded assets amounts or the amounts and classification of liabilities that may be necessary should the Company be unable to continue as a going concern.

B. **Foreign currency translation**

(1) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of primary economic environment in which the entity operates (the "functional currency"). The financial statements are presented in United States dollars, which is the functional currency of the Company.

(2) Transactions and balances

Foreign currency transactions are translated into the functional currency at the exchange rate prevailing on the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at monthly-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement.

C. **Use of estimates and judgments**

The preparation of the financial statements in conformity with MFRS for SMEs requires management to make judgments, estimates and assumption 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 period in which the estimates are revised and in any future periods affected.

2. **Summary of significant accounting policies** (continued)

D. **Property and equipment**

Property and equipment are stated at cost less accumulated depreciation. Depreciation has been charged for assets under straight-line method. Depreciation rates are as follows;

Furniture and fixture	20%
Vehicles (motor cycle)	20%
PC, screens, office machines and installation	20%-33.33%

E. **Cash and cash equivalent**

Cash and cash equivalent comprise cash in hand and deposits with local and foreign banks.

F. **Liabilities**

Liabilities are recorded to the extent that they represent present obligations as a result of events and transactions occurring prior to the end of the fiscal year. The settlement of liabilities will result in sacrifice of economic benefits in the future.

G. **Provisions**

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation; and a reliable estimate of the amount of the obligation can be made.

H. **Revenue**

Revenue from services is recognized when the amount of revenue can be reliably measured and it is probable that future economic benefits will flow to the Company.

I. **Income tax**

Income tax expense represents the tax based on estimated taxable profit for the year.

J. **Related party**

A party is related to an entity if:
(a) directly, or indirectly through one or more intermediaries, the party:
  (i) controls, is controlled by, or is under common control with, the entity (this includes parents, subsidiaries and fellow subsidiaries);
  (ii) has an interest in the entity that gives it significant influence over the entity; or
  (iii) has joint control over the entity;
(b) the party is an associate of the entity;
(c) the party is a joint venture in which the entity is a venture;
(d) the party is a member of key management personnel of the entity or its parents;
(e) the party is a close member of the family of any individual referred to in (a) or (d);

2. **Summary of significant accounting policies** (continued)

J. **Related party** (continued)

(f) the party is an entity that is controlled, jointly controlled or significantly influenced by, or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (d) or (e); or
(g) the party is a post-employment benefit plan for the benefit of employees of the entity, or if any entity that is a related party of the entity.

K. **Comparatives**

Where necessary, comparative figures have been adjusted to conform with changes in presentation in the current year.

3. **Property and equipment**

	Furniture and fixture	Vehicles	PC, screens, office machines, installation	Total
	USD	USD	USD	USD
Cost				
At January 2025	**33,656**	**807**	**169,833**	**204,296**
Adjustment	**–**	**–**	**(210)**	**(210)**
Disposal	**–**	**–**	**(282)**	**(282)**
Additions	**748**	**–**	**5,131**	**5,879**
At 31 December 2025	**34,404**	**807**	**174,472**	**209,683**
Accumulated depreciation and impairment losses				
At 1 January 2025	**31,632**	**807**	**168,278**	**200,717**
Adjustment	**–**	**–**	**(210)**	**(210)**
Disposal	**–**	**–**	**(15)**	**(15)**
Depreciation	**637**	**–**	**1,367**	**2,004**
At 31 December 2025	**32,269**	**807**	**169,420**	**202,496**
Net book value				
At 31 December 2025	**2,135**	**–**	**5,052**	**7,187**
Cost				
At 1 January 2024	31,387	807	169,303	201,497
Additions	2,269	–	530	2,799
At 31 December 2024	33,656	807	169,833	204,296
Accumulated depreciation and impairment losses				
At 1 January 2024	31,387	807	167,610	199,804
Depreciation	245	–	668	913
At 31 December 2024	31,632	807	168,278	200,717
Net book value				
At 31 December 2024	2,024	–	1,555	3,579

4. **Loan to shareholder (USD 50,000)**

The above comprises the principal loan amount to U Min Kun Htaw who is one of the shareholders of the Company. {Note 14 (b)}

5. Cash and cash equivalents

	31 December 2025 USD	31 December 2024 USD
Cash in hand	**15,064**	13,007
Cash at banks	**17,895**	35,197
	32,959	48,204

6. Trade and other receivables

	31 December 2025 USD	31 December 2024 USD
Trade receivables		
- Related parties {Note 14 (a)}	**10,757**	16,868
- Non-related parties	**149**	805
Other receivables		
- Related parties	**–**	–
- Non-related parties	**1,907**	2,280
	12,813	19,953

7. Advances and prepayments

	31 December 2025 USD	31 December 2024 USD
Advance and prepayments	**5,189**	9,528
Advance payments to suppliers	**6,822**	6,076
	12,011	15,604

8. Trade and other payables

	31 December 2025 USD	31 December 2024 USD
Trade payables		
- Related parties {Note 14 (c)}	**1,101,072**	924,138
- Non-related parties	**27,850**	20,360
Other payables		
- Related parties {Note 14 (c)}	**3,805**	6,079
- Non-related parties	**–**	–
Deposits	**12,469**	20,813
Income tax payables	**4,065**	7,594
	1,149,261	978,984

9. **Intercompany loan** {Note 14 (b)}

The Company acquired additional loan from Asian Trails Holding Limited during the financial year. The details are as follows:

	31 December 2025 USD	31 December 2024 USD
Opening balance	**1,535,000**	1,465,000
Additions	**25,000**	70,000
	1,560,000	1,535,000

10. **Accrued expenses**

	31 December 2025 USD	31 December 2024 USD
Accrued other	**22,527**	22,685
Accrued standard cost	**318**	3,945
	22,845	26,630

11. **Revenue - net**

	31 December 2025 USD	31 December 2024 USD
Revenue	**44,002**	175,494
3% commercial tax	**404**	(2,480)
Net revenue	**44,406**	173,014

12. **Other income**

	31 December 2025 USD	31 December 2024 USD
Prior year GOP income	**3,881**	3,884
Thomas Cook India Groups IC income	**206,634**	155,429
Interest income	**2,500**	6,667
Gain on sale of fixed assets	**202**	12
	213,217	165,992

13. Expenses by nature

The total of cost of sales, sales and marketing expenses, administrative expenses and finance expense are as follows:

	31 December 2025 USD	31 December 2024 USD
Direct costs	**38,655**	161,844
Staff costs	**234,631**	209,895
Key management personnel and director remuneration {Note 14 (d)}	**17,588**	17,588
Office expenses	**8,825**	12,566
Rent and utility expenses	**11,623**	479
Lease and maintenance	**3,878**	15,380
Information technology expenses	**8,114**	9,160
Travel and entertainment	**4,880**	5,393
Miscellaneous	**7,442**	10,412
Groups allocation charges	**–**	182,321
Depreciation	**2,004**	913
Realized and unrealized exchange gain	**(17,465)**	(22,317)
Marketing and advertising	**5,970**	26,893
Interest expenses	**145,340**	143,528
	471,485	774,055

14. Related party transactions

In addition to the information disclosed elsewhere in the financial statements, the following transactions took place between the Company and the related parties at terms agreed between the parties;

(a) Sales and purchase of goods and services

	Transactions value for the year ended 31 December 2025 USD	**Balance outstanding as at 31 December 2025** USD
Sales of tour package (Note - 6)	**6,111**	**10,757**

	Transactions value for the year ended 31 December 2024 USD	Balance outstanding as at 31 December 2024 USD
Sales of tour package (Note - 6)	6,033	16,868

14. **Related party transactions** (continued)

(b) *Loan*

	Transactions value for the year ended 31 December 2025 USD	Balance outstanding as at 31 December 2025 USD
Loan to shareholder (Note 4)	–	**50,000**
Loan from Holding (Note 9)	**25,000**	**1,560,000**

	Transactions value for the year ended 31 December 2024 USD	Balance outstanding as at 31 December 2024 USD
Loan to shareholder (Note 4)	–	**50,000**
Loan from Holding (Note 9)	**70,000**	**1,535,000**

(c) Other (Note 8)

	Transactions value for the year ended 31 December 2025 USD	Balance outstanding as at 31 December 2025 USD
Expenses incurred on behalf of the Company	**174,660**	1,104,877

	Transactions value for the year ended 31 December 2024 USD	Balance outstanding as at 31 December 2024 USD
Expenses incurred on behalf of the Company	362,924	930,217

(d) Key management personnel and director remuneration (Note 13)

	Transactions value for the year ended 31 December 2025 USD	Balance outstanding as at 31 December 2025 USD
Remuneration	**17,588**	–

	Transactions value for the year ended 31 December 2024 USD	Balance outstanding as at 31 December 2024 USD
Remuneration	17,588	–

15. **Authorization of financial statements**

The financial statements of the Company for the year ended 31 December 2025 were authorized for issue, in accordance with a resolution of the Company's Board of Directors, on 20 February 2026..

全国百强
证券会计师事务所
连续11年在榜

AAAAA级
税务师事务所
全国共41家

北京五十强
证券评估机构
连续5年在榜

2025 Auditor’s Report of ASIAN Trails International Travel Services (Beijing) Ltd.

DSK [2026] No. A06-002

DONGSHEN
東审财税

2025 Auditor's Report

of

ASIAN Trails International Travel Services (Beijing) Ltd.

DSK [2026] No. A06-002

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北京东审会计师事务所（特殊普通合伙）

Auditor's Report

DSK [2026] No. A06-002

To all shareholders of ASIAN Trails International Travel Services (Beijing) Ltd.,

I. Audit Opinions

We have audited the attached financial statements of ASIAN Trails International Travel Services (Beijing) Ltd. (hereinafter referred to as the Company), including the Balance Sheet as of December 31, 2025, and the Income Statement, the Cash Flow Statement and the Statement of Change in Owners' Equity for the year then ended, and the Notes to Financial Statements.

In our opinions, the attached financial statements have been prepared in accordance with the Accounting System for Business Enterprises in all significant aspects, and have given fair views on the Company's financial position as of December 31, 2025, and the operating results and cash flows for the year then ended.

II. Basis for Forming Audit Opinions

We conducted an audit in accordance with the Chinese Certified Public Accountants Auditing Standards. Our responsibilities under these Standards are further set forth in the Section "CPA's Responsibility for Auditing Financial Statements" hereunder. In accordance with the Code of Ethics for Chinese Certified Public Accountants, we are independent of the Company, and have fulfilled other responsibilities in respect of professional ethics. We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our audit opinions.

Ⅲ. Other information

The Company's management is responsible for other information. Other information includes the information under the annual report, but excludes the financial statements and our auditor's report.

Our audit opinions in respect of the financial statements exclude other information, and we do not express any form of authentication conclusions on other information.

北京东审会计师事务所(特殊普通合伙)

In consideration of our audit on the financial statements, our responsibility is to review other information, and consider whether other information is significantly inconsistent with the financial statements or the circumstances in our knowledge in the audit process, or has material misstatement or not.

Based on our audit, if we confirm that other information has material misstatement,

we shall report such facts. In this respect, we have nothing to report.

IV. Responsibilities of the Management and the Executives on the Financial Statements

The Company's management (hereinafter referred to as the management) is responsible for preparing the financial statements that give fair view in accordance with the Accounting System for Business Enterprises, and designing, executing and maintaining necessary internal control, so that the financial statements are free from material misstatement, whether due to fraud or errors.

In preparation of the financial statements, the management is responsible for evaluating the Company's ability of going concern, disclosing the matters related to going concern (if applicable), and utilizing the going concern assumptions, unless the management plans to liquidate the Company, or terminate operation or does not have any other practical choices.

The executives are responsible for supervising the process of the Company's financial reporting.

V. CPA's Responsibility for Auditing Financial Statements

Our goal is to obtain reasonable assurance as to whether the financial statements in the whole are free from material misstatement, whether due to fraud or errors, and to issue the auditor's report including the audit opinions. The reasonable assurance is at high level, but cannot guarantee that audit in line with the auditing standards will always discover certain material misstatement if any. Misstatement might be caused by fraud or errors. If it is reasonably anticipated that misstatement might independently or together affect the economic decisions made by the users of the financial statements based on the financial statements, then, it is generally assumed that the misstatement is material.

In the course of audit performed in accordance with the auditing standards, we make our professional judgment and maintain the professional skepticism. Meanwhile, we also perform the following work:

(I) To identify and evaluate the material misstatement risks of the financial statements whether due to fraud or errors, design and implement the audit procedures to cope with these risks, and obtain sufficient and appropriate audit evidences as the basis for the audit opinions. As fraud might involve collusion, forging, intentional omission or false statement or overrides the internal control, the risk in failure to discover the material misstatement due to fraud overrides the risk in failure to discover the material misstatement due to errors.

北京东审会计师事务所(特殊普通合伙)

(II) To understand the audit related internal control, in order to design appropriate procedures, but not for the purpose of expressing opinions on the effectiveness of the internal control.

(III) To evaluate the appropriateness of the accounting policies used by the management, and the reasonableness of the accounting estimates and relevant disclosures made by the management.

(IV) To make conclusions on appropriateness of the going concern assumptions used by the management, and make conclusions on material uncertainty of the matters or circumstances that are likely to materially challenge the Company's ability of going concern based on the obtained audit evidences at the same time. If our conclusions hold that there is material uncertainty, the auditing standards require we remind the users of the statements of the relevant disclosures in the financial statements in our auditor's report; if the disclosures are insufficient, we should express unqualified opinions. Our conclusions are based on the information available as of the date of the auditor's report. However, the future matters or circumstances might disqualify the Company from going concern.

(V) To evaluate the overall presentation, structure and contents (including disclosures) of the financial statements, and evaluate whether the financial statements give fair view on the relevant transactions and matters.

We have communicated the planned audit scope, schedule and material audit discoveries with the executives, including the internal control defects that have been identified by us in the course of audit and should be paid attention to.

This audit report shall not be used for securities markets such as listing, bond issuance, and the New Third Board, and shall not be used for investment and financing or performance hedging that requires securities qualifications. The consequences of improper use beyond the scope are not related to the certified public accountants who performed the audit business or the accounting firm.

Beijing Dong Shen Certified Public Accountants LLP

(Limited Liability Partnership)

Beijing, China

January 27, 2026

Chinese CPA :

Chinese CPA :

北京东审会计师事务所(特殊普通合伙)

Balance Sheet

December 31, 2025

Audited entity name: ASIAN Trails International Travel Services (Beijing) Ltd.

Currency: Rmb

Items	Notes	Current Year	Previous Year	Items	Notes	Current Year	Previous Year
Current Assets:				**Currents Liabilities:**			
Cash and cash equivalents	1	17,676,014.19	5,316,801.22	Short Term Borrowing	35		2,627,730.00
Trading financial assets	2	252,549.25		Trading financial liabilities	36		
Derivative financial assets	3			Derivative financial liabilities	37		
Notes receivable	4			Notes payable	38		
Accounts receivable	5	3,271,830.91	2,761,735.77	Accounts payable	39	13,339,128.71	5,727,420.86
Receivable financing	6			Advance receipt	40	3,650,209.56	2,050,095.36
Prepayments	7	532,088.30	143,601.73	Contract liabilities	41		
Other receivables	8	1,200,227.75	882,512.49	Payroll and employee benefits	42	2,429,149.50	213,418.85
Inventories	9			Taxes and dues payable	43	59,637.26	384,563.96
Contract assets	10			Other payables	44	1,173,303.95	1,550,602.33
Hold for sale assets	11			Held for sale debt	45		
Non-current assets due within one year	12			Non-current liabilities due within one year	46		
Other current assets	13			Other current liabilities	47		
Total Current Assets	14	22,932,710.40	9,104,651.21	**Total Current Liabilities**	48	20,651,428.98	12,553,831.36
Non-current Assets:				**None current liabilities:**			
Debt investment	15			Long-term loans	49		
Other debt investment	16			Bonds payable	50		
Long-term receivable	17			Bonds payable-Preferred Stock	51		
Long-term equity investments	18	210,000.00	210,000.00	Bonds payable-Perpetual debt	52		
Other Equity Instruments Investment	19			Lease liabilities	53	1,478,794.00	430,677.00
Other non-current financial assets	20			Long - Term Payables	54		
Investment Properties	21			Provisions	55		
Fixed assets	22	340,616.36	45,881.92	Deferred income	56		
Construction in progress	23			Deferred income tax liabilities	57		
Productive biological assets	24			Other non-current liabilities	58		
Oil and gas assets	25			**Total Non-current Liabilities**	59	1,478,794.00	430,677.00
Right to use assets	26	1,442,424.00	421,882.00	**Total Liabilities**	60	22,130,222.98	12,984,508.36
Intangible assets	27			**Owners'/Shareholders' Equity:**			
Development expenditures	28			Paid in capital	61	8,000,000.00	8,000,000.00
Goodwill	29			Other equity instruments	62		
Long-term prepaid assets	30			Other equity instruments-Preferred Stock	63		
Deferred income tax assets	31	1,541,551.74	2,643,319.52	Other equity instruments-Perpetual debt	64		
Other non-current assets	32			Capital Reserve	65	1,606.36	1,606.36
				Less:Retained stock	66		
				Other comprehensive income	67		
				Special reserve	68		
Total Non-current Assets	33	3,534,592.10	3,321,083.44	Surplus reserve	69	248,500.50	248,500.50
				Undistributed profit	70	-3,913,027.34	-8,808,880.57
				Total Owners'/Shareholders' Equity	71	4,337,079.52	-558,773.71
Total Assets	34	26,467,302.50	12,425,734.65	**Total Liabilities & Owners' Equity**	72	26,467,302.50	12,425,734.65

Legal representative of the company:

Person in charge of accounting work:

Person in charge of accounting agency:

Income Statement

December 31, 2025

Audited entity name:ASIAN Trails International Travel Services (Beijing) Ltd. Currency: Rmb

Items	Notes	Current Year	Previous Year
I.Operating revenue	1	75,797,205.43	42,433,575.11
Less: Operating Costs	2	57,872,077.07	34,836,952.38
Taxes and Surcharges	3	32,532.37	1,318.84
Selling expenses	4	1,373,400.48	842,110.99
Administration Expense	5	10,182,611.66	5,886,937.83
R&D expenses	6		
Financial expenses	7	540,239.48	126,700.79
Including: Interest expense	8	252,686.93	57,232.14
Interest income	9	142,495.76	13,445.44
Add:Other Incomes	10	200,000.00	
Investment income (loss expressed with "-")	11		
Including:Income from associates and joint ventures	12		
Derecognition gains on financial assets measured at amortised cost (loss expressed with "-"	13		
Net open hedge income	14		
Income from changes in fair value (loss expressed with "-")	15		
Credit impairment loss (loss expressed with "-")	16		
Impairment of assets (loss expressed with "-")	17		
Disposal of assets	18		
II.Operating income (loss expressed with "-")	19	5,996,344.37	739,554.28
Add:Non-operating income	20		
Less:Non-operating expense	21		
III.Total income	22	5,996,344.37	739,554.28
Less:Income Tax Expense	23	1,101,767.78	
IV.Net income (loss expressed with "-")	24	4,894,576.59	739,554.28
Continuous operation Profit/loss	25	4,894,576.59	739,554.28
Terminate the operation Profit/loss	26		
V.Each component of other comprehensive income, net of income tax effect	27		-
1. Other comprehensive income which will not be reclassified subsequently to profit or loss	28		-
1.1 As a result of remeasurement of net defined benefit plan liability or asset	29		
1.2 Share of the other comprehensive income of the investee accounted for using equity method which will not be reclassified subsequently to profit and loss	30		
1.3 Changes in fair value of other equity instruments investment	31		
1.4 Changes in the fair value of corporate credit risk	32		
1.5 Other	33		
2. Other comprehensive income which will be reclassified subsequently to profit or loss when specific conditions are met	34		-
2.1 Share of the other comprehensive income of the investee accounted for using equity method which will be reclassified subsequently to profit and loss when specific conditions are met	35		
2.2 Changes in the fair value of other debt investments	36		
2.3 The amount of financial assets reclassified into other comprehensive income	37		
2.4 Other debt investment credit impairment provisions	38		
2.5 Cash flow hedge reserve	39		
2.6 Translation differences arising on translation of foreign currency financial statements	40		
2.7 Other	41		
VI.Total comprehensive earning	42	4,894,576.59	739,554.28
VII.Earning Per Share	43		
1.Primary earnings per share	44		
2.Diluted earnings per share	45		

Legal representative of the company: Person in charge of accounting work: Person in charge of accounting agency:

Cash Flow Statement

December 31, 2025

Audited entity name:ASIAN Trails International Travel Services (Beijing) Ltd. Currency: Rmb

Items	Notes	Current Year	Previous Year
I. Cash Flows From Operating Activities			
Cash received from sale of goods or rendering of services	1	75,287,110.29	36,437,107.88
Refund of tax and levies	2		
Other cash received relating to operating activities	3	35,628,603.58	17,528,127.35
Sub-total of cash inflows from operating activties	4	110,915,713.87	53,965,235.23
Cash paid for goods and services	5	65,483,784.92	27,026,915.10
Cash paid to and on behalf of employees	6	5,032,672.36	4,029,004.77
Payments of all types of taxes	7	851,235.10	1,318.84
Other cash paid relating to operating activities	8	25,996,774.70	18,488,365.66
Sub-total of cash outflows from operating activties	9	97,364,467.08	49,545,604.37
Net cash flows from operating activities	10	13,551,246.79	4,419,630.86
II. Cash Flows From Investing Activities			
Cash received from recovery of investments	11		
Cash received from returns on investments	12		
Net cash received from disposal of fixed assets, intangible assets & other long-term ass	13		
Net cash from disposal of Subsidiary and other operating entitie	14		
Other cash received relating to investing activities	15		
Sub-total of cash inflows from investing activities	16		-
Cash paid to acquire fixed assets, intangible assets & other long-term assets	17	399,190.93	58,691.51
Cash paid to acquire investments	18	252,549.25	
Net cash obtained from subsidiary and other operating entities	19		
Other cash payments relating to investing activities	20		
Sub-total of cash outflows from investing activities	21	651,740.18	58,691.51
Net cash flows from investing activities	22	-651,740.18	-58,691.51
III.Cash Flows From Financing Activities			
Cash received from capital contribution	23		
Cash received from borrowings	24		
Other cash received relating to financing activities	25		
Sub-total cash flows from financing activities	26		-
Cash repayments of amounts borrowed	27		
Cash payments for interest expenses and distribution of dividends or profit	28	540,293.64	57,232.14
Other cash payments relating to financing activities	29		843,766.00
Sub-total cash flows from financing activities	30	540,293.64	900,998.14
Net cash flows from financing activities	31	-540,293.64	-900,998.14
IV. Effect Of Foreign Exchange Rate Changes On Cash	32		76,669.71
V. Net Increase/(Decrease) In Cash And Cash Equivalents	33	12,359,212.97	3,536,610.92
Add: Cash and cash equivalents at the beginning of the year	34	5,316,801.22	1,780,190.30
VI.Cash and cash equivalents at the end of the year	35	17,676,014.19	5,316,801.22

Legal representative of the company: Person in charge of accounting work: Person in charge of accounting agency:

Statement of Changes in Equity

December 31, 2025

Audited entity name:ASIAN Trails International Travel Services (Beijing) Ltd.

Currency: Rmb

Items	Current Year										
	Paid in capital	Other equity instruments			Capital surplus	Less: Treasury Stock	Other comprehensive income	Special reserve	Surplus Reserve	Undistributed Profits	Total owner's equity
		Preferred Stock	Perpetual debt	Others							
I. Closing balance last year	8,000,000.00	-	-	-	1,606.36	-	-	-	248,500.50	-8,808,880.57	-558,773.71
Add:Change in accounting policy											-
Corrections of prior period errors										1,276.64	1,276.64
other											-
II. Opening balance this year	8,000,000.00	-	-	-	1,606.36	-	-	-	248,500.50	-8,807,603.93	-557,497.07
III. Fluctuation amount this year (decrease expressed with "-")	-	-	-	-	-	-	-	-	-	4,894,576.59	4,894,576.59
1.Total comprehensive income										4,894,576.59	4,894,576.59
2.Owners' capital of input and decrease	-	-	-	-	-	-	-	-	-	-	-
2.1.Owner of the common shares											-
2.2.Holders of other equity instruments invested capital											-
2.3.Shares included in the owners' equity											-
2.4.Others											-
3.Profit distribution	-	-	-	-	-	-	-	-	-	-	-
3.1.Appropriation of surplus reserve											-
3.2.Distribution to owners (shareholders)											-
3.3.Others											-
4.Internal transfer of owners' equity	-	-	-	-	-	-	-	-	-	-	-
4.1.Capital surplus to increase capital											-
4.2.Surplus reserve to increase capital											-
4.3.Surplus reserve making up losses											-
4.4 Set a change in the benefit plan to carry forward retained earnings											-
4.5 Other comprehensive income carry-over retained earnings											-
4.6.Others											-
IV.Closing balance this year	8,000,000.00	-	-	-	1,606.36	-	-	-	248,500.50	-3,913,027.34	4,337,079.52

Legal representative of the company:

Person in charge of accounting work:

Person in charge of accounting agency:

Statement of Changes in Equity

December 31, 2025

Audited entity name:ASIAN Trails International Travel Services (Beijing) Ltd.

Currency: Rmb

Items	Prior Year										
	Paid in capital	Other equity instruments			Capital surplus	Less: Treasury Stock	Other comprehensive income	Special reserve	Surplus Reserve	Undistributed Profits	Total owner's equity
		Preferred Stock	Perpetual debt	Others							
I. Closing balance last year	8,000,000.00	-	-	-	1,606.36	-	-	-	248,500.50	-9,548,434.85	-1,298,327.99
Add:Change in accounting policy											-
Corrections of prior period errors											-
other											-
II. Opening balance this year	8,000,000.00	-	-	-	1,606.36	-	-	-	248,500.50	-9,548,434.85	-1,298,327.99
III. Fluctuation amount this year (decrease expressed with "-")										739,554.28	739,554.28
1.Total comprehensive income										739,554.28	739,554.28
2.Owners' capital of input and decrease											
2.1.Owner of the common shares											
2.2.Holders of other equity instruments invested capital											
2.3.Shares included in the owners' equity											
2.4.Others											
3.Profit distribution											
3.1.Appropriation of surplus reserve											
3.2.Distribution to owners (shareholders)											
3.3.Others											
4.Internal transfer of owners' equity											
4.1.Capital surplus to increase capital											
4.2.Surplus reserve to increase capital											
4.3.Surplus reserve making up losses											
4.4 Set a change in the benefit plan to carry forward retained earnings											
4.5 Other comprehensive income carry-over retained earnings											
4.6.Others											
IV.Closing balance this year	8,000,000.00	-	-	-	1,606.36	-	-	-	248,500.50	-8,808,880.57	-558,773.71

Legal representative of the company:

Person in charge of accounting work:

Person in charge of accounting agency:

ASIAN Trails International Travel Services (Beijing) Ltd.

Notes to Financial Statements

The year in 2025

(Unless otherwise especially specified, the amounts are stated in RMB)

I. Company Profile

ASIAN Trails International Travel Services (Beijing) Ltd. (hereinafter referred to as the "Company") was established on September, 2010, Uniform social credit code for enterprises: 91110105717884659B; Type of Company: limited liability company; Domicile: Room 810, 8th Floor, 37 Maizidian Street, Chaoyang District, Beijing; Registered Capital: RMB 8,000,000.00; Operation Period: September 16, 2010, to September 15, 2060 ; Legal Representative: Zhang XiaoLin.

Business scope: Domestic tourism business, Inbound tourism business, Conference Services (Market entities independently select business projects and carry out business activities in accordance with the law; domestic travel business, inbound travel business, and projects subject to approval in accordance with the law shall carry out business activities in accordance with the approved content after the approval of relevant departments; they shall not engage in the prohibition of national and municipal industrial policies and Operational activities of restricted projects.).

II. Preparation Basis of Financial Statements

（I） Preparation Basis

Under the assumption of going concern, the Company prepares the financial statements in respect of the actual transactions and events in accordance with the Accounting Standards for Business Enterprises – Basic Standards enacted by the Ministry of Finance ,42 accounting standards, application guidelines and interpretations thereof enacted and amended ,(hereinafter collectively referred to as "accounting standards for business enterprises") to recognize and measure, and prepare financial statements on this basis

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(II) Evaluation of Sustainable Operation Ability

The financial statements are presented based on the assumption of going concern. The Company has not engaged in any events or circumstances that challenge the Company's ability of going concern over the 12 months at the end of the reporting period.

III. Important Accounting Policy and Accounting Estimation of the Company

（I）Statements on Compliance with the Accounting Standards for Business Enterprises

The financial statements prepared by the Company conform to the requirements of the Accounting Standards for Business Enterprises, and have given true and complete views on the Company's financial position, and other information related to operating results and cash flows.

（II）Accounting period

The Company's accounting year begins on January 1 and ends on December 31 of every Gregorian calendar year.

（III）Operating cycle

The company considers 12 months as the standard to classify the liquidity of assets and liabilities.

（IV）Reporting currency

(V) Bookkeeping Base and Pricing Principle

According to related regulations of ASBE, the company's accounting shall be on the accrual basis. Except for certain financial instruments and Investment Propertiess, the financial statement shall adopt historical cost as the measurement basis.

(VI) Recognizing Standard of Cash and Cash Equivalent

The Company cash and cash equivalents include the cash on hand, the Bank balances available for payment at any time, and the Company's short-term (Usually means maturity within three months since the acquisition date), high-liquidity investments that are readily convertible into cash of known amounts and have insignificant risks of change in value.

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(VII) Foreign Currency Business and Foreign Currency Statement Translation

1. Foreign Currency Business

At initial recognition of foreign-currency business transaction, bookkeeping shall be made in RMB converted with the spot exchange rate on the occurring date of transaction as the conversion exchange rate.

On balance sheet date, the foreign-currency monetary items shall be converted at the spot exchange rate on balance sheet date, any and all balances of exchange shall be accounted into current profit or loss except for the balance of exchange incurred from the special borrowing in foreign currency related to purchase or construction of assets that meet capitalization conditions.

Any foreign-currency non-monetary items measured in historical cost shall still be converted at the spot exchange rate on transaction occurring date; Any foreign-currency non-monetary item measured in fair value shall be converted at the spot exchange rate on the date of recognizing fair value, the translation difference shall be accounted into current profit or loss or recognized as other comprehensive income.

2. Foreign Currency Financial Statement Translation

The items of assets and liabilities in balance sheet shall be converted at the spot exchange rate on balance sheet date; other items of owner's equities than the item of "Undistributed Profit" shall be converted at the spot exchange rate at occurrence. The items of incomes and expenses in profit statement shall be converted at the spot exchange rate.on transaction occurrence date. The translation difference of foreign-currency financial statements generated from the conversion above shall be accounted into other comprehensive income.

(VIII) Accounts Receivable

The receivables include the accounts receivables and other receivables.

1. Recognition criteria of the bad debt reserves

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The Company assesses the carrying amounts of the accounts receivable on the balance sheet date. If there are following objective evidences that the accounts receivable are impaired, the impairment provision is calculated: ①The debtor has serious financial difficulty; ②The debtor violates the contract terms and conditions (e.g. default or overdue payment of interest or principal); ③The debtor is

likely to be closed down or engages in other financial restructuring; ④There are other objective evidences that the accounts receivable are impaired.

2. Calculation method of the bad debt reserves

（1）Calculation method of accounts receivable of significant single amount and single bad debt reserves: the accounts receivable of significant single amount are individually tested for impairment. If there is objective evidence that the accounts receivable are impaired, the bad debt reserves are calculated at the difference between the present value of their future cash flows and their carrying amount.

If the accounts receivable of significant single amount have not been impaired upon separate test, the bad debt reserves are calculated in combination.

（2）Accounts receivable of insignificant single amount and single bad debt reserves

Reasons for single calculation of the bad debt reserves	Accounts receivable involved in proceedings, and worsen client's credit status
Calculation method of the bad debt reserves	The bad debt reserves are calculated at the difference between the present value of their future cash flows and their carrying amount

（3）Accounts receivable whose bad debt reserves are calculated in combination

In respect of the accounts receivable that have not been impaired upon separate test (including accounts receivable of significant and insignificant single amounts), and the accounts receivables that have not been tested separately and have insignificant amount, the bad debt reserves are calculated in the combination of the following credit risk features:

Type of combination	Determination basis of combination	Calculation method of bad debt reserves in combination
Aging combination	Aging status	Aging analysis method

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(IV) Long-Term Equity Investment

1. Judging Standard of Control, Joint Control and Major Influence

Control means the power that the investor has over the invested unit, the realizable return entitled through participation in the related activities of the invested unit, and the ability to use its power over

the invested unit to affect the amount of its return. The equity investment of the company can control over the invested unit means the investment to subsidiary

Joint control means the joint control over certain arrangement according to related agreement, and the related activities of such arrangement must go through unanimous consent by the participating parties sharing control before being decided. If the company and other co-operative party jointly impose joint control over the invested unit and are entitled to rights over the net assets of the invested unit, the invested unit shall be the company's co-operative enterprise.

Major influence means the power of participating the decision making over the financial and operating decision making of the invested unit, but it can't control nor jointly control along with other party the formation of such policies. If the company is able to impose major influence on the invested unit, then the invested unit shall be the company's joint operation enterprise.

2. Recognition of Initial Investment Cost

(1) The merging party's shares in the book value of the merged party's owner's equity in the consolidated financial statement of the final controlling party on the date of merger that is formed through merger of enterprises under the same control and with consideration of merger in form of the merging party paying cash, transferring non-cash assets, assuming debts or issuing equity securities shall be its initial investment cost. The difference between the initial investment cost of long-term equity investment and the book value of paid consideration of merger or book value of issued shares shall be used to adjust the capital surplus; if the capital surplus is insufficient for offsetting, the retained earnings shall be adjusted.

(2) If it's formed from merger of enterprises not under the same control, the fair value of paid consideration of merger on the date of purchase shall be its initial investment cost.

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(3) Besides the formation through merger of enterprises: if it's obtained by paying cash, its initial investment cost shall be the actually paid price payment; if it's obtained by issuing equity securities, its initial investment cost shall be the fair value of the issued equity securities; if it's obtained by debt restructuring, its initial investment cost shall be recognized according to the "ASBE No.12 – Debt

Restructuring"; if it's obtained by exchange of monetary assets, its initial investment cost shall be recognized according to "ASBE No.7 – Exchange of Non-monetary Assets".

3. Method of Subsequent Measurement and Recognition of Profit or Loss

(1) Accounting of Long-Term Equity Investment

Any long-term equity investment that can implement control over the invested unit shall be accounted in cost method; any long-term equity investment to joint operation enterprise or co-operative enterprise shall be accounted in equity method.

Any investment to subsidiary shall be accounted in cost method; any investment to joint operation enterprise or co-operative enterprise shall be accounted in equity method.

For long-term equity investment accounted in cost method, except for the actually paid price payment at the time of obtaining investment or the announced but not yet distributed cash dividends or profit included in consideration, the cash dividends or profit announced of distribution by the invested unit shall be recognized as investment return and accounted into current profit or loss.

For any long-term equity investment accounted in equity method, if the initial investment cost is higher than the entitled shares of the fair value of the recognizable net assets of the invested unit at the time of investment, the investment cost of long-term equity investment shall not be adjusted; if the initial investment cost is less than the entitled shares of the fair value of the recognizable net assets of the invested unit at the time of investment, the difference shall be accounted into current profit or loss, and the cost of long-term equity investment shall be adjusted.

When adopting equity method for accounting, the investment income and other comprehensive income shall be recognized respectively based on the entitled or assumed shares in the net profit or loss or other comprehensive income realized by the invested unit, and the book value of the long-term equity investment shall be adjusted at the same time; the book value of the long-term equity investment shall be reduced accordingly based on the calculated and entitled part of the profit or cash dividends announced of distribution by the invested unit; for other changes of owner's equity of the invested unit than net profit or loss, other comprehensive income and profit distribution (or "Change of Other

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Owner's Equity"), the company shall adjust the book value of long-term equity investment and recognize the capital surplus (other capital surplus).

When recognizing the entitled shares in the invested unit's net profit or loss, other comprehensive income and change of other owner's equities, the invested unit's net profit and other comprehensive income shall be adjusted before recognition on the basis of the fair value of the invested unit's recognizable net assets at the time of investment, and based on the company's accounting policy and accounting period.

The company's obligation to any net loss incurred by co-operative enterprise or joint operation enterprise, besides the assumption of obligation for extra loss, shall be limited to the book value of long-term equity investment as well as other long-term equities essentially constituting net investment to the co-operative enterprise or joint operation enterprise being reduced to zero. If the co-operative enterprise or joint operation enterprise realizes net profit later, the company shall recover recognition of entitled shares of income after using entitled shares of income to cover the unrecognized shares of loss.

(2) Impairment testing method and impairment reserve provisioning method. For the method to provision asset impairment over investments to subsidiary, co-operative enterprise and joint operation enterprise, please refer to notes III (XX) "Impairment of Long-term Assets".

(X) Fixed Asset

Fixed assets refer to the tangible assets that are held for the purposes of commodity production, labor service rendering, lease and operation management, and have useful life of more than one year.

1. Initial measurement of the fixed assets

（1）The costs of the purchased fixed asset include the purchase price, the relevant taxes, and the transportation costs, the handling charges, the installation costs and the professional service fees incurred before the fixed assets are ready for their intended use.

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（2）If payment for the purchase price of the fixed assets is delayed beyond the normal credit conditions, and is substantially of financing nature, the costs of the fixed assets are determined at the present value of the purchase price.

（3）The costs of the self-built fixed assets are composed of the necessary expenditures incurred before such assets are ready for their intended use.

（4）As to the fixed assets acquired by the debtors in the debt restructuring for debt repayment, their entry value is determined at their fair value, and the difference between the carrying amounts of the restructured debts and the fair value of such fixed assets for debt repayment is recognized in the current profit and loss.

2. Subsequent measurement of the fixed assets

（1）Depreciation method of the fixed assets: from the next month after the fixed assets are ready for their intended use, the depreciation of the fixed assets is calculated using the **straight-line method** over the useful life. The useful life, estimated net residual value and the annual depreciation rate of the fixed assets are as follows:

Type of asset	Useful life	Residual value rate (%)	Annual depreciation rate (%)
Electronic equipments	3、5	0.00	20.00、33.33
Office furniture	5	0.00	20.00

If the subsequent expenditures of the fixed assets meet the fixed asset recognition conditions, such expenditures shall be recognized in the costs of the fixed assets, and the carrying amounts of the replaced fixed assets shall be deducted at the same time; if the fixed asset recognition conditions are not met, such expenditures shall be recognized in the current profit and loss.

(3) On the balance sheet date, if there's any sign to indicate impairment of fixed assets, the corresponding impairment reserve shall be provisioned based on the difference of book value higher than the recoverable amount. The test method for impairment of fixed assets and the method for the provision for impairment are detailed in Note III (XX) "Impairment of long-term Assets".

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3. Disposal of the fixed assets

The proceeds from sale, transfer, retirement or disposal of the fixed assets, net of their carrying amounts and the relevant taxes, are recognized in the Non-operating expensee.

(XI) Right to use assets

1. Recognizing Conditions for Right to use assets

Use right asset means the company's right to use leased assets during the lease period as lessee. The company shall recognize use right asset over lease since the beginning date of lease period. Use right asset shall be recognized when the related economic interest would probably flow in, and the cost can be reliably measured.

2. Initial Measurement of Use Right Asset

Use right asset shall have initial measurement based on cost, such cost shall include:

(1) Initial measurement amount of lease liability;

(2) For any amount of lease payment paid on or before the beginning date of lease period, if there's any lease incentive, the related amount of already entitled lease incentive shall be deducted;

(3) Initial direct expense incurred by the lessee;

(4) The estimated cost to be incurred by the lessee for dismantling and removing lease asset, recovering the site of the lease asset or recovering the lease asset to the state stipulated in the lease terms.

3. Subsequent Measurement of Use Right Asset

(1) The company adopts cost model to make subsequent measurement on use right asset.

(2) The company provisions depreciation on use right asset. If it can be reasonably recognized that the ownership of lease asset can be obtained at expiration of lease period, this company shall provision depreciation during the residual serviceable life of the leased asset. If it can't be reasonably recognized that the ownership of lease asset can be obtained at expiration of lease period, this company shall provision depreciation during whichever shorter between the lease period and the residual serviceable life of the leased asset. The specific depreciation methods of various Right to use assets are as follows:

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This company provisions depreciation on Right to use assets based on the Straight-Line Method.

(3) When the company re-measures lease liability based on the present value of lease payment after change, and adjusts the book value use right asset accordingly, if the book value of use right asset has

been reduced to zero, but the lease asset still needs to be further reduced, the residual amount shall be accounted into current profit or loss.

(4) On the balance sheet date, if there's any sign to indicate impairment of Use Right Asset , the corresponding impairment reserve shall be provisioned based on the difference of book value higher than the recoverable amount.

(XII) Depreciation of Long-Term Assets

As to the fixed assets, the Construction in progress, the intangible assets of limited useful life, the Investment properties measured at cost, the long-term equity investments in the subsidiaries, joint venture and associated enterprises, and other non-current non-financial assets, the Company judges whether there is impairment sign on the balance sheet date. If there is impairment sign, then their recoverable amount is estimated, and the impairment test is performed. The goodwill, the intangible assets of indefinite useful life, and the intangible assets that have not been ready for intended use are tested for impairment every year whether there is impairment sign or not.

If the impairment test results indicate that the recoverable amount of the assets is lower than their carrying amounts, the impairment provision is calculated at the resulting difference, and the difference is recognized in the impairment loss. The recoverable amount is the higher of the fair value of an asset net of the disposal expenses, and the present value of the estimated future cash flows of such asset. The fair value of an asset is determined at the price under the sales agreement in the arm's length transaction; if there is no sales agreement but there is active market, the fair value is determined at the purchase price of the buyer of such assets; in absence of both the sales agreement and the active market, the fair value of the asset may be estimated based on the best available information. The disposal expenses include the legal costs, the relevant taxes and the handling costs related to disposal of the assets, and the direct expenses incurred before such asset is ready for its intended use. The present value of the estimated future cash flows of the assets is determined by discounting the estimated future cash flows of the assets in the process of continuous use and final disposal at the appropriate discount rate. The asset impairment provision is calculated and determined based on the single asset. If it is hard to estimate the

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recoverable amount of the single asset, the recoverable amount of the asset group in which such asset is incorporated is determined. The asset group is the minimum asset combination that can independently generate cash inflows.

Once the aforesaid asset impairment losses are recognized, the recovered value shall not be reversed during the subsequent periods.

(XIII) Borrowing Cost

1. Recognition principles of the Borrowing costs

Any Borrowing costs incurred by the Company that are directly attributable to acquisition, construction or production of qualifying assets are capitalized and added to the costs of those assets; other Borrowing costs are recognized as expenditures through profit or loss when they arise.

The qualifying assets refer to the fixed assets, Investment properties and inventories that are necessarily take a substantial period of time for acquisition, construction or production activities to get ready for their intended use or sale.

(2) Capitalization period of the Borrowing costs

（1）Commencement of capitalization: when the conditions are met, the interest on the special loans, amortization of the discount or premium and the exchange difference are capitalized: a.The capital expenditures have been incurred; b.The Borrowing costs have been incurred; and c.The necessary acquisition and construction activities to get the assets ready for their intended use have been started.

（2）Suspension of capitalization: if the acquisition and construction activities of the fixed assets are abnormally interrupted, and the interruption exceeds 3 months or more, capitalization of the Borrowing costs is suspended, and is recognized as the current expenses, until the acquisition and construction activities of the assets are restarted.

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（3）Stopping of capitalization: when the acquired and constructed fixed assets are ready for their intended use, capitalization of the Borrowing costs is stopped.

3. Determination of the capitalized amount of the loan interest

（1）If the loans are especially used for acquisition, construction or production of the qualifying assets, the capitalized amount shall be determined at the actual interest expenses of the special loans, net of the interest income from deposit of the unused loans in the bank or the investment income from temporary investments of the loans.

（2）If the general loans are used for acquisition, construction or production of the qualifying assets, the Company shall calculate and determine the interest amounts of the general loans that should be capitalized at the product of the excesses of the accumulated asset expenditures over the weighted asset expenditure means of the special loans multiplied by the capitalization rate of the general loans.

4. Disposal of the foreign-currency loans

During the capitalization period, the exchange difference of the principal and interest of the special loans denominated in foreign currencies shall be capitalized. The exchange difference arising from the principal and interest of other foreign-currency loans than the special loans denominated in foreign currencies shall be recognized in the financial expenses through profit or loss.

(XIV) Employee Remuneration

1. Employee remuneration includes short-term pay, post-employment benefits, dismission welfare and other long-term employee benefits.

2. Accounting Treatment Method of Short-Term Compensation

During the accounting period of an employee providing service to company, company shall recognize the actually incurred short-term remuneration as liability, and account it into current profit or loss or related asset cost.

3. Accounting Treatment Method of Post-Employment Benefits

The post-employment benefits are classified into defined contribution plans and defined benefit plans.

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(1) During the accounting period when an employee provides service to the company, the payable amount calculated according to defined contribution plans shall be recognized as liability, and accounted into current profit or loss or related asset cost.

(2) The accounting treatment of defined benefit plans usually includes the following steps:

a. Based on the method of estimated accumulative welfare unit, adopt unbiased and consistent actuarial assumption to make estimation about related demographic variables and financial variables, measure the obligations generated from defined benefit plans, and recognize the periods of related obligations. Meanwhile, discount the obligations generated from the defined benefit plans, so as to recognize the present value of defined benefit plans and service cost in current period;

b. If there's any asset in defined benefit plans, the deficit or surplus generated from the present value of defined benefit plans obligation less the fair value of defined benefit plans asset shall be recognized as the net liability or net asset of a defined benefit plan. If there's surplus in a defined benefit plan, measure the net asset of defined benefit plan based on whichever lower between the upper limits of the surplus and asset of defined benefit plan.

c. At the end of period, recognize the employees remuneration cost generated from defined benefit plans into three parts, namely the service cost, the net amount of interest of the net liability or net asset of defined benefit plan, and the changes from re-measurement of the net liability or net asset of defined benefit plans, in which the service cost and the net amount of interest of the net liability or net asset of defined benefit plan shall be accounted into current profit or loss or related asset cost, the changes from re-measurement of the net liability or net asset of defined benefit plans shall be accounted into other comprehensive income, and shall not be allowed to transfer back to the profit or loss in subsequent accounting period, but these amounts recognized in other comprehensive income can be transferred in the scope of equities.

4. Accounting Treatment Method of Dismission Welfare

For the dismission welfare provided to employee, the employee remuneration liability generated from dismission welfare shall be recognized on whichever earlier between the following two options, and accounted into current profit or loss:

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(1) When the company is unable to unilaterally withdraw the dismission welfare provided when cancelling labor relation plan or layoff suggestions;

(2) When the company recognizes the cost or expense related to the restructuring involving payment of dismission welfare.

5. Accounting Treatment of Other Long-Term Employee Welfare

For other long-term welfare provided to employees, if meeting the conditions for defined contribution plans, the accounting treatment shall be made according to related regulations on defined contribution plans; other long-term welfares shall have accounting treatment according to related regulations on defined contribution plans, in order to simplify the related accounting treatments, its generated employees remuneration cost shall be recognized as service cost, the total net amount, including the net amount of interest of net liability or net asset of other long-term employees welfare, the changes generated from remeasurement of the net liability or net asset of other long-term employees welfare and other component items, shall be accounted into current profit or loss or related asset cost.

(XV) Lease Liabilities

On the beginning date of lease period, the company shall recognize the use right asset and lease liability over the lease, except for the short-term lease and low-value asset lease that shall have simplified treatment according to related standards.

Lease liabilities shall make initial measurement based on the present value of the lease payment not yet paid on the beginning date of lease period.

Lease payment amount means the payment that the company pays to lessor for the right to use the leased asset during the lease period, including:

1. Fixed payment and substantial fixed payment, if there's any lease incentive, deduct the related amount of lease incentive;

2. Variable lease payment depending on index or ratio, such payment shall be recognized at initial measurement based on the index or ratio on the beginning date of lease period;

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3. Executive price of call option, under the precondition that the company is reasonably recognized to execute such option;

4. The payment to be paid for exercising the option of terminating lease, under the precondition

that it's reflected during the lease period that the company will exercise the option of terminating the lease;

5. Estimate the payable amount based on the residual value of the guarantee provided by the company.

When calculating the present value of lease payment, this company adopts the interest rate implicit in lease as the discount rate; if it's unable to recognize the interest rate implicit in lease, the company shall adopt incremental borrowing interest rate as the discount rate.

(XVI) Incomes

1. Income Recognition Principle

On the beginning date of contract, this company shall evaluate contract, identify the various single contract performance obligations contained in the contract, and recognize whether each single contract performance obligation is to be performed during certain time section or performed at certain time point.

If meeting any of the following conditions, it shall be performance of contractual obligation during certain time section, otherwise, it shall be performance of contractual obligation at certain time point:

(1) The customer obtains and consumes the economic interest brought from this company's performance of contract immediately when this company performs the contract;

(2) The customer is able to control the commodity or service in the process of contract performance by this company;

(3) The commodity or service generated from this company's contract performance process has irreplaceable use, and this company has the right to collect payment for the part of accumulatively completed contract performance until present during the entire contract period.

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For any contractual obligation performed during certain time section, this company shall recognize income based on the contract performance progress within such time section. If the contract performance progress can't be reasonably recognized, and the already incurred cost is estimated to be compensated, the income shall be recognized based on the amount of already incurred cost, until the

contract performance progress can be reasonably recognized. For any contractual obligation to be performed at certain time point, the income shall be recognized at the time point when the customer obtains the control over the related commodity or service. When judging whether a customer has obtained the control over commodity, this company shall consider the following signs:

(1) The company is entitled to the right to immediately collect payment for the commodity, meaning the customer has the obligation to immediately pay for such commodity;

(2) The company has transferred the legal ownership of such commodity to a customer, meaning the customer already has the legal ownership of such commodity;

(3) The company has transferred the physical commodity to a customer, meaning the customer has physically occupied the commodity;

(4) The company has transferred the main risks and rewards on the commodity to a customer, meaning the customer has obtained the main risks and rewards on the ownership of such commodity;

(5) A customer has accepted the commodity;

(6) Other signs indicating that a customer has obtained the control over the commodity.

2. Income Measurement Principle

(1) This company shall measure income based on the transaction price allocated to each single contractual obligation. Transaction price means the amount of consideration that this company is estimated entitled to receive for transfer of commodity or service to a customer, excluding the payment collected on behalf of a third party and the payment estimated to be refunded to a customer.

(2) If there's any variable consideration in a contract, this company shall recognize the best estimation of variable price based on the expected value or the most likely amount, but the transaction price including variable consideration shall not exceed the amount of already recognized accumulative income is extremely unlikely to have major transfer-back when the related uncertainty has been eliminated.

北京东审会计师事务所(特殊普通合伙)

(3) If a contract contains major financing component, the company shall recognize the transaction price based on the assumed payable amount in cash by the customer when obtaining control over the

commodity or service. The difference between such transaction price and contractual consideration shall be amortized in effective interest method during contractual period. On the beginning date of contract, if the company estimates that the time interval between the time when the customer obtains control over the commodity or service and the time when the customer pays the price doesn't exceed one year, the major financing component existing in contract shall not be considered.

(4) If a contract contains two or more contractual obligations, on the beginning date of contract, this company shall amortize transaction price to each single contractual obligation based on the relative ratio of separate sales price of commodity assumed by each single contractual obligation.

IV. Notes to Change of Important Accounting Policy, Accounting Estimation, Correction of Major Accounting Error

(I) Change in Accounting Policies

The Company has no changes in accounting policy during the reporting period.

(II) Change of Accounting Estimation

The Company has no changes in accounting estimates during the reporting period.

(III) Major Accounting Error

The Company has no material accounting error correction items during the reporting period

V. Taxes

(I) Main Taxes and Tax Rates are Presented as Follows

Tax item	Tax basis	Tax rate
VAT	The output tax shall be calculated on the basis of the sales of goods and taxable labor income calculated according to tax regulation, after deducting the currently deductible input tax, the different part shall be the VAT payable	13%、6%
Urban construction tax	Turnover tax	7%
Educational surtax	Turnover tax	3%
Local educational surtax	Turnover tax	2%

北京东审会计师事务所(特殊普通合伙)

Corporate income tax	Taxable income	25%
Individual income tax	---	---

(II) Preferential Tax Policy

This company didn't apply to the related preferential tax policies.

V 怕 I. Notes to Main Items of Financial Statements

(I) Notes to Items in Balance Sheet

1. CASH AND CASH EQUIVALENTS

Item	Closing balance	Opening balance
Cash	123,184.48	26,265.27
Bank balances	17,452,829.71	5,290,535.95
Other monetary funds	100,000.00	0.00
Total	17,676,014.19	5,316,801.22

2. TRADING FINANCIAL ASSETS

Item	Closing balance	Opening balance
TRADING FINANCIAL ASSETS	252,549.25	0.00
Total	252,549.25	0.00

3. ACCOUNTS RECEIVABLE

(1) Aging analysis

Aging	Closing balance			Opening balance		
	Amount	Proportion	Bad debt reserves	Amount	Proportion	Bad debt reserves
Within 1 year	3,271,830.91	100.00%	0.00	2,761,735.77	100.00%	0.00
Total	3,271,830.91	100.00%	0.00	2,761,735.77	100.00%	0.00

北京京审会计师事务所（特殊普通合伙）

（2）Ending balances of accounts receivable

Entity	Closing balance	Percentage in	Nature
Catai Tours	1,004,317.71	30.70%	Tour price
Asia Exotica	887,739.63	27.13%	Tour price

Special Tours	347,488.86	10.62%	Tour price
Boscolo Travel	331,912.00	10.14%	Tour price
Tourmundial	136,530.52	4.17%	Tour price
Total	2,707,988.72	82.76%	——

4. Advance payment

(1) Aging analysis

Aging	Closing balance		Opening balance	
	Amount	Ratio in original	Amount	Ratio in original
Within 1 year	532,088.30	100.00%	143,601.73	100.00%
Total	532,088.30	100.00%	143,601.73	100.00%

(2) Ending balances of advance payment:

Entity	Closing balance	Percentage in Accounts payable	Nature
Beijing Huajia Yiyuan Catering Co., Ltd.	350,000.00	65.78%	Meal expenses
Beijing SUN Flower Tower Co., Ltd.	97,177.78	18.26%	Rent
Shanghai Wangbaohe Hotel Co., Ltd.	20,000.00	3.76%	Meal expenses
Total	467,177.78	87.80%	---

5. Other Receivables

Item	Closing balance	Opening balance
Interest Receivable	0.00	0.00
Dividend receivable	0.00	0.00
Other Receivables	1,200,227.75	882,512.49
Total	1,200,227.75	882,512.49

北京京审会计师事务所（特殊普通合伙）

Other Receivables

① Aging analysis

Aging	Closing balance			Opening balance		
	Amount	Proportion	Bad debt reserve	Amount	Proportion	Bad debt reserve
Within 1 year	1,093,604.69	91.12%	0.00	792,512.49	89.80%	0.00
1-2 years	16,623.06	1.38%	0.00	0.00	0.00%	0.00
2-3 years	0.00	0.00%	0.00	0.00	0.00%	0.00
More than 3 years	90,000.00	7.50%	0.00	90,000.00	10.20%	0.00
Total	1,200,227.75	100.00%	0.00	882,512.49	100.00%	0.00

② Ending balance of other receivables

Entity	Closing balance	Percentage in Other Receivables	Nature
Zhang XiaoLin	90,000.00	7.50%	Loan
Total	90,000.00	7.50%	---

6. Long-Term Equity Investment

Invested unit	Shareholding ratio	Opening balance	Additional investment	Decreased investment	Others	Closing balance
Atrails Travel Services (Beijing) Co., Ltd	70.00%	210,000.00	0.00	0.00	0.00	210,000.00
Total	---	210,000.00	0.00	0.00	0.00	210,000.00

7. Fixed Assets

Type	Closing balance	Opening balance
Fixed assets	340,616.36	45,881.92
Disposal of fixed assets	0.00	0.00
Total	340,616.36	45,881.92

北京东审会计师事务所（特殊普通合伙）

Fixed Assets

Item	Opening	Increase in current period	Decrease in current period	Closing balance
1、Total original price	390,912.56	349,031.93	0.00	739,944.49
Including: Office furniture	34,251.00	209,404.93	0.00	243,655.93
Electronic equipments	356,661.56	139,627.00	0.00	496,288.56
2、Total accumulated depreciation	345,030.64	54,297.49	0.00	399,328.13
Including: Office furniture	34,251.00	27,193.35	0.00	61,444.35
Electronic equipments	310,779.64	27,104.14	0.00	337,883.78
3、Total accumulated amount of fixed assets depreciation reserves	0.00	0.00	0.00	0.00
Including: Office furniture	0.00	0.00	0.00	0.00
Electronic equipments	0.00	0.00	0.00	0.00
4、Total book value of fixed	45,881.92	——	——	340,616.36
Including: Office furniture	0.00	——	——	182,211.58
Electronic equipments	45,881.92	——	——	158,404.78

8. Right to use assets

Item	Opening balance	Increase in current period	Decrease in current period	Closing balance
1、Total original book value	1,490,684.00	1,565,842.00	0.00	3,056,526.00
Including: Houses and buildings	1,490,684.00	1,565,842.00	0.00	3,056,526.00
2、Total accumulated depreciation and accumulated amortization	1,068,802.00	545,300.00	0.00	1,614,102.00
Including: Houses and buildings	1,068,802.00	545,300.00	0.00	1,614,102.00
3、Total accumulated provision for impairment of assets with right to use	0.00	0.00	0.00	0.00
Including: Houses and buildings	0.00	0.00	0.00	0.00

北京东审会计师事务所（特殊普通合伙）

4、Total book value of assets with right to use	421,882.00	——	——	1,442,424.00
Including: Houses and buildings	421,882.00	——	——	1,442,424.00

9. Deferred income tax assets/ Deferred income tax liabilities

Deferred income tax assets

Item	Closing balance	Opening balance
Deferred income tax assets	1,541,551.74	2,643,319.52
Total	1,541,551.74	2,643,319.52

10. Short Term Borrowing

Item	Closing balance	Opening balance
Short Term Borrowing	0.00	2,627,730.00
Total	0.00	2,627,730.00

11. Accounts payable

Aging analysis

Aging	Closing balance		Opening balance	
	Amount	Ratio	Amount	Ratio
Within 1 year	13,339,128.71	100.00%	5,727,420.86	100.00%
Total	13,339,128.71	100.00%	5,727,420.86	100.00%

12. Advance Receipt

（1）Aging analysis

Aging	Closing balance		Opening balance	
	Ratio	Amount	Ratio	Amount
Within 1 year	3,650,209.56	100.00%	2,050,095.36	100.00%
Total	3,650,209.56	100.00%	2,050,095.36	100.00%

北京永审会计师事务所（特殊普通合伙）

（2）Ending balance of advances received

Entity	Closing balance	Percentage in	Nature
London Business School	1,644,436.62	45.05%	Travel style
Latitudes	231,440.21	6.34%	Travel style
Mundo Asia	194,155.51	5.32%	Travel style
Viajes Bilbao Express	181,842.33	4.98%	Travel style
One FRT	170,643.65	4.67%	Travel style
Total	2,422,518.32	66.36%	---

13.Payroll and employee benefits

Item	Opening balance	Increase in current period	Decrease in current period	Closing
Payroll and employee benefits	213,418.85	7,461,821.86	5,246,091.21	2,429,149.50
Total	213,418.85	7,461,821.86	5,246,091.21	2,429,149.50

14.Taxes and dues payable

Item	Closing balance	Opening balance
value added tax	-14,607.33	366,588.10
Individual Income Tax	73,853.31	17,975.86
Stamp duty	391.28	0.00
Total	59,637.26	384,563.96

15. Other Payables

(1) Details

Item	Closing balance	Opening balance
Interests payable	0.00	0.00
Dividends payable	650,000.00	650,000.00
Other payables	523,303.95	900,602.33
Total	1,173,303.95	1,550,602.33

北京东审会计师事务所（特殊普通合伙）

(2) Dividends payable

Item	Closing balance	Opening balance
Dividends payable	650,000.00	650,000.00
Total	650,000.00	650,000.00

(3) Other payables

① Aging Analysis

Aging	Closing balance		Opening balance	
	Amount	Ratio	Amount	Ratio
Within 1 year	467,744.82	89.38%	900,602.33	100.00%
1-2 year	55,559.13	10.62%	0.00	0.00%
Total	523,303.95	100.00%	900,602.33	100.00%

15. Lease Liabilities

Item	Closing balance	Opening balance
Lease Liabilities	1,478,794.00	430,677.00
Total	1,478,794.00	430,677.00

16. Paid-in Capital

Name of shareholder	Opening balance	Increase in current	Decrease in	Closing balance
Asian Trails Holding Ltd.	8,000,000.00	0.00	0.00	8,000,000.00
Total	8,000,000.00	0.00	0.00	8,000,000.00

17. Capital Reserve

Item	Opening balance	Increase in current	Decrease in	Closing balance
Capital Reserve	1,606.36	0.00	0.00	1,606.36
Total	1,606.36	0.00	0.00	1,606.36

北京京审会计师事务所(特殊普通合伙)

18. Surplus Reserve

Type	Opening balance	Increase in current	Decrease in	Closing balance
Statutory surplus reserve	248,500.50	0.00	0.00	248,500.50
Total	248,500.50	0.00	0.00	248,500.50

19. Undistributed Profits

Item	Closing balance	Opening balance
Undistributed profit at the beginning of the year	-8,808,880.57	-9,548,434.85
Adjust the beginning balance of undistributed profits (increase +, decrease -)	-1,276.64	0.00
Adjusted Undistributed Profits	-8,807,603.93	-9,548,434.85
Plus: net profit of the year	4,894,576.59	739,554.28
Less: withdrawal of statutory surplus reserve	0.00	0.00
withdrawal of discretionary surplus reserve	0.00	0.00
withdrawal of general risk reserves	0.00	0.00
common stock dividends payable	0.00	0.00
common stock dividends converted into capital stock	0.00	0.00
profits handed in by branches	0.00	0.00
other	0.00	0.00
Undistributed profit at the end of the year	-3,913,027.34	-8,808,880.57

(II)Note to Profit Statement Items

1. Operating revenue and Operating Costs

Item	Current amount		Amount incurred in the same period of last	
	Income	Cost	Income	Cost
Main business	75,797,205.43	57,872,077.07	42,433,575.11	34,836,952.38
Total	75,797,205.43	57,872,077.07	42,433,575.11	34,836,952.38

北京东审会计师事务所（特殊普通合伙）

2. Taxes and Surcharges

Item	Current amount	Amount incurred in the same
Stamp duty	32,532.37	1,318.84
Total	32,532.37	1,318.84

3. Selling expenses

Item	Current amount	Amount incurred in the same
Selling expenses	1,373,400.48	842,110.99
Total	1,373,400.48	842,110.99

4. Administration Expense

Item	Current amount	Amount incurred in the same
Personnel Expenses	8,111,204.46	4,436,666.95
Office costs	1,295,458.58	908,115.35
Other Fees	176,351.13	116,594.68
Depreciation	599,597.49	425,560.85
Total	10,182,611.66	5,886,937.83

5. Financial Expense

Item	Current amount	Amount incurred in the same
Interest expenses	252,686.93	57,232.14
Less: interest income	142,495.76	13,445.44
Exchange losses	382,028.85	0.00
Less: exchange gains	26,167.71	76,669.71
Handling charges expenses	74,187.17	0.00
Other	0.00	159,583.80
Total	540,239.48	126,700.79

6.Other Incomes

Item	Current amount	Amount incurred in the same
Other Incomes	200,000.00	0.00
Total	200,000.00	0.00

北京东审会计师事务所(特殊普通合伙)

7. Income Tax Expense

Item	Current amount	Amount incurred in the same
Income Tax Expense	1,101,767.78	0.00
Total	1,101,767.78	0.00

(III) Supplementary Material of Cash Flow Statement

Supplementary information	Amount of this	Amount of
1. Adjusting net profit to operating cash flows:	——	——
Net profit	4,894,576.59	739,554.28
Add: Provision for impairment losses of assets	0.00	0.00
Credit impairment loss	0.00	0.00
Depreciation of fixed assets, depletion of oil and gas assets, depreciation of productive biological assets	54,297.49	4,103.79
Depreciation of use right asset	545,300.00	421,884.00
Amortization of intangible assets	0.00	0.00
Amortization of long-term prepaid expenses	0.00	0.00
Losses on disposal of fixed assets, intangible assets and other long-term assets (gains are indicated by " − ")	0.00	0.00
Losses on retirement of fixed assets (gains are indicated by " − ")	0.00	0.00
Losses on changes in fair values (gains are indicated by " − ")	0.00	0.00
Financial expenses (income is indicated by " − ")	608,548.07	-19,437.57
Losses arising from investments (gains are indicated by " − ")	0.00	0.00
Decrease in deferred tax assets (increase is indicated by " − ")	1,101,767.78	0.00
Increase in deferred tax liabilities (decrease is indicated by " − ")	0.00	0.00
Decrease in inventories (increase is indicated by " − ")	0.00	0.00
Decrease in receivables from operating activities (increase is indicated by "	-4,379,847.40	-8,662,495.10

北京京事会计师事务所（特殊普通合伙）

Increase in payables from operating activities (decrease is indicated by " − ")	10,725,327.62	11,936,021.46
Others	1,276.64	0.00
Net cash flow from operating activities	13,551,246.79	4,419,630.86
2.Significant investing and financing activities that do not involve cash	——	——
Conversion of debt into capital	0.00	0.00
Convertible bonds due within one year	0.00	0.00
Fixed assets acquired under finance leases	0.00	0.00
3.Net changes in cash and cash equivalents:	——	——
Closing balance of cash	17,676,014.19	5,316,801.22
Less: Opening balance of cash	5,316,801.22	1,780,190.30
Add: Closing balance of cash equivalents	0.00	0.00
Less: Opening balance of cash equivalents	0.00	0.00
Net increase in cash and cash equivalents	12,359,212.97	3,536,610.92

VII. Affiliated Parties Relationship and Affiliated Transaction

Affiliated Parties Relationship

Name of affiliated party	Ratio of shareholding in this company	Ratio of voting rights in this company
ASIAN TRAILS HOLDING LTD.	100.00%	100.00%

VIII. Other Important Matters

(I) Contingent Matters，

As of December 31, 2025, the Company has not involved in any pending litigations, external guarantee and other contingencies that shall be disclosed.

北京东审会计师事务所（特殊普通合伙）

(II) Contingent Matters

As of December 31, 2025, the Company has not made any commitments that shall be disclosed.

(III) Non-adjusting events after balance sheet date

As of January 27,2026, the company was free of events after the balance sheet date to be disclosed.

(IV) Debt Restructuring

As of December 31, 2025, the company was free of debt restructuring issues.

(V) Exchange of Non-Monetary Assets

As of December 31, 2025, the company was free of exchange of non-monetary assets.

（VI）Other

As of December 31, 2025, the Company has not engaged in any other important matters that shall be disclosed.

IX .Approval for Publishing of the Accounting Statements

The accounting statements have been approved to be published by the Company's Board of Directorson January 27,2026.

ASIAN Trails International Travel Services (Beijing) Ltd.

January 27,2026

北京东审会计师事务所（特殊普通合伙）

注册会计师工作单位变更事项登记
Registration of the Change of Working Unit by a CPA

同意调出
Agree the holder to be transferred from

事务所
CPAs

转出协会盖章
Stamp of the transfer-out Institute of CPAs

2020年 11月 13日
/y /m /d

同意调入
Agree the holder to be transferred to

事务所
CPAs

转入协会盖章
Stamp of the transfer-in Institute of CPAs

2020年 11月 13日
/y /m /d

10

注册会计师工作单位变更事项登记
Registration of the Change of Working Unit by a CPA

同意调出
Agree the holder to be transferred from

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年 月 日
/y /m /d

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Agree the holder to be transferred to

事务所
CPAs

转入协会盖章
Stamp of the transfer-in Institute of CPAs

年 月 日
/y /m /d

11

姓名：贾凡
证书编号：110004910004

记
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格，继续有效一年。
lid for another year after
this renewal.

证书编号：
No. of Certificate
110004910004

批准注册协会：
Authorized Institute of CPAs
北京注册会计师协会

发证日期：
Date of Issuance
二〇一一 七 五

年 月 日
/y /m /d

4

5

THE CHINESE INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

中国注册会计师协会

北京市会计师事务所(特殊普通合伙)

姓名 Full name
性别 Sex
出生日期 Date of birth
工作单位 Working unit
身份证号码 Identity card No.

仅供审计报告使用

梁东 110003950038

证书编号：
No. of Certificate 110003950038

批准注册协会：
Authorized Institute of CPAs 北京注册会计师协会

发证日期：
Date of Issuance 2022 年 /y 12 月 /m 29 日 /d

年度检验登记
Annual Renewal Registration

本证书经检验合格，继续有效一年。
This certificate is valid for another year after this renewal.

年 /y 月 /m 日 /d

中国注册会计师
THE CHINESE INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

北京东审会计师事务所(特殊普通合伙) 1101061047620

姓名 Full name 梁东
性别 Sex 男
出生日期 Date of birth 1987-10-07
工作单位 Working unit 北京东审会计师事务所（特殊普通合伙）
身份证号码 Identity card No. 131082198710072510

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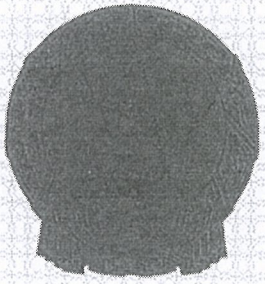

会计师事务所
执业证书

名　　称：北京东审会计师事务所（特殊普通合伙）

首席合伙人：崔军胜

主任会计师：

经营场所：北京市东城区崇文门外大街7号9号1幢11层11-1

组织形式：特殊普通合伙

执业证书编号：11000395

批准执业文号：京财会[2005]1668号

批准执业日期：2005年10月11日

证书序号：0022671

说　明

1、《会计师事务所执业证书》是证明持有人经财政部门依法审批，准予执行注册会计师法定业务的凭证。

2、《会计师事务所执业证书》记载事项发生变动的，应当向财政部门申请换发。

3、《会计师事务所执业证书》不得伪造、涂改、出租、出借、转让。

4、会计师事务所终止或执业许可注销的，应当向财政部门交回《会计师事务所执业证书》。

发证机关：北京市财政局

2025年1月28日

中华人民共和国财政部制

统一社会信用代码

91110102781700826T

营业执照

(副 本) (2-1)

扫描市场主体身份码了解更多登记、备案、许可、监管信息，体验更多应用服务。

名　　称　北京东审会计师事务所（特殊普通合伙）

类　　型　特殊普通合伙企业

执行事务合伙人　崔军胜、李丽

经营范围　审计企业会计报表，出具审计报告；验证企业资本，出具验资报告；办理企业合并、分立、清算事宜中的审计业务，出具有关的报告；基本建设年度决算审计；代理记帐；会计咨询、税务咨询、管理咨询、财务会计培训；法律、法规规定的其它业务。（市场主体依法自主选择经营项目，开展经营活动；依法须经批准的项目，经相关部门批准后依批准的内容开展经营活动；不得从事国家和本市产业政策禁止和限制类项目的经营活动。）

出　资　额　1000万元

成立日期　2005年10月17日

主要经营场所　北京市东城区崇文门外大街7、9号1幢11层11-1

登记机关　北京市东城区市场监督管理局

2025年 09月 02日

国家企业信用信息公示系统网址：http://www.gsxt.gov.cn

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国家市场监督管理总局监制

全国百强
证券会计师事务所
连续11年在榜

AAAAA级
税务师事务所
全国共41家

北京五十强
证券评估机构
连续5年在榜

Atrails Travel Services (Beijing) Co., Ltd. 2025 Annual Auditor's Report

DSK【2026】No.A06-009

DONGSHEN
東审财税

Atrails Travel Services (Beijing) Co., Ltd.

2025 Annual Auditor's Report

DSK【2026】No. A06-009

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北京东审会计师事务所（特殊普通合伙）

Auditor's Report

DSK [2026] No. A06-009

To the Shareholders of Atrails Travel Services (Beijing) Co., Ltd.:

I. Audit Opinion

We have audited the financial statements of Atrails Travel Services (Beijing) Co., Ltd. (hereinafter referred to as the "Company"), including the balance sheet as of December 31, 2025, and the income statements, the cash flow statements, and the statements of changes in equity for the year then ended, as well as notes to financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2025, and its financial performance and its cash flows for the year then ended in accordance with China Accounting Standards for Business Enterprises.

II. Basis for Opinion

We conducted our audit in accordance with China Standards on Auditing. Our responsibilities under those standards are further described in the Certified Public Accountant's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the China Code of Ethics for Certified Public Accountants, and we have fulfilled other ethical responsibilities. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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

The Management is responsible for preparing and presenting fairly the financial statements in accordance with China Accounting Standards for Business Enterprises, as well as designing, implementing and maintaining internal control relevant to the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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In preparing the financial statements, the 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 the 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 responsible for overseeing the Company's financial

reporting process.

IV. Certified Public Accountant's 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 China Standards on Auditing 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.

We applied professional judgment and professional skepticism during conducting audit work in accordance with the Auditing Standards for CPA while performing following works:

(I) 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.

(II) 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 internal control.

(III) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.

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

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

We have communicated with the governance on the matters such as the scope and timing of audit and major audit findings, including the notable defects of internal control identified in our audit.

This audit report is not to be used for any purpose related to securities markets, including but not limited to listing, bond issuance, or the New Third Board. It is also not to be used for investment and financing activities that require securities qualifications, or for performance-based wagering agreements. Any consequences arising from the improper use of this report beyond the specified scope shall not be the responsibility of the certified public accountants involved in this audit or this accounting firm

Beijing Dongshen Certified Public Accountants LLP

（official seal）

Beijing, China

January 27 , 2026

Chinese CPA ：

中国注册会计师 贾凡 110004910004

Chinese CPA ：

中国注册会计师 梁东 110003950038

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Balance Sheet

December 31, 2025

Audited entity name:Atrails Travel Services (Beijing) Co., Ltd. Currency: Rmb

Items	Notes	Closing Balance	Opening Balance	Items	Notes	Closing Balance	Opening Balance
Current Assets:				**Currents Liabilities:**			
Cash and cash equivalents	1	1,953,913.09	1,246,693.57	Short-term borrowings	35		
Financial assets held for trading	2	-	-	Financial liabilities held for trading	36		
Derivative financial assets	3	-	-	Derivative financial liabilities	37		
Notes receivable	4	-	-	Notes payable	38		
Accounts receivable	5	28,195.99	66,082.00	Accounts payable	39	420,010.86	321,653.01
Financing receivables	6	-	-	Receipts in advance	40	516,056.94	29,014.23
Prepayments	7	414,769.12	-	Contract liabilities	41	-	-
Other receivables	8	41,103.00	81,433.00	Payroll and employee benefits payable	42	7,517.00	5,702.00
Inventories	9	-	-	Taxes payable	43	6,286.45	3,538.47
Contract assets	10	-	-	Other payables	44	188,201.33	38,580.47
Assets classified as held for sale	11	-	-	Liabilities classified as held for sale	45		
Non-current assets due within one year	12	-	-	Current portion of non-current liabilities	46		
Other current assets	13	-	2,966.59	Other current liabilities	47		
Total Current Assets	14	2,437,981.20	1,397,175.16	**Total Current Liabilities**	48	1,138,072.58	398,488.18
				Non-current liabilities:			
Non-current Assets:				Long-term borrowings	49		
Debt investment	15			Bonds payable	50		
Other debt investment	16			Including: Preference shares	51		
Long-term receivable	17			Perpetual bonds	52		
Long-term equity investments	18			Lease liabilities	53	152,374.00	74,976.00
Other equity instruments investments	19			Long-term Payables	54		
Other non-current financial assets	20			Provisions	55		
Investment properties	21			Deferred income	56		
Fixed assets	22			Deferred tax liabilities	57		
Construction in progress	23			Other non-current liabilities	58		
Productive biological assets	24			**Total Non-current Liabilities**	59	152,374.00	74,976.00
Oil and gas assets	25			**Total Liabilities**	60	1,290,446.58	473,464.18
Right-of-use assets	26	148,734.00	73,592.00	**Shareholders' Equity:**			
Intangible assets	27			Paid-in capital	61	300,000.00	300,000.00
Development expenditures	28			Other equity instruments	62		
Goodwill	29			Including: Preference share	63		
Long-term deferred assets	30			Perpetual debt	64		
Deferred tax assets	31			Capital reserve	65		
Other non-current assets	32			Less: treasury shares	66		
Total Non-current Assets	33	148,734.00	73,592.00	Other comprehensive income	67		
				Special reserve	68		
				Surplus reserve	69	99,508.47	69,611.91
				Retained earnings	70	896,760.15	627,691.07
				Total Shareholders' equity	71	1,296,268.62	997,302.98
Total Assets	34	2,586,715.20	1,470,767.16	**Total Liabilities and Shareholders' equity Equity**	72	2,586,715.20	1,470,767.16

Legal representative of the company: Person in charge of accounting work: Person in charge of accounting agency:

Income Statement

Year 2025

Audited entity name:Atrails Travel Services (Beijing) Co., Ltd. Currency: Rmb

Items	Notes	Current Year	Previous Year
I.Operating revenue	1	7,870,794.19	8,046,654.53
Less: Cost of sales	2	6,852,426.25	7,087,885.44
Taxes and surcharges	3	4,892.42	4,267.16
Selling expenses	4	120,320.92	105,000.19
General and administrative expenses	5	580,330.37	448,737.14
Research and development expenses	6	-	-
Financial expenses	7	-4,786.70	5,574.67
Including: Interest expense	8	5,353.00	4,240.00
Interest income	9	19,863.77	2,612.66
Add:Other Income	10		
Investment income (loss expressed with "-")	11		
Including:Share of profits or loss of associates and joint ventures	12		
Gain from derecognition of financial assets measured at amortized cost (loss expressed with "-")	13		
Net exposure hedging gains (loss expressed with "-")	14		
Gain/ (loss) on the changes in fair value (loss expressed with "-")	15		
Credit impairment losses (loss expressed with "-")	16		
Assets impairment losses (loss expressed with "-")	17		
Gain/ (loss) from disposal of assets(loss expressed with "-")	18		
II.Operating profit (loss expressed with "-")	19	317,610.93	395,189.93
Add:Non-operating income	20	0.03	10,848.65
Less:Non-operating expenses	21		
III. Profit before tax (total loss expressed with "-")	22	317,610.96	406,038.58
Less:Income tax expense	23	18,645.32	20,301.93
IV.Net profit (net loss expressed with "-")	24	298,965.64	385,736.65
(I) Net profit from continuing operations (net loss expressed with "-")	25	298,965.64	385,736.65
(II) Net profit from discontinuing operations(net loss expressed with "-")	26		
V.Other comprehensive income, net of tax	27		
(I) Other comprehensive income, net of tax	28		
1, Other comprehensive income that will not be reclassified to profit or loss	29		
2. Other comprehensive income using the equity method that will not be reclassified to profit or loss	30		
3. Changes in fair value of other equity instrument investments	31	-	-
4. Changes in fair value of enterprise's own credit risk	32		
5. others	33		
(II)Other comprehensive income to be reclassified to profit or loss	34		
1. Other comprehensive income that can be reclassified to profit or loss in equity method	35		
2. Changes in fair value of other debt investments	36		
3. Amount of financial assets reclassified into other comprehensive income	37		
4. Provision for credit impairment of other debt investments	38		
5. Cash flow hedging reserves	39		
6. Exchange differences on translation of foreign currency financial statements	40		
7. Others	41		
VI.Total comprehensive income	42	298,965.64	385,736.65
VII.Earnings per share	43		
1.Basic earnings per share	44		
2.Diluted earnings per share	45		

Legal representative of the company: Person in charge of accounting work: Person in charge of accounting agency:

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Cash Flow Statement

Year 2025

Audited entity name:Atrails Travel Services (Beijing) Co., Ltd. Currency: Rmb

Items	Notes	Current Year	Previous Year
I. Cash Flows From Operating Activities	1		
Cash received from sale of goods or rendering of services	2	8,825,377.50	8,232,225.98
Tax refunds received	3	-	
Cash received relating to other operating activities	4	110,416.79	1,329,475.57
Sub-total of cash inflows from operating activities	5	8,935,794.29	9,561,701.55
Cash paid for purchase of goods and services	6	7,470,611.71	8,329,463.20
Cash paid to and on behalf of employees	7	394,214.65	302,221.70
Cash paid for taxes	8	103,269.85	93,754.28
Cash paid relating to other operating activities	9	191,669.56	289,351.66
Sub-total of cash outflows from operating activities	10	8,159,765.77	9,014,790.84
Net cash flows from operating activities	11	776,028.52	546,910.71
II. Cash Flows From Investing Activities			
Cash received from disposal of investments	13		
Cash received from investment income	14		
Net proceeds from disposal of property, plant and equipment, intangible assets and other long-	15		
Cash received from disposal of subsidiaries and other business units	16		
Cash received relating to other investing activities	17		
Sub-total of cash inflows from investing activities	18	-	-
Purchase of property, plant and equipment, intangible assets and other non-current assets	19		
Cash paid for investments	20		
Cash Paid for disposal of subsidiaries and other business units	21		
Cash paid relating to other investing activities	22		
Sub-total of cash outflows from investing activities	23	-	-
Net cash flows from investing activities	24	-	-
III.Cash Flows From Financing Activities	25		
Cash received from investment	26		
Proceeds from borrowings	27		
Cash receipts relating to other financing activities	28		
Sub-total cash flows from financing activities	29	-	-
Repayments for debts Cash repayments of amounts borrowed	30		
Cash payments for distribution of dividends or profit and interest expenses	31		
Cash payments relating to other financing activities	32	68,809.00	76,440.00
Sub-total cash flows from financing activities	33	68,809.00	76,440.00
Net cash flows from financing activities	34	-68,809.00	-76,440.00
IV. Effect Of Foreign Exchange Rate Changes On Cash and Cash Equivalents	35		
V. Net Increase In Cash And Cash Equivalents	36	707,219.52	470,470.71
Add: Cash and cash equivalents at beginning of year	37	1,246,693.57	776,222.86
VI.Cash and cash equivalents at end of year	38	1,953,913.09	1,246,693.57

Legal representative of the company: Person in charge of accounting work: Person in charge of accounting agency:

Statement of Changes in Equity

Year 2025

Audited entity name:Atrails Travel Services (Beijing) Co., Ltd.

Currency: Rmb

Items	Current Year										
	Share capital	Other equity instruments			Capital reserve	Less: Treasury shares	Other comprehensive income	Special reserve	Surplus reserve	Retained earnings	Total shareholders' equity
		preference sharek	Perpetual debt	Others							
I. Balance at the end of previous year	300,000.00								69,611.91	627,691.07	997,302.98
Add:Changes in accounting policies											-
Corrections of prior period errors											-
Others											-
II. Balance at the beginning of the year	300,000.00	-	-	-	-	-	-	-	69,611.91	627,691.07	997,302.98
III. Increase/(decrease) during the period (decrease expressed with "-")	-	-	-	-	-	-	-	-	29,896.56	269,069.08	298,965.64
(Ⅰ)Total comprehensive income										298,965.64	298,965.64
(II)Shareholders' contributions and reduction	-	-	-	-	-	-	-	-	-	-	-
1. Shareholders 'contributions in ordinary share											-
2.Other equity instruments contributions											-
3.Amount of share-based payments recognized in equity											-
4.Others											-
(III)Profit distribution	-	-	-	-	-	-	-	-	29,896.56	-29,896.56	-
1.Transfer to surplus reserve									29,896.56	-29,896.56	-
2.Distribution to shareholders											-
3.Others											-
(Ⅳ).Transfer within equity	-	-	-	-	-	-	-	-	-	-	-
1.Capital reserves converted to share capital											-
2.Surplus reserves converted to share capital											-
3.Loss made up by surplus reserves											-
4 Changes in the defined benefit plan transferred to retained earnings											-
5.Other comprehensive income transferred to retained earnings											-
6.Others											-
(V)Special reserve											
1 Additions											
2 Utilisation											
(VI)Others											
IV.Balance at the end of the period	300,000.00	-	-	-	-	-	-	-	99,508.47	896,760.15	1,296,268.62

Legal representative of the company:

Person in charge of accounting work:

Person in charge of accounting agency:

Statement of Changes in Equity

Year 2024

Audited entity name:Atrails Travel Services (Beijing) Co., Ltd.

Currency: Rmb

Items	Prior Year										
	Share capital	Other equity instruments			Capital reserve	Less: Treasury shares	Other comprehensive income	Special reserve	Surplus reserve	Retained earnings	Total shareholders' equity
		preference sharek	Perpetual debt	Others							
I. Balance at the end of previous year	300,000.00								31,038.25	280,528.08	611,566.33
Add:Changes in accounting policies											-
Corrections of prior period errors											-
Others											-
II. Balance at the beginning of the year	300,000.00	-	-	-	-	-	-	-	31,038.25	280,528.08	611,566.33
III. Increase/(decrease) during the period (decrease expressed with "-")	-	-	-	-	-	-	-	-	38,573.56	347,162.99	385,736.65
(I) Total comprehensive income										385,736.65	385,736.65
(II)Shareholders' contributions and reduction	-	-	-	-	-	-	-	-	-	-	-
1. Shareholders 'contributions in ordinary share											-
2.Other equity instruments contributions											-
3.Amount of share-based payments recognized in equity											-
4.Others											-
(III)Profit distribution	-	-	-	-	-	-	-	-	38,573.56	-38,573.66	-
1.Transfer to surplus reserve									38,573.56	-38,573.66	-
2.Distribution to shareholders											-
3.Others											-
(IV).Transfer within equity	-	-	-	-	-	-	-	-	-	-	-
1.Capital reserves converted to share capital											-
2.Surplus reserves converted to share capital											-
3.Loss made up by surplus reserves											-
4 Changes in the defined benefit plan transferred to retained earnings											-
5.Other comprehensive income transferred to retained earnings											
6.Others											-
(V)Special reserve											
1 Additions											
2 Utilisation											
(VI)Others											
IV.Balance at the end of the period	300,000.00	-	-	-	-	-	-	-	69,611.91	627,691.07	997,302.98

Legal representative of the company:

Person in charge of accounting work:

Person in charge of accounting agency:

Atrails Travel Services (Beijing) Co., Ltd.

Notes to Financial Statements

Year 2025

(Unless otherwise especially specified, the amounts are stated in RMB)

I. Company Profile

Atrails Travel Services (Beijing) Co., Ltd. (the "Company") was established on February 26, 2019. Registration Number of Corporate Business License: 91110105MA01HE2K5Q; Registered Address: Room 1160A, 11th Floor, No. 37, Maizidian Street, Chaoyang District, Beijing. Registered Capital: 300,000 yuan; Operation period: February 26, 2019 to no fixed period; Legal Representative: Zhang Xiaolin.

Scope of Business：domestic tourism business; inbound tourism business; economic and trade consultation; tourism information consultation; undertaking exhibition activities; conference services; organizing cultural and artistic exchange activities (excluding performances); import and export of goods, technology and import and export.

II. Basis of Preparation of Financial Statements

(I) Basis for preparation

The financial statements are prepared by the Company on a going concern basis, in accordance with the actual transactions and events occurred. The preparation complies with the Accounting Standards for Business Enterprises (ASBE) system promulgated and amended by the Ministry of Finance of the People's Republic of China, which encompasses the Basic Standards, specific accounting standards, application guidelines, interpretations and other relevant provisions. These financial statements appropriately recognize and measure transactions and events in strict adherence to the ASBE framework, ensuring consistent application of accounting policies with preceding periods.

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(II) Assessment of the Company's Going Concern Ability

The financial statements are prepared on a going concern basis. Management has concluded that no material uncertainties exist which may cast significant doubt on the Company's ability to continue as a going concern for the twelve-month period following the reporting date.

III. Significant Accounting Policies and Key Accounting Estimates

(I) Statements on Compliance with the Accounting Standards for Business Enterprises

The financial statements prepared by the Company conform to the requirements of the Accounting Standards for Business Enterprises, and have given true and complete views on the Company's financial position, and other information related to operating results and cash flows of 2025.

(II)Accounting period

The Company's accounting year begins on January 1 and ends on December 31 of every Gregorian calendar year.

(III)Operating cycle

The Company considers 12 months as the standard to classify the liquidity of assets and liabilities.

(IV)Functional currency

The Company's functional currency is Renminbi (CNY)

(V)Basis of accounting and measurement principles

According to related regulations of ASBE, the Company's accounting shall be on the accrual basis. Except for certain financial instruments and Investment Properties, the financial statement shall adopt historical cost as the measurement basis.

(VI)Criteria for determining cash and cash equivalents

Cash presented in the statement of cash flows refers to cash on hand and deposits that are available for immediate payment. Cash equivalents refer to investments held by the enterprise with short - term maturities, high liquidity, easy convertibility into a known amount of cash, and minimal risk of value fluctuation.

(VII)Foreign currency transactions and financial statements translation

1.Foreign currency transactions

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Foreign currency transactions are initially recorded in Renminbi (CNY) using the spot exchange rate prevailing on the transaction date.

Monetary items denominated in foreign currencies are retranslated using the spot exchange rate on the

balance sheet date. Exchange differences arising from such translation are recognized in profit or loss, except for those relating to specific foreign currency borrowings used for the acquisition, construction or production of qualifying assets, which are capitalized as part of the asset costs.

Foreign currency non-monetary items measured at historical cost are translated using the spot exchange rate at the transaction date. Those measured at fair value are translated at the rate on the fair value determination date, with differences recognized in profit or loss or other comprehensive income.

2.Translation of foreign currency financial statements

Assets and liabilities in the balance sheet are translated at the closing rate on the balance sheet date, while equity items (excluding Retained Earnings) are translated at the historical rates applicable to their respective transaction dates. Revenue and expenses in the income statement are translated at the average exchange rate for the reporting period or specific transaction date rates where more appropriate. Exchange differences arising from these translations are recognized in other comprehensive income and presented as a separate component of equity until disposal of the foreign operation.

(VIII)**Receivables**

Receivables include accounts receivable and other receivables.

1.Criteria for Recognition of Bad Debt Provisions

The Company reviews the book value of receivables on the balance sheet date and recognizes bad debt provisions when there is objective evidence indicating that the receivables are impaired:

(1) The debtor is experiencing severe financial difficulties;

(2) The debtor has violated contract terms (such as defaulting on interest payments or principal repayments or being overdue);

(3) The debtor is highly likely to go bankrupt or undergo other financial restructuring;

(4) Other objective evidence indicating impairment of receivables.

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2.Method for recognizing bad debt provisions

(1) Method for recognizing bad debt provisions for individual amounts that are significant: For receivables with individual amounts that are significant, a separate impairment test is conducted. If there is

objective evidence of impairment, bad debt provisions are recognized based on the difference where the present value of future cash flows is lower than the carrying amount.

Receivables with significant individual amounts that have been individually tested and found not impaired will then be assessed for bad debt provisions on a portfolio basis.

(2) Receivables that are not significant in amount but are recognized individually for bad debt provisions

Reasons for recognizing bad debt provisions individually	Receivables related to litigation and receivables with deteriorating customer credit status
Method for recognizing bad debt provisions	Provision for bad debts based on the present value of future cash flows being lower than their carrying amount

(3) Provision for bad debts for receivables assessed on a portfolio basis

Receivables that have not been impaired after individual testing (including both significant and insignificant amounts) and those that have not been individually tested but are not significant in amount, shall be provisioned for bad debts based on the following credit risk characteristics:

Portfolio type	Basis for determining the portfolio	Provisioning method for bad debts on a portfolio basis
Ageing portfolio	Ageing status	Ageing analysis method

(IX)Right-of-use assets

1.Conditions for recognition of right-of-use assets

A right-of-use asset refers to the right of the company, as a lessee, to use the leased asset during the lease term. The company recognizes the right-of-use asset on the commencement date of the lease. The right-of-use asset is recognized when it is probable that economic benefits will flow to the entity and the cost can be measured reliably.

2. Initial measurement of right-of-use assets

Right-of-use assets are initially measured at cost, which includes:

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(1) The initial measurement amount of the lease liability;

(2) Lease payments made on or before the commencement date of the lease, less any lease incentives received;

(3) Initial direct costs incurred by the lessee;

(4) Costs expected to be incurred by the lessee for dismantling and removing the leased asset, restoring the site where the leased asset is located, or returning the leased asset to the condition required by the lease terms.

3. Subsequent measurement of right-of-use assets

(1) The company adopts the cost model for the subsequent measurement of right-of-use assets.

(2) The company depreciates the right-of-use assets. If it can be reasonably determined that ownership of the leased asset will be obtained at the end of the lease term, the company will depreciate the asset over its remaining useful life. If it cannot be reasonably determined whether ownership of the leased asset will be obtained at the end of the lease term, the company will depreciate the asset over the shorter of the lease term or the remaining useful life of the leased asset. The company depreciates the right-of-use assets using the straight-line method, units of production method, double declining balance method, and sum-of-the-years'-digits method.

(3) The company remeasures the lease liabilities at the present value of the adjusted lease payments and correspondingly adjusts the carrying amount of the right-of-use assets. If the carrying amount of the right-of-use asset has been reduced to zero, but the lease liability still needs to be further reduced, the remaining amount will be recognized in the current profit or loss.

(4) At the balance sheet date, if there are indications that the right-of-use asset has been impaired, an impairment provision will be made based on the difference between the carrying amount and the recoverable amount.

(X)Payroll and employee benefits payable

1.Employee compensation includes short-term compensation, post-employment benefits, termination benefits, and other long-term employee benefits.

2.Accounting Treatment of Short-Term Employee Benefits

During the accounting period when employees provide services to the company, the company shall recognize the actually incurred short - term employee benefits as liabilities and record them in the current profit or loss or the cost of related assets.

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3. Accounting treatment of post-employment benefits

The post-employment benefits are classified into defined contribution plans and defined benefit plans.

(1) During the accounting period when employees provide services to the Company, the amount payable calculated in accordance with the defined contribution plans shall be recognized as a liability and recorded in the current profit or loss or the cost of related assets.

The accounting treatment of defined benefit plans usually includes the following steps:

1) Based on the projected unit credit method, make unbiased and consistent actuarial assumptions to estimate relevant demographic and financial variables. Measure the obligations arising from the defined benefit plans and determine the periods to which the related obligations belong. At the same time, discount the obligations arising from the defined benefit plans to determine the present value of the defined benefit plan obligations and the current service cost.

2) If there are assets in the defined benefit plan, recognize the deficit or surplus resulting from subtracting the fair value of the defined benefit plan assets from the present value of the defined benefit plan obligations as a net liability or net asset of the defined benefit plan. If there is a surplus in the defined benefit plan, measure the net asset of the defined benefit plan at the lower of the surplus of the defined benefit plan and the asset ceiling.

3) At the end of the period, recognize the employee compensation costs arising from the defined benefit plan as three components: service cost, the net interest on the net defined benefit liability or asset, and the changes arising from the re - measurement of the net defined benefit liability or asset. Among them, the service cost and the net interest on the net defined benefit liability or asset are recognized in the current profit or loss or the cost of related assets. The changes arising from the re - measurement of the net defined benefit liability or asset are recognized in other comprehensive income and are not allowed to be reclassified to profit or loss in subsequent accounting periods. However, the amounts recognized in other comprehensive income can be transferred within the scope of equity.

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4.Accounting Treatment of Termination Benefits

For the termination benefits provided to employees, the employee compensation liability arising from

the termination benefits shall be recognized on the earlier of the following two dates and recorded in the current profit or loss:

(1) When the Company is unable to unilaterally withdraw the termination benefits offered under the plan to terminate the labor relationship or the redundancy proposal;

(2) When the Company recognizes the costs or expenses related to the restructuring involving the payment of termination benefits.

5. Accounting Treatment of other long-term employee benefits

For other long - term employee benefits provided to employees, if they meet the conditions for defined contribution plans, accounting treatment shall be carried out in accordance with the relevant regulations of defined contribution plans. For other long - term employee benefits that do not meet the above conditions, accounting treatment shall be carried out in accordance with the relevant regulations of defined benefit plans. To simplify the relevant accounting treatment, the employee compensation cost arising from them shall be recognized as the total net amount of components such as service cost, the net interest on the net liability or net asset of other long - term employee benefits, and the changes arising from the re - measurement of the net liability or net asset of other long - term employee benefits, and this total net amount shall be recognized in the current profit or loss or the cost of related assets.

(XI)Lease liabilities

On the commencement date of the lease term, the Company shall recognize the right - of - use asset and lease liability for the lease, except for short - term leases and low - value asset leases that are subject to simplified treatment in accordance with the relevant standards.

Lease liabilities shall be initially measured at the present value of the lease payments that are not yet paid as of the commencement date of the lease term.

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Lease payments refer to the amounts that the Company pays to the lessor in connection with the right to use the leased asset during the lease term, and include:

1. Fixed payments and payments that are in substance fixed, deducting amounts related to lease incentives if applicable;

2. Variable lease payments dependent on an index or rate, determined at the lease commencement date based on the index or rate as of that date;

3. The exercise price of a purchase option, provided the Company reasonably determines to exercise it;

4. Payments for exercising a lease termination option, if the lease term reflects the Company's intent to terminate;

5. Expected payments based on the guaranteed residual value provided by the Company.

When calculating the present value of lease payments, the Company uses the interest rate implicit in the lease as the discount rate. If such rate cannot be determined, the incremental borrowing rate is applied.

(XII) Revenue

1. Revenue recognition principles

On the commencement date of the contract, the Company shall evaluate the contract, identify each individual performance obligation included in the contract, and determine whether each individual performance obligation is to be satisfied over a period of time or at a point in time.

When one of the following conditions is met, the performance obligation is satisfied over a period of time. Otherwise, it is satisfied at a point in time:

(1) The customer simultaneously obtains and consumes the economic benefits brought about by the Company's performance of the obligation while the Company is performing it.

(2) The customer is able to control the goods or services under construction during the Company's performance of the obligation.

(3) The goods or services produced during the Company's performance of the obligation have an irreplaceable use, and the Company has the right to receive payment for the cumulative amount of performance completed to date throughout the entire contract period.

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For a performance obligation that is satisfied over a period of time, the Company recognizes revenue over that period in accordance with the progress of the performance. When the progress of the performance cannot be reasonably determined, if the costs already incurred are expected to be recovered, revenue is

recognized in an amount equal to the costs already incurred until the progress of the performance can be reasonably determined. For a performance obligation that is satisfied at a point in time, revenue is recognized at the point in time when the customer obtains control of the related goods or services. When determining whether the customer has obtained control of the goods, the Company considers the following indicators:

(1) The Company has the present right to receive payment for the goods, which means that the customer has the present obligation to pay for the goods.

(2) The Company has transferred the legal title of the goods to the customer, which means that the customer has obtained the legal title of the goods.

(3) The Company has transferred the physical possession of the goods to the customer, which means that the customer has taken physical possession of the goods.

(4) The Company has transferred the significant risks and rewards associated with the ownership of the goods to the customer, which means that the customer has obtained the significant risks and rewards associated with the ownership of the goods.

(5) The customer has accepted the goods.

(6) Other indicators that demonstrate the customer has obtained control of the goods.

2. Revenue measurement principles

(1) The Company measures revenue based on the transaction price allocated to each individual performance obligation. The transaction price is the amount of consideration that the Company expects to be entitled to receive for transferring goods or services to customers, excluding amounts collected on behalf of third parties and amounts expected to be refunded to customers.

(2) If there is variable consideration in a contract, the Company determines the best estimate of the variable consideration using either the expected value or the most likely amount. However, the transaction price including variable consideration shall not exceed the amount for which it is highly probable that there will not be a significant reversal of cumulative revenue recognized when the related uncertainty is subsequently resolved.

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(3) If a contract contains a significant financing component, the Company determines the transaction price based on the amount that the customer would pay in cash if the customer paid for the goods or services when obtaining control. The difference between the transaction price and the contract consideration is amortized over the contract period using the effective interest method. At the inception of the contract, if the Company expects that the period between the customer's obtaining control of the goods or services and the customer's payment will be no more than one year, the significant financing component in the contract is not considered.

(4) If a contract contains two or more performance obligations, at the inception of the contract, the Company allocates the transaction price to each individual performance obligation in proportion to the relative stand-alone selling prices of the promised goods or services underlying each performance obligation.

(XIII)Leases

1. Identification of leases

On the commencement date of a contract, the Company shall assess whether the contract is a lease or contains a lease. If one party to the contract conveys the right to control the use of one or more identified assets for a certain period of time in exchange for consideration, then the contract is a lease or contains a lease. To determine whether a contract conveys the right to control the use of an identified asset for a certain period of time, the Company will evaluate whether the customer under the contract has the right to obtain substantially all of the economic benefits arising from the use of the identified asset during the use period, and has the right to direct the use of the identified asset during that use period.

2. Identification of separate leases

If the contract contains multiple separate leases, the company will separate the contract and account for each separate lease individually. The right to use the identified asset constitutes a separate lease in the contract if it meets the following conditions:

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(1) The lessee can benefit from using the asset on its own or by combining it with readily available other resources;

(2) There is no high dependency or highly interrelated relationship between the asset and other assets in the contract.

3. Accounting treatment method of the company as the lessee

On the lease commencement date, the company recognizes leases with a lease term of no more than 12 months and without purchase options as short-term leases; leases of individual leased assets that are new and have a lower value are recognized as low-value asset leases. If the company subleases or expects to sublease leased assets, the original lease is not recognized as a low-value asset lease.

For all short-term leases and low-value asset leases, the lease payments shall be recognized as part of the relevant asset costs or recorded in the current period's profit and loss.

Except for the short-term leases and low - value asset leases that are subject to the simplified treatment, on the commencement date of the lease term, the Company shall recognize the right - of - use asset and the lease liability for the lease.

On the lease commencement date, the company recognizes the present value of the unpaid lease payments as a lease liability. When calculating the present value of lease payments, the implicit interest rate in the lease is used as the discount rate; if the implicit interest rate cannot be determined, the company's incremental borrowing rate is used as the discount rate. The difference between the lease payments and their present value is recognized as unrecognized financing costs, and interest expenses are recognized in each period of the lease term at the discount rate used to recognize the present value of lease payments, and included in the current profit and loss. Variable lease payments not included in the measurement of lease liabilities are recognized in the current profit and loss when incurred.

After the commencement date of the lease term, when there is a change in the substantially fixed payment amount, a change in the estimated payable amount of the guaranteed residual value, a change in the index or rate used to determine the lease payments, or a change in the assessment result or actual exercise of the purchase option, renewal option, or termination option, the Company shall re - measure the lease liability based on the present value of the revised lease payments.

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4. Accounting treatment method of the company as the lessor

On the lease commencement date, the company classifies leases that substantially transfer almost all risks and rewards related to the ownership of the leased asset as finance leases; all others are classified as operating leases.

(1) Operating leases

During each period of the lease term, the Company shall recognize lease receipts as rental income on a straight-line basis. Any initial direct expenses incurred shall be capitalized and amortized on the same basis as the recognition of rental income, and recognized in the current profit and loss in installments. Variable lease payments related to operating leases that are not included in lease receipts shall be recognized in the current profit and loss when they actually occur.

If there is a modification to an operating lease, the Company shall account for it as a new lease from the effective date of the modification. Any prepaid or receivable lease payments related to the lease before the modification shall be regarded as payments received for the new lease.

(2) Finance lease

On the lease commencement date, the Company shall recognize finance lease receivables based on the net investment in the lease (the sum of the unguaranteed residual value and the present value of lease payments not yet received as of the commencement date, discounted at the implicit interest rate of the lease), and derecognize the finance lease asset. During each period of the lease term, the Company shall calculate and recognize interest income based on the implicit interest rate of the lease.

Any variable lease payments obtained by the Company that are not included in the measurement of the net investment in the lease shall be recorded in the current period's profit and loss when they actually occur.

5.Accounting treatment of lease modifications

(1) The lease modification is accounted for as a separate lease

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If a lease is modified and the following conditions are met simultaneously, the Company shall account for the lease modification as a separate lease:

a. The lease modification expands the scope of the lease by adding the right - to - use of one or more

underlying assets;

b. The additional consideration is commensurate with the amount of the standalone price of the expanded part of the lease scope adjusted according to the circumstances of the contract.

(2) The lease modification is not accounted for as a separate lease

① The Company as the lessee

On the effective date of the lease modification, the Company shall re-determine the lease term and use the revised discount rate to discount the modified lease payments for the re-measurement of the lease liability. When calculating the present value of the modified lease payments, the Company shall use the implicit interest rate in the lease for the remaining lease term as the discount rate. If the implicit interest rate in the lease for the remaining lease term cannot be determined, the Company's incremental borrowing rate as of the effective date of the lease modification shall be used as the discount rate.

In respect of the impact of the above - mentioned adjustment to the lease liability, the Company shall conduct accounting treatment according to the following scenarios.

a. If the lease modification results in a reduction of the lease scope or a shortening of the lease term, the Company shall decrease the carrying amount of the right - of - use asset and recognize the related gains or losses from the partial or full termination of the lease in the current period's profit or loss.

b. For other lease modifications, the Company shall adjust the carrying amount of the right - of - use asset accordingly.

② The Company as the Lessor

If a lease modification takes effect on the commencement date of the lease and the lease would be classified as an operating lease, the Company shall account for it as a new lease from the effective date of the lease modification. The net investment in the lease before the effective date of the lease modification shall be regarded as the carrying amount of the leased asset. If a lease modification takes effect on the commencement date of the lease and the lease would be classified as a finance lease, the Company shall conduct accounting treatment in accordance with the provisions of “Accounting Standards for Business Enterprises No. 22 - Recognition and Measurement of Financial Instruments” regarding contract

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modification or renegotiation.

6. Sale and Leaseback

If the transfer of assets in a sale and leaseback transaction is deemed a sale, the Company shall measure the right-of-use asset formed from the sale and leaseback based on the portion of the original carrying amount of the asset that is related to the right-of-use obtained from the leaseback. The Company shall recognize the relevant gains or losses only for the rights transferred to the lessor. If the fair value of the consideration for the sale is different from the fair value of the asset, or if the lessor does not charge the rent at the market price, the Company shall account for the amount by which the consideration for the sale is lower than the market price as prepaid rent, and account for the amount by which it is higher than the market price as additional financing provided by the lessor to the lessee. At the same time, the relevant gains or losses from the sale shall be adjusted according to the fair value. If the transfer of assets in a sale and leaseback transaction is not deemed a sale, the Company shall continue to recognize the transferred asset and, at the same time, recognize a financial liability equal to the transfer proceeds.

IV. Explanation of Changes in Important Accounting Policies, Changes in Accounting Estimates, and Correction of Major Accounting Errors

(I) Changes in accounting policies

The Company has no changes in accounting policies during the reporting period

(II) Changes in accounting estimates

The Company has no changes in accounting estimates during the reporting period.

(III) Significant accounting errors

The Company has no material accounting error correction items during the reporting period.

V. Tax matters

(I)Main Taxes and Tax Rates are Presented as Follows

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Tax item	Tax basis	Tax rate
Value-added Tax (VAT)	The output tax is calculated on the basis of the income from the sales of goods and taxable services calculated in accordance with tax laws and regulations. After deducting the input tax that is	6%、0%

	allowable to be deducted in the current period, the difference shall be the value-added tax payable.	
Urban maintenance and construction Tax	Turnover tax amount	7%
Education surcharge	Turnover tax amount	3%
Local Education Surcharge	Turnover tax amount	2%
Corporate Income Tax (CIT)	Taxable income	25%
Individual Income Tax	---	---

(II)Preferential Tax Policy

1.Preferential policies for corporate income tax

In accordance with Article 2 of the Notice of the Ministry of Finance and the State Taxation Administration on Implementing Preferential Tax Policies for Small and Micro Enterprises (Cai Shui [2019] No. 13), Article 1 of the Announcement of the Ministry of Finance and the State Taxation Administration No. 13, 2022, Article 3 of the Announcement of the Ministry of Finance and the State Taxation Administration on Tax Incentives for Small and Micro Enterprises and Individual Industrial and Commercial Households (No. 6, 2023), and Article 3 of the Announcement of the Ministry of Finance and the State Taxation Administration on Further Supporting the Development of Small and Micro Enterprises and Individual Industrial and Commercial Households (No. 12, 2023), as well as the provisions of the State Taxation Administration Announcement No. 6, 2023 on Tax Administration Issues Related to the Implementation of Preferential Income Tax Policies for Small and Micro Enterprises, the policy of "reducing the taxable income by 25% for calculation and paying corporate income tax at a 20% tax rate" for small and micro enterprises shall be extended to December 31, 2027.

2.Other preferential tax policies

In accordance with Announcement No. 12 of 2023 of the Ministry of Finance and the State Taxation Administration on Further Supporting the Development of Small and Micro Enterprises and Self-Employed Households with Tax and Fee Policies, from January 1, 2023, to December 31, 2027, the following entities—value-added tax (VAT) small-scale taxpayers, small and micro enterprises (as defined under corporate income tax regulations), and self-employed households—shall be subject to a halved levy on the

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following taxes and surcharges:

- Resource tax (excluding water resource tax),
- Urban maintenance and construction tax,
- Property tax,
- Urban land use tax,
- Stamp duty (excluding securities transaction stamp duty),
- Cultivated land occupation tax,
- Education surcharge,
- Local education surcharge.

VI. Notes to Main Items of Financial Statements

(I) Notes to Items in Balance Sheet

1. Cash and cash equivalents

Item	Closing balance	Opening balance
Cash	7,047.96	9,816.96
Bank deposits	1,846,865.13	1,236,876.61
Other monetary funds	100,000.00	0.00
Total	1,953,913.09	1,246,693.57

2. Accounts receivable

Aged analysis

Aging	Closing Balance	Proportion of book balance	Bad Debt Provision	Opening Balance	Proportion of book balance	Bad Debt Provision
Within 1 year	28,195.99	100.00%	0.00	66,082.00	100.00%	0.00
Total	28,195.99	100.00%	0.00	66,082.00	100.00%	0.00

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3. Prepayments

Aging analysis

Aging	Closing Balance	Proportion of book balance	Opening Balance	Proportion of book balance
Within 1 year	414,769.12	100.00%	0.00	0.00%
Total	414,769.12	100.00%	0.00	0.00%

4. Other Receivables

Item	Closing balance	Opening balance
Interest Receivable	0.00	0.00
Dividend receivable	0.00	0.00
Other Receivables	41,103.00	81,433.00
Total	41,103.00	81,433.00

Other receivables aging analysis:

Aging	Closing Balance	Proportion of book balance	Bad Debt Provision	Opening Balance	Proportion of book balance	Bad Debt Provision
Within 1 year	1,014.00	2.47%	0.00	59,557.00	73.14%	0.00
1 to 2 years	40,089.00	97.53%	0.00	21,876.00	26.86%	0.00
Total	41,103.00	100.00%	0.00	81,433.00	100.00%	0.00

5. Other Current Assets

Item	Closing balance	Opening balance
Input VAT to be credited	0.00	2,966.59
Total	0.00	2,966.59

6. Right to use assets

Item	Opening balance	Increase in the current period	Decrease in the current period	Closing balance
1、Total original cost	147,176.00	140,854.00	0.00	288,030.00
Including: Houses and buildings	147,176.00	140,854.00	0.00	288,030.00
2、Total Accumulated depreciation and amortization	73,584.00	65,712.00	0.00	139,296.00
Including: Houses and buildings	73,584.00	65,712.00	0.00	139,296.00
3、Total Provision for impairment	0.00	0.00	0.00	0.00
Including: Houses and buildings	0.00	0.00	0.00	0.00
4、Total Carrying amount	73,592.00	——	——	148,734.00
Including: Houses and	73,592.00	——	——	148,734.00

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7. Accounts payable

Aging analysis

Aging	Closing Balance	Proportion of book balance	Opening Balance	Proportion of book balance
Within 1 year	419,350.36	99.84%	321,653.01	100.00%
1-2 years	660.50	0.16%	0.00	0.00%
Total	420,010.86	100.00%	321,653.01	100.00%

8. Receipts in advance

Aging analysis

Aging	Closing Balance	Proportion of book balance	Opening Balance	Proportion of book balance
Within 1 year	516,056.94	100.00%	29,014.23	100.00%
Total	516,056.94	100.00%	29,014.23	100.00%

9. Payroll and employee benefits payable

Item	Opening balance	Increase in the current period	Decrease in the current period	Closing balance
Payroll and employee benefits payable	5,702.00	371,643.19	369,828.19	7,517.00
Total	5,702.00	371,643.19	369,828.19	7,517.00

10. Taxes payable

Item	Closing balance	Opening balance
Corporate income tax	5,457.59	3,538.47
Value added tax	828.86	0.00
Total	6,286.45	3,538.47

11. Other payables

Item	Closing balance	Opening balance
Interests payable	0.00	0.00
Dividends payable	0.00	0.00
Other payables	188,201.33	38,580.47
Total	188,201.33	38,580.47

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Other payables aging analysis:

Aging	Closing Balance	Proportion of book balance	Opening Balance	Proportion of book balance
Within 1 year	188,201.33	100.00%	38,580.47	100.00%
Total	188,201.33	100.00%	38,580.47	100.00%

12. Lease liabilities

Item	Closing balance	Opening balance
Lease liabilities	152,374.00	74,976.00
Total	152,374.00	74,976.00

13. Paid-in Capital

Investor Name	Opening balance	Increase in the current period	Decrease in the current period	Closing balance
Asian Trails International Travel Services (Beijing) Ltd.	210,000.00	0.00	0.00	210,000.00
Zhang Xiaolin	90,000.00	0.00	0.00	90,000.00
Total	300,000.00	0.00	0.00	300,000.00

14. Surplus reserve

Type	Opening balance	Increase in the current period	Decrease in the current period	Closing balance
Statutory Surplus Reserve	69,611.91	29,896.56	0.00	99,508.47
Total	69,611.91	29,896.56	0.00	99,508.47

15. Retained earnings

Item	Amount incurred in the current period	Amount incurred in the prior
Before adjustment: retained earnings of the prior period	627,691.07	280,528.08
Adjustment: Total retained earnings at the beginning of the reporting period (increase "+", decrease "-")	0.00	0.00
After adjustment: retained earnings at the beginning of the reporting period	627,691.07	280,528.08
Add: Net profit for the current period	298,965.64	385,736.65
Less: Transfer to statutory surplus reserve	29,896.56	38,573.66
Transfer to discretionary surplus reserve	0.00	0.00

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Transfer to general risk reserve	0.00	0.00
Declaration of dividends on ordinary shares	0.00	0.00
Conversion of ordinary shares' dividends into share capital	0.00	0.00
Other	0.00	0.00
Retained earnings at the end of the reporting period	896,760.15	627,691.07

(II)Note to Income Statement Item

1. Operating revenue and costs of sales

Item	Revenue in the current period	Cost in the current period	Revenue in the prior period	Cost in the prior period
Principal operating activities	7,870,794.19	6,852,426.25	8,046,654.53	7,087,885.44
Total	7,870,794.19	6,852,426.25	8,046,654.53	7,087,885.44

2. Taxes and surcharges

Item	Amount incurred in the curren period	Amount incurred in the prior
Surcharges on VAT	4,892.42	4,267.16
Total	4,892.42	4,267.16

3. Selling expenses

Item	Amount incurred in the current period	Amount incurred in the prior period
Sales Promotion Expenses	120,320.92	105,000.19
Total	120,320.92	105,000.19

4. General and administrative expenses

Item	Amount incurred in the current period	Amount incurred in the prior period
Employee remuneration	459,477.11	319,680.00
Office expenses	6,000.59	0.00
Insurance premiums	0.00	3,830.00
Audit fee	5,000.00	2,500.00

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Other Consulting Fees	7,445.00	4,540.00
Other Miscellaneous expenses	36,695.67	44,603.14
Depreciation ROU Assets - Building	65,712.00	73,584.00
Total	580,330.37	448,737.14

5. Financial expenses

Item	Amount incurred in the current period	Amount incurred in the prior period
Interest expenses	5,353.00	4,240.00
Less: interest income	19,863.77	2,612.66
Exchange losses	0.00	398.76
Less: exchange gains	0.00	0.00
Handling charges expenses	9,724.07	3,548.57
Other	0.00	0.00
Total	-4,786.70	5,574.67

6. Non-operating income

Item	Amount incurred in the current period	Amount incurred in the prior period
Other	0.03	10,848.65
Total	0.03	10,848.65

7. Income tax expenses

Item	Amount incurred in the current period	Amount incurred in the prior period
Current tax expenses	18,645.32	20,301.93
Total	18,645.32	20,301.93

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(III)Supplementary information to the cash flow statement

Supplementary information	Current period	Prior period
1.Reconciliation of net profit to cash flow from operating activities:	——	——
Net profit	298,965.64	385,736.65

Add: Provision for impairment losses of assets	0.00	0.00
Credit impairment loss	0.00	0.00
Depreciation of fixed assets, depletion of oil and gas assets, depreciation of productive biological assets	0.00	0.00
Depreciation of use right asset	65,712.00	73,584.00
Amortization of intangible assets	0.00	0.00
Amortization of long-term prepaid expenses	0.00	0.00
Losses on disposal of fixed assets, intangible assets and other long-term assets (gains are indicated by "－")	0.00	0.00
Losses on retirement of fixed assets (gains are indicated by "－")	0.00	0.00
Losses on changes in fair values (gains are indicated by "－")	0.00	0.00
Financial expenses (income is indicated by "－")	5,353.00	4,240.00
Losses arising from investments (gains are indicated by "－")	0.00	0.00
Decrease in deferred tax assets (increase is indicated by "－")	0.00	0.00
Increase in deferred tax liabilities (decrease is indicated by "－")	0.00	-1,310.57
Decrease in inventories (increase is indicated by "－")	0.00	0.00
Decrease in receivables from operating activities (increase is indicated by "－")	-333,586.52	576,039.36
Increase in payables from operating activities (decrease is indicated by "－")	739,584.40	-491,378.73
Others	0.00	0.00
Net cash flow from operating activities	776,028.52	546,910.71
2.Significant investing and financing activities that do not involve cash receipts and payments	——	——
Conversion of debt into capital	0.00	0.00
Convertible bonds due within one year	0.00	0.00
Fixed assets acquired under finance leases	0.00	0.00
3.Net changes in cash and cash equivalents:	——	——
Closing balance of cash	1,953,913.09	1,246,693.57
Less: Opening balance of cash	1,246,693.57	776,222.86

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Add: Closing balance of cash equivalents	0.00	0.00
Less: Opening balance of cash equivalents	0.00	0.00
Net increase in cash and cash equivalents	707,219.52	470,470.71

VII.Related parties

Shareholders of the company

Name of related parties	Shareholding ratio in the company	Proportion of voting rights in the company
Asian Trails International Travel Services (Beijing) Ltd.	70.00%	70.00%
Zhang Xiaolin	30.00%	30.00%

VIII. Other significant matters

(I) Contingent event

As of December 31, 2025, the Company has not involved in any pending litigations, external guarantee and other contingencies that need be disclosed.

(II) Commitments

As of December 31, 2025, the Company has not made any commitments that need be to disclosed.

(III) Non-adjusting events after balance sheet date

As of January 27,2026, the company has no non-adjusting events after the balance sheet date that need to be disclosed.

(IV) Other

As of December 31, 2025, the Company has no other important matters that need to be disclosed.

IX. Approval for Publishing of the Accounting Statements

The accounting statements have been approved to be published by the Company's Board of Directors (Board of Shareholders) on January 27,2026.

北京东审会计师事务所(特殊普通合伙)

Atrails Travel Services (Beijing) Co., Ltd.

January 27,2026

注册会计师工作单位变更事项登记
Registration of the Change of Working Unit by a CPA

同意调出
Agree the holder to be transferred from

事务所
CPAs

转出协会盖章
Stamp of the transfer-out Institute of CPAs

2020年 11月 13日
/y /m /d

同意调入
Agree the holder to be transferred to

事务所
CPAs

转入协会盖章
Stamp of the transfer-in Institute of CPAs

2020年 11月 13日
/y /m /d

10

注册会计师工作单位变更事项登记
Registration of the Change of Working Unit by a CPA

同意调出
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事务所
CPAs

转出协会盖章
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年 月 日
/y /m /d

同意调入
Agree the holder to be transferred to

事务所
CPAs

转入协会盖章
Stamp of the transfer-in Institute of CPAs

年 月 日
/y /m /d

11

姓名：贾凡
证书编号：110004910004

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格，继续有效一年。
lid for another year after
this renewal.

证书编号：
No. of Certificate
110004910004

批准注册协会：
Authorized Institute of CPAs
北京注册会计师协会

发证日期：
Date of Issuance
二〇一一 七 五

年 月 日
/y /m /d

4

5

THE CHINESE INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

中国注册会计师协会

北京市会计师事务所(特殊普通合伙)

姓名 Full name
性别 Sex
出生日期 Date of birth
工作单位 Working unit
身份证号码 Identity card No.

仅供审计报告使用

梁东 110003950038

证书编号：
No. of Certificate 110003950038

批准注册协会：
Authorized Institute of CPAs 北京注册会计师协会

发证日期：
Date of Issuance 2022 年 /y 12 月 /m 29 日 /d

年度检验登记
Annual Renewal Registration

本证书经检验合格，继续有效一年。
This certificate is valid for another year after this renewal.

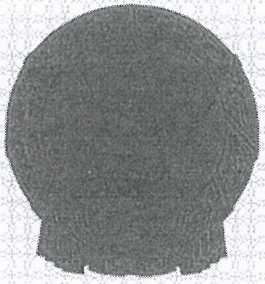
年 /y 月 /m 日 /d

中国注册会计师
THE CHINESE INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

北京东审会计师事务所(特殊普通合伙) 1101061047620

姓名 Full name 梁东
性别 Sex 男
出生日期 Date of birth 1987-10-07
工作单位 Working unit 北京东审会计师事务所（特殊普通合伙）
身份证号码 Identity card No. 131082198710072510

仅供审计报告使用



会计师事务所
执业证书

名　　称：北京东审会计师事务所（特殊普通合伙）

首席合伙人：崔军胜

主任会计师：

经营场所：北京市东城区崇文门外大街7号9号1幢11层11-1

组织形式：特殊普通合伙

执业证书编号：11000395

批准执业文号：京财会[2005]1668号

批准执业日期：2005年10月11日

证书序号：0022671

说　明

1、《会计师事务所执业证书》是证明持有人经财政部门依法审批，准予执行注册会计师法定业务的凭证。

2、《会计师事务所执业证书》记载事项发生变动的，应当向财政部门申请换发。

3、《会计师事务所执业证书》不得伪造、涂改、出租、出借、转让。

4、会计师事务所终止或执业许可注销的，应当向财政部门交回《会计师事务所执业证书》。

发证机关：北京市财政局

2025年1月28日

中华人民共和国财政部制

统一社会信用代码

91110102781700826T

营业执照

(副 本) (2-1)

扫描市场主体身份码了解更多登记、备案、许可、监管信息，体验更多应用服务。

名　　称　北京东审会计师事务所（特殊普通合伙）

类　　型　特殊普通合伙企业

执行事务合伙人　崔军胜、李丽

经营范围　审计企业会计报表，出具审计报告；验证企业资本，出具验资报告；办理企业合并、分立、清算事宜中的审计业务，出具有关的报告；基本建设年度决算审计；代理记帐；会计咨询、税务咨询、管理咨询、财务会计培训；法律、法规规定的其它业务。（市场主体依法自主选择经营项目，开展经营活动；依法须经批准的项目，经相关部门批准后依批准的内容开展经营活动；不得从事国家和本市产业政策禁止和限制类项目的经营活动。）

出　资　额　1000万元

成立日期　2005年10月17日

主要经营场所　北京市东城区崇文门外大街7、9号1幢11层11-1

登记机关　北京市东城区市场监督管理局

2025年 09月 02日

国家企业信用信息公示系统网址：http://www.gsxt.gov.cn

市场主体应当于每年1月1日至6月30日通过国家企业信息公示系统报送公示年度报告。

国家市场监督管理总局监制

Kuoni Australia Holding Pty Ltd

ABN 78 133 084 714

Annual Report - 31 December 2025

Kuoni Australia Holding Pty Ltd
Directors' report
31 December 2025

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Kuoni Australia Holding Pty Ltd (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 31 December 2025.

Directors
The following persons were directors of Kuoni Australia Holding Pty Ltd during the whole of the financial year and up to the date of this report, unless otherwise stated:

Mahesh Chandran Iyer
Laurent Kuenzle
Hong Wah Cheong
Sebastian Alex Mendonca

Principal activities
The principal activity of the company during the financial year was investment holding of Australian Tours Management Pty Ltd. The company did not generate revenue during the year.

There has been no significant change in the nature of the entity’s principal activity during the year.

The principal activities of Australian Tours Management Pty Ltd during the financial year were managing and co-ordinating tours. No significant change in the nature of this activity occurred during the year.

Review of operations
The loss for the consolidated entity after providing for income tax amounted to $487,163 (31 December 2024: $1,114,988).

Significant changes in the state of affairs
There were no significant changes in the state of affairs of the consolidated entity during the financial year.

Matters subsequent to the end of the financial year
No matter or circumstance has arisen since 31 December 2025 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Likely developments and expected results of operations
The company expect to maintain the present status and level of operations and hence there are no likely developments in the operations in future financial years.

Environmental regulation
The company operations are not regulated by any significant environmental regulation under a law of the Commonwealth or of a State or Territory.

Shares under options
There were no unissued ordinary shares of the company under option outstanding at the date of this report.

Dividends
No dividends were paid or declared during the financial year. No recommendation for payment of dividends has been made.

Indemnification and insurance of auditor
The company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the company or any related entity against a liability incurred by the auditor.

During the financial year, the company has not paid a premium in respect of a contract to insure the auditor of the company or any related entity.

Proceedings on behalf of the company
No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the company, or to intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or part of those proceedings.

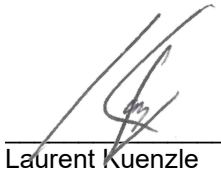
Kuoni Australia Holding Pty Ltd
Directors' report
31 December 2025

Auditor's independence declaration
A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the directors

Hong Wah Cheong
Director



Laurent Kuenzle
Director

27 April 2026
Melbourne

STANNARDS

AUDITOR'S INDEPENDENCE DECLARATION

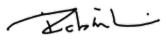
UNDER SECTION 307C OF THE CORPORATIONS ACT 2001

As lead auditor for the audit of Kuoni Australia Holding Pty Ltd for the year ended 31 December 2025, I declare that, to the best of my knowledge and belief, there have been:

(a) No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

(b) No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Kuoni Australia Holding Pty Ltd



Robin King Heng Li CA RCA

Director

STANNARDS AUDIT PTY LTD

Authorised Audit Company No. 571846

Melbourne, Victoria

27 April 2026

Kuoni Australia Holding Pty Ltd
Contents
31 December 2025

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Consolidated statement of financial position	6
Consolidated statement of changes in equity	7
Consolidated statement of cash flows	8
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Independent auditor's report to the members of Kuoni Australia Holding Pty Ltd	18

General information

The financial statements cover Kuoni Australia Holding Pty Ltd as a consolidated entity consisting of Kuoni Australia Holding Pty Ltd and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is Kuoni Australia Holding Pty Ltd's functional and presentation currency.

Kuoni Australia Holding Pty Ltd is an unlisted public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

L 1 28 VICTORIA STREET
CARLTON, VICTORIA, 3053
Australia

A description of the nature of the consolidated entity's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 23 April 2026. The directors have the power to amend and reissue the financial statements.

Kuoni Australia Holding Pty Ltd
Consolidated statement of profit or loss and other comprehensive income
For the year ended 31 December 2025

	Note	Consolidated 2025 $	Consolidated 2024 $
Revenue			
Sales Revenue	3	20,632,825	12,484,563
Cost of Sales		(18,200,606)	(10,632,031)
Gross profit		2,432,219	1,852,532
Expenses			
Employee benefits expense		(1,626,905)	(1,484,268)
Depreciation and amortisation expense		(4,874)	(10,237)
Other expenses		(17,029)	(17,008)
Administration		(1,270,574)	(1,456,007))
Loss before income tax expense		(487,163)	(1,114,988)
Income tax expense	4	(77,947)	-
Loss after income tax expense for the year attributable to the owners of Kuoni Australia Holding Pty Ltd	12	(565,110)	(1,114,988)
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year attributable to the owners of Kuoni Australia Holding Pty Ltd		(565,110)	(1,114,988)

The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

Kuoni Australia Holding Pty Ltd
Consolidated statement of financial position
As at 31 December 2025

	Note	Consolidated 2025 $	Consolidated 2024 $
Assets			
Current assets			
Cash and cash equivalents	5	232,363	900,452
Trade and other receivables	6	1,213,224	1,497,978
Prepaid Expense	7	249,366	1,250,142
Total current assets		1,694,953	3,648,572
Non-current assets			
Property, plant and equipment		5,303	7,236
Deferred tax	8	66,097	144,301
Total non-current assets		71,400	151,537
Total assets		1,766,353	3,800,109
Liabilities			
Current liabilities			
Trade and other payables	9	5,577,432	7,026,137
Financial liabilities	10	8,763,245	8,763,245
Employee benefits provisions		66,693	85,395
Total current liabilities		14,407,370	15,874,777
Non-current liabilities			
Employee benefits provisions		108,804	110,043
Total non-current liabilities		108,804	110,043
Total liabilities		14,516,174	15,984,820
Net liabilities		(12,749,821)	(12,184,711)
Equity			
Issued capital	11	500,000	500,000
Accumulated losses	12	(13,249,821)	(12,684,711)
Total deficiency in equity		(12,749,821)	(12,184,711)

The above statement of financial position should be read in conjunction with the accompanying notes

Kuoni Australia Holding Pty Ltd
Consolidated statement of changes in equity
For the year ended 31 December 2025

Consolidated	Issued capital $	Reserves $	Retained profits $	Non-controlling interest $	Total deficiency in equity $
Balance at 1 January 2024	500,000	-	(11,569,723)	-	(11,069,723)
Loss after income tax expense for the year	-	-	(1,114,988)	-	(1,114,988)
Other comprehensive income for the year, net of tax	-	-	-	-	-
Total comprehensive income for the year	-	-	(1,114,988)	-	(1,114,988)
Balance at 31 December 2024	500,000	-	(12,684,711)	-	(12,184,711)

Consolidated	Issued capital $	Reserves $	Retained profits $	Non-controlling interest $	Total deficiency in equity $
Balance at 1 January 2025	500,000	-	(12,684,711)	-	(12,184,711)
Loss after income tax expense for the year	-	-	(565,110)	-	(565,110)
Other comprehensive income for the year, net of tax	-	-	-	-	-
Total comprehensive income for the year	-	-	(565,110)	-	(565,110)
Balance at 31 December 2025	500,000	-	(13,249,821)	-	(13,249,821)

The above statement of changes in equity should be read in conjunction with the accompanying notes

Kuoni Australia Holding Pty Ltd
Consolidated statement of cash flows
For the year ended 31 December 2025

	Note	Consolidated 2025 $	Consolidated 2024 $
Cash flows from operating activities			
Receipts from customers		20,964,493	11,932,960
Payments to suppliers and employees		(21,632,582)	(11,389,806)
		(668,089)	543,148
Interest received		-	-
Net cash from/(used in) operating activities		(668,089)	543,148
Cash flows from investing activities			
Payments for property, plant and equipment		-	(1,760)
Net cash used in investing activities		-	(1,760)
Cash flows from financing activities			
Loan from other entities ultimately controlled by Fairfax Financial Holding Limited		-	225,000
Net cash from financing activities		-	225,000
Net increase in cash and cash equivalents		(668,089)	766,388
Cash and cash equivalents at the beginning of the financial year		900,452	134,064
Cash and cash equivalents at the end of the financial year	5	232,363	900,452

The above statement of cash flows should be read in conjunction with the accompanying notes

Note 1. Material accounting policies

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

New or amended Accounting Standards and Interpretations adopted
The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Basis of preparation
These consolidated general purpose financial statements have been prepared in accordance with the Australian Accounting Standards - Simplified Disclosures issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities.

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

Critical accounting estimates
The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the consolidated entity's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

Principles of consolidation
The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Kuoni Australia Holding Pty Ltd ('company' or 'parent entity') as at 31 December 2025 and the results of all subsidiaries for the year then ended. Kuoni Australia Holding Pty Ltd and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity 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 consolidated entity. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the consolidated entity. Losses incurred by the consolidated entity are attributed to the non-controlling interest in full, even if that results in a deficit balance.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

Note 1. Material accounting policies (continued)

Comparative information
The comparatives used in this financial report are taken from the financial report dated and approved by the directors on 30 May 2025. Where required by Accounting standards, comparative information has been adjusted/reclassified to conform changes in presentation for the current financial year disclosures.

Revenue recognition
The consolidated entity recognises revenue as follows:

Sales revenue
The company renders a wide range of travel services. The revenue from rendering these services is recognised in the statement of comprehensive income at the time when the significant risks and rewards are transferred to the customers. In the case of destination management activities, this is generally on the date of arrival.

Revenue comprises net sales revenues from the tour operating business (after deduction of sales taxes, goods and services tax, discounts and commissions).

Unconditional payments due from customers for satisfied performance obligations are recorded as sales receivables within other assets on the Statement of Financial Position. Customer prepayments are recorded as deferred revenue within accounts payable and accrued liabilities on Statement of Financial Position and are not recognised as revenue until the provision of services occurs. Certain contracts include multiple deliverables which are accounted for as separate performance obligations, with the transaction price allocated among the performance obligations based on their individual selling prices.

Income tax
The income tax expense (revenue) for the year comprises current income tax expense (income) and deferred tax expense (income).

Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

Current and deferred income tax expense (income) is charged or credited directly to equity instead of the profit or loss when the tax relates to items that are credited or charged directly to equity.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognized from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at the end of the reporting period. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences are recognized only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entity where it is intended that net settlement or simultaneous realization and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

Note 1. Material accounting policies (continued)

Tax Consolidation

Kuoni Australia Holding Pty Ltd and its controlled entities have formed an income tax consolidated group under Australian tax consolidation legislation. Kuoni Australia Holding Pty Ltd, the parent entity is responsible for recognising the current tax liabilities and deferred tax assets arising in respect of tax losses to the extent that they are recoverable, for the tax consolidated group. The tax consolidated group has also entered a tax funding agreement whereby each company in the group contributes to the income tax payable in proportion to their contribution to the net profit before tax of the tax consolidated group.

Current and non-current classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

Cash and cash equivalents

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

Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

The consolidated entity has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

Trade and other payables

These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Contract liabilities

Contract liabilities represent the consolidated entity's obligation to transfer goods or services to a customer and are recognised when a customer pays consideration, or when the consolidated entity recognises a receivable to reflect its unconditional right to consideration (whichever is earlier) before the consolidated entity has transferred the goods or services to the customer.

Issued capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Note 1. Material accounting policies (continued)

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

Note 2. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Allowance for expected credit losses
The allowance for expected credit losses assessment requires a degree of estimation and judgement. It is based on the lifetime expected credit loss, grouped based on days overdue, and makes assumptions to allocate an overall expected credit loss rate for each group. These assumptions include recent sales experience and historical collection rates.

Income tax
The consolidated entity is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The consolidated entity recognises liabilities for anticipated tax audit issues based on the consolidated entity's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

Recovery of deferred tax assets
Deferred tax assets are recognised for deductible temporary differences only if the company considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Note 3. Revenue

	Consolidated	
	2025	**2024**
	$	**$**
Sales - external parties	13,901,716	7,758,440
Sales - related parties	6,731,109	4,726,123
	20,632,825	12,484,563

The Company operates in only one geographical region being Australia.

Note 4. Income tax expense

	Consolidated 2025 $	Consolidated 2024 $
Numerical reconciliation of income tax expense and tax at the statutory rate		
Loss before income tax expense	(487,163)	(1,114,988)
Tax at the statutory tax rate of 30%	(146,149)	(334,496)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Other deductible expenses	(69,954)	(65,350)
Non-deductible expenses	69,697	70,223
Tax losses not recognised	257	329,623
Temporally differences	77,947	-
Income tax expense	77,947	-

Note 5. Current assets - cash and cash equivalents

	Consolidated 2025 $	Consolidated 2024 $
Cash and cash equivalents	232,363	900,452

Note 6. Current assets - trade and other receivables

	Consolidated 2025 $	Consolidated 2024 $
Trade receivables	1,262,758	1,504,443
Less: Allowance for expected credit losses	(10,251)	(146)
	1,252,507	1,504,297
Other receivables	(39,283)	(6,319)
	1,213,224	1,497,978

Note 7. Current assets - prepaid Expense

	Consolidated 2025 $	Consolidated 2024 $
Deposits to suppliers for accommodation, coaches, meals and attractions	249,366	1,250,142

Note 8. Non-current assets - deferred tax

	Consolidated 2025 $	Consolidated 2024 $
Deferred tax asset comprises temporary differences attributable to:		
Property, plant and equipment	3,071	3,071
Allowance for expected credit losses	3,032	108
Employee benefits	52,649	58,631
Accrued expenses	7,345	82,491
Deferred tax asset	66,097	144,301
Movements:		
Opening balance	144,301	144,301
Credited/(debited) to profit or loss (Note 4)	(77,947)	-
Closing balance	66,097	144,301

Note 9. Current liabilities - trade and other payables

	Consolidated 2025 $	Consolidated 2024 $
Trade payables	5,408,331	6,903,950
Customer deposits	169,101	122,187
	5,577,432	7,026,137

Note 10. Current liabilities - borrowings

	Consolidated 2025 $	Consolidated 2024 $
Advances from related parties – other entities ultimately controlled by Fairfax Financial Holdings Limited	8,763,245	8,763,245

Note 11. Equity - Contributed Equity

The company has 500,000 ordinary fully paid shares on issue (2024: 500,000). Ordinary shares participate in dividends and the proceeds on winding up of the company in proportion to the number of shares held.

At shareholders meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

Note 12. Equity - accumulated losses

	Consolidated 2025 $	Consolidated 2024 $
Accumulated losses at the beginning of the financial year	(12,684,711)	(11,569,723)
Loss after income tax expense for the year	(565,110)	(1,114,988)
Accumulated losses at the end of the financial year	(13,249,821)	(12,684,711)

Note 13. Key management personnel disclosures

Compensation
The aggregate compensation made to directors and other members of key management personnel of the company are set out below:

	Consolidated 2025 $	Consolidated 2024 $
Aggregate compensation	346,425	344,488

Note 14. Contingent liabilities

The company is not aware of any matter pending that may give rise to any contingent liability.

Note 15. Related party transactions

Parent entity
Kuoni Australia Holding Pty Ltd is the parent entity.

Key management personnel
Disclosures relating to key management personnel are set out in note 13.

Transactions with related parties
The following transactions occurred with related parties:

	Consolidated 2025 $	Consolidated 2024 $
Sale of goods and services:		
Sale of goods to other related parties within the Fairfax Financial Holdings Limited Group	6,731,109	4,726,123

Loans to/from related parties
The following balances are outstanding at the reporting date in relation to loans with related parties:

	Consolidated 2025 $	Consolidated 2024 $
Current borrowings:		
Loan from other entities ultimately controlled by Fairfax Financial Holdings Limited	8,763,245	8,763,245

Terms and conditions
Loans are interest bearing at a rate of 7.99%

Note 16. Events after the reporting period

No matter or circumstance has arisen since 31 December 2025 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Note 17. Economic Dependency

As at 31 December 2025 the consolidated entity incurred a net loss after tax of $565,110 and had net current liabilities totalling $12,712,417 which included amounts payable, secured by or guaranteed by related entities ultimately controlled by Fairfax Financial Holdings Limited totalling $8,763,245. These conditions highlight that there is a material uncertainty that may cast significant doubt on the company's ability to continue as a going concern due to the continued trading losses and operating cash outflows. The continued economic support of the company from its ultimate parent entity is a fundamental element of the capacity of the company to meet its debts as and when they fall due and therefore a significant decision of the directors in preparing the financial report on a going concern basis.

The company has received a commitment of continuous financial support from the parent company, Travel Circle International (Mauritius) Limited. This commitment of financial support is given on the basis that Travel Circle International (Mauritius) Limited controls the ownership of the company and that the company will continue to be economically dependent upon of Travel Circle International (Mauritius) Limited for its financial and operational stability. In addition, the directors have reviewed the quarterly cash flow forecast, which indicates that the consolidated entity will have sufficient cash flows to meet its obligations as and when they fall due until 30 June 2026.

Whilst the Directors have every confidence in the above, should this support from the parent company be withdrawn and the cash flow forecast not be completed as anticipated whether the entity is able to continue as a going concern and therefore realise its assets and discharge its liabilities in the normal course of business, is uncertain.

Kuoni Australia Holding Pty Ltd
Directors' declaration
31 December 2025

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Australian Accounting Standards - Simplified Disclosures, the Corporations Regulations 2001 and other mandatory professional reporting requirements;

- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 31 December 2025 and of its performance for the financial year ended on that date; and

- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the directors

Hong Wah Cheong
Director

Laurent Kuenzle
Director

27 April 2026

Melbourne

STANNARDS

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF KUONI AUSTRALIA HOLDING PTY LTD

Opinion

We have audited the financial report of Kuoni Australia Holding Pty Ltd ("Company") and its controlled entity, Australian Tour Management Pty Ltd (collectively, "consolidated entity") which comprises the consolidated statement of financial position as at 31 December 2025, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the consolidated entity, is in accordance with the *Corporations Act* 2001, including:

a) giving a true and fair view of the consolidated entity's financial position as at 31 December 2025 and of its financial performance for the year then ended; and
b) complying with Australian Accounting Standards to the extent described in Note 1 and the *Corporations Regulations 2001*.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act* 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the Corporations Act 2001, which has been given to the directors of the entity, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 17 in the financial report, which indicates that for the year ended 31 December 2025 the consolidated entity incurred a net loss after tax of $565,110 and had net current liabilities totalling $12,712,417 which included amounts payable, secured by or guaranteed by related entities ultimately controlled by Fairfax Financial Holdings Limited totalling $8,763,245. These conditions highlight that there is a material uncertainty that may cast significant doubt on the company's ability to continue as a going concern due to the continued trading losses and operating cash outflows. The continued economic support of the company from its ultimate parent entity is a fundamental element of the capacity of the company to meet its debts as and when they fall due and therefore a significant decision of the directors in preparing the financial report on a going concern basis.

The company has received a commitment of continuous financial support from the parent company, Travel Circle International (Mauritius) Limited. This commitment of financial support is given on the basis that Travel Circle International (Mauritius) Limited controls the ownership of the company and that the company will continue to be economically dependent upon of Travel Circle International (Mauritius) Limited for its financial and operational stability. In addition, the directors have reviewed the quarterly cash flow forecast, which indicates that the consolidated entity will have sufficient cash flows to meet its obligations as and when they fall due until 30 June 2026.

Whilst the Directors have every confidence in the above, should this support from the parent company be withdrawn and the cash flow forecast not be completed as anticipated whether the entity is able to continue as a going concern and therefore realise its assets and discharge its liabilities in the normal course of business, is uncertain.

Our opinion is not modified in respect of these matters.

Other Matter

The financial report of Kuoni Australia Holding Pty Ltd, for the year ended 31 December 2024 was audited by another auditor who expressed an unmodified opinion on that report on 30 May 2025.

Responsibilities of the directors for the financial report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view and have determined that the basis of preparation described in Note 1 to the financial report is appropriate to meet the requirements of the Corporations Act 2001 and is appropriate to meet the needs of the members. The directors' responsibility also includes such internal control as the directors determine is necessary to enable the preparation of a financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the entity or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is 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 the Australian Auditing Standards 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 this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: http://www.auasb.gov.au/Home.aspx. This description forms part of our auditor's report.

Stannards Audit

STANNARDS AUDIT PTY LTD

Authorised Audit Company No. 571846

Robin King Heng Li CA RCA

Director

Date: 27 April 2026

Asian Trails Ltd.

Financial statements for the year ended
31 March 2026
and
Independent Auditor's Report

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Independent Auditor's Report

To the Shareholders of Asian Trails Ltd.

Opinion

I have audited the financial statements of Asian Trails Ltd. (the "Company"), which comprise the statement of financial position as at 31 March 2026, the statements of income and changes in capital deficiency for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

In my opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 31 March 2026 and its financial performance for the year then ended in accordance with the Thai Financial Reporting Standard for Non-Publicly Accountable Entities (TFRS for NPAEs).

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing (TSAs). My responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report. I am independent of the Company in accordance with the *Code of Ethics for Professional Accountants including Independence Standards* issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that is relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with TFRS for NPAEs, 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.

KPMG Phoomchai Audit Ltd., a Thai limited liability company and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

Auditor's Responsibilities for the Audit of the Financial Statements

My 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 my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with TSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with TSAs, I exercise professional judgment and maintain professional skepticism throughout the audit. I 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 my 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 I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my 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 achieves fair presentation.

I communicate with management regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

Jedsada Le

(Jedsada Leelawatanasuk)
Certified Public Accountant
Registration No. 11225

KPMG Phoomchai Audit Ltd.
Bangkok
24 June 2026

Asian Trails Ltd.

Statement of financial position

Assets	Note	31 March 2026	2025
		(in Baht)	
Current assets			
Cash and cash equivalents		20,897,673	19,077,947
Trade and other current receivables	*4*	213,633,355	256,611,955
Other current assets		52,618,620	148,693,762
Total current assets		**287,149,648**	**424,383,664**
Non-current assets			
Investment in subsidiaries	*5*	5,999,840	5,999,840
Leasehold improvements and equipment	*6*	12,597,078	11,824,051
Intangible assets		20,644	-
Deferred tax assets	*7*	26,409,882	18,082,273
Restricted deposits at financial institution		10,000	10,000
Other non-current assets		3,165,302	2,534,099
Total non-current assets		**48,202,746**	**38,450,263**
Total assets		**335,352,394**	**462,833,927**

The accompanying notes are an integral part of these financial statements.

Asian Trails Ltd.

Statement of financial position

Liabilities and capital deficiency	Note	31 March 2026	2025
		(in Baht)	
Current liabilities			
Bank overdrafts	*8*	58,548,820	25,076,280
Trade and other current payables		401,519,401	359,064,412
Short-term borrowing from immediate parent company	*8*	16,160,200	37,996,000
Short-term borrowing from related parties	*8*	1,500,000	3,345,780
Current portion of finance lease liability	*8*	288,848	-
Advance received from customers		103,399,307	233,479,007
Other current liabilities		4,967,700	1,859,806
Total current liabilities		**586,384,276**	**660,821,285**
Non-current liabilities			
Long-term borrowing from immediate parent company	*8*	246,690,400	253,759,000
Finance lease liability	*8*	887,313	-
Non-current provisions for employee benefits	*9*	32,826,400	31,181,589
Total non-current liabilities		**280,404,113**	**284,940,589**
Total liabilities		**866,788,389**	**945,761,874**
Capital deficiency			
Share capital			
Authorised share capital		24,000,000	24,000,000
(240,000 ordinary shares, par value at Baht 100 per share)			
Issued and paid-up share capital		24,000,000	24,000,000
(240,000 ordinary shares, par value at Baht 100 per share)			
Deficit			
Appropriated			
Legal reserve		2,400,000	2,400,000
Deficit		(557,835,995)	(509,327,947)
Capital deficiency		**(531,435,995)**	**(482,927,947)**
Total liabilities and capital deficiency		**335,352,394**	**462,833,927**

The accompanying notes are an integral part of these financial statements.

Asian Trails Ltd.

Statement of income

	Note	Year ended 31 March 2026	2025
		(in Baht)	
Income			
Revenue from rendering of services		1,906,308,417	1,818,620,171
Interest income		17,166	9,983
Other income		77,706,673	57,271,437
Net foreign exchange gain		-	23,348,242
Total income		**1,984,032,256**	**1,899,249,833**
Expenses			
Cost of rendering of services		1,665,631,498	1,588,074,337
Selling expenses		25,140,947	25,996,734
Administrative expenses		317,024,539	295,646,837
Net foreign exchange loss		4,348,228	-
Total expenses		**2,012,145,212**	**1,909,717,908**
Loss before finance costs and tax income		**(28,112,956)**	**(10,468,075)**
Finance costs		28,722,701	31,687,109
Loss before tax income		**(56,835,657)**	**(42,155,184)**
Tax income	7	(8,327,609)	(2,159,307)
Net loss		**(48,508,048)**	**(39,995,877)**

The accompanying notes are an integral part of these financial statements.

Asian Trails Ltd.

Statement of changes in capital deficiency

	Retained earnings (Deficit)			
	Issued and paid-up share capital	Legal reserve	Unappropriated (Deficit)	Total equity (capital deficiency)
		(in Baht)		
Year ended 31 March 2025				
Balance at 1 April 2024	**24,000,000**	**2,400,000**	**(469,332,070)**	**(442,932,070)**
Net loss	-	-	(39,995,877)	(39,995,877)
Balance at 31 March 2025	**24,000,000**	**2,400,000**	**(509,327,947)**	**(482,927,947)**
Year ended 31 March 2026				
Balance at 1 April 2025	**24,000,000**	**2,400,000**	**(509,327,947)**	**(482,927,947)**
Net loss	-	-	(48,508,048)	(48,508,048)
Balance at 31 March 2026	**24,000,000**	**2,400,000**	**(557,835,995)**	**(531,435,995)**

The accompanying notes are an integral part of these financial statements.

Asian Trails Ltd.
Notes to the financial statements
For the year ended 31 March 2026

Note	Contents
1	General information
2	Basis of preparation of the financial statements
3	Significant accounting policies
4	Trade and other current receivables
5	Investment in subsidiaries
6	Leasehold improvements and equipment
7	Deferred tax
8	Interest-bearing liabilities
9	Non-current provision for employee benefits
10	Commitments

These notes form an integral part of the financial statements.

The financial statements issued for Thai statutory and regulatory reporting purposes are prepared in the Thai language. These English language financial statements have been prepared from the Thai language statutory financial statements and were approved and authorised for issue by the directors on 24 June 2026.

1 General information

Asian Trails Ltd., the "Company", is incorporated in Thailand and has its registered office at no. 183 Regent House Building, 12th Floor, Rajdamri Road, Lumpini Sub-district, Pathumwan Distrrict, Bangkok. The principal activity of the Company is tour operating services, both inbound and outbound services.

The immediate and ultimate parent companies during the financial year were Asian Trails Holding Ltd. and Thomas Cook (India) Limited, which are incorporated in Republic of Mauritius and India, respectively.

2 Basis of preparation of the financial statements

The financial statements are prepared in accordance with Thai Financial Reporting Standard for Non-Publicly Accountable Entities (Revised B.E. 2565) ('TFRS for NPAEs'), which promulgated by the Federation of Accounting Professions (TFAC)

In addition, the Company has applied the following Thai Financial Reporting Standard for Publicly Accountable Entities (TFRS for PAEs).

TFRS	Topic
TAS 12	Income Taxes

The financial statements are prepared and presented in Thai Baht. Accounting policies disclosed in note 3 are applied consistently to all periods presented in these financial statements.

The preparation of financial statements in conformity with TFRS for NPAEs requires management to make judgements, estimates and assumptions that affect the application of the Company's accounting policies. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Use of going concern basis of accounting

For the year ended 31 March 2026, the Company incurred a net loss of Baht 48.51 million *(for the year ended 31 March 2025: net loss of Baht 40.00 million)* and, as of that date, the Company's current liabilities exceeded its current assets by Baht 299.23 million *(2025: Baht 236.44 million)* and the Company had deficit of Baht 557.83 million *(2025: Baht 509.33 million)* and capital deficiency as of that date of Baht 531.43 million *(2025: Baht 482.93 million)*. Such circumstances indicate the existence of an uncertainty which may cast doubt about the Company's ability to continue as a going concern.

However, the financial statements have been prepared assuming the Company will continue on a going concern basis because the immediate parent company has provided a formal undertaking to provide financial support to enable the Company to continue its operations and to meet its liabilities as they fall due for at least 12 months from the reporting date. Accordingly, the financial statements do not include any adjustments relating to the recoverability and classification of recorded assets amounts or the classification of the recorded liabilities amounts that might be necessary should the Company be unable to continue its operations as a going concern.

3 Significant accounting policies

(a) Foreign currency

Transactions in foreign currencies including non-monetary assets and liabilities denominated in foreign currencies are translated to Thai Baht at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies, are translated at the exchange rate at the reporting date.

Foreign currency differences are recognised in the statement of income.

(b) Cash and cash equivalents

Cash and cash equivalents comprise cash balances and demand deposits.

(c) Trade and other current receivables

Trade and other current receivables measured at invoice value less allowance for doubtful accounts.

The allowance for doubtful accounts is assessed primarily on analysis of payment histories and future expectations of customer payments. Bad debts are written off when incurred. Bad debts recovered are recognised in other income in the statement of income.

(d) Investment

Investment in subsidiaries

Investment in subsidiaries are measured at cost less loss on decline in value.

(e) Leasehold improvements and equipment

Leasehold improvements and equipment are measured at cost less accumulated depreciation and losses on decline in value.

Cost includes expenditure that is directly attributable to the acquisition of the asset and the costs of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

Differences between the proceeds from disposal and the carrying amount of leasehold improvements and equipment are recognised in the statement of income.

Leased assets

Assets which the Company leases and substantially assumes all the risk and rewards of ownership are classified as finance leases and recognised as leasehold improvements and equipment at the lower of its fair value and the present value of the minimum lease payments, plus initial direct costs, less accumulated depreciation and losses on decline in value. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to the statement of income.

Subsequent costs

The cost of replacing a part of an item of leasehold improvements and equipment is recognised in the carrying amount of the item when 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 derecognised. The costs of the day-to-day servicing of leasehold improvements and equipment are recognised in the statement of income as incurred.

Depreciation

Depreciation is calculated on a straight-line basis over the estimated useful life of each component of an asset and recognised in the statement of income. The estimated useful lives are as follows:

Leasehold improvements	10 years
Furniture, fixtures and office equipment	3 and 5 years
Vehicles	5 years

(f) Intangible assets

Intangible assets are measured at cost less accumulated amortisation and loss on decline in value.

Amortisation is calculated on a straight-line basis over the estimated useful lives of intangible assets and recognised in the statements of income. The estimated useful lives are as follow:

Computer software	3 years

(g) Losses on decline in value

The carrying amounts of the Company's assets are reviewed at each reporting date to determine whether there is any indication of a permanent decline in value. If any such indication exists, the assets' recoverable amounts are estimated. A loss on decline in value is recognised if the carrying amount of an asset exceeds its recoverable amount. The loss on decline in value is recognised in the statement of income.

(h) Interest-bearing liabilities

Interest-bearing liabilities are measured initially at fair value less attributable transaction charges and subsequently at amortised cost. Differences between cost and redemption value is amortised using the effective interest rate method over the term of the borrowings.

(i) Trade and other current payables

Trade and other current payables are stated at cost.

(j) Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate method.

Provision for employee benefits

Provision for employee benefits are recognised using the best estimate method at the reporting date. The Company derecognises the provision when actual payment is made.

(k) Revenue

Revenue excludes value added taxes and is arrived at after deduction of trade discounts.

Sale of goods and rendering of services

Revenue from sale of ticket is recognised when the significant risks and rewards of ownership have been transferred to the buyer.

Revenue from tour operating is recognised as services are provided.

Interest income

Interest income is recognised using the effective interest method.

(l) Operating leases

Payments made under operating leases are recognised on a straight-line basis over the term of the lease.

(m) Finance costs

Interest expenses, the interest component of finance lease payments and similar costs are recognised using the effective interest rate method.

(n) Income tax

Income tax expense for the year comprises current and deferred tax, which is recognised in the statement of income.

Current tax is recognised in respect of the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination or at the time of the transaction (i) affects neither accounting nor taxable profit or loss and (ii) does not give rise to equal taxable and deductible temporary differences.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities, using tax rates enacted or substantively enacted at the reporting date. Current deferred tax assets and liabilities are offset in the financial statements.

A deferred tax asset is 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 assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

4 Trade and other current receivables

	2026	2025
	(in thousand Baht)	
Trade and other current receivables	215,298	258,277
Less allowance for doubtful accounts	(1,665)	(1,665)
Net	**213,633**	**256,612**
Doubtful debts written-off	-	1,168
Bad debts (bad debts recovered)	112	496

5 Investment in subsidiaries

	2026	2025
	(in thousand Baht)	
Investment in subsidiaries, at cost-net	**6,000**	**6,000**

Investment in subsidiaries as at 31 March 2026 and 2025, was as follow:

Subsidiaries	Type of Business	Ownership interest		Paid-up capital		Cost		Allowance for losses on decline in value		At cost - net	
		2026	2025	2026	2025	2026	2025	2026	2025	2026	2025
		(%)				*(in thousand Baht)*					
Chang Som Co., Ltd.	Rendering of transportation services	99.99	99.99	6,000	6,000	6,000	6,000	-	-	6,000	6,000
Thomas Cook In Destination Management (Thailand) Co., Ltd. (note)	Tour operating services	49.00	49.00	-	-	-	-	-	-	-	-
Total						**6,000**	**6,000**	-	-	**6,000**	**6,000**

Note: On 3 January 2020, Asian Trails Co., Ltd. invested in Thomas Cook In Destination Management (Thailand) Co., Ltd. for 117,600 shares at total cost of 40 Baht. The Company holds 49% shares in Thomas Cook In Destination Management (Thailand) Co., Ltd. but has power to control and made decisions on operations of such company. Therefore, the Company classified investment in such company as investment in subsidiary. During the year ended 31 March 2024, Thomas Cook In Destination Management (Thailand) Co., Ltd. has entered into liquidation process.

6 Leasehold improvements and equipment

	Leasehold improvements	Furniture, fixtures and office equipment	Vehicles	Total
		(in thousand Baht)		
Cost				
At 1 April 2024	7,206	32,535	16,090	55,831
Additions	528	3,023	-	3,551
Disposal	-	-	(11,528)	(11,528)
At 31 March 2025 and 1 April 2025	**7,734**	**35,558**	**4,562**	**47,854**
Additions	879	1,541	1,921	4,341
At 31 March 2026	**8,613**	**37,099**	**6,483**	**52,195**
Depreciation				
At 1 April 2024	718	27,362	16,054	44,134
Depreciation charge for the year	764	2,624	36	3,424
Disposal	-	-	(11,528)	(11,528)
At 31 March 2025 and 1 April 2025	**1,482**	**29,986**	**4,562**	**36,030**
Depreciation charge for the year	848	2,368	353	3,569
At 31 March 2026	**2,330**	**32,354**	**4,915**	**39,599**
Net book value				
At 31 March 2025				
Owned assets	6,252	5,572	-	11,824
Assets under finance leases	-	-	-	-
	6,252	**5,572**	**-**	**11,824**
At 31 March 2026				
Owned assets	6,283	4,745	-	11,028
Assets under finance leases	-	-	1,568	1,568
	6,283	**4,745**	**1,568**	**12,596**

7 Deferred tax

Deferred tax assets as at 31 March 2026 and 2025 were as follow:

	2026	2025
	(in thousand Baht)	
Deferred tax assets	**26,410**	**18,082**

Movements in deferred tax assets during the year ended 31 March 2026 and 2025 were as follows:

	At 1 April 2025	(Charged) / Credited to: Statement of income	At 31 March 2026
		(in thousand Baht)	
Deferred tax assets			
Lease liabilities	-	235	235
Trade accounts receivable	333	-	333
Provision for employee benefits	6,236	329	6,565
Loss carry forward	11,513	7,764	19,277
Total	**18,082**	**8,328**	**26,410**

	At 1 April 2024	(Charged) / Credited to: Statement of income	At 31 March 2025
		(in thousand Baht)	
Deferred tax assets			
Trade accounts receivable	100	233	333
Provision for employee benefits	4,310	1,926	6,236
Loss carry forward	11,513	-	11,513
Total	**15,923**	**2,159**	**18,082**

Deferred tax asset has not been recognised in respect of the following item:

	2026	2025
	(in thousand Baht)	
Tax losses	234,420	276,311
Total	**234,420**	**276,311**

8 Interest-bearing liabilities

	2026	2025
	(in thousand Baht)	
Current		
Bank overdrafts-secured	58,549	25,076
Short-term borrowing from immediate parent company	16,160	37,996
Short-term borrowing from related parties	1,500	3,346
Current portion of finance lease liability	289	-
Total	**76,498**	**66,418**
Non-current		
Long-term borrowing from immediate parent company	246,690	253,759
Finance lease liability	887	-
Total	**247,577**	**253,759**
Total interest-bearing liabilities	**324,075**	**320,177**

As at 31 March 2026, the Company had overdrafts facilities with multiple financial institution in the amount of Baht 83 million *(2025: Baht 50 million)*, at the interest rate of MOR per annum. The overdraft facilities are secured by Thomas Cook (India) Limited, the ultimate parent company.

As at 31 March 2026, the Company had loan with immediate parent company in the amount USD 0.49 million and USD 7.48 million, respectively (equivalent to Baht 16.16 million and Baht 246.69 million, respectively) which bear interest at the rate of 9.32% per annum *(2025: USD 1.12 million and USD 7.48 million, respectively (equivalent to Baht 38.00 million and Baht 253.76 million, respectively) which bear interest at the rate of 9.32% - 9.82% per annum)*. Short-term borrowing amounting to Baht 16.16 million is repayable on demand. Long-term borrowing amounting to Baht 246.69 million will be due for full repayment in September 2027.

Finance lease liability

Finance lease liability was payable as follows:

	2026		
	Future minimum lease payment	Interest	Present value Of minimum Lease payment
		(in thousand Baht)	
Within one year	329	40	289
After one year but within five years	1,014	127	887
Total	**1,343**	**167**	**1,176**

9 Non-current provisions for employee benefits

	Retirement benefits *(in thousand Baht)*
At 1 April 2024	27,042
Addition	4,140
At 31 March 2025 and 1 April 2025	**31,182**
Addition	3,576
Repayment	(1,932)
At 31 March 2026	**32,826**

10 Commitments

(a) Office rental agreements

The Company entered into office rental agreements (including related services) for periods of 1 to 3 years. The Company committed to pay rental and service fees as follows:

	2026	2025
	(in thousand Baht)	
Non-cancellable operating lease commitments		
Within 1 year	12,450	11,262
After 1 year but within 5 years	19,530	1,822
Total	**31,980**	**13,084**

(b) Other commitment

	2026	2025
	(in thousand Baht)	
Other commitment		
Bank guarantees	**2,000**	**2,700**

Bank guarantees were issued by a local bank under the requirement of International Air Transport Association.

AUDITED FINANCIAL STATEMENTS

FOR THE FISCAL YEAR ENDED 31 DECEMBER 2025

ASIAN TRAILS CO., LTD

ASIAN TRAILS CO., LTD

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REPORT OF THE DIRECTORS

The Directors of Asian Trails Co., Ltd ('the company') present this report together with the audited financial statements for the fiscal year ended 31 December 2025.

Business highlights

- Asian Trails Co. Ltd is established under the business license No. 4102003844 granted by Planning and Investment Department on 22 February 2001 and the 10th changing of certificate business registration on 16 July 2020.
- Charter capital: VND 3,000,000,000 (three billion Vietnam Dong).
- Structure of charter capital as follows:

Members	As certificate of business registration	Rate
– Bui Viet Thuy Tien	VND 2,400,000,000	80%
– Bui Viet Hong Duc	VND 600,000,000	20%
Total	**VND 3,000,000,000**	**100%**

- Head office
  - Address: 10th Floor, 194 Golden Building, No. 473 Dien Bien Phu, Thanh My Tay Ward, Ho Chi Minh City.
- Principal activities and significant changes to the business
  - Domestic and international tourist service, trading souvenir, handicraft products, commercial services, goods consignment agent.

Financial position and business results

The financial position as of Asian Trails Co., Ltd, the business results and the cash flows for the year then ended of the company have been expressed in the financial statements attached to this report (from page 04 to page 14).

Current assets

At the date of this report, the Directors are not aware of any circumstances, which would render the values attributed to current assets in the financial statements as misleading.

Contingent liabilities

At the date of this report, no contingent liabilities have arisen since the end of the fiscal year against the assets of the Company.

Subsequent events

The Directors of the company hereby confirm that there have been no events after 31 December 2025 to the date of this report, which need any adjustments on the figures or the disclosures in the financial statements.

The Board of Directors

The Board of Directors of the company during the year and as of the date of this report include:

Full name	Position
– Ms Bui Viet Thuy Tien	Director

Auditors

Thuy Chung Auditing - Branch of the Great South Auditing & Information Technology Solution Co., Ltd have performed the audit on the company's financial statements for the fiscal year ended 31 December 2025 and have expressed their willingness to be appointed the company's external auditors in the coming years.

Confirmations of the Directors

The Directors of the company are responsible for the preparation of the financial statements to give a true and fair view of the financial position as of the balance sheet date, the business results, and the cash flows of the company for each of the company's fiscal year. In order to prepare these financial statements, the Directors must:

- Select the appropriate accounting policies and apply them consistently;
- Make judgments and estimates prudently.
- Announce the accounting standards to be followed for the material issues to be disclosed and explained in the financial statements; and
- Prepare the financial statements of the company on the basis of the going-concern assumption, except for the cases that the going-concern assumption is considered inappropriate.

The Directors hereby ensure that all the requirements mentioned above have been followed when the financial statements are prepared, that all the accounting books of the company have been fully recorded and can fairly reflect the financial position of the company at any time, and that all the financial statements have been prepared in compliance with the Vietnamese accounting system and standards.

The Directors are also responsible to protect the assets of the company, and consequently have proceeded appropriate measures to prevent and to detect frauds and other irregularities.

We, the Directors of the company, confirm that all the accompanying financial statements and the notes to the financial statements have been properly prepared and have given a true and fair view of the financial position as of 31 December 2025, the business results and the cash flows for the year then ended of the company in compliance with the Vietnamese accounting system and standards as well as other related regulations.

For and on behalf of the Directors

M.S.D.N: 0302229325 - C.T.T.N.H.H - CÔNG TY TNHH DU LỊCH ĐƯỜNG MÒN CHÂU Á - THÀNH PHỐ HỒ CHÍ MINH

BUI VIET THUY TIEN
Director
Ho Chi Minh City, 30 March 2026

KIỂM TOÁN THỦY CHUNG - CHI NHÁNH CÔNG TY KIỂM TOÁN VÀ GIẢI PHÁP CNTT ĐẠI NAM
THUY CHUNG AUDITING - BRANCH OF GREAT SOUTH AUDITING AND I.T. SOLUTION CO., LTD.
5th floor, 97 Nguyen Cong Tru Street, Nguyen Thai Binh Ward, District 1, HCMC
Tel: (84 - 28) 39 141 152 / 39 141 153 Email: ktthuychung@thuychung.com.vn

No. CN/KTTC/214A

INDEPENDENT AUDITOR'S REPORT

To: THE DIRECTOR OF ASIAN TRAILS CO., LTD

We have audited the accompanying financial statements of Asian Trails Co., Ltd for the fiscal year ended 31 December 2025 prepared on 30 March 2026 on pages from 04 to 14 including Balance Sheet, Income statement, Cash flow and Notes to the Financial Statements of your Company attached with hereafter.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Vietnamese accounting standards and systems and statutory regulations relevant to preparation and presentation of financial statements; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material mis-statement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Vietnamese Standards on Auditing. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinions

In our opinion, in the all material respects, these financial statements give a true and fair view of the financial position of the Company as at 31 December 2025, and of the results of its operations and its cash flow for the year then ended in accordance with Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System and the statutory regulations relevant to preparation and presentation of financial statements.

Thuy Chung Auditing - Branch of the Great South Auditing & Information Technology Solution Co., Ltd

KIỂM TOÁN THỦY CHUNG

PhD Phung Thi Thanh Thuy –Director
Audit Practicing Registration
Certificate No. 0126-2024-169-1
Ho Chi Minh City, 30 March 2026

Hoang Thi Thu Trieu – Auditor
Audit Practicing Registration
Certificate No. 2651-2023-169-1

BALANCE SHEET
As at 31 December 2025

UNIT : USD

Description	Note	As at 31 December 2025		As at 31 December 2024	
ASSETS					
Fixed assets					
– Historical cost	V.8	120,282.87		81,184.16	
– Accumulated depreciation	V.8	(50,011.24)		(36,699.34)	
			70,271.63		***44,484.82***
Current assets					
– Short-term deposits	V.3	50,576.17		45,822.98	
– Receivables from customers	V.4	811,951.91		1,400,254.88	
– Advance to suppliers	V.5	508,507.26		74,385.98	
– Other receivable	V.6	94,126.06		48,715.97	
– Prepaid expenses	V.7	43,948.92		39,822.34	
– Investments in other entities	V.10	41,203.20		41,203.20	
– Loan receivable	V.9	1,195,798.03		1,257,549.51	
			2,746,111.55		***2,907,754.86***
– Cash on hand	V.1	85,327.11		35,824.03	
– Cash at bank	V.2	4,147,623.06		3,009,171.58	
			4,232,950.17		***3,044,995.61***
TOTAL ASSETS			**7,049,333.35**		**5,997,235.29**
EQUITY					
– Paid-in capital	V.12	143,540.00		143,540.00	
– Undistributed earnings	V.12	1,200,544.56		893,542.46	
+ Retained earning of the previous years		*(1,878.54)*		*(50,982.44)*	
+ Profit/ losses of the current year		*1,202,423.10*		*944,524.90*	
			1,344,084.56		***1,037,082.46***
– Bonus and welfare funds		129,790.03		110,614.03	
– Payable to suppliers	V.13	823,518.88		730,187.07	
– Advance from customers	V.14	1,405,279.90		940,803.12	
– Lease liability		-		-	
– Personal income tax	V.15	1,460.12		(1,037.43)	
– Corporate income tax	V.15	446,232.27		289,233.01	
– Value added tax payable	V.15	1,074,297.92		896,972.13	
			3,880,579.12		***2,966,771.93***
– Others payable	V.16	45,328.25		69,414.06	
– Provision for unemployment	V.17	435,640.31		367,722.49	
– Accrual expenses	V.11	1,343,701.11		1,556,244.35	
			1,824,669.67		***1,993,380.90***
TOTAL EQUITY			**7,049,333.35**		**5,997,235.29**

Ho Chi Minh City, 30 March 2026

Chief accountant	***Director***
PHAM THI KIM KHANH	**BUI VIET THUY TIEN**

ASIAN TRAILS CO., LTD.
10th Floor, 194 Golden Building, No. 473 Dien Bien Phu, Thanh My Tay Ward, Ho Chi Minh City, Vietnam

PROFIT AND LOSS STATEMENT
For the year 2025

UNIT : USD

Description	Note	Year 2025	Year 2024
INCOME		**21,535,920.66**	**19,170,515.24**
– Sales from rendering services	VI.1	20,959,352.53	18,710,168.40
– Financial income	VI.2	85,996.86	94,722.90
– Sales returns	VI.1	-	-
– Others income	VI.3	490,571.27	365,623.94
EXPENSES		**20,333,497.56**	**18,225,990.34**
– Cost of tours	VI.4	17,106,489.12	15,367,760.86
– Sales and marketing expenses	VI.5	184,988.30	174,466.80
– Depreciation expenses		13,311.90	3,947.53
– Personnel expenses	VI.6	1,220,815.75	1,029,663.07
– Management expenses	VI.7	950,894.76	793,751.60
– Bad debt		707.11	197,255.26
– Financial expenses	VI.8	7,511.62	-
– Bank charges	VI.8	18,418.70	18,969.41
– Taxes		522,163.32	363,941.08
– Management fees paid	VI.9	307,816.98	275,396.32
– Other expenses		380.00	838.41
PROFITS		**1,202,423.10**	**944,524.90**

Ho Chi Minh City, 30 March 2026

Chief Accountant	***Director***
PHAM THI KIM KHANH	**BUI VIET THUY TIEN**

NOTES TO THE FINANCIAL STATEMENTS
For the fiscal year ended 31 December 2025

These notes are integral part of and should be read in conjunction with the financial statements for the fiscal year ended 31 December 2025 of Asian Trails Co., Ltd ("the Company").

I. OPERATION FEATURES

1. **Form of owner:** Asian Trails Co. Ltd is established under the business license No. 4102003844 granted by Planning and Investment Department on 22 February 2001 and the 10th changing of certificate business registration on 16 July 2021 has allowed the company to move the head quarter to10th Floor, 194 Golden Building, No. 473 Dien Bien Phu, Thanh My Tay Ward, Ho Chi Minh City .
2. **Business lines:** Domestic and international tour service, trading souvenir, handicraft products, commercial services, goods consignment agent.
3. **Material effects on the Company's operation:**
   - There have not any fluctuations which can cause material effects on the Company's operations during the year.

II. ACCOUNTING PERIOD AND STANDARD CURRENCY UNIT USED IN ACCOUNTING

1. **Fiscal year**
   The fiscal year is from 01 January to 31 December annual.
2. **Standard currency unit used in accounting and method of foreign currency transaction**
   The standard currency unit used is USD, other currencies are converted into USD at the time the business transactions happen with the exchange rate issued by State Bank or real exchange ruling at the date of the transaction.

III.ACCOUNTING SYSTEM AND STANDARDS

1. **Accounting system**
   The company adopt the International Accounting Standards.
2. **Accounting form:**
   General Journal.
3. **Fixed assets and depreciation of fixed assets**

   Evaluation method

   Historical costs of fixed assets include the buying prices and other directly related costs to put the fixed assets into use.

   When the assets are disposed or liquidated, their historical costs and accumulated depreciation are written off then any profit or loss generated from the liquidation is included in the Income Statement.

   Depreciation method

   Fixed assets are depreciated in accordance with the straight-line method to write off their historical costs during their estimated useful lives as stipulated in the Decision No. 45/2013/TT-BTC dated 25 April 2013 of the Ministry of Finance.

The annual depreciation periods applied are as follows:

Fixed assets	Years
Office equipment	03
Means of transportation	10
Intangible fixed assets	03

4. Method of sales and expenditure recognition

Revenue of sales is recognized in the income statement when service is performed.
Expenses are recorded corresponding to the sales at the transaction dates.

5. Principles of recognized accruals and unemployment funds.

Accrued tours cost made by invoices received up to the date signed financial report and estimated by the managers.
Unemployment fund made by 50% of one month salaries.

6. Principles for recognized provision for bad debts.

Provision for bad debts made for all trade receivables over due 3 months.

IV. ADDITIONAL INFORMATION FOR ITEMS SHOWN IN THE BALANCE SHEET

Unit: USD

1. Cash on hand

	Ending balance	Beginning balance
– Cash on hand at Ho Chi Minh Office	**67.585,70**	**16.267,18**
+ Cash in hand (USD)	46.131,16	9.177,36
+ Cash in hand (VND)	21.454,54	7.089,82
(equipvalent in VND)	*564.296.198*	*180.678.324*
– Cash on hand – Da Nang Branch	**6.081,19**	**15.194,27**
+ Cash in hand (USD)	2.676,00	3.428,00
+ Cash in hand (VND)	3.405,19	11.766,27
(equipvalent in VND)	*89.563.150*	*299.853.851*
– Cash on hand – Ha Noi Branch	**11.660,22**	**4.362,58**
+ Cash in hand (USD)	10.329,89	3.519,89
+ Cash in hand (VND)	1.330,33	842,69
(equipvalent in VND)	*34.990.177*	*21.475.298*
TOTAL	**85.327,11**	**35.824,03**

2. Cash in bank

	Ending balance	Beginning balance
– Cash at bank - Ho Chi Minh Office	**1.856.190,93**	**2.733.308,71**
At Viecombank	***1.405.227,00***	***2.475.458,90***
+ Cash at bank (VND)	35.653,41	141.815,88
(equipvalent in VND)	*920.831.959*	*3.614.063.602*
+ Cash at bank (USD)	1.335.923,44	2.327.878,55
+ Cash at bank (EUR)	33.650,15	5.764,47
At ACB	***450.963,93***	***257.849,81***
+ Cash at bank (VND)	1.668,82	91.582,73
(equipvalent in VND)	*43.893.195*	*2.333.912.644*
+ Cash at bank (VND)	12,20	3.309,45
(equipvalent in VND)	*320.931*	*84.338.583*
+ Cash at bank (USD)	449.282,91	162.957,63
– Cash at bank - Da Nang Branch	**2.542,78**	**121,43**
(equipvalent in VND)	*66.880.168*	*3.094.475*
– Cash at bank - Ha Noi Branch	**849,59**	**77,03**
(equipvalent in VND)	*22.345.790*	*1.962.937*
– Cash at DBS BANK (Singapore)	**1.086.533,76**	**275.664,41**
– Saving account in ACB	**1.201.506,00**	**-**
+ Saving account in USD	1.000.000,00	-
+ Saving account in VND	201.506,00	-
(equipvalent in VND)	*5.300.000.000*	-
TOTAL	**4.147.623,06**	**3.009.171,58**

3. Short-term deposits

	Ending balance	Beginning balance
– Deposit international travel license security with VCB	9,505.34	-
– Office rental in Saigon	-	2,222.93
– Lu hanh quoc te	-	11,210.76
– Vina SUN	114.06	133.42
– Roaming	190.10	222.37
– Office rental at 194 Golden	28,790.20	29,600.62
– Office rental in Da Nang	532.28	549.36
– Office rental in Ha Noi	1,825.00	1,883.52
– Deposit for Minh Huy Travel	3,802.10	-
– Deposit for Mai Linh	5,703.05	-
– Deposit for rent photocopy	114.04	-
TOTAL	**50,576.17**	**45,822.98**

4. Receivables from customers

	Ending balance	Beginning balance
– Other receivables	811.951,91	1.400.254,88
TOTAL	**811.951,91**	**1.400.254,88**

5. Advance to supliers

	Ending balance	Beginning balance
– Other receivables	508.507,26	74.385,98
TOTAL	**508.507,26**	**74.385,98**

6. Other receivables

	Ending balance	Beginning balance
– Other receivables	94.126,06	48.715,97
TOTAL	**94.126,06**	**48.715,97**

7. Prepaid expenses

	Ending balance	Beginning balance
– Prepaid Expenses - Insurance	9.234,93	0,18
– Prepaid Expenses - Others	23.327,41	35.089,69
– Prepaid Expenses - Rent	1.008,20	967,80
– Prepaid Expenses - Other Stock	1,18	635,81
– Prepaid Expenses - Internet & Software Licence	10.377,20	3.128,86
TOTAL	**43.948,92**	**39.822,34**

8. Fixed assets

Items	Office equipment	Transportation	Building & Architectonic model	Total
Historical costs				
Beginning balance	**34.025,36**	**1.503,56**	**45.655,24**	**81.184,16**
– Increases	**39.098,71**	**-**	**-**	**39.098,71**
In Which:				
New purchases	*39.098,71*	-	-	39.098,71
Ending balance	**73.124,07**	**1.503,56**	**45.655,24**	**120.282,87**
Depreciation				
Beginning balance	**31.371,63**	**1.503,56**	**3.824,15**	**36.699,34**
– Increases	4.181,22	-	9.130,68	13.311,90
Ending balance	**35.552,85**	**1.503,56**	**12.954,83**	**50.011,24**
Net book values				
– Beginning balance	2.653,73	-	41.831,09	**44.484,82**
– Ending balance	**37.571,22**	**-**	**32.700,41**	**70.271,63**

9. Loan receivable

	Ending balance	Beginning balance
– Loan receivable	1.195.798,03	1.257.549,51
Total	**1.195.798,03**	**1.257.549,51**
	1.195.798,03	**1.257.549,51**

Loan receivable in details as at 31 December 2025:

	USD
– Asian Trails Holding	1.139.145,65
– Ms Bui Viet Thuy Tien	56.652,38
	1.195.798,03

10. Investments in other entities

	Ending balance	Beginning balance
– Investments in other entities	41.203,20	41.203,20
TOTAL	**41.203,20**	**41.203,20**

11. Accrued expenses

	Ending balance	Beginning balance
– Accrued liabilities - Cost of sales (NetSuite)	830.224,68	1.201.685,35
– Accrued liabilities - Others	204.060,99	109.451,87
– Accrued liabilities - Sales Commission	239.769,97	171.918,48
– Accrued intercompany expenses	63.698,83	63.698,83
– Accrued liabilities - Audit Fee	5.942,33	4.906,51
– Accrued liabilities - Non current ROU Lease Liability	4,31	4.583,31
TOTAL	**1.343.701,11**	**1.556.244,35**

12. Paid-in capital

Statement of fluctuations in owner's equity

	Capital	Retained earnings	Total
Beginning balance of the previous year	**143.540,00**	**549.337,94**	**692.877,94**
– Profit of the previous year	-	944.524,90	944.524,90
– Profit sharing of the previous year	-	(600.000,00)	(600.000,00)
– Other adjustment of the previous year	-	(320,38)	(320,38)
Ending balance of the current year	**143.540,00**	**893.542,46**	**1.037.082,46**
Beginning balance of the current year	**143.540,00**	**893.542,46**	**1.037.082,46**
– Profit of the current year	-	1.202.423,10	**1.202.423,10**
– Profit sharing of the current year	-	(900.000,00)	**(900.000,00)**
– Other adjustment of the current year		4.579,00	**4.579,00**
Ending balance of the current year	**143.540,00**	**1.200.544,56**	**1.344.084,56**

13. Payable to suppliers

	Ending balance	Beginning balance
– Payable to suppliers	823.518,88	730.187,07
TOTAL	**823.518,88**	**730.187,07**

14. Advance to customers

	Ending balance	Beginning balance
– Advance to customers	1.405.279,90	940.803,12
TOTAL	**1.405.279,90**	**940.803,12**

15. Tax payable

	Ending balance	Beginning balance
– Personal income tax	1.460,12	(1.037,43)
– Corporate income tax	446.232,27	289.233,01
– Value added tax payable	1.074.297,92	896.972,13
TOTAL	**1.521.990,31**	**1.185.167,71**

16. Other payable

	Ending balance	Beginning balance
– Other payable	45.328,25	69.414,06
TOTAL	**45.328,25**	**69.414,06**

17. Provision for unemployment

	Ending balance	Beginning balance
– Provision for unemployment	435.640,31	367.722,49
TOTAL	**435.640,31**	**367.722,49**

V. ADDITIONAL INFORMATION FOR ITEMS SHOWN IN THE INCOME STATEMENT

1. Sales from rendering services

	Current year	Previous year
– Sales from tours	20.959.352,53	18.710.168,40
TOTAL	**20.959.352,53**	**18.710.168,40**

2. Financial income

	Current year	Previous year
– Interest income	65.444,83	80.775,43
– Difference exchange rate	20.552,03	13.947,47
TOTAL	**85.996,86**	**94.722,90**

3. Other income

	Current year	Previous year
– Other income	490.571,27	365.623,94
TOTAL	**490.571,27**	**365.623,94**

4. Cost of sales

	Current year	Previous year
– Cost of tours	17.106.489,12	15.367.760,86
TOTAL	**17.106.489,12**	**15.367.760,86**

5. Sales & marketing expenses

	Current year	Previous year
– Trade shows expenses	2.380,05	-
– Advertising local	7,97	88,07
– Brochures & printing costs	301,68	613,16
– Agent Inspection Trip Expenses	13.113,78	8.410,51
– Commission of sales	106.716,92	94.813,06
– Other marketing & advertising expenses	62.467,90	70.542,00
TOTAL	**184.988,30**	**174.466,80**

6. Personnel expenses

	Current year	Previous year
– Salaries & wages	987.068,94	906.478,96
– Social security fund	97.525,57	71.795,65
– Medical, health insurance	4.284,86	4.956,32
– Leaving Indemnity / Severance	85.500,00	-
– Training & recruitment	10.732,70	9.348,49
– Others personnel expenses	35.703,68	37.083,65
TOTAL	**1.220.815,75**	**1.029.663,07**

7. Management expenses

	Current year	Previous year
Communication expenses		
– Telephone charges	2.370,92	3.237,27
– Postage and courier expenses	954,88	886,41
Total Communication expenses	**3.325,80**	**4.123,68**
Office expenses		
– Office rental	144.200,65	111.902,26
– Electricity and water expenses	10.498,54	9.420,47
– Software maintenance expenses	201,38	257,38
– IT expenses	6.679,21	8.513,46
– Other office expenses	34.969,56	29.317,37
Total Office expenses	**196.549,34**	**159.410,94**
Administration expenses		
– Printing and stationeries expenses	3.089,44	2.345,51
– Internet (domain name)	204,93	-
– Audit fees	12.424,83	3.000,00

7. Management expenses

	Current year	Previous year
– Transportation expenses	12.408,69	15.128,38
– Accomodation expenses	-	1.410,49
– Travelling expenses	71.340,26	78.793,32
– Entertainment expenses	1.965,81	1.308,13
– Insurance expenses	7.320,39	9.887,13
– Membership fees	-	143,93
– Others administration expenses	-	763,59
– Other miscellaneous expense	641.137,41	515.917,03
– Donation	758,80	1.178,70
– Entertainment - Staff	369,06	340,77
Total Administration expenses	***751.019,62***	***630.216,98***
TOTAL	**950.894,76**	**793.751,60**

8. Financial expense & bank charge

	Current year	Previous year
– Non-operational exchange differences	7.511,62	-
– Bank charge	18.418,70	18.969,41
TOTAL	**25.930,32**	**18.969,41**

9. Others expenses

	Current year	Previous year
– Corporate income tax expenses	208.535,72	83.164,32
– Value added tax expenses	313.627,60	280.776,76
TOTAL	**522.163,32**	**363.941,08**

VI. SUBSEQUENT EVENT

There have been no significant events occurring after the balance sheet date which would require adjustments or disclosures to be made in the financial statements.

CÔNG TY TNHH DU LỊCH ĐƯỜNG MÒN CHÂU Á

PHAM THI KIM KHANH
Chief Accountant

BUI VIET THUY TIEN
Director

Ho Chi Minh City, 31 March 2026

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ASIAN TRAILS SINGAPORE PTE. LTD.

Company Registration Number : 201940406M
(Incorporated in the Republic of Singapore)

Directors' Statement & Audited Financial Statements

31 DECEMBER 2025

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ASIAN TRAILS SINGAPORE PTE. LTD.
(Incorporated in the Republic of Singapore)

DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS
31 DECEMBER 2025

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Company Registration No. : 201940406M

ASIAN TRAILS SINGAPORE PTE. LTD.
(Incorporated in the Republic of Singapore)

Directors' Statement

The Directors are pleased to present this statement to the member together with the audited financial statements of Asian Trails Singapore Pte. Ltd. (the "Company") for the financial year ended 31 December 2025.

Opinion of the Directors
In the opinion of the Directors,

(i) the financial statements of the Company are drawn up so as to give a true and fair view of the financial position of the Company as at 31 December 2025 and the financial performance, changes in equity and cash flows of the Company for the financial year ended on that date in accordance with the provisions of the Companies Act 1967 (the "Act") and Financial Reporting Standards in Singapore; and

(ii) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

Directors
The Directors of the Company in office at the date of this statement are:

Emir Cherif
Laurent Kunzle
Lim Geok Thye
Misitsakul Lersan
Sebastian Alex Mendonca

Arrangements to enable Directors to acquire shares or debentures
Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Directors' interest in shares or debentures
According to the register of Directors' shareholdings kept by the Company under section 164 of the Act, the Directors of the Company who held office at the end of the financial year had no interests in the shares or debentures of the Company and its related corporations except as stated below:

Directors' Statement (Cont'd)

Directors' interest in shares or debentures (Cont'd)

	Direct interest		Deemed interest	
	At the beginning of the financial year	At the end of the financial year	At the beginning of the financial year	At the end of the financial year
Immediate Holding Company: - Asian Trails Holdings Ltd.				
Ordinary shares				
Misitsakul Lersan	12,500	12,500	0	0
Laurent Kunzle	12,500	12,500	0	0

Share options

No options were granted during the financial year to take up unissued shares of the Company.

No shares were issued by virtue of the exercise of options during the financial year.

There were no unissued shares under option at the end of the financial year.

Independent auditors

The independent auditors, TY Teoh International LLP, Public Accountants and Chartered Accountants, have expressed their willingness to accept re-appointment.

On behalf of the Board of Directors,

Emir Cherif
Director

Laurent Kunzle
Director

Dated: 05 FEB 2026

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TY TEOH International LLP (T23LL1111L)
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Company Registration No. : 201940406M

Independent Auditor's Report to the Member of Asian Trails Singapore Pte. Ltd.

Report on the Audit of Financial Statements

Opinion

We have audited the financial statements of Asian Trails Singapore Pte. Ltd. (the "Company"), which comprise the statement of financial position as at 31 December 2025, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Financial Reporting Standards in Singapore ("FRSs") so as to give a true and fair view of the financial position of the Company as at 31 December 2025 and of the financial performance, changes in equity and cash flows of the Company for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). 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 Accounting and Corporate Regulatory Authority ("ACRA") Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. 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 Directors' Statement.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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Company Registration No. : 201940406M

Independent Auditor's Report to the Member of Asian Trails Singapore Pte. Ltd. (Cont'd)

Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and FRSs, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

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.

The Directors' responsibilities include overseeing the Company's financial reporting process.

Auditor's 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 SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

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Company Registration No. : 201940406M

Independent Auditor's Report to the Member of Asian Trails Singapore Pte. Ltd. (Cont'd)

Auditor's Responsibilities for the Audit of the Financial Statements (Cont'd)

- 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 achieves fair presentation.

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

Report on Other Legal and Regulatory Requirements
In our opinion, the accounting and other records required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

TY Teoh International LLP
Public Accountants and
Chartered Accountants

Singapore, 05 FEB 2026

Audit Partner in charge: Lim Su Ting

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Company Registration No. : 201940406M

ASIAN TRAILS SINGAPORE PTE. LTD.
(Incorporated in the Republic of Singapore)

Statement of Financial Position as at 31 December 2025

	Note	2025 S$	2024 S$
Assets			
Non-Current Asset			
Property, plant and equipment	3	**312**	1,459
Current Assets			
Trade and other receivables	4	**705,622**	1,118,214
Cash and bank balances	5	**253,598**	155,620
		959,220	1,273,834
Total Assets		**959,532**	1,275,293
Equity and Liability			
Capital and Reserves			
Share capital	6	**190,000**	190,000
Accumulated losses		**(18,739)**	(27,380)
Total Equity		**171,261**	162,620
Current Liabilities			
Trade and other payables	7	**669,661**	982,221
Provision for leave entitlement	8	**2,239**	2,192
Contract liabilities	9	**114,601**	127,786
Income tax liabilities		**1,770**	474
		788,271	1,112,673
Total Liability		**788,271**	1,112,673
Total Equity and Liability		**959,532**	1,275,293

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

Company Registration No. : 201940406M

ASIAN TRAILS SINGAPORE PTE. LTD.
(Incorporated in the Republic of Singapore)

Statement of Comprehensive Income for the financial year ended 31 December 2025

	Note	2025 S$	2024 S$
Revenue	10	**4,793,444**	6,016,968
Cost of sales		**(3,714,793)**	(4,782,511)
Gross profit		**1,078,651**	1,234,457
Other income	11	**59,949**	56,955
Administrative expenses		**(1,027,877)**	(1,187,935)
Selling and distribution expenses		**(48,774)**	(73,860)
Other operating expenses		**(51,538)**	(20,354)
Profit before taxation	12	**10,411**	9,263
Taxation	13	**(1,770)**	62
Profit for the year		**8,641**	9,325
Other comprehensive income for the year, net of tax		**0**	0
Total comprehensive income for the year		**8,641**	9,325

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

Company Registration No. : 201940406M

ASIAN TRAILS SINGAPORE PTE. LTD.
(Incorporated in the Republic of Singapore)

Statement of Changes in Equity
for the financial year ended 31 December 2025

	Share capital	Accumulated losses	Total
	S$	S$	S$
At 1 January 2024	190,000	(36,705)	153,295
Total comprehensive income for the year	0	9,325	9,325
At 31 December 2024	190,000	(27,380)	162,620
At 1 January 2025	**190,000**	**(27,380)**	**162,620**
Total comprehensive income for the year	**0**	**8,641**	**8,641**
At 31 December 2025	**190,000**	**(18,739)**	**171,261**

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

Company Registration No. : 201940406M

ASIAN TRAILS SINGAPORE PTE. LTD.
(Incorporated in the Republic of Singapore)

Statement of Cash Flows
for the financial year ended 31 December 2025

	Note	2025	2024
		S$	S$
Cash flows from operating activities			
Profit before taxation		**10,411**	9,263
Adjustments for:			
Depreciation of property, plant and equipment	3	**1,147**	1,687
Unrealised foreign exchange loss / (gain)		**9,737**	(10,360)
Provisions for leave entitlement	8	**47**	1,258
Operating profit before working capital changes		**21,342**	1,848
Changes in working capital:			
Trade and other receivables		**417,361**	(297,808)
Trade and other payables		**(319,644)**	273,528
Contract liabilities		**(13,185)**	21,530
Cash generated from / (used in) operations		**105,874**	(902)
Income tax paid		**(474)**	(179)
Net cash generated from / (used in) operating activities		**105,400**	(1,081)
Net increase / (decrease) in cash and cash equivalents		**105,400**	(1,081)
Cash and cash equivalents at beginning of the year		**155,620**	149,983
Effects of currency translation on cash and cash equivalents		**(7,422)**	6,718
Cash and cash equivalents at end of the year		**253,598**	155,620
Cash and cash equivalents comprise:			
Cash and bank balances	5	**253,598**	155,620

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

Notes to the Financial Statements – 31 December 2025

1. Corporate information

The financial statements of the Company for the financial year ended 31 December 2025 were authorised for issue in accordance with a resolution of the Directors on the date of the Directors' Statement.

The Company is incorporated as a limited liability company and domiciled in the Republic of Singapore.

The registered office and principal place of business of the Company is located at 105 Cecil Street, #22-00 The Octagon, Singapore 069534.

The principal activities of the Company are those of travel agencies and tour operator.

The immediate holding company of the Company is Asian Trails Holding Ltd and the ultimate holding company is Fairfax Financial Holdings Ltd. The immediate holding company is incorporated in Mauritius and the ultimate holding is incorporated in Canada and listed on Toronto Stock Exchange. Fellow subsidiaries refer to members of the holding company's group of companies.

2. Material accounting policy information

(a) Basis of preparation

The financial statements are prepared in accordance with Financial Reporting Standards in Singapore ("FRSs") including related Interpretations ("INT FRSs") promulgated by the Accounting Standards Committee under ACRA. The financial statements have been prepared under the historical cost convention, except as disclosed in the accounting policies below.

The financial statements are presented in Singapore Dollar which is the Company's functional currency. All financial information is presented in Singapore Dollar, unless otherwise stated.

(b) Interpretation and amendments to published standards effective in 2025

The accounting policies adopted are consistent with those of the previous financial year except that in the current financial year, the Company has adopted all the new and amended standards which are relevant to the Company and are effective for annual financial periods beginning on or after 1 January 2025. The adoption of these standards did not have any material effect on the financial performance or position of the Company.

2. Material accounting policy information (Cont'd)

(c) FRSs and INT FRSs not effective

The Company has not applied the following FRSs and INT FRSs that have been issued but not yet effective:

		Effective date (Annual periods beginning on or after)
FRS 28 and FRS 110	Amendments to FRS 110 and FRS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined
FRS 107 and FRS 109	Amendments to FRS 107 and FRS 109: Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
	Amendments to FRS 107 and FRS 109: Contracts Referencing Nature-dependent Electricity	1 January 2026
FRS 118	Presentation and Disclosure in Financial Statements	1 January 2027
FRS 119	Subsidiaries and Small Entities without Public Accountability: Disclosures	1 January 2027
Various	Annual Improvements to FRSs – Volume 11	1 January 2026

The management does not anticipate that the adoption of these FRSs and INT FRSs in the period of initial application will have a material impact on the financial statements.

(d) Significant accounting estimates and judgements

The preparation of the financial statements in conformity with FRSs requires the use of judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the end of each reporting period and the reported amounts of revenues and expenses during the financial year. Although these estimates are based on management's best knowledge of current events and actions, actual results may differ from those estimates.

2. Material accounting policy information (Cont'd)

(d) Significant accounting estimates and judgements (Cont'd)

Judgements made in applying accounting policies

Income tax

Significant judgement is required in determining the capital allowances and deductibility of certain expenses during the estimation of the income tax liabilities. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary courses of business. The Company recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. When the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Determination of functional currency

In determining the functional currency of the Company, judgement is used by the Company to determine the currency of the primary economic environment in which the Company operates. Consideration factors include the currency that mainly influences sales prices of the goods and services and the currency of the country whose competitive forces and regulations mainly determines the sales prices of its goods and services.

Key source of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period are discussed below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Depreciation of property, plant and equipment

Property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives. Management estimates the useful lives of these property, plant and equipment to be 3 years. The net carrying amount of the Company's property, plant and equipment as at end of the financial year is disclosed in Note on Property, plant and equipment. Changes in the expected level of usage and technological developments could impact the economic useful live and the residual values of these assets, therefore future depreciation charges could be revised.

2. Material accounting policy information (Cont'd)

(d) Significant accounting estimates and judgements (Cont'd)

Key source of estimation uncertainty (Cont'd)

Provision for expected credit losses ("ECLs") of trade receivables

The Company uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Company's historical observed default rates. The Company will calibrate the matrix to adjust historical credit loss experience with forward-looking information. At every reporting date, historical default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Company's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Company's trade receivables is disclosed in Note on Financial risk management policies – credit risk.

Impairment of property, plant and equipment

The Company reviews the carrying amounts of the property, plant and equipment as at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amount or value in use is estimated. Determining the value in use of property, plant and equipment, require the determination of future cash flows expected to be generated from the continued use and ultimate disposition of such assets.

The preparations of the estimated future cash flows involve significant judgment and estimations. While the Company believes that the assumptions are appropriate and reasonable, significant changes in the assumptions may materially affect the assessment of recoverable amounts and may lead to future impairment charges.

2. Material accounting policy information (Cont'd)

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. Depreciation is computed utilising the straight-line method to write off the cost of these assets over their estimated useful lives as follows:

Computer equipment	3 years

The residual value, useful lives and depreciation method are reviewed at the end of each reporting period, and adjusted prospectively, if appropriate.

The cost of property, plant and equipment includes expenditure that is directly attributable to the acquisition of the items. Dismantlement, removal or restoration costs are included as part of the cost of property, plant and equipment if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the asset.

Subsequent expenditure relating to property, plant and equipment that has already been recognised is added to the carrying amount of the asset when it is probable that future economic benefits, in excess of the standard of performance of the asset before the expenditure was made, will flow to the company and the cost can be reliably measured. Other subsequent expenditure is recognised as an expense during the financial year in which it is incurred.

For acquisitions and disposals during the financial year, depreciation is provided from the month of acquisition and to the month before disposal respectively.

On disposal of an item of property, plant and equipment, the difference between the disposal proceeds and its carrying amount is recognised in the profit or loss.

Fully depreciated assets are retained in the financial statements until they are no longer in use.

2. Material accounting policy information (Cont'd)

Financial instruments

(i) Financial assets

Initial recognition and measurement
Financial assets are recognised when, and only when the entity becomes party to the contractual provisions of the instruments.

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

Trade receivables are measured at the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party, if the trade receivables do not contain a significant financing component at initial recognition.

Subsequent measurement
Debt instrument
Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the contractual cash flow characteristics of the asset. The three measurement categories for classification of debt instruments are amortised cost, fair value through other comprehensive income ("FVOCI") and FVPL. The Company only has debt instruments at amortised cost.

Financial assets that are held for the collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the assets are derecognised or impaired, and through the amortisation process.

Derecognition
A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income for debt instruments is recognised in profit or loss.

2. Material accounting policy information (Cont'd)

Financial instruments (Cont'd)

(ii) Financial liabilities

Initial recognition and measurement
Financial liabilities are recognised when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at FVPL, net of directly attributable transaction costs.

Subsequent measurement
After initial recognition, financial liabilities that are not carried at FVPL are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

Derecognition
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. On derecognition, the difference between the carrying amounts and the consideration paid is recognised in profit or loss.

Impairment of financial assets

The Company recognises an ECLs for all debt instruments not held at FVPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

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

2. Material accounting policy information (Cont'd)

Impairment of financial assets (Cont'd)

For trade receivables, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment which could affect debtors' ability to pay.

The Company considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, (or, where applicable, when an annual impairment testing for an asset is required), the Company makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset or cash generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses are recognised in profit or loss.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss.

2. Material accounting policy information (Cont'd)

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and bank balances, net of outstanding bank overdrafts, if any. Cash and cash equivalents also include highly liquid investments which are readily convertible to cash and which are subject to an insignificant risk of changes in value.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share capital account.

Preference share capital

Preference share capital is classified as equity if they are non-redeemable, or are redeemable only at the option of the Company and dividend payments are discretionary. Dividends thereon are recognised as distributions within equity.

Taxes

(i) Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authority. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the end of the reporting period.

Current income taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

2. Material accounting policy information (Cont'd)

Taxes (Cont'd)

(ii) Deferred tax

Deferred tax is provided using the liability method on temporary differences at the end of the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(iii) Goods and service tax ("GST")

Revenues, expenses and assets are recognised net of the amount of GST except:

- where the GST incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and

- receivables and payables that are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2. Material accounting policy information (Cont'd)

Revenue recognition

Revenue is measured based on the consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Revenue is recognised when the Company satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

Travel and related services
Travel and related services comprise of leisure tours/ holiday's packages which are recognised at a point in time on the completion of the performance obligation. The completion of the performance obligation is based on the date of departure of the tour.

Employee benefits

Pension obligation
The Company contributes to the Central Provident Fund ("CPF"), a defined contribution plan regulated and managed by the Government of Singapore, which applies to the majority of the employees. The Company's contributions to CPF are charged to the profit or loss in the period to which the contributions relate.

Short-term employee benefits
Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to that entity ("the functional currency"). The financial statements of the Company are presented in Singapore Dollar, which is also the functional currency of the Company.

2. Material accounting policy information (Cont'd)

Conversion of foreign currencies

(i) Monetary items

Monetary assets and liabilities in foreign currencies are translated into functional currency at rates of exchange closely approximating those ruling at end of the reporting period. Transactions in foreign currencies are converted at rates closely approximating those ruling at transaction dates. Exchange differences arising from such transactions are recorded in the profit or loss in the period in which they arise.

(ii) Non-monetary items

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items are measured at fair value in a foreign currency are translated using the exchange rates as the date when the fair value was determined.

Government grants

Government grants are recognised as a receivable when there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, the fair value is recognised as deferred income on the statement of financial position and is recognised as income in equal amounts over the expected useful life of the related asset.

When loans or similar assistance are provided by governments or related institutions with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as additional government grant.

Contract liabilities

Where the amounts received or receivable from customers exceed the revenues recognised for contracts, contract liabilities are recognised in the statement of financial position. Contract liabilities are recognised as revenues when services are provided to customers.

Notes to the Financial Statements – 31 December 2025

3. Property, plant and equipment

	Computer equipment S$
Cost	
At 1 January 2024 / 31 December 2024 / 31 December 2025	**5,112**
Accumulated depreciation	
At 1 January 2024	1,966
Depreciation for the year	1,687
At 31 December 2024	3,653
Depreciation for the year	**1,147**
At 31 December 2025	**4,800**
Net carrying amount	
At 31 December 2025	**312**
At 31 December 2024	1,459

4. Trade and other receivables

	2025 S$	2024 S$
Trade receivables		
- Penultimate holding company	**0**	1,278
- Fellow subsidiaries	**8,323**	17,246
- Third parties	**347,873**	477,721
Total trade receivables	**356,196**	496,245
Advances paid to suppliers (non-refundable)	**295,113**	588,995
Other receivables	**31,821**	4,102
Staff advances	**2,000**	2,000
Prepayments	**9,850**	16,250
Deposits	**10,642**	10,622
	705,622	1,118,214

4. Trade and other receivables (Cont'd)

Trade receivables are non-interest bearing and are generally on 30 to 60 (2024: 30 to 60) days term.

Other receivables are non-interest bearing and are repayable within the next 12 months.

Trade and other receivables, excluding non-financial instruments, are denominated in the following currencies:

	2025 S$	2024 S$
Singapore Dollar	**68,284**	198,504
United States Dollar	**309,063**	300,517
Euro	**23,312**	13,948
	400,659	512,969

The aging analysis of trade receivables past due but not impaired is as follows:

	2025 S$	2024 S$
Past due under 1 month	**145,414**	230,621
Past due 1 to 3 months	**130,028**	133,647
Past due over 3 months	**37,093**	10,879
	312,535	375,147

Based on assessment performed by the Company, loss allowance has been assessed as insignificant.

5. Cash and bank balances

	2025 S$	2024 S$
Cash on hand	**262**	881
Cash at bank	**252,544**	149,931
Other cash and cash equivalents	**792**	4,808
	253,598	155,620

Notes to the Financial Statements – 31 December 2025

5. Cash and bank balances (Cont'd)

Cash and bank balances are denominated in the following currencies:

	2025	2024
	S$	S$
Singapore Dollar	**159,244**	140,372
United States Dollar	**92,868**	8,407
Euro	**1,375**	6,823
Malaysian Ringgit	**111**	18
	253,598	155,620

6. Share capital

	Number of ordinary shares			
	2025	2024	2025	2024
			S$	S$
Issued and fully paid:				
Ordinary Shares				
At beginning / end of the year	**100,000**	100,000	**100,000**	100,000
Preference Shares				
At beginning / end of the year	**90,000**	90,000	**90,000**	90,000
Total	**190,000**	190,000	**190,000**	190,000

The holders of ordinary share are entitled to receive dividends as declared from time to time and are entitled to one vote per share to shareholders' meeting. All share rank equally with regard to the Company's residual assets.

Holders of redeemable preference shares receive a non-cumulative preferential dividend at a rate to be fixed by the Directors of the Company. They have the right to participate in the surplus assets and profits of the Company in repaying them in first priority to the holders of all other shares.

7. Trade and other payables

	2025	2024
	S$	S$
Trade payables		
- Immediate holding company	**10,422**	57,848
- Fellow subsidiaries	**166,446**	292,824
- Third parties	**3,429**	111,804
Total trade payables	**180,297**	462,476
GST payables	**37,762**	22,608
Other payables	**38,988**	13,434
Advance receipts from customers	**50,461**	57,658
Accruals	**362,153**	426,045
	669,661	982,221

Trade and other payables are non-interest bearing and are normally settled within 30 to 120 (2024: 30 to 120) days terms.

Trade and other payables, excluding non-financial instruments, are denominated in the following currencies:

	2025	2024
	S$	S$
Singapore Dollar	**522,156**	770,951
United States Dollar	**109,669**	187,143
Malaysian Ringgit	**74**	1,519
	631,899	959,613

8. Provision for leave entitlement

	2025	2024
	S$	S$
Provision for leave entitlement	**2,239**	2,192

Provision for leave entitlement is accrual make for the unconsumed leave as a result of services rendered by employees up to the end of the reporting period.

8. Provision for leave entitlement (Cont'd)

Movements in this provision are as follows:

	2025	2024
	S$	S$
Balance at beginning of the year	**2,192**	934
Provision during the year	**47**	1,258
Balance at end of the year	**2,239**	2,192

9. Contract liabilities

	2025	2024
	S$	S$
Contract liabilities	**114,601**	127,786

A contract liability is recognised when the Company bills in advance to customers for supply of services and subsequently released to revenue recognised when the corresponding stage of completion is achieved.

Set out below is the amount of revenue recognised from:

	2025	2024
	S$	S$
Amounts included in contract liabilities at the beginning of the year	**127,786**	163,914

Notes to the Financial Statements – 31 December 2025

9. Contract liabilities (Cont'd)

Transaction price allocated to the remaining performance obligation
The following table includes revenue expected to be recognised in the future related to performance obligations that are unsatisfied (or partially unsatisfied) at the reporting date.

	Less than 1 year S$	Between 2 and 5 years S$	More than 5 years S$	Total S$
Unsatisfied and partially unsatisfied performance obligation as at				
31 December 2025	**114,601**	**0**	**0**	**114,601**
31 December 2024	127,786	0	0	127,786

10. Revenue

Disaggregation of revenue

	2025 S$	2024 S$
Type of revenue		
Travel and related services	**4,793,444**	6,016,968
Timing of transfer goods or service		
At a point in time	**4,793,444**	6,016,968

11. Other income

	2025 S$	2024 S$
Advertising income	**12,647**	0
Commission income	**19,078**	40,309
Government grant	**4,515**	10,556
Reimbursement of operating costs	**23,709**	0
Other income	**0**	6,090
	59,949	56,955

Notes to the Financial Statements – 31 December 2025

12. Profit before taxation

	2025 S$	2024 S$
Profit before taxation has been arrived at after charging:		
Bad debts written off - trade	**4,571**	0
Depreciation of property, plant and equipment	**1,147**	1,687
Exchange loss, net	**50,391**	18,667
Provision for leave entitlement	**47**	1,258
Staff costs:		
Directors		
- Salaries and related costs	**122,500**	120,000
Other than Directors		
- Salaries and related costs	**186,093**	167,193
- CPF contributions	**19,673**	19,601

13. Taxation

	2025 S$	2024 S$
Income tax		
- Current year	**1,770**	474
- Overprovision in prior years	**0**	(536)
	1,770	(62)

13. Taxation (Cont'd)

The tax expense on the results of the financial year varies from the amount of income tax determined by applying the Singapore statutory rate of income tax on Company's profit as a result of the following:

	2025 S$	2024 S$
Profit before taxation	**10,411**	9,263
Tax at statutory rate of 17% (2024: 17%)	**1,770**	1,575
Statutory income tax exemption	**0**	(1,325)
Tax effect on non-deductible expenses	**0**	(63)
Deferred tax liabilities on current year temporary differences not provided	**196**	287
Overprovision of current tax liability in respect of prior years	**0**	(536)
Others	**(196)**	0
	1,770	(62)

14. Significant related parties transactions

For the purposes of these financial statements, a party is related to the Company if directly, or indirectly through one or more intermediaries, the party controls, is controlled by, or is under common control with, the Company, or has an interest in the Company that gives it significant influence over the Company, or has joint control over the Company.

A party is also related to the Company if the party is an associate; a member of the key management personnel of the Company, a close member of the family of any individual referred to in the previous paragraph or of a member of the key management personnel of the Company; an entity that is controlled, jointly controlled or significantly influenced by, or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to above; or a post-employment benefit plan for the benefit of employees of the entity or of any entity that is a related party of the Company.

14. Significant related parties transactions (Cont'd)

Key management personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Directors (whether executive or otherwise) of that Company.

Key management personnel compensation is as follows:

	2025 S$	2024 S$
Salaries and other related costs	**122,500**	120,000

Included in the above is total compensation to Directors of the Company amounting to S$122,500 (2024: S$120,000).

Other related party transactions

Other than the related party information disclosed elsewhere in the financial statements, the followings are significant related party transactions entered into by the Company with related parties at the agreed rate:

	2025 S$	2024 S$
Sales to penultimate holding company	**4,005**	5,552
Sales to fellow subsidiaries	**921,118**	656,453
Purchase from immediate holding company	**570**	0
Purchase from fellow subsidiaries	**72,767**	47,686
Management fee charged by fellow subsidiaries	**494,591**	654,117
Management fees charged by immediate holding company	**57,206**	43,613
Management fee charged by penultimate holding company	**1,153**	0
Recharged operating cost to fellow subsidiaries	**23,709**	0
Royalty fees charged by immediate holding company	**71,810**	89,329

15. Financial risk management policies

The Company's activities expose it to a variety of financial risks from its operations. The key financial risks include credit risk, liquidity risk and currency risk.

The Directors review and agree policies and procedures for the management of these risks, which are executed by the management team. It is, and has been throughout the current and previous financial year, the Company's policy that no trading in derivatives for speculative purposes shall be undertaken.

The following sections provide details regarding the Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

There has been no change to the Company's exposure to these financial risks or the manner in which it manages and measures the risks.

15.1 Credit risk

Credit risk refers to the risk that the counterparty will default on its contractual obligations resulting in a loss to the Company. The Company's exposure to credit risk arises primarily from trade and other receivables. For other financial assets (including cash), the Company minimises credit risk by dealing exclusively with high credit rating counterparties.

The Company has adopted a policy of only dealing with creditworthy counterparties. The Company performs ongoing credit evaluation of its counterparties' financial condition and generally do not require a collateral.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The Company determined that its financial assets are credit-impaired when:

- There is significant difficulty of the debtor
- A breach of contract, such as a default or past due event
- It is becoming probable that the debtor will enter bankruptcy or other financial reorganisation
- There is a disappearance of an active market for that financial asset because of financial difficulty

15. Financial risk management policies

15.1 Credit risk (Cont'd)

Financial assets are written off when there is evidence indicating that the debtor is in severe financial difficulty and the debtor has no realistic prospect of recovery.

Trade receivables
For trade receivables, the Company has applied the simplified approach in FRS 109 to measure the loss allowance at lifetime ECL. The Company determines the ECL by using a provision matrix, estimated based on historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. Accordingly, the Company measured the impairment loss allowance using lifetime ECL and determined that the ECL is insignificant.

Excessive risk concentration
Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

Exposure to credit risk
The Company has no significant concentration of credit risk.

Other receivables
The Company assessed the latest performance and financial position of the counterparties, adjusted for the future outlook of the industry in which the counterparties operate in, and concluded that there has been no significant increase in the credit risk since the initial recognition of the financial assets. Accordingly, the Company measured the impairment loss allowance using 12-month ECL and determined that the ECL is insignificant.

15.2 Liquidity risk

Liquidity or funding risk is the risk that an enterprise will encounter difficulty in raising funds to meet commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

The Company maintains sufficient level of cash and cash equivalents to meet its working capital requirements.

Notes to the Financial Statements – 31 December 2025

15. Financial risk management policies

15.2 Liquidity risk (Cont'd)

The table below analyses the maturity profile of the Company's financial liabilities based on contractual undiscounted cash flows.

	Less than 1 year S$	Between 2 to 5 years S$	Over 5 years S$	Total S$
As at 31 December 2025				
Trade and other payables	**631,899**	**0**	**0**	**631,899**
As at 31 December 2024				
Trade and other payables	959,613	0	0	959,613

15.3 Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates.

The Company's operational activities are mainly carried out in Singapore Dollar. The risk arising from movements in foreign exchange rates is minimised as the Company has minimal transactions in foreign currency.

Sensitivity analysis is not presented as the impacts to the profit before taxation and equity are not material.

16. Financial instruments by category

The following table categorises the carrying amount of financial assets and liabilities recorded at the end of the financial year:

	2025 S$	2024 S$
Financial assets measured at amortised cost		
Trade receivables	**356,196**	496,245
Other receivables	**31,821**	4,102
Staff advances	**2,000**	2,000
Deposits	**10,642**	10,622
Cash and bank balances	**253,598**	155,620
	654,257	668,589

Notes to the Financial Statements – 31 December 2025

16. Financial instruments by category (Cont'd)

	2025 S$	2024 S$
Financial liabilities measured at amortised cost		
Trade payables	**180,297**	462,476
Other payables	**38,988**	13,434
Advance receipts from customers	**50,461**	57,658
Accruals	**362,153**	426,045
	631,899	959,613

17. Capital management

The Company is able to obtain funds from the holding company for its operation. In addition, capital of the Company is managed by the holding company on a group basis.

18. Restatement of comparative figures

Certain comparative figures have been reclassified to conform with current year's presentation.

	As reclassified 2024 S$	As previously reported 2024 S$
Trade and other payables	982,221	924,563
Contract liabilities	127,786	185,444

About TY TEOH INTERNATIONAL

TY TEOH International is a leading regional chartered accountants, tax, transfer pricing, valuation and consulting group with office presences in Singapore, Malaysia and Labuan to provide a diverse spectrum of business solutions and consulting services to the corporate client Audit & Assurance, BPO & Business Advisory, China Desk, Digital Transformation and Data Analytic, Family Office & Private Client Services, Financial & Transaction Advisory, Japan Desk, Migration Advisory, Malaysia Desk, Market Entry Advisory, Offshore Advisory, Risk & Governance Advisory, Tax & GST Advisory, Transfer Pricing Advisory, US Desk and Valuation Advisory.

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ASIAN TRAILS CO., LTD

FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025
AND
REPORT OF THE INDEPENDENT AUDITORS

Corporate Information

Company:	Asian Trails Co., Ltd.	
Registration No:	00007518	
Registered office:	Building No. G5ab, No. 540 Aquation Koh Pich Street, Phum 14 Sangkat Tonle Bassac, Khan Chamkamorn Phnom Penh, Kingdom of Cambodia	
Shareholders:	Asian Trails Holding Limited Mrs. Khiev Bophaphuong	
Board of Directors:	Ms. Virginie Laurence Kury Mrs. Khiev Bophaphuong Mr. Mendonca Sebastian Alex Mr. Laurent Kunzle Mr. Lersan Misitsakul	Chairwoman Director Director Director Director
Principal Bankers:	Cambodian Public Bank Plc. Maybank (Cambodia) Plc.	
Auditors:	Fii&Associates Co., Ltd.	

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asian trails

Statement by the Board of Directors

I, the undersigned, on behalf of the Board of Directors of Asian Trails Co., Ltd. ("the Company"), do hereby state that the financial statements as set out on pages 5 to 24 present fairly, in all material respects, the financial position of the Company as at 31 December 2025, and its financial performance and its cash flows for the year then ended in accordance with Cambodian International Financial Reporting Standards for Small and Medium-sized Entities ("CIFRS for SMEs").

Signed on behalf of the Board of Directors in accordance with a resolution of the Board of Directors,

Virginie Laurence Kury
Chairwoman and Managing Director

2 April 2026

Report of the Independent Auditors

To the shareholders

Asian Trails Co., Ltd.

Qualified Opinion

We have audited the financial statements of Asian Trails Co., Ltd. ("the Company"), which comprise the statement of financial position as at 31 December 2025, and the statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising significant accounting policies and other explanatory information as set out on pages 5 to 24.

In our opinion, except for the possible effects of the matters described in the "Basis for Qualified Opinion" section below, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2025, and its financial performance and its cash flows for the year then ended in accordance with Cambodian International Financial Reporting Standards for Small and Medium-sized Entities ("CIFRS for SMEs").

Basis for Qualified Opinion

(i) We were unable to satisfy ourselves as to completeness and accuracy of tax related exposures, including salary tax, value added tax and prepayment of profit tax as at and for the year ended 31 December 2025. We were unable to determine whether adjustments might have been necessary the amounts shown in the financial statements for tax related exposure, net loss and accumulated losses as at and for the year then ended.

(ii) The Company does not recognise and disclose income tax in accordance with Section 19, Income Tax of CIFRS for SMEs. We were unable to determine whether adjustments might have been necessary the amounts shown in the financial statements for income tax expense, income tax liability, net loss and accumulated losses as at and for the year ended.

Our opinion expressed on the financial statements of the Company as at and for the year ended 31 December 2024 was qualified of opinion due to above similar matters.

We conducted our audit in accordance with Cambodian International Standards on Auditing ("CISAs"). 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 ethical requirements that are relevant to our audit of the financial statements in Cambodia, 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 qualified audit opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 4 to the financial statements which describes that the Company incurred a net loss of US$137,706 during the year ended 31 December 2025 and, as of that date, the Company carried accumulated losses of US$1,643,657, the current liabilities exceeded its current assets by US$874,223. These conditions indicate a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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

Management is responsible for the preparation and fair presentation of these financial statements in accordance with CIFRS for SMEs, 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 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 responsible for overseeing the Company's 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 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 CISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with CISAs, we exercise professional judgment and maintain professional scepticism 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.

Auditors' Responsibilities for the Audit of the Financial Statements (continued)

- 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 auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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.

For **Fii&Associates Co., Ltd.**

Fii&Associates Co.,Ltd

Chhun Mara
Audit Director

Phnom Penh, Kingdom of Cambodia

2 April 2026

Asian Trails Co., Ltd.

Statement of financial position
as at 31 December 2025

	Note	2025 US$	2025 KHR'000 (Note 2.4)	2024 US$	2024 KHR'000 (Note 2.4)
ASSETS					
Current assets					
Cash and cash equivalents	5	193,317	775,781	375,274	1,510,478
Trade receivables	6	550,867	2,210,629	459,112	1,847,926
Ticket and other stocks		19,765	79,317	19,272	77,570
Other receivables	7	452,708	1,816,717	351,175	1,413,479
Total current assets		1,216,657	4,882,444	1,204,833	4,849,453
Non-current assets					
Property and equipment	8	25,566	102,596	9,149	36,825
Guarantee deposit		5,000	20,065	5,000	20,125
Total non-current assets		30,566	122,661	14,149	56,950
Total assets		1,247,223	5,005,105	1,218,982	4,906,403
LIABILITIES AND EQUITY					
Current liabilities					
Trade payables	9	830,912	3,334,450	647,157	2,604,807
Other payables	10	1,239,367	4,973,579	1,036,022	4,169,989
Tax liabilities	11	20,601	82,672	86,754	349,185
Total current liabilities		2,090,880	8,390,701	1,769,933	7,123,981
Non-current liabilities					
Borrowings from a shareholder	17.2	550,000	2,207,150	705,000	2,837,625
Total non-current liabilities		550,000	2,207,150	705,000	2,837,625
Total liabilities		2,640,880	10,597,851	2,474,933	9,961,606
Equity					
Share capital	12	250,000	1,000,000	250,000	1,000,000
Accumulated losses		(1,643,657)	(6,687,039)	(1,505,951)	(6,134,700)
Currency translation differences		-	94,293	-	79,497
Total equity		(1,393,657)	(5,592,746)	(1,255,951)	(5,055,203)
Total liabilities and equity		1,247,223	5,005,105	1,218,982	4,906,403

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

Asian Trails Co., Ltd.

Statement of comprehensive income
for the year ended 31 December 2025

	Note	2025 US$	2025 KHR'000 (Note 2.4)	2024 US$	2024 KHR'000 (Note 2.4)
Revenue	13	5,780,580	23,185,906	5,295,462	21,557,826
Cost of sales	14	(4,523,675)	(18,144,460)	(4,101,214)	(16,696,042)
Gross profit		1,256,905	5,041,446	1,194,248	4,861,784
Other income	15	8,797	35,285	6,445	26,238
Employee salaries and benefits		(611,804)	(2,453,946)	(598,599)	(2,436,897)
Depreciation	8	(4,173)	(16,738)	(10,616)	(43,218)
Other operating and administrative expenses	16	(787,431)	(3,158,386)	(724,994)	(2,951,451)
Loss before income tax		(137,706)	(552,339)	(133,516)	(543,544)
Income tax expense	11	-	-	-	-
Net loss for the year		(137,706)	(552,339)	(133,516)	(543,544)
Other comprehensive income					
Currency translation difference		-	14,796	-	73,488
Total comprehensive loss for the year		(137,706)	(537,543)	(133,516)	(470,056)

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

Asian Trails Co., Ltd.

Statement of changes in equity
for the year ended 31 December 2025

	Share capital		Accumulated losses		Currency translation differences		Total	
	US$	KHR'000 (Note 2.4)	US$	KHR'000 (Note 2.4)	US$	KHR'000 (Note 2.4)	US$	KHR'000 (Note 2.4)
As at 1 January 2024	250,000	1,000,000	(1,372,435)	(5,591,156)	-	6,009	(1,122,435)	(4,585,147)
Comprehensive loss for the year								
Net loss for the year	-	-	(133,516)	(543,544)	-	-	(133,516)	(543,544)
Other comprehensive income								
Currency translation differences	-	-	-	-	-	73,488	-	73,488
Total comprehensive (loss)/income for the year	-	-	(133,516)	(543,544)	-	73,488	(133,516)	(470,056)
As at 31 December 2024	250,000	1,000,000	(1,505,951)	(6,134,700)	-	79,497	(1,255,951)	(5,055,203)
As at 1 January 2025	250,000	1,000,000	(1,505,951)	(6,134,700)	-	79,497	(1,255,951)	(5,055,203)
Comprehensive loss for the year								
Net loss for the year	-	-	(137,706)	(552,339)	-	-	(137,706)	(552,339)
Other comprehensive income								
Currency translation differences	-	-	-	-	-	14,796	-	14,796
Total comprehensive (loss)/income for the year	-	-	(137,706)	(552,339)	-	14,796	(137,706)	(537,543)
As at 31 December 2025	250,000	1,000,000	(1,643,657)	(6,687,039)	-	94,293	(1,393,657)	(5,592,746)

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

Asian Trails Co., Ltd.

Statement of cash flows
for the year ended 31 December 2025

	2025		2024	
	US$	KHR'000 (Note 2.4)	US$	KHR'000 (Note 2.4)
Cash flows from operating activities				
Net loss for the year	(137,706)	(552,339)	(133,516)	(543,544)
Adjustments for:				
Property and equipment adjustment	(485)	(1,945)	50	204
Depreciation	4,173	16,738	10,616	43,218
	(134,018)	(537,546)	(122,850)	(500,122)
Changes in:				
Trade receivables	(91,755)	(368,029)	(45,916)	(186,924)
Tickets and other stocks	(493)	(1,977)	(3,478)	(14,159)
Other receivables	(101,533)	(407,249)	(85,874)	(349,593)
Trade and other payables	320,947	1,287,318	425,660	1,732,862
Net cash (used in)/generated from operating activities	(6,852)	(27,483)	167,542	682,064
Cash flows from investing activities				
Acquisition of property and equipment	(20,105)	(80,641)	(4,848)	(19,736)
Net cash used in investing activities	(20,105)	(80,641)	(4,848)	(19,736)
Cash flows from financing activities				
Repayments of borrowings to shareholder	(255,000)	(1,022,805)	(50,000)	(203,550)
Additional borrowings from a shareholder	100,000	401,100	-	-
Net cash used in financing activities	(155,000)	(621,705)	(50,000)	(203,550)
Net (decrease)/increase in cash and cash equivalents	(181,957)	(729,829)	112,694	458,778
Cash and cash equivalents at 1 January	375,274	1,510,478	262,580	1,072,639
Currency translation differences		(4,868)	-	(20,939)
Cash and cash equivalents at 31 December (Note 5)	193,317	775,781	375,274	1,510,478

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

Notes to the financial statements for the year ended 31 December 2025

1. Reporting entity

Asian Trails Co., Ltd ("the Company") is a private limited company incorporated in the Kingdom of Cambodia on 1 June 1999 under registration number 00007518 issued by the Ministry of Commerce. The Company has its head office located in Phnom Penh and one branch in Siem Reap province.

The principal activities of the Company include provision of inbound package tours and related services.

The Company's head office is located in Phnom Penh at Building No. G5ab, No. 540 Aquation, Koh Pich Street, Phum 14, Sangkat Tonle Bassac, Khan Chamkarmorn, Phnom Penh, Cambodia.

As at 31 December 2025, the Company had 39 employees (31 December 2024: 39 employees).

2. Basis of preparation

2.1 Statement of compliance

These financial statements have been prepared in accordance with Cambodian International Financial Reporting Standards for Small and Medium-sized Entities ("CIFRS for SMEs").

Details of the Company's significant accounting policies are included in Note 20.

These financial statements were approved by the Board of Directors and authorised for issue on 2 April 2026.

2.2 Fiscal year and reporting period

The Company's fiscal year starts on 1 January and ends on 31 December.

2.3 Basis of measurement

The financial statements have been prepared on the historical cost basis.

2.4 Functional and presentation currency

The national currency of Cambodia is the Khmer Riel ("KHR"). The Company transacts its business and maintains its accounting records primarily in United States Dollars ("US$"). Management has determined the US$ to be the Company's functional currency as it reflects the economic substance of the underlying events and circumstances of the Company.

2. Basis of preparation (continued)

2.4 Functional and presentation currency (continued)

The financial statements are expressed in US$. The translations of US$ amounts into KHR are included solely for meeting the presentation requirements pursuant to the Law on Accounting and Auditing.

Assets and liabilities are translated at the closing rate as at the reporting date, and the share capital is translated at the historical rate. The statements of comprehensive income and cash flows are translated into KHR using the average rate for the year. Exchange differences arising from the translation are recognised as "currency translation difference" in the other comprehensive income. The accumulated currency translation differences are recognised as a separate component of equity. All values in KHR are rounded to the nearest thousand ("KHR'000"), except if otherwise indicated.

The financial statements are presented in KHR based on the following applicable exchange rate per US$1:

Reporting date			Closing rate	Average rate
31 December 2025	US$1	=	KHR4,013	KHR4,071
31 December 2024	US$1	=	KHR4,011	KHR4,071

These translations are for compliance purposes only and should not be construed as presentations that the US$ amounts have been, could be, or could in the future be, converted into KHR at this or any other rate of exchange.

2.5 Use of estimates and judgments

The preparation of financial statements in conformity with CIFRS for SMEs requires management to make judgments, estimates 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 estimates are recognised in period in which the estimates are revised and in any future period affected.

3. Critical accounting estimates and judgements

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The estimates, assumptions and judgements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

3.1 Income and other taxes

Taxes are calculated on the basis of current interpretation of the tax obligations. However, these regulations are subject to periodic variation and different interpretation following inspection by the tax authorities. These may result in tax increases and other retroactive tax claims. It is difficult to predict the timing and severity of these occurrences or their potential effect.

3.2 Property and equipment

Accounting for property and equipment involves the use of estimates for determining the expected useful lives of these assets. The determination of useful lives of the assets is based on Management's judgement.

3.3 Allowance for doubtful debts

Management establishes allowance for doubtful debts on a case-by-case basis when they believe collection of amounts owed is unlikely to occur. In establishing these allowances, the management considers its historical experience and changes to its customers' financial position. If the financial condition of customer were deteriorated, resulting in an inability to make the required payments, allowance may be required to be made for such receivable.

4. Going concern

The financial statements have been prepared on a going concern basis. The Company incurred a net loss of US$137,706 during the year ended 31 December 2025 and, as of that date, the Company carried accumulated losses of US$1,643,657, the current liabilities exceeded its current assets by US$874,223. The validity of the going concern assumption fundamentally depends on the shareholders continuing to provide such financial assistance as is necessary to enable the Company to meet its liabilities as and when they fall due and to maintain the Company in existence as a going concern for the foreseeable future of its operations.

At the date of this report, there is no reason for the management to believe that the shareholder will not provide their support.

5. Cash and cash equivalents

	2025		2024	
	US$	KHR'000 (Note 2.4)	US$	KHR'000 (Note 2.4)
Cash on hand	21,365	85,738	21,981	88,474
Cash at banks	171,952	690,043	353,293	1,422,004
	193,317	775,781	375,274	1,510,478

6. Trade receivables

	2025		2024	
	US$	KHR'000 (Note 2.4)	US$	KHR'000 (Note 2.4)
Third parties	438,079	1,758,011	353,177	1,421,538
Related parties (Note 17.2)	112,788	452,618	105,935	426,388
	550,867	2,210,629	459,112	1,847,926

7. Other receivables

	2025		2024	
	US$	KHR'000 (Note 2.4)	US$	KHR'000 (Note 2.4)
Advances to suppliers	219,060	879,088	129,843	522,618
Amounts due from related parties (Note 17.2)	147,915	593,583	150,538	605,915
Deposits to suppliers	39,899	160,115	36,837	148,269
Prepayment and others	22,070	88,567	4,577	18,422
Fixed deposit (*)	9,421	37,806	9,121	36,712
Refundable deposit	8,800	35,314	8,800	35,420
Advances to employees	1,331	5,341	6,453	25,973
Others	4,212	16,903	5,006	20,150
	452,708	1,816,717	351,175	1,413,479

(*) The fixed deposit of US$9,421 is placed with a local commercial bank for the period of 12 months maturing on 30 July 2026 and earns an interest rate of 3.5% per annum.

8. Property and equipment

31 December 2025	Leasehold improvement US$	Furniture and fixtures US$	Office equipment US$	Vehicles US$	Total US$	KHR'000 (Note 2.4)
Cost						
At 1 January 2025	79,388	9,162	32,005	89,190	209,745	844,225
Additions	-	400	19,705	-	20,105	80,641
Adjustment	-	11,144	19,499	-	30,643	122,909
Currency translation difference	-	-	-	-	-	(2,416)
At 31 December 2025	79,388	20,706	71,209	89,190	260,493	1,045,359
Less: **Accumulated depreciation**						
At 1 January 2025	75,807	9,041	26,558	89,190	200,596	807,400
Depreciation for the year	1,723	514	1,936	-	4,173	16,738
Adjustment	-	10,677	19,481	-	30,158	120,964
Currency translation difference	-	-	-	-	-	(2,339)
At 31 December 2025	77,530	20,232	47,975	89,190	234,927	942,763
Carrying amounts						
At 31 December 2025	1,858	474	23,234	-	25,566	102,596

8. Property and equipment (continued)

31 December 2024	Leasehold improvement US$	Furniture and fixtures US$	Office equipment US$	Vehicles US$	Total US$	KHR'000 (Note 2.4)
Cost						
At 1 January 2024	79,388	9,164	27,205	89,190	204,947	837,209
Additions	-	-	4,848	-	4,848	19,736
Adjustment	-	(2)	(48)	-	(50)	(204)
Currency translation difference	-	-	-	-	-	(12,516)
At 31 December 2024	79,388	9,162	32,005	89,190	209,745	844,225
Less: **Accumulated depreciation**						
At 1 January 2024	74,082	8,769	25,639	81,490	189,980	776,069
Depreciation for the year	1,725	272	919	7,700	10,616	43,218
Currency translation difference	-	-	-	-	-	(11,887)
At 31 December 2024	75,807	9,041	26,558	89,190	200,596	807,400
Carrying amounts						
At 31 December 2024	3,581	121	5,447	-	9,149	36,825

9. Trade payables

	2025		2024	
	US$	KHR'000 (Note 2.4)	US$	KHR'000 (Note 2.4)
Related parties (Note 17.2)	451,760	1,812,913	300,416	1,209,174
Third parties	379,152	1,521,537	346,741	1,395,633
	830,912	3,334,450	647,157	2,604,807

10. Other payables

	2025		2024	
	US$	KHR'000 (Note 2.4)	US$	KHR'000 (Note 2.4)
Advances from clients	847,109	3,399,448	628,744	2,530,695
Accrued standard costs	234,808	942,285	314,654	1,266,482
Accrued others	81,588	327,413	63,738	256,545
Accrued commission	65,399	262,446	18,428	74,173
Salaries and bonuses	10,000	40,130	10,000	40,250
Others	463	1,857	458	1,844
	1,239,367	4,973,579	1,036,022	4,169,989

11. Tax liabilities

	2025		2024	
	US$	KHR'000 (Note 2.4)	US$	KHR'000 (Note 2.4)
At 1 January	86,754	349,185	51,105	208,764
Addition during the year	108,140	433,750	129,117	525,635
Paid during the year	(198,228)	(795,093)	(122,003)	(496,674)
Adjustment	23,935	96,003	28,535	116,166
Currency translation difference	-	(1,173)	-	(4,706)
At 31 December	20,601	82,672	86,754	349,185

Tax liabilities include various taxes such as salary tax, withholding tax, value added tax and prepayment of profit tax.

12. Share capital

	2025			2024		
	Number	US$	KHR'000 (Note 2.4)	Number	US$	KHR'000 (Note 2.4)
Registered:						
Ordinary shares of US$25 each	10,000	250,000	1,000,000	10,000	250,000	1,000,000
Issued and paid-up:						
Ordinary shares of US$25 each	10,000	250,000	1,000,000	10,000	250,000	1,000,000

The shareholders and shareholding structure of the Company is as follows:

	2025			2024		
	% of ownership	Number of shares	Amount US$	% of ownership	Number of shares	Amount US$
Asian Trails Holding	95%	9,500	237,500	95%	9,500	237,500
Mrs. Khieu Bophaphuong	5%	500	12,500	5%	500	12,500

13. Revenue

	2025		2024	
	US$	KHR'000 (Note 2.4)	US$	KHR'000 (Note 2.4)
Sales to third parties	4,816,041	19,317,140	4,239,964	17,260,893
Sales to related parties (Note 17.1)	964,539	3,868,766	1,055,498	4,296,933
	5,780,580	23,185,906	5,295,462	21,557,826

14. Cost of sales

	2025		2024	
	US$	KHR'000 (Note 2.4)	US$	KHR'000 (Note 2.4)
Direct costs	4,607,331	18,480,005	4,157,435	16,924,918
Reversal for over-accrued costs (*)	(83,656)	(335,545)	(56,221)	(228,876)
	4,523,675	18,144,460	4,101,214	16,696,042

(*) This represents the over-estimate cost of sales in prior years and were reversed in the current financial year.

15. Other income

	2025		2024	
	US$	KHR'000 (Note 2.4)	US$	KHR'000 (Note 2.4)
Shopping commission	7,270	29,160	5,843	23,787
Interest income	385	1,544	572	2,329
Others	1,142	4,581	30	122
	8,797	35,285	6,445	26,238

16. Other operating and administrative expenses

	2025		2024	
	US$	KHR'000 (Note 2.4)	US$	KHR'000 (Note 2.4)
Administrative expenses	327,970	1,315,488	279,972	1,139,766
Other tax expenses	108,140	433,750	129,117	525,635
Royalties expenses	84,877	340,442	78,380	319,085
Office expenses	68,437	274,501	68,800	280,085
Interest expenses inter-company balances (Note 17.1)	50,006	200,574	72,316	294,398
Sales and marketing expenses	45,549	182,697	47,443	193,140
Consulting fees	24,000	96,264	25,800	105,032
Bank charges	11,770	47,209	12,649	51,494
Communication	4,462	17,897	2,565	10,442
Others	62,220	249,564	7,952	32,374
	787,431	3,158,386	724,994	2,951,451

17. Related party transactions and balances

17.1 Transactions with related parties

	2025		2024	
	US$	KHR'000 (Note 2.4)	US$	KHR'000 (Note 2.4)
Parent company (Asian Trails Holding)				
Expenses:				
Cost contribution	140,128	562,053	110,433	449,573
Royalty expenses	80,633	323,419	74,452	303,094
Borrowing:				
Repayments of borrowing	255,000	1,022,805	50,000	203,550
Additional borrowing	100,000	401,100	-	-
Interest expenses	50,006	200,574	72,316	294,398
MS. KHIEU BOPHAPHUONG				
Royalty expenses	4,244	17,023	3,928	15,991
Inter-companies:				
Revenue	964,539	3,868,766	1,055,498	4,296,933
Expenses	237,939	954,373	154,586	629,319
Key management personnel and benefits	121,340	486,695	125,506	510,935

17.2 Balances with related parties

	2025		2024	
	US$	KHR'000 (Note 2.4)	US$	KHR'000 (Note 2.4)
Trade receivables	112,788	452,618	105,935	426,388
Other receivables (*)	147,915	593,583	150,538	605,915
Trade payables	451,760	1,812,913	300,416	1,209,174
Borrowings (**)	550,000	2,207,150	705,000	2,837,625

(*) Represent amounts due from Asia NextGen Pte Ltd. being a bank account with DBS Bank Ltd. on behalf of the Company.

(**) Borrowings represent borrowings from Asian Trails Holding Limited which are unsecured, bear interests at 9.32% to 9.82% and maturing in 2025 and 2026 respectively.

18. Operating lease commitments

	2025		2024	
	US$	KHR'000 (Note 2.4)	US$	KHR'000 (Note 2.4)
Within 1 year	21,600	86,681	43,320	174,363
Within 2-5 years	43,200	173,362	92,600	372,715
	64,800	260,043	135,920	547,078

19. Taxation contingencies

The taxation system in Cambodia is characterised by numerous taxes and frequently changing legislation, which is often unclear, contradictory, and subject to interpretation. Often, differing interpretations exist among numerous taxation authorities and jurisdictions. Taxes are subject to review and investigation by a number of authorities, who are enabled by law to impose severe fines, penalties and interest charges.

20. Significant accounting policies

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

20.1 Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits with banks and other highly liquid investments with original maturities of three months or less and that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value.

20.2 Trade and other receivables

Trade and other receivables are recognised initially at fair value plus any directly attributable transaction costs. Where credit is extended beyond normal credit terms, receivables are measured at amortised cost using the effective interest method.

At the end of each reporting period, the carrying amounts of trade and other receivables are reviewed to determine whether there is any objective evidence that the amounts are not recoverable. If so, an impairment loss is recognised immediately in profit or loss.

20. Significant accounting policies (continued)

20.3 Property and equipment

(i) Recognition and measurement

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

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

Gains or losses on disposal of an item of property and equipment are determined by comparing the proceeds from disposal with the carrying amount of property and equipment and are recognised net within other income in profit or loss.

(ii) Subsequent costs

The costs of replacing a part of an item of property and equipment is recognised in the carrying amount of the item 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 derecognised. The costs of the day-to-day servicing of property and equipment are recognised in profit or loss as incurred.

(iii) Depreciation

Depreciation is calculated over the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value.

Depreciation is calculated using the straight-line method on all property and equipment to allocate their cost to their residual values over their estimated useful lives as follows:

Leasehold improvement	20% to 100%
Furniture and fixtures	6.66% to 100%
Office and IT equipment, EDP equipment	20% to 100%
Vehicles	20%

If there is an indication that there has been a significant change in depreciation rate, useful life or residual value of an asset, the depreciation of that asset is revised prospectively to reflect the new expectations.

20. Significant accounting policies (continued)

20.4 Intangible assets

Intangible assets are purchased computer software that is stated at cost less accumulated amortisation and any accumulated impairment losses. The cost is amortised on a straight-line method at the rate of 33% per annum. If there is an indication that there has been a significant change in amortisation rate, useful life or residual value of an intangible asset, the amortisation is revised prospectively to reflect the new expectations.

20.5 Impairment of assets

At each reporting date, property and equipment are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. If there is an indication of possible impairment, the recoverable amount of any affected asset (or group of related assets) is estimated and compared with its carrying amount. If estimated recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount, and an impairment loss is recognised immediately in profit or loss.

Similarly, at each reporting date, inventories are assessed for impairment by comparing the carrying amount of each item of inventory (or group of similar items) with its selling price less costs to complete and sell. If an item of inventory (or group of similar items) is impaired, its carrying amount is reduced to selling price less costs to complete and sell, and an impairment loss is recognised immediately in profit or loss.

If an impairment loss subsequently reverses, the carrying amount of the asset (or group of related assets) is increased to the revised estimate of its recoverable amount (selling price less costs to complete and sell, in the case of inventories), but not in excess of the amount that would have been determined had no impairment loss been recognised for the asset (group of related assets) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

20.6 Trade and other payables

Trade and other payables are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition these liabilities are measured at amortised cost using the effective interest method except for non-interest bearing trade payables on the basis of normal credit terms are not amortised.

20. Significant accounting policies (continued)

20.7 Provisions

Provisions are recognised in the statement of financial position when the Company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are measured at the present value of the expenditure expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as finance cost.

20.8 Revenue

Revenue is recognised on an accrual basis to the extent that it is possible that the economic benefit will flow to the Company and the revenue can be reliably measured. For monthly and annual cut-off purposes, revenue is recognised on the first day of arrival of each group of tour in Cambodia and the related cost of sales is immediately accrued based on standard costing to match this early revenue recognition.

20.9 Leases

Rentals payable under operating leases are charged to profit or loss on a straight-line basis over the term of the relevant lease.

20.10 Employee benefits

(i) Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(ii) Other long-term employee benefits

The Company's net obligation in respect of long-term employee benefits is the amount of the benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Remeasurements are recognised in profit or loss in the period in which they arise.

20. Significant accounting policies (continued)

20.11 Income tax

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognised in profit or loss except to the extent that it relates to a business combination, or items recognised in other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year using tax rates enacted or substantially enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and their corresponding tax bases (known as temporary differences). Deferred tax liabilities are recognised for all temporary differences that are expected to increase taxable profit in the future. Deferred tax assets are recognised for all temporary differences that are expected to reduce taxable profit in the future, and any unused tax losses or unused tax credits. Deferred tax assets are measured at the highest amount that, on the basis of current or estimated future taxable profit, is more likely than not to be recovered.

The net carrying amount of deferred tax assets is reviewed at each reporting date and is adjusted to reflect the current assessment of future taxable profits. Any adjustments are recognised in profit or loss, except that an adjustment attributable to an item of income or expense recognised in other comprehensive income shall also be recognised in other comprehensive income.

Deferred tax is calculated at the tax rates that are expected to apply to the taxable profit (tax loss) of the periods in which it expects the deferred tax asset to be realised or the deferred tax liability to be settled, on the basis of tax rates that have been enacted or substantively enacted by the end of the reporting period.

20.12 Related parties

Enterprises and individual that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the Company, including the holding companies, subsidiaries and fellow subsidiaries, are related parties of the Company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including Director and officers of the Company and close members of the family of these individuals and companies associated with these individuals, also constitute related parties.

21. Upcoming changes in Accounting Standards

On 27 February 2025, the International Accounting Standards Board issued the third edition of the IFRS for SMEs, introducing revisions to key areas, including revenue recognition. As IFRS for SMEs is adopted in Cambodia, the updated standard will be applicable upon issuance. The standard is effective for annual periods beginning on or after 1 January 2027, with early adoption permitted. Management is assessing its impact and will adopt it in line with the effective date or earlier if appropriate.

CHANG SOM COMPANY LIMITED

AUDITOR'S REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31,2025

บริษัท บลิสส์ บัญชี จำกัด
51/51 ไอวี่ ริเวอร์ คอนโด ถนนราษฎร์บูรณะ
แขวงบางปะกอก เขตราษฎร์บูรณะ
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BLISS ACCOUNTING CO., LTD.
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INDEPENDENT AUDITOR'S REPORT

To the Shareholders and Directors of **Chang Som Company Limited**

Opinion

I have audited the financial statements of Chang Som Company Limited (the Company), which comprise the statement of financial position as at December 31, 2025, and the statement of income and statement of changes in shareholders' equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2025, and its financial performance for the year then ended in accordance with Thai Financial Reporting Standard for Non-Publicly Accountable Entities.

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report. I am independent of the Company in accordance with the *Code of Ethics for Professional Accountants including Independence Standards* issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standard for Non-Publicly Accountable Entities, 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.

BLISS ACCOUNTING

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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 responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

My 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 my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgment and maintain professional skepticism throughout the audit. I 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 my 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.

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- 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 I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my 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 achieves fair presentation.

I 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 I identify during my audit.

วรินพัฒ ลีลาสุนทรรังสี

Varinpatt Leerasuntornrangsri
Certified Public Accountant Registration No. 11692
Bliss Accounting Co., Ltd
51/51 Ivy River Condo, Ratchaburana Road,
Bangpakok, Ratchaburana District, Bangkok, Thailand, 10140
18 March 2026

CHANG SOM COMPANY LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT DECEMBER 31, 2025

	Notes	2025 Baht	2024 Baht
Assets			
Current assets			
Cash and cash equivalents	4	1,397,605.61	609,846.87
Trade and other current receivables	5,6	13,034,939.80	13,399,078.00
Total current assets		14,432,545.41	14,008,924.87
Non-current assets			
Equipments	7	3.00	3.00
Other non-current assets		-	6,727.64
Total non-current assets		3.00	6,730.64
Total assets		14,432,548.41	14,015,655.51

Signed ..... Director

(Mr.Lersan Visitsakul)

บริษัท ช้างส้ม จำกัด
CHANG SOM LTD.

The accompanying notes are an integral part of the financial statements.

CHANG SOM COMPANY LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT DECEMBER 31, 2025

	Notes	2025 Baht	2024 Baht
LIABILITIES AND SHAREHOLDER'S EQUITY			
Current Liabilities			
Trade and other current payables	5,8	4,065,577.62	4,238,070.98
Total current liabilities		4,065,577.62	4,238,070.98
Non-current Liabilities			
Provisions for employee benefits	9	284,372.84	238,041.70
Total non-current liabilities		284,372.84	238,041.70
Total Liabilities		4,349,950.46	4,476,112.68
Shareholders' Equity			
Share capital			
Authorized share capital			
Ordinary shares 60,000 shares, Baht 100 par value		6,000,000.00	6,000,000.00
Paid-up share capital			
Ordinary shares 60,000 shares, paid-up of Baht 100 each		6,000,000.00	6,000,000.00
Retained earnings			
Appropriated			
Legal reserve	10	506,098.28	506,098.28
Unappropriated		3,576,499.67	3,033,444.55
Total Shareholders' Equity		10,082,597.95	9,539,542.83
Total Liabilities and Shareholders' Equity		14,432,548.41	14,015,655.51

These Financial statement are authorized by the Company's Shareholder meeting no. 1/2026 on _____

Signed ..... Director

(Mr Lersan Misitsakul)

The accompanying notes are an integral part of the financial statements.

บริษัท ช้างส้ม จำกัด
CHANG SOM LTD.

CHANG SOM COMPANY LIMITED

STATEMENT OF INCOME

FOR THE YEAR ENDED DECEMBER 31, 2025

	Notes	2025 Baht	2024 Baht
Revenue			
Revenue from rendering of services	5	22,856,474.80	24,414,421.00
Other income		14,162.58	76,429.10
Total revenues		22,870,637.38	24,490,850.10
Cost of services		(20,608,394.35)	(21,988,794.20)
Administrative expenses		(1,556,940.72)	(1,393,487.33)
Total expenses		(22,165,335.07)	(23,382,281.53)
Profit before income tax		705,302.31	1,108,568.57
Income tax		(162,247.19)	(221,715.66)
Net profit (loss) for the year		543,055.12	886,852.91

Signed ..... Director

(Mr.Lersan Misitsakul)

บริษัท ช้างส้ม จำกัด
CHANG SOM LTD.

The accompanying notes are an integral part of the financial statements.

CHANG SOM COMPANY LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2025

	Paid-up	Retained earnings		
	share capital	Appropriated	Unappropriated	Total
Balance as at January 1, 2024	6,000,000.00	506,098.28	2,146,591.64	8,652,689.92
Net gain (loss) for the year	-	-	886,852.91	886,852.91
Balance as at December 1, 2024	6,000,000.00	506,098.28	3,033,444.55	9,539,542.83
Net gain (loss) for the year	-	-	543,055.12	543,055.12
Balance as at December 31, 2025	6,000,000.00	506,098.28	3,576,499.67	10,082,597.95

Signed ..... Director

(Mr.Lersan Misitsakul)

The accompanying notes are an integral part of the financial statements.

บริษัท ช้างส้ม จำกัด
CHANG SOM LTD

1. GENERAL INFORMATION

Chang Som Company Limited ("the Company") is incorporated under the law of Thailand on August 23, 2002. Registered Number 0105545087655. The principal business operation of the Company is to provide transportation services which exemption from the value added tax law 81(1). The address of its registered office is located on 12th floor, the Regent House Building, 183 Ratchadamri Road, Lumphini. Patumwan, Bangkok 10330

2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

These financial statements have been prepared in accordance with the Thai Financial Reporting Standard for Non-Publicly Accountable Entities (TFRS for NPAEs) (Revised B.E. 2565), as issued by the Federation of Accounting Professions, and in compliance with the Notification of the Department of Business Development regarding the summary reports required to be included in financial statements, B.E. 2566.
The financial statements have been prepared under the historical cost convention.

An English version of the financial statements have been prepared from the statutory financial statements that are in the Thai language. In the event of a conflict or a difference in interpretation between the two languages, the Thai language statutory financial statements shall prevail.

3. SIGNIFICANT ACCOUNTING POLICIES

3.1 Cash and cash equivalents

Cash comprise cash on hand, deposit held at call with banks but exclude deposits with banks which are held to maturity, certificates of deposit issued by commercial banks and financial institutions, and restricted deposits. Cash equivalent comprise short-term highly liquid investments with maturities of three months or less from the date of acquisition.

3.2 Trade and other receivable

Trade and other receivable are initially recognised at the fair value of the consideration received or receivable and subsequently measured at the remaining amount less any allowance for doubtful receivables based on a review of all outstanding amounts at the year end. The amount of the allowance is the difference between the carrying amount of the receivable and the amount expected to be collectible. Bad debts are written-off during the year in which they are identified and recognised in the income statement.

Signed ..... Director
(Mr.Lersan Misitsakul)

บริษัท ช้างสม จำกัด
CHANG SOM LTD

3.3 Loans

Loans are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the statement of financial position date or it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. If the borrowings do not meet the criteria as aforementioned, the borrowings are classified as non-current liabilities.

3.4 Equipments

An item of building improvements and equipment is stated at cost less any accumulated depreciation and any accumulated allowance for impairment (if any).

Depreciation is calculated on the straight line basis to their costs over the estimated useful life of equipment is 5 years. Depreciation expenses record as administrative expenses.

The assets' residual value, useful lives, and depreciation method are regularly reviewed.

3.5 Provisions

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

3.6 Provisions for employee benefits

An entity has an obligation under labour law in benefit payable under the plan for employees until retirement date. The maximum amount of obligation shall not exceed the amount of final salary payable for 13.33 months (400 days). The employees will receive the payment amount at retirement date. An entity estimated a provision at the end of reporting period, which calculation is based on current salary reflected by the employee turnover and the proportion of working period of employees and working period until retirement.

3.7 Income tax

Income tax paid to the authorities will be recognised as expenses in statement of income. The Company recognises income taxes payable netting off withholding taxes in liabilities.

3.8 Revenue

Service income is recognized as services provided.

Other revenues earned by the Company are recognised on the following basis:

- interest income is recognised on a time proportion basis, taking account of the principal outstanding and the effective rate over the period to maturity, when it is determined that such income will accrue to the Company

Signed ..... Director
(Mr.Lersan Misitsakul)

บริษัท ช้างส้ม จำกัด
CHANG SOM LTD.

3.9 Expense

Payments made under operating leases are recognized in the statement of income on a straight- line basis over the term of the lease.

Expense is recognized in the statement of income as it accrues.

3.10 Foreign currency transactions

Items included in the financial statements of the Company are measured using Thai Baht. The financial statements are presented in Thai Baht.

Foreign currency transactions are translated into Thai Baht using the exchange rates prevailing at the date of the transaction.

At the end of each reporting period, foreign currency monetary balances are translated by using the exchange rate at the closing rate. Monetary assets denominated in foreign currency are translated to Thai Baht by using a bank' s buying rate and monetary liabilities denominated in foreign currency are translated to Thai Baht by using a bank' s selling rate. Non-monetary balances denominated in a foreign currency are carried at cost using the exchange rate at the date of transaction.

Gains and losses resulting from the settlement of foreign currency transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

4. CASH AND CASH EQUIVALENTS

	2025 Baht	2024 Baht
Cash	5,584.00	15,578.75
Cash at banks	1,392,021.61	594,268.12
Total Cash and cash equivalents	1,397,605.61	609,846.87

5. RELATED PARTY TRANSACTIONS

The Company had business transactions with its related company which are related by shareholding or directorship. These transactions were concluded on the terms and basis stated in the relevant agreement, or as agreed by the Company.

The Company had significant business transactions with its related company for the year ended December 31, 2025 and 2024, and outstanding balance with its related company as summarized below:

Signed ..... Director
(Mr.Lersan Misitsakul)

บริษัท ช้างส้ม จำกัด
CHANG SOM LTD

5. RELATED PARTY TRANSACTIONS (Continue)

	2025 Baht	2024 Baht
Statements of financial position		
Asian Trails Ltd.		
Trade receivables	11,631,019.80	11,714,223.00
Accrued incomes	1,368,920.00	1,582,855.00
Other payables	(2,575,198.49)	(2,575,198.49)
Advance incomes	-	-
Statements of income		
Asian Trails Ltd.		
Revenue from rendering of services *(Cost of service plus certain margin)*	22,856,474.80	24,414,421.00
Interest income	-	75,433.04
Rental expense	100,800.00	100,800.00

The movements of loan to related party were as follows;

Asian Trails Ltd.	2025 Baht	2024 Baht
Balance as at January 1,	-	2,267,833.27
Addition	-	-
Repayment	-	(2,267,833.27)
Balance as at December 31,	-	-

As at January 1, 2022, the Company entered into a loan agreement with a related party, the Company adjusts trade accounts receivable - related party to loan to related party. Such loan agreement determine payment within 3 years, interest rate of 0.45% per annum.

Signed ..... Director
(Mr.Lersan Misitsakul)

บริษัท ช้างส้ม จำกัด
CHANG SOM LTD.

6. TRADE AND OTHER CURRENT RECEIVABLES

	2025 Baht	2024 Baht
Trade receivables		
Trade receivables-related party	11,631,019.80	11,714,223.00
Accrued incomes-related party	1,368,920.00	1,582,855.00
Other receivables	35,000.00	102,000.00
Total trade and other receivables	13,034,939.80	13,399,078.00

7. EQUIPMENTS

	Equipment Baht
Cost	
As at January 1, 2024	27,772.06
Additions	-
Disposal/Write off - net	(9,880.00)
As at December 31, 2024	17,892.06
Additions	-
Disposal/Write off - net	-
As at December 31, 2025	17,892.06
Accumulated Depreciation	
As at January 1, 2024	(27,766.06)
Additions	-
Disposal/Write off - net	9,877.00
As at December 31, 2024	(17,889.06)
Additions	-
Disposal/Write off - net	-
As at December 31, 2025	(17,889.06)
Net book Amount	
As at December 31, 2024	3.00
As at December 31, 2025	3.00

As at December 31, 2025 and 2024, equipment items have been fully depreciated but are still in use.

Signed ..... Director
(Mr.Lersan Misitsakul)

บริษัท ช้างสม จำกัด
CHANG SOM LTD.

8. TRADE AND OTHER PAYABLES

	2025	2024
	Baht	Baht
Trade payables	1,234,778.00	1,403,568.05
Other current payables-related party	2,575,198.49	2,575,198.49
Other payables	1,722.25	-
Accrued expenses	223,294.58	222,283.33
Withholding tax payable	30,584.30	37,021.11
Total trade and other payables	4,065,577.62	4,238,070.98

9. PROVISIONS FOR EMPLOYEE BENEFITES

	2025	2024
	Baht	Baht
Employee benefits obligation as at January 1	238,041.70	211,319.99
Increase(Decrease) during the year	46,331.14	26,721.71
Total	284,372.84	238,041.70

10. LEGAL RESERVE

Under the provision of the Civil Commercial Code, the Company is required to set aside as legal reserve at least 5% of net income at each dividend distribution until the reserve reaches 10% of the authorized share capital. This reserve is not available for dividend distribution.

11. COMMITMENT

As at December 31, 2025 and 2024, the Company has office rental agreement for its office space with a related company. The Company is committed to pay rental amount of Baht 8,400 per month and Baht 8,400 per month respectively.

12. APPROVAL OF FINANCIAL STATEMENTS

These financial statements were approved by the Company's director on 18 March 2026.

Signed ..... Director
(Mr.Lagan Misitsakul)

บริษัท ช้างส้ม จำกัด
CHANG SOM LTD.

Digiphoto Entertainment Imaging Co.,Ltd.

Annual Financial Statements

For the year ended 31 December 2025

Independent Auditor's Report

To the Shareholders of Digiphoto Entertainment Imaging Co., Ltd.

Opinion

I have audited the financial statements of Digiphoto Entertainment Imaging Co., Ltd. (the Company), which comprise the statement of financial position as at December 31, 2025, and the statement of income, and statement of changes in equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2025, and its financial performance for the year then ended in accordance with Thai Financial Reporting Standards for Non-Publicly Accountable Entities (revised 2022).

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report. I am independent of the Company in accordance with the *Code of Ethics for Professional Accountants including Independence Standards* issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards for Non-Publicly Accountable Entities (revised 2022), 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.

Auditor's Responsibilities for the Audit of the Financial Statements

My 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 my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgment and maintain professional skepticism throughout the audit . I 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 my 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 I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my 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 achieves fair presentation.

I communicate with management regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

(Suvit Chanamporn)
CPA No. 3800
April 18, 2026
Tsedeq Accounting and Tax Co., Ltd.
98/162 Soi Ramkhamheang 39, Wangthonglang, Bangkok

Digiphoto Entertainment Imaging Co., Ltd

Statement of Financial Positions

As at December 31, 2025

Assets

	Note	Baht	
Current assets		**2025**	**2024**
			(Restated)
Cash and Cash equivalent	*5*	1,016,435.36	2,037,311.82
Accounts Receivable and other current receivable		2,082,194.12	2,745,599.22
Inventories		1,362,033.03	1,647,594.87
Other current assets		255,722.23	314,549.31
Total current assets		4,716,384.74	6,745,055.22
Non current assets			
Long term loan to related person	*6*	21,812,450.72	21,812,450.72
Property, Plant and Equipment	*7*	2,131,357.97	2,304,641.60
Deferred tax assets	*9*	1,451,617.26	1,296,890.04
Total non current assets		25,395,425.95	25,413,982.36
Total assets		30,111,810.69	32,159,037.58

The statutory financial statements were approved by The Annual Meeting of Shareholders on 30 April 2026.

.....

(Mr Ramakrishnan Kalapathy Shankar)

Director

The accompanying notes are an integral part of these financial statements

Digiphoto Entertainment Imaging Co., Ltd

Statement of Financial Positions

As at December 31, 2025

Liabilities and Shareholders' equity

	Note	Baht	
Current liabilities		**2025**	**2024**
			(Restated)
Account Payable and other current payable	*8*	44,003,297.01	44,635,122.15
Other Current Liabilities		80,965.85	135,319.35
Total current liabilities		44,084,262.86	44,770,441.50
Total liabilities		44,084,262.86	44,770,441.50
Shareholders' equity			
Share capital			
Registered			
20,000 ordinary shares of baht 1,000 each		20,000,000.00	20,000,000.00
Issued, and fully Paid-up			
20,000 ordinary shares of baht 1,000 each		20,000,000.00	20,000,000.00
Retained earning (deficit)		(33,972,452.17)	(32,611,403.92)
Total shareholders' equity		(13,972,452.17)	(12,611,403.92)
Total liabilities and shareholders' equity		30,111,810.69	32,159,037.58

.....

(Mr Ramakrishnan Kalapathy Shankar)

Director

The accompanying notes are an integral part of these financial statements

Digiphoto Entertainment Imaging Co., Ltd

Statements of income

For year ended December 31, 2025

		Baht	
Revenue		**2025**	**2024**
			(Restated)
Service income		15,591,763.95	18,647,353.42
Other income		2,287,881.77	1,857,273.72
Total revenue		17,879,645.72	20,504,627.14
Cost and Expenses			
Cost of Service		10,999,594.68	11,955,524.47
Selling expenses		66,790.05	462,186.87
Administrative expenses		8,329,036.46	7,198,790.22
Total cost and expenses		19,395,421.19	19,616,501.56
Profit before income tax expenses		(1,515,775.47)	888,125.58
Income tax expenses	*9*	(154,727.22)	329,865.09
Net profit (loss) for the year		(1,361,048.25)	558,260.49

.....

(Mr Ramakrishnan Kalapathy Shankar)

Director

The accompanying notes are an integral part of these financial statements

Digiphoto Entertainment Imaging Co., Ltd

Statements of changes in shareholders' equity

For year ended December 31, 2025

in baht

	Issued and paid up ordinary shares	Retained earnings (deficit)	Total equity of the Company's shareholders
Balance as at 31 December 2023 - as previouly reported	20,000,000.00	(34,796,419.54)	(14,796,419.54)
Cumulative effect of change in the basis of financial statements preparation(Note 3)	-	1,626,755.13	1,626,755.13
Balance as at 31 December 2023 - as restated	20,000,000.00	(33,169,664.41)	(13,169,664.41)
Profit for the year - restated	-	558,260.49	558,260.49
Balance as at 31 December 2024 - as restated	20,000,000.00	(32,611,403.92)	(12,611,403.92)
Balance as at 31 December 2023 - as previouly reported			
Cumulative effect of change in the basis of financial statements preparation(Note 3)	20,000,000.00	(33,908,293.96)	(13,908,293.96)
	-	1,296,890.04	1,296,890.04
Balance as at 31 December 2024 - as restated	20,000,000.00	(32,611,403.92)	(12,611,403.92)
Net loss for the year	-	(1,361,048.25)	(1,361,048.25)
Balance as at 31 December 2025	20,000,000.00	(33,972,452.17)	(13,972,452.17)

.....

(Mr Ramakrishnan Kalapathy Shankar)

Director

The accompanying notes are an integral part of these financial statements

Digiphoto Entertainment Imaging Co., Ltd

Notes to financial statements

As at December 31, 2025

1 General Information

Digiphoto Entertainment Imaging Co., Ltd "the Company", is incorporated in Thailand on August 21, 2012 and has its registered office at 19 Soi Therdthai 77, Bangwa, Pasricharoen District, Bangkok.
The company has registration number 0105555122356

The principal activities of the Company is providing customized imaging solutions to theme parks, resorts and entertainment arenas as well as retail sale of accessories and frames.

2 Basis of preparation of financial statements

2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards for Non-Publicly Accountable Entities (Revised 2022); guidelines promulgated by the Federation of Accounting Professions. And their presentation has been made in compliance with the stipulations of the announcement of the Departmen of Business Development on the abbreviation of items required in the financial statements for B.E. 2566 (2023) issued under the Accounting Act B.E. 2543 (2000).

2.2 New finance reporting standards

During the year, the Company changed its accounting policy relating to income taxes from a tax payable basis to recognition in accordance with Thai Accounting Standard (TAS) 12, Income Taxes, in order to comply with the relevant financial reporting standards, and as a result of this change in the basis of preparation of the financial statements, the Company is required to present the financial statements and disclose additional information in accordance with the requirements of such financial reporting standards, and the effects of adopting such financial reporting standards are disclosed in Note 3 to the financial statements.

3 Cumulative effects of Change in basis of financial statements preparation

During the year, the Company changed its accounting policy relating to income taxes from a tax payable basis to preparation in accordance with the financial reporting standards as described in Note 2.2 to the financial statements, and the Company has applied the change retrospectively by restating the statement of financial position as at 31 December 2567, the statement of comprehensive income, and the statement of changes in equity, and the cumulative effects of this change in the basis of preparation of the financial statements have been presented as a separate line item in the statement of changes in equity.

The amounts of adjustments affecting the statement of financial position and the income statement are summarised below.

(Unit: Baht)

Statement of financial position	As at 31 December 2024 Increase(Decrease)	As at 1 January 2024 Increase(Decrease)
Asset		
Deferred tax assets	1,296,890.04	1,626,755.13
Liabilities and Shareholders'equity		
Retained earnings - unappropriated	1,296,890.04	1,626,755.13

(Unit: Baht)

	Profit for the year ended 31 December 2024 Increase(Decrease)
Income statement	
Profit or loss:	
Income tax expenses	329,865.09

.....

(Mr Ramakrishnan Kalapathy Shankar)

Director

4 Significant accounting policies

(a) Foreign currency transactions

Transactions in foreign currencies are translated to Thai Baht at the foreign exchange rates ruling at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies at the statement of financial position date are translated to Thai Baht at the foreign exchange closing rates ruling for the period then ended. Foreign exchange differences arising on translation are recognized in the statement of income.

(b) Cash and cash equivalents

Cash and cash equivalents consist of cash balances, current accounts and call deposits.

(c) Trade accounts receivable

Trade accounts receivable are stated at their invoice value less allowance for doubtful accounts.

Any allowance for loss on doubtful account is assessed primarily on analysis of payment histories and future expectations of customer payments. Allowance made are based on historical write-off patterns and the aging of accounts receivable. Bad debts are written off when incurred.

(d) Inventories

Inventories are stated at the lower of cost and net realizable value.

Cost is calculated using the weighted-average.

(e) Property, plant and equipment; and Depreciation

- Property is stated at cost, while plant and equipment are stated at cost less accumulated depreciation and allowance for decline in value (if any).

Depreciation

Depreciation is charged to the statement of income on a straight-line basis over the estimated useful lives of each part of an item of property and equipment. The estimated depreciation rates are 3-5 years.

(f) Provision

A provision is recognised when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Employee benefit

Obligations for retired benefits are recognised using the best estimated method at the reporting date.

.....

(Mr Ramakrishnan Kalapathy Shankar)

Director

(g) Revenues

Revenue excludes value added taxes and is arrived at after deduction of trade discounts.

Services rendered

Service income is recognised as services are provided.

(h) Income tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

Current tax

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

Deferred tax

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Company recognises deferred tax liabilities for all taxable temporary differences while it recognises deferred tax assets for all deductible temporary differences to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences can be utilised.

At each reporting date, the Group reviews and reduces the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Company records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

5 Cash and cash equivalents

	Baht	
	2025	**2024**
Cash on hand	10,000.00	9,999.81
Cash deposit in current account	1,006,435.36	2,027,312.01
Total	1,016,435.36	2,037,311.82

6 Long term loan to related person

The Company has long-term loan to director amounting to 20 million baht with no interest charge since 2016.

There is no specific date of repayment and no colleateral against loan.

The balance of loan comprise of the following:-

	Baht	
	2025	**2024**
Principal of loan	20,000,000.00	20,000,000.00
Accrued interest	1,812,450.72	1,812,450.72
Total	21,812,450.72	21,812,450.72

.....

(Mr Ramakrishnan Kalapathy Shankar)

Director

7 Property, Plant and Equipment

	Baht			
	1 January 2023	**Increase**	**Decrease**	**31 December 2025**
Cost				
Computer & Equipment	7,839,968.03	298,973.83	-	8,138,941.86
Fixtures&Fittings	748,058.00	232,017.35	-	980,075.35
Total	8,588,026.03	530,991.18	-	9,119,017.21
Accumulated Depreciation				
Computer & Equipment	5,576,217.30	654,115.73	-	6,230,333.03
Fixtures&Fittings	707,167.13	50,159.08	-	757,326.21
Total	6,283,384.43	704,274.81	-	6,987,659.24
Net Book Value	2,304,641.60			2,131,357.97

8 Account Payable and other current payable

	Baht	
	2025	**2024**
Trade payable to related parties	43,476,187.24	42,700,348.43
Others payable	527,109.77	1,934,773.72
Total	44,003,297.01	44,635,122.15

9 Income tax

Income tax expenses for the years ended 31 December 2025 and 2024 are made up as follows:

	Baht	
	2025	**2024**
Current income tax:		
Current income tax charge	-	-
Deferred tax:		
Relating to origination and reversal of temporary differences	(154,727.22)	329,865.09
Income tax expense reported in profit or loss	(154,727.22)	329,865.09

The reconciliation between accounting profit and income tax expense is shown below.

	Baht	
	2025	**2024**
Accounting profit before tax	(1,515,775.47)	888,125.58
Applicable tax rate	20%	20%
Accounting profit before tax multiplied by income tax rate	(303,155.09)	177,625.12
Effects of:		
Interest income from loans to director	120,000.00	120,000.00
Non-deductible expenses	28,427.87	32,239.97
Total	148,427.87	152,239.97
Income tax expense reported in profit or loss	(154,727.22)	329,865.09

.....

(Mr Ramakrishnan Kalapathy Shankar)

Director

9 Income tax (Continue)

The components of deferred tax assets are as follows:

	Baht	
	2025	**2024**
Deferred tax assets		
Tax loss carryforward - 2021	648,230.72	648,230.72
Tax loss carryforward - 2022	648,659.32	648,659.32
Tax loss carryforward - 2025	154,727.22	-
	1,451,617.26	1,296,890.04

Deferred tax assets arising from tax loss carryforwards were recognised as management believes that sufficient future taxable profits will be available to utilise such tax losses. The deferred tax assets were calculated at the corporate income tax rate of 20%.

10 Reclassification of financial statements

The Company has reclassified some items in the 2024 financial statements for comparative purposes to be consistent with the presentation in the 2025 financial statements, without any effect on the financial position and results of operations.

11 The approval of financial statement

The financial statements were authorised for issue by the directors on 18 April 2026.

.....

(Mr Ramakrishnan Kalapathy Shankar)

Director

Muscat Desert Adventures Tourism LLC

Financial Statements
31 December 2025

Muscat Desert Adventures Tourism LLC

Financial Statements

31 December 2025

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Directors' Report

The directors submit their report together with the audited financial statements of the Company for the year ended 31st December 2025.

LEGAL STATUS

Muscat Desert Adventures Tourism LLC is a limited liability company ("the Company") registered with the Ministry of Commerce and Industry in the Sultanate of Oman on October 31, 2005, under the commercial registration no. 1808435.

The Company is 70% owned subsidiary of Desert Adventures Tourism LLC ("the Holding Company"), a company registered in Dubai, United Arab Emirates and 30% shares are held by a local partner namely Hani Bin Juman Ashour Rajab who has agreed not to take part in the operational and financial management of the Company and has confirmed that these shares are held for the beneficial interest of the Company.

The ultimate parent and ultimate controlling party of the Company is Fairfax Financial Holdings Limited with a registered address at 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada.

The principal activity of the Company is to carry out tour operation business which include handling Hotel Booking, Leisure, FIT, Visa Processing and Transfer.

The registered office of the Muscat Desert Adventures Tourism LLC is P.O. Box No. 809, P.C.133, Al Khuwair, Sultanate of Oman.

FINANCIAL PERFORMANCE

The results of the Company for the year ended 31st December 2025 and 31st December 2024 are stated below:

Financial highlights	**2025**	2024
	£	£
Net loss	(7,576)	(25,240)
Accumulated losses	(90,424)	(82,848)

SUBSEQUENT EVENT:

Subsequent to the reporting date, geopolitical tensions in the Middle East have escalated, resulting in increased regional uncertainty. While no adjustments have been made to the financial statements, the Company has experienced a decline in business volumes due to reduced inbound tourism demand following the onset of the conflict.

Management continues to monitor the situation closely and, with the support of its parent entity, believes the Company will be able to continue its operations and benefit from a recovery in travel demand once conditions stabilize.

AUDITORS

KPMG LLC was appointed as the independent auditor for the year ended 31 December 2025. The firm is eligible for reappointment for the financial year 2026 and has expressed its willingness to continue in office. The Director recommends the reappointment of KPMG LLC as the Company's auditor for the year ending 31 December 2026.

On behalf of the Board

Salim Sikander
Chief financial officer

Peter Payet
Chief executive officer

Date: 29 April 2026

KPMG LLC
Children's Public Library Building
4th Floor, Shatti Al Qurum
P O Box 641, PC 112
Sultanate of Oman
Tel. +968 24 749600, www.kpmg.com/om

Independent auditors' report

To the Shareholders of Muscat Desert Adventures Tourism LLC

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Muscat Desert Adventures Tourism LLC ("the Company"), which comprise the statement of financial position as at 31 December 2025, the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising material accounting policies and other explanatory information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2025 and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards).

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' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in the Sultanate of Oman, 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.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 (a) of the financial statements, which indicates that the Company incurred a net loss of OMR 7,576 during the year ended 31 December 2025 and, as of that date, the Company's total liabilities exceeded its total assets by OMR 90,424. As stated in Note 2 (a), these events or conditions, along with other matters as set forth in Note 2 (a), indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Continued on page 3

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Continued from page 2

Other Information

Management is responsible for the other information. The other information comprises the Directors' report which is set out on Page 1.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards, and their preparation in compliance with the applicable provisions of the Commercial Companies Law of 2019 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 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 auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Continued on page 4

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Continued from page 3

Auditors' Responsibilities for the Audit of the Financial Statements (continued)

- 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 auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

We report that these financial statements comply, in all material respects, with the applicable provisions of the Commercial Companies Law of 2019.

Mobeen Chaudhri
Registration No.: 112596127
Date: 30 April 2026

KPMG LLC
Children's Public Library Building
4th floor, Shatti Al Qurum
P O Box 641, PC 112
Sultanate of Oman
CR.No: 1358131

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Muscat Desert Adventures Tourism LLC

Statement of profit or loss and other comprehensive income

For the year ended 31 December 2025

	Notes	2025	2024
		£	£
Revenue	*5*	**2,001,390**	1,218,390
Cost of sales	*6*	**(1,837,945)**	(1,066,836)
Gross profit		**163,445**	151,554
Administrative and general expenses	*7*	**(182,511)**	(185,328)
Other income	*8*	**-**	9,681
Operating loss		**(19,066)**	(24,093)
Finance cost		**(10,966)**	(6,294)
Finance income		**-**	5,147
Loss before tax		**(30,032)**	(25,240)
Deferred tax income	*19*	**22,456**	-
Loss after tax		**(7,576)**	(25,240)
Other comprehensive income		**-**	-
Total comprehensive loss for the year		**(7,576)**	(25,240)

The notes on pages 9 to 29 are an integral part of these financial statements.

The independent auditors' report is set out on page 2 - 4.

Muscat Desert Adventures Tourism LLC

Statement of financial position

As at 31 December 2025

	Notes	2025	2024
		OMR	OMR
ASSETS			
Property and equipment	*9*	**471**	692
Deferred tax asset	*19*	**22,456**	-
Non-current assets		**22,927**	692
Trade and other receivables	*10*	**207,052**	175,496
Due from related parties	*11*	**259,930**	117,183
Cash and cash equivalents	*16*	**42,986**	26,402
Current assets		**509,968**	319,081
Total assets		**532,895**	319,773
EQUITY AND LIABILITIES			
Equity			
Share capital	*14*	**150,000**	150,000
Statutory reserve	*15*	**50,000**	50,000
Accumulated losses		**(290,424)**	(282,848)
Total equity		**(90,424)**	(82,848)
Liabilities			
Employees' end of service benefits	*13*	**4,946**	3,546
Non-current liability		**4,946**	3,546
Trade and other payables	*12*	**618,373**	399,075
Total current liabilities		**618,373**	399,075
Total liabilities		**623,319**	402,621
Total equity and liabilities		**532,895**	319,773

To the best of our knowledge, the financial statements fairly presents, in all material respects, the financial position, results of operations and cashflows of the Company as of, and for, the year ended 31 December 2025.

These financial statements were authorized for issue on behalf of the Company's Directors on 29 April 2026.

Salim Sikander
Chief Financial Officer

Peter Payet
Chief Executive Officer

The notes on pages 9 to 29 are an integral part of these financial statements.

The independent auditors' report is set out on page 2-4.

Muscat Desert Adventures Tourism LLC
Statement of cash flows
For the year ended 31 December 2025

	Note	2025	2024
		OMR	OMR
Cash flow from operating activities			
Loss for the year		**(7,576)**	(25,240)
Adjustments for:			
Depreciation on property and equipment	*9*	**443**	836
Provision for employees' end of service benefits	*13*	**2,549**	3,571
Income tax benefit	*19*	**(22,456)**	-
Finance income		**-**	(5,147)
		(27,040)	(25,980)
Changes in:			
trade and other receivables		**(31,556)**	(5,764)
due from related parties		**(142,747)**	(20,606)
trade and other payables		**219,298**	34,733
due to related parties		**-**	(814)
Cash from / (used in) operating activities		**17,955**	(18,431)
Payment of employees' end of service benefits	*13*	**(1,149)**	(2,820)
Net cash from / (used in) operating activities		**16,806**	(21,251)
Cash flow from investing activities			
Acquisition of property and equipment	*9*	**(222)**	(634)
Net cash used in investing activities		**(222)**	(634)
Cash flow from financing activities		**-**	-
Net increase / (decrease) in cash and cash equivalents		**16,584**	(21,885)
Cash and cash equivalents at beginning of the year		**26,402**	48,287
Cash and cash equivalents at the end of the year	*16*	**42,986**	26,402

The notes on pages 9 to 29 are an integral part of these financial statements.

The independent auditors' report is set out on page 2-4.

Muscat Desert Adventures Tourism LLC
Statement of changes in equity
For the year ended 31 December 2025

	Share capital	Statutory reserve	Accumulated losses	Total
At 1 January 2024	150,000	50,000	(257,608)	(57,608)
Loss for the year	-	-	(25,240)	(25,240)
At 31 December 2024	150,000	50,000	(282,848)	(82,848)
At 1 January 2025	**150,000**	**50,000**	**(282,848)**	**(82,848)**
Loss for the year	-	-	(7,576)	(7,576)
At 31 December 2025	150,000	50,000	(290,424)	(90,424)

The notes on pages 9 to 29 form an integral part of these financial statements.

The independent auditors' report is set out on page 2-4.

Muscat Desert Adventures Tourism LLC

Notes to the financial statements

For the year ended 31 December 2025

1 Reporting entity

Muscat Desert Adventures Tourism LLC is a limited liability company ("the Company") registered with the Ministry of Commerce and Industry in the Sultanate of Oman on October 31, 2005, under the commercial registration no. 1/80843/5. The Company is 70% owned subsidiary of Desert Adventures Tourism LLC ("the Holding Company"), a company registered in Dubai, United Arab Emirates and 30% shares are held by a local partner namely Hani Bin Juman Ashour Rajab who has agreed not to take part in the operational and financial management of the Company and has confirmed that these shares are held for the beneficial interest of the Company.

The principal activity of the Company is to carry out tour operation business which include handling Hotel Booking, Leisure, FIT, Visa Processing and Transfer. The Company secures access to hotel accommodation and other travel and tourism related activities and sells it to customer who generally are tour operators, travel agents and other wholesalers.

The registered office of Muscat Desert Adventures Tourism LLC is P.O. Box No. 809, P.C.133, Al Khuwair, Sultanate of Oman.

The ultimate parent and ultimate controlling party of the Company is Fairfax Financial Holdings Limited with a registered address at 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada.

The Company did not purchase any shares during the year.

2 Basis of accounting

a) Going concern

During the year ended 31 December 2025, the Company incurred a loss after tax of OMR 7,576 (31 December 2024: loss of OMR 25,240) and as at 31 December 2025 its accumulated losses amounted to OMR 90,424 (2024: accumulated losses OMR 82,848). As at the date of this report, the Company continues to operate, however, business volumes have declined significantly due to the ongoing geopolitical situation in the region, resulting in reduced inbound tourism demand. This has adversely impacted the Company's recent performance and creates uncertainty in the development and execution of its business plans, including assumptions relating to revenue growth and recovery timelines.
The Company's ability to continue as a going concern is dependent on the continued financial support from its Parent Company and the expectation of future profitable operations. The Parent Company has issued a letter of support, confirming its commitment to provide the necessary financial assistance to enable the Company to meet its working capital requirements in the foreseeable future.

Accordingly, the accompanying financial statements have been prepared on a going concern basis and do not include any adjustments that might be required if the Company were unable to continue as a going concern.

b) Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") as issued by International Accounting Standards Board (IASB) and the requirements of the Commercial Companies Law of 2019.

c) Basis of measurement

The financial statements have been prepared on the historical cost basis.

d) Functional and presentation currency

The financial statements are presented in Omani Rial ("OMR- ﷼"), which is the Company's functional currency.

e) Use of estimates and judgments

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

2 Basis of accounting *(continued)*

e) Use of estimates and judgments *(continued)*

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized prospectively.
Information about significant areas of estimation uncertainty and critical judgments in applying policies that have the most significant effect on the amounts recognized in these financial statements are disclosed in note 22.

3 Material accounting policies

The Company has consistently applied the following accounting policies to all periods presented in these financial statements, except if mentioned otherwise.

Revenue

The Company renders a wide range of tourism and related services.

Revenue includes hotel accommodation, transfers, visa services and other tourism and travel related services. The revenue from rendering these services is recognized in profit or loss at the fair value of the consideration received or receivable.

The following table provides information about the nature and timing of the satisfaction of performance obligation in contracts with customers, including significant payment terms, and the related revenue recognition policies.

Type of product/service	Nature and timing of satisfaction of performance obligations, including significant payment terms	Revenue recognition under IFRS 15
Tourism & related services including: Hotel accommodation Visas Transfers Meet and greet and. Excursions	Control of travel related services is considered transferred to customer at the travel in date i.e. in case of: - Visas at the date of issuance. - Hotel accommodation on the date hotel check in. - Transfers on the date of arrival. - Meet and greet on the date of arrival; and - Excursions on the date excursions Invoices are usually payable within 30 days. Booking cancellations vary depending on the timing of the season during the year.	Revenue is recognized at a point in time i.e. the time of travel in date.
Tour Packages	The services above are also sold as a combined tour package to travelers. In case of a combined tour package, entire package is generally considered as a single performance obligation. The combination of separate services in a combined tour package is considered significant integration and revenue for the entire tour package is recognized at the time of travel in date. Invoices are usually payable within 30 days. Booking cancellations vary depending on the timing of the season during the year.	Revenue is recognized at a point in time i.e. the time of travel in date.

3 Material accounting policies *(continued)*

Financial instruments

Recognition and initial measurement

Trade receivables are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized 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, 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

Financial assets

On initial recognition, a financial asset is classified as and measured at: amortized cost; FVOCI – debt investment; FVOCI – equity investment; or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets – Subsequent measurement and gains and losses:

inancial assets at VTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.
inancial assets at mortized cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

3 Material accounting policies *(continued)*

Financial instruments *(continued)*

Classification and subsequent measurement

Financial assets(continued)

Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

Financial liabilities – Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

Derecognition

Financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Company enters into transactions whereby it transfers assets recognized in its statement of financial position but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognized.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred, or liabilities assumed) is recognized in profit or loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

3 Material accounting policies *(continued)*

Financial instruments *(continued)*

Derecognition(continued)

Foreign currency transactions

Transactions in foreign currencies are translated to OMR at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to OMR at the foreign exchange rate ruling at that date. Non-monetary items in a foreign currency that are measured in terms of historical cost are translated into OMR using the exchange rates at the date of the transaction. Foreign exchange differences arising on translation are recognized in profit or loss.

Property and equipment

Items of property and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures that are directly attributable to the acquisition of the asset. When parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment.

Subsequent cost

The cost of replacing an item of property and equipment is recognized in the carrying amount of the item 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 costs of day-to-day servicing of property and equipment are recognized in the profit or loss as incurred.

Depreciation

Depreciation is recognized in the profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property and equipment. Depreciation on additions is calculated on a pro-rata basis from the day of addition and on disposal up to and including the month of disposal of the asset. The estimated useful lives for the current year and prior years are as follows:

	Years
Motor vehicles	4
Office equipment	2 – 5
Office furniture and installations	5

The depreciation method and useful lives, as well as estimates of residual lives, are reassessed annually.

Impairment

Non-derivative financial assets

Financial instruments

The Company recognizes loss allowances for Expected Credit Losses (ECLs) on financial assets measured at amortized cost. The Company measures loss allowances at an amount equal to lifetime ECLs, except for bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition. Loss allowances for trade receivables and due from related parties are always measured at an amount equal to lifetime ECLs.

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 and including forward-looking information.

The Company assumes that the credit risk on trade receivables has increased significantly if it is more than 90 days past due i.e. 120 days from the invoice date.

3 Material accounting policies *(continued)*

Impairment *(continued)*

The Company considers trade receivables to be in default when:
- the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realizing security (if any is held); or
- The financial asset is more than 90 days past due.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. 12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive).

ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortized cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:
- significant financial difficulty of the borrower or issuer.
- a breach of contract such as a default.
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise; or
- it is probable that the borrower will enter bankruptcy or other financial reorganization

Presentation of allowance for ECL in the statement of financial position

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. For individual customers, the Company has a policy of writing off the gross carrying amount when the financial asset is past due based on historical experience of recoveries of similar assets. For corporate customers, the Company individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Company expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

Financial assets not classified as at FVTPL were assessed at each reporting date to determine whether there was objective evidence of impairment.

Objective evidence that financial assets were impaired included:
- default or delinquency by a debtor.
- restructuring of an amount due to the Company on terms that the Company would not consider otherwise.
- indications that a debtor or issuer would enter bankruptcy.
- adverse changes in the payment status of borrowers or issuers.

observable data indicating that there was a measurable decrease in the expected cash flows from a Company of financial assets.

3 Material accounting policies *(continued)*

Impairment *(continued)*

Write-off(continued)

Financial assets measured at amortized cost

The Company considered evidence of impairment for these assets at both an individual asset and a collective level. All individually significant assets were individually assessed for impairment. Those found not to be impaired were then collectively assessed for any impairment that had been incurred but not yet individually identified. Assets that were not individually significant were collectively assessed for impairment. Collective assessment was carried out by grouping together assets with similar risk characteristics.

In assessing collective impairment, the Company used historical information on the timing of recoveries and the amount of loss incurred and made an adjustment if current economic and credit conditions were such that the actual losses were likely to be greater or lesser than suggested by historical trends.

An impairment loss was calculated as the difference between an asset's carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses were recognized in profit or loss and reflected in an allowance account. When the Company considered that there were no realistic prospects of recovery of the asset, the relevant amounts were written off. If the amount of impairment loss subsequently decreased and the decrease was related objectively to an event occurring after the impairment was recognized, then the previously recognized impairment loss was reversed through profit or loss.

Non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets, investment property and inventories 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 whenever the carrying amount of the asset exceeds the recoverable amount. Impairment losses, if any, are recognized in the statement of profit or loss.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment losses are recognized in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognized in profit or loss.

Impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

3 Material accounting policies *(continued)*

Provisions

A provision is recognized, if as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Employees' end of service benefits

Employees' end of service benefits is accrued in accordance with the terms of employment of the Company's employees at the reporting date, having regard to the requirements of IFRS and the Oman Labor Law 2003 and its amendments.

Employee entitlements to annual leave and leave passage are recognized when they accrue to employees and an accrual is made for the estimated liability arising as a result of services rendered by employees up to the reporting date. These accruals are included in liabilities.

Tax

Tax expense comprises current and deferred tax. Current and deferred tax is recognized in the profit or loss except to the extent that it relates to a business combination, or items recognized directly in the equity or in other comprehensive income.

Current tax (refer to note 18) is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect to previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantially enacted at the reporting date.

Intercompany recharges

Intercompany expenses are recharged to related parties at arm's length price. Charges mainly includes Salaries and Other Admin expense including IT system cost as paid by / charged to the Company

Contract assets

The contract assets are recognized for the Company's rights to consideration for services provided to the customer but not billed at the reporting date. The amount is netted with the expected credit losses, if any. The contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Company issues an invoice to the customers.

Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- The contract involves the use of an identified asset – this may be specified explicitly or implicitly and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified; and

- The Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use.

3 Material accounting policies (continued)

Leases*(continued)*

The Company has the right to direct the use of the asset. The Company has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Company has the right to direct the use of the asset if either:

- the Company has the right to operate the asset; or
- the Company designed the asset in a way that predetermines how and for what purpose it will be used.

As a lessee

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

The Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased. Lease payments included in the measurement of the lease liability comprise fixed payments, including in-substance fixed payments.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Company has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

3 Material accounting policies *(continued)*

Accounting standards issued but not yet effective

A number of new accounting standards are effective for annual reporting periods beginning after 1 January 2025 and earlier application is permitted. However, the Company has not early adopted the following new or amended accounting standards in preparing these financial statements.

a) IFRS 18 Presentation and Disclosure in Financial Statements

IFRS 18 will replace IAS 1 Presentation of Financial Statements and applies for annual reporting periods beginning on or after 1 January 2027. The new standard introduces the following key new requirements.

• Entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to present a newly-defined operating profit subtotal. Entities' net profit will not change.
• Management-defined performance measures (MPMs) are disclosed in a single note in the financial statements.
• Enhanced guidance is provided on how to group information in the financial statements.

In addition, all entities are required to use the operating profit subtotal as the starting point for the statement of cash flows when presenting operating cash flows under indirect method.

The Company is still in the process of assessing the impact of the new standard, particularly with respect to the structure of the Company's statement of profit or loss, the statement of cash flows and the additional disclosures required for MPMs. The Company is also assessing the impact on how information is grouped in the financial statements, including for items currently labelled as "other".

b) Other accounting standards

The following new and amended standards are not expected to have a significant impact on the Company's financial statements.

— Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7) and
— Contracts Referencing Nature-dependent Electricity (Amendments to IFRS 9 and IFRS 7).

New standards or amendments and forthcoming requirements

Below is a list of recent changes to the Accounting Standards that are required to be applied for annual reporting periods beginning after 1 January 2025 and that are available for early adoption in annual reporting periods beginning on 1 January 2025.

- Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7 (1 January 2026)
- Contract Referencing Nature-dependent Electricity - Amendments to IFRS 9 and IFRS 7 (1 January 2026)
- Annual Improvements to IFRS Accounting Standards – Volume 11 (1 January 2026)
- IFRS 18 Presentation and Disclosure in Financial Statements (1 January 2027)
- IFRS 19 Subsidiaries without Public Accountability: Disclosures (1 January 2027)
- Sale or Contribution of Assets between an Investor and its Associate or Joint Venture Amendments to IFRS 10 and IAS 28 (effective date deferred indefinitely)

4 Financial risk management

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

- credit risk;
- liquidity risk; and
- market risk.

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. Further quantitative disclosures are included on note 17 of these financial statements.

Risk management framework

The management of the Company has overall responsibility for the establishment and oversight of the Company's risk management framework and is responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyse the risk faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

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, and arises principally from the Company's cash at bank, trade and other receivables (excluding prepayments and advances to suppliers) and amounts due from a related party.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the Company's customer base, including the default risk of the industry and country, in which customers operate, has less of an influence on credit risk.

The Company establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade receivables. The main component of this allowance is a specific loss component that relates to individually significant exposures in respect of losses that have been incurred but not yet identified. The Company's cash is placed with bank of good repute.

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. Liquidity risk mainly relates to trade and other payables (excluding advances from customers), and due to related parties. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company maintains adequate reserves, by continuous monitoring, forecast and actual cash flows.

4 Financial risk management *(continued)*

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and fluctuations in fair value will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to foreign currency risk on purchases that are denominated in a currency other than its functional currency, primarily the US Dollar (USD). Since USD is currently pegged to OMR, the Company does not hedge the currency risk in respect of its foreign currency exposure.

Interest rate risk
Interest rate risk is the risk of loss from fluctuations of future cash flows because of a change in market interest rates.

Other market price risk

Price risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to the individual instrument or its issuer or factors affecting all instruments traded in the market.

Capital management

The Company's objectives when managing capital is to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain a strong capital structure to reduce the cost of capital. Capital requirements are prescribed by the Commercial Companies Law of 2019.

5 Revenue

Revenue from contract with customers is disaggregated by major products and service lines.

	2025	2024
	£	£
Tourism and related services	**2,001,390**	1,218,390
	2,001,390	1,218,390
Geographical markets		
Oman	**2,001,390**	1,218,390
Timing of revenue recognition		
Revenue recognized at a point in time	**2,001,390**	1,218,390

6 Cost of sales

	2025	2024
	£	£
Tourism and related services	**(1,837,945)**	(1,066,836)
	(1,837,945)	(1,066,836)

7 Administrative and general expenses

	2025	2024
	£	£
Staff salaries and related benefits (i)	**144,578**	138,173
Rent and utility expense	**4,634**	10,886
Motor vehicle expense	**4,804**	4,314
Promotion and business expense	**2,603**	12,486
Government and legal fees	**14,229**	7,308
Depreciation expense (refer note 9)	**443**	836
Office communication and postage expenses	**5,250**	5,706
Other Expenses	**5,970**	5,619
	182,511	185,328

(i) The staff salaries and related benefits comprises:

	2025	2024
	£	£
Staff salaries and wages	**105,939**	98,645
Other staff benefits	**36,090**	35,957
End of service benefits (refer note 13)	**2,549**	3,571
	144,578	138,173

8 Other income

	2025	2024
	£	£
Commission income (Other GOP)	**-**	9,681
	-	9,681

9 Property and equipment

	Motor vehicle	Office equipment	Office furniture and installations	Total
	£	£	£	£
Cost				
At 1 January 2024	59,474	6,735	16,848	83,057
Addition	-	634	-	634
As at 31 December 2024	59,474	7,369	16,848	83,691
At 1 January 2025	**59,474**	**7,369**	**16,848**	**83,691**
Addition	-	222	-	222
As at 31 December 2025	59,474	7,591	16,848	83,913
Depreciation				
As at 1 January 2024	59,474	5,986	16,703	82,163
Charge for the year	-	702	134	836
As at 31 December 2024	59,474	6,688	16,837	82,999
As at 1 January 2025	**59,474**	**6,688**	**16,837**	**82,999**
Charge for the year	-	432	11	443
As at 31 December 2025	59,474	7,120	16,848	83,442
Net book value				
At 31 December 2024	-	681	11	692
At 31 December 2025	**-**	**471**	**-**	**471**

10 Trade and other receivables

	2025	2024
	£	£
Trade receivables	**178,947**	154,805
Provision for impairment loss on trade receivables (refer note 10.1)	**(5,713)**	(5,713)
	173,234	149,092
Prepayments	**9,609**	9,877
Deposits	**9,350**	9,350
Other receivables	**14,859**	7,177
	207,052	175,496

10 Trade and other receivables*(continued)*

10.1 Provision for impairment loss on trade receivables

The movement in the provision for impairment loss on trade receivables during the year was as follows:

	2025	2024
	﷼	﷼
As at 1 January	**5,713**	5,713
As at 31 December	**5,713**	5,713

11 Related parties

Related parties, within the definition of a related party contained in International Accounting Standard 24, represent associated companies, major shareholders, directors and key management personnel of the Company, and entities controlled, jointly controlled or significantly influenced by such parties. With respect to related party relationships, Desert Adventure Tourism L.L.C. is the Parent Company of the Company, while Gulf Dunes L.L.C. and Jordan Desert Adventures Tourism L.L.C. are its sister concerns.

Significant transactions entered with related parties during the year were:

	Relationship	**2025**	2024
		﷼	﷼
Interest income	Fellow subsidiaries	**-**	5,147
Revenue	Fellow subsidiaries	**1,604**	437
Interest Expense	Fellow subsidiaries	**1,666**	-

	2025	2024
	OMR	OMR
Due from related parties		
Desert Adventures Tourism L.L.C. – Dubai	**259,930**	111,602
Gulf Dunes LLC – Oman	**-**	5,308
Desert Adventures Tourism PSC - Jordan	**-**	273
	259,930	117,183

The above-mentioned related party receivable as of the reporting date are unsecured and will be settled in the next twelve months from the reporting date. Accordingly balance due from related party is classified as stage 1 and expected credit losses have been recognized based on the loss allowance expected within next 12 months from the reporting date. Furthermore, the balance is not past due as of the reporting date.

Key management compensation

The key management personnel compensation is as follows:

	2025	2024
	﷼	﷼
Short-term employee benefits	**6,000**	5,807

12 Trade and other payables

	2025	2024
	£	£
Hotel and other service accruals	**318,796**	188,101
Trade payables	**160,099**	98,440
Advances from customers	**124,082**	89,721
Employee accruals	**5,079**	4,871
Other payables	**10,317**	17,942
	618,373	399,075

13 Employees' end of service benefits

	2025	2024
	£	£
At 1 January	**3,546**	2,795
Provision during the year	**2,549**	3,571
Payments made during the year	**(1,149)**	(2,820)
At 31 December	**4,946**	3,546

14 Share capital

	2025	2024
	£	£
Authorized, and fully paid up capital		
150,000 shares of OMR 1 each	**150,000**	150,000

15 Statutory reserve

In accordance with Article 132 of the Commercial Companies Law of 2019, a minimum of 10% of the net profit of the Company is to be allocated every year to a statutory reserve. No such transfer is required once the statutory reserve has reached one-third of the paid-up share capital of the Company. During the year, no transfers were made to this reserve as the amount of the reserve has reached to the threshold *(2024: AED Nil)*.

16 Cash and cash equivalents

	2025	2024
	£	£
Cash at bank	**33,439**	18,431
Cash in hand	**9,547**	7,971
	42,986	26,402

17 Contingencies

Guarantees amounting to OMR 5,000 *(2024: OMR 5,000)* were issued in favor of the Company by Bank Muscat. These were issued during the normal course of business.

18 Commitments

The Company does not have any commitments as at 31 December 2025 *(2024: Nil)*.

19 Taxes

a) The Company is subject to income tax at the rate of 15% of taxable profits as amended by Royal Decree No.9/2017.

	2025	2024
	£	£
Deferred Tax Income		
Current year	**(3,601)**	-
Prior years	**(18,855)**	-
Total tax expense/ (deferred tax) income for the year	**(22,456)**	-

Reconciliation of tax expense

The following is a reconciliation of income taxes calculated on accounting profits at the applicable tax rates with the income tax expense for the year:

	2025	2024
	£	£
(Loss) for the year	**(30,032)**	(25,240)
Income tax at 15%	**(4,505)**	(3,786)
Non-deductible expenses	**904**	720
Deferred tax on prior years	**(22,456)**	(3,824)
Unrecognized deferred tax on losses	**3,601**	6,890
Tax income for the year	**(22,456)**	-

Status of assessment

The assessment of the Company has been completed and agreed up to the Tax Year 2021. The assessment for Tax Years 2022 and 2024 has not yet initiated by the Tax Authority. Management is of the opinion that any additional taxes, if any, related to the open years would not be significant to the Company's financial position as at 31 December 2025.

20 Financial risk management

The Company has exposure to the following risks arising from financial instruments

- Credit risk.
- Liquidity risk; and
- Market risk.

Risk management framework

The Company's management has overall responsibility for the establishment and oversight of the Company's risk management framework. The management is responsible for developing and monitoring the Company's risk management policy.

The Company's risk management policies are established to identify and analyze the risk faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

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, and arises principally from the Company's cash at bank, trade and other receivables and amounts due from related parties.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Company's cash and cash equivalents are held with bank and financial institution counterparties, which have good market credibility and stability.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	2025	2024
	£	£
Trade and other receivables *	**197,443**	165,619
Due from related parties	**259,930**	117,183
Cash at bank	**33,439**	18,431
	490,812	301,233

* Prepayments are excluded.

At 31 December 2025 and 31 December 2024, the Company's exposure of credit risk to trade receivables by geographical region was as follows:

	Gross Amount 2025	Gross Amount 2024
	£	£
Geographical regions		
Europe	**68,394**	35,631
Middle East	**35,561**	28,999
Commonwealth of Independent States	**57,217**	43,593
Others	**17,775**	46,582
Grand total	**178,947**	154,805

20 Financial risk management *(continued)*

Credit risk

The ageing of trade receivables at the reporting date was:

	Not credit-impaired 2025	**Credit impaired 2025**	Not credit-impaired 2024	Credit impaired 2024
	£	£	£	£
Not yet due	124,914	-	101,420	-
1-30 days	42,812	-	30,890	-
31- 90 days	9,947	-	21,220	-
91- 120 days and above	1,274	(5,713)	1,275	(5,713)
Total	178,947	(5,713)	154,805	(5,713)

Impairment losses

Expected credit losses assessment for individual customers as at 31 December 2025 and 31 December 2024.

The Company uses an allowance matrix to measure the ECLs of trade receivables from individual customers, which comprise large number of trade balances. Loss rates are calculated using a 'roll rate' method based on the probability of a receivable progressing through successive stages of delinquency to write-off. Roll rates are calculated separately for exposures in different segments based on the following common credit risk characteristics - geographic region and industry.

Loss rates are based on actual credit loss experience over the past three years. These rates are multiplied by scalar factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Company's view of economic conditions over the expected lives of the receivables. Exposure is segmented by geographical region and an ECL rate is calculated for each segment based on delinquency status and actual credit loss experience over the past three years. These rates are multiplied by scalar factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Company's view of economic conditions over the expected lives of the receivables. Scalar factors are based on GDP.

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 have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company aims to maintain the level of cash and cash equivalents at an amount in excess of expected cash outflows on financial liabilities by continuous monitoring of forecast and actual cash outflows.

20 Financial risk management *(continued)*

Liquidity risk*(continued)*

The following are the contractual maturities of financial liabilities based on contractual payments:

	Carrying amount	Contractual cash outflows	1 year or less
	£	£	£
2025			
Non derivative financial liabilities			
Trade and other payables*	**494,291**	**494,291**	**494,291**
2024			
Non derivative financial liabilities			
Trade and other payables*	309,354	309,354	309,354

**excluding advances from customers*

Market risk

Market risk is the risk that changes in market prices - such as foreign exchange rates, interest rates and equity prices - will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to foreign currency risk on purchases that are denominated in a currency other than its functional currency, primarily the US Dollar (USD). Since USD is currently pegged to OMR, the Company does not hedge the currency risk in respect of its foreign currency exposure.

Capital management

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. Management monitors the return on capital as well as the level of dividends to shareholders. The Company is not subject to externally imposed capital requirements.

21 Fair values

The fair values of the Company's financial assets and financial liabilities approximate their carrying amounts.

Fair value hierarchy

As at 31 December 2025 and 31 December 2024, there are no financial instruments carried at fair value by valuation method.

22 Use of judgments and estimates

In the process of applying the entity's accounting policies, which are described in the notes, management has made certain judgment and estimates as mentioned below.

22 Use of judgments and estimates *(continued)*

Assumptions and estimation uncertainties

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

Impairment losses on receivables

The measurement of the expected credit loss allowance for financial assets measured at amortized cost is an area that requires the use of complex models and significant assumptions about future economic conditions and credit behavior (e.g. the likelihood of customers defaulting and the resulting losses). Explanation of the inputs, assumptions and estimation techniques used in measuring ECL is further detailed in note 20.

Elements of the ECL models that are considered accounting judgments and estimates include:

- Development of ECL models, including various formulas and choice of inputs
- The segmentation of financial assets when their ECL is assessed on a collective basis; and
- Determination of associations between macroeconomic scenarios and, economic inputs, and their effect on probability of default (PDs), exposure at default (EADs) and loss given default (LGDs).

Selection of forward-looking macroeconomic scenarios and their probability weightings, to derive the economic inputs into the ECL models. The Company's policy is to regularly review its models in the context of actual loss experience and adjust when necessary. Detailed information about the judgments and estimates made by the Company in the above areas is set out in note 20.

23 Subsequent events

Subsequent to the reporting date, geopolitical tensions in the Middle East have escalated, resulting in increased regional uncertainty across the Arabian Gulf region, including the Sultanate of Oman. The situation remains dynamic and continues to evolve.

As these events occurred after the reporting date, no adjustments have been made to the amounts recognized in the financial statements as at 31 December 2025. Management of the Company continues to closely monitor developments, particularly considering the potential impact on the tourism sector, including travel demand and customer activity.

As at the date of this report, the Company continues to operate; however, business volumes have declined significantly following the onset of the conflict, resulting in reduced inbound tourism demand. Management and the Board of Directors are of the view that the Company will be able to continue its operations, supported by financial assistance from its parent entity.

Furthermore, management believes that, once the regional situation stabilizes, the Company is likely to benefit from a recovery in travel demand initially driven by the local, CIS, and Sub-continent markets which are expected to contribute positively to business volumes in the short term, until traditional markets return to their normal levels.

Gulf Dunes LLC

Financial statements
31 December 2025

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Directors' Report

The directors submit their report together with the audited financial statements of Gulf Dunes LLC for the year ended 31 December 2025.

LEGAL STATUS

Gulf Dunes LLC ("the Company") is a limited liability company registered with the Ministry of Commerce and Industry in the Sultanate of Oman on May 01, 2001, under the commercial registration no. 1684345.

The Company's 70% shares are held by Gulf Dunes LLC, Dubai, UAE for the beneficial interest of Travel Circle International Ltd. ("the Parent Company") and 30% by Hani Juma'an Ashoor Al Rajab.

The main business activity of the Company is organizing of conventions, conferences and meeting for groups, management of lounges and carry out tour operator activities in Sultanate of Oman.

The registered office of Gulf Dunes LLC is P.O. Box no. 6655, Muscat, Sultanate of Oman.

FINANCIAL PERFORMANCE

The results of the Company for the year ended 31st December 2025 and 31st December 2025 are stated below:

Financial highlights	**2025**	2024
	﷼	﷼
Net loss	(28,358)	(9,955)
Total equity	56,580	84,938

SUBSEQUENT EVENT:

Subsequent to the reporting date, geopolitical tensions in the Middle East have escalated, resulting in increased regional uncertainty. While no adjustments have been made to the financial statements, the Company has experienced a decline in business volumes due to reduced inbound tourism demand following the onset of the conflict.

Management continues to monitor the situation closely and, with the support of its parent entity, believes the Company will be able to continue its operations and benefit from a recovery in travel demand once conditions stabilize.

AUDITORS

KPMG Lower Gulf Limited was appointed as the independent auditor for the year ended 31 December 2025. The firm is eligible for reappointment for the financial year 2026 and has expressed its willingness to continue in office. The Director recommends the reappointment of KPMG Lower Gulf Limited as the Company's auditor for the year ending 31 December 2026.

On behalf of the Board

Salim Sikander
Chief Financial Officer

Peter Payet
Chief Executive Officer

Date: 28 April 2026

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Independent auditors' report

To the Shareholders of Gulf Dunes LLC

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Gulf Dunes LLC ("the Company"), which comprise the statement of financial position as at 31 December 2025, the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising material accounting policies and other explanatory information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2025 and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards).

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' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in the Sultanate of Oman, 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.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 (e) of the financial statements, which indicates that the Company incurred a net loss of OMR 28,358 during the year ended 31 December 2025. As stated in Note 2 (e), these events or conditions, along with other matters as set forth in Note 2 (e), indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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Other Information

Management is responsible for the other information. The other information comprises the Directors' report which is set out on Page 1.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards, and their preparation in compliance with the applicable provisions of the Commercial Companies Law of 2019 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 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 auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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Continued from page 3

Auditors' Responsibilities for the Audit of the Financial Statements (continued)

- 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 auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

We report that these financial statements comply, in all material respects, with the applicable provisions of the Commercial Companies Law of 2019.

Mobeen KPMG

Mobeen Chaudhri
Registration No.: 112596127
Date: 29 April 2026

KPMG
KPMG LLC
Children's Public Library Building
4th floor, Shatti Al Qurum
P O Box 641, PC 112
Sultanate of Oman
CR No: 1358131

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Gulf Dunes LLC

Statement of profit or loss and other comprehensive income

For the year ended 31 December 2025

	Notes	2025	2024
		£	£
Revenue	*5*	**23,200**	1,935
Direct costs	*6*	**(17,610)**	(1,910)
Gross profit		**5,590**	25
Administrative and general expenses	*7*	**(33,948)**	(11,304)
Loss before tax		**(28,358)**	(11,279)
Tax reversal	*15*	**-**	1,324
Loss for the year		**(28,358)**	(9,955)
Other comprehensive income		**-**	-
Total comprehensive loss for the year		**(28,358)**	(9,955)

The notes on pages 9 to 27 are an integral part of these financial statements.

The independent auditors' report is set out on pages 2 - 4.

Gulf Dunes LLC

Statement of financial position

As at 31 December 2025

	Notes	2025 £	2024 £
Assets			
Trade and other receivables	*8*	**6,631**	2,107
Due from a related party	*9*	**31,441**	80,898
Cash at bank	*14*	**23,790**	7,382
Current assets		**61,862**	90,387
Total assets		**61,862**	90,387
Equity and liabilities			
Equity			
Share capital	*12*	**150,000**	150,000
Statutory reserve	*13*	**5,201**	5,201
Accumulated losses		**(98,621)**	(70,263)
Total equity		**56,580**	84,938
Liabilities			
Employees' end of service benefits	*11*	**504**	-
Non-Current Liabilities		**504**	-
Trade and other payables	*10*	**4,778**	141
Due to a related party	*9*	**-**	5,308
Current liabilities		**4,778**	5,449
Total liabilities		**5,282**	5,449
Total equity and liabilities		**61,862**	90,387

To the best of our knowledge, the financial statements fairly presents, in all material respects, the financial position, results of operation and cash flows of the Company as of, and for, the year ended 31 December 2025.

These financial statements were authorized for issue on behalf of the Company's Directors on 28 April 2026:

Salim Sikander
Chief Financial Officer

Peter Payet
Chief Executive Officer

The notes on pages 9 to 27 are an integral part of these financial statements.

The independent auditors' report is set out on pages 2 - 4.

Gulf Dunes LLC

Statement of cash flows

For the year ended 31 December 2025

	Notes	2025	2024
		£	£
Cash flows from operating activities			
Loss for the year		**(28,358)**	(9,955)
Adjustments for:			
Provision for employees' end of service benefits		**504**	-
Tax reversal	*15*	**-**	(1,324)
		(27,854)	(11,279)
Changes in:			
trade and other receivables		**(4,524)**	1,272
due from related parties		**49,457**	9,347
trade and other payables		**4,637**	(4,167)
due to related parties		**(5,308)**	5,308
Cash from operating activities		**16,408**	481
Tax paid		**-**	(490)
Net cash from / (used in) operating activities		**16,408**	(9)
Net increase in cash and cash equivalents		**16,408**	(9)
Cash and cash equivalents at beginning of the year		**7,382**	7,391
Cash and cash equivalents at end of the year	*14*	**23,790**	7,382

The notes on pages 9 to 27 are an integral part of these financial statements.

The independent auditors' report is set out on pages 2 - 4.

Gulf Dunes LLC

Statement of changes in equity

For the year ended 31 December 2025

	Share Capital	Statutory reserve	Accumulated losses	Total
	£	£	£	£
At 1 January 2024	150,000	5,201	(60,308)	94,893
Loss for the year	-	-	(9,955)	(9,955)
At 31 December 2024	150,000	5,201	(70,263)	84,938
At 1 January 2024	**150,000**	**5,201**	**(70,263)**	**84,938**
Loss for the year			(28,358)	(28,358)
At 31 December 2025	**150,000**	**5,201**	**(98,621)**	**56,580**

The notes on pages 9 to 27 form an integral part of these financial statements.

The independent auditors' report is set out on pages 2 - 4.

1 Reporting entity

Gulf Dunes LLC ("the Company") is a limited liability company registered with the Ministry of Commerce and Industry in the Sultanate of Oman on May 01, 2001, under the commercial registration no. 1684345.

The Company's 70% shares are held by Gulf Dunes LLC, Dubai, UAE for the beneficial interest of Travel Circle International Ltd. ("the Parent Company") and 30% by Hani Juma'an Ashoor Al Rajab. The Ultimate Parent of the Company is Fairfax Financial Holdings Limited ("the Ultimate Parent Company and Ultimate Controlling Party"), a company registered in Toronto, Ontario, Canada.
Hani Juma'an Ashoor Al Rajab is acting as the local sponsor under an agreement dated May 16, 2011 and receives a sponsorship fee. Hani Juma'an Ashoor Al Rajab has agreed not to take part in the operational and financial management of the Company.

The main business activity of the Company is organizing of conventions, conferences and meeting for groups, management of lounges and carry out tour operator activities in Sultanate of Oman. The registered office of Gulf Dunes LLC is P.O. Box no. 6655, Muscat, Sultanate of Oman.

2 Basis of accounting

a) Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by International Accounting Standards Board (IASB) and the requirements of the Commercial Companies Law of 2019.

b) Basis of measurement

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

c) Functional and presentation currency

These financial statements are presented in Omani Rial ("OMR- ﷼"), which is the Company's functional currency as well.

d) Use of estimates and judgments

In preparing these financial statements, management has made judgments, 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. Revision to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.
Judgements made by management in the application of IFRS does not have any significant effect on the financial statements and there are no management estimates which could have a significant risk of material adjustment in the future years.

2 Basis of accounting (continued)

e) Going concern

During the year ended 31 December 2025, the Company incurred a loss after tax of OMR 28,358 *(31 December 2024: OMR 9,955)* and as at 31 December 2025 its accumulated losses amounted to OMR 98,621 (2024: accumulated losses OMR 70,263). As at the date of this report, the Company continues to operate, however, business volumes have declined significantly due to the ongoing geopolitical situation in the region, resulting in reduced inbound tourism demand. This has adversely impacted the Company's recent performance and creates uncertainty in the development and execution of its business plans, including assumptions relating to revenue growth and recovery timelines.
The Company's ability to continue as a going concern is dependent on the continued financial support from its Parent Company and the expectation of future profitable operations. The Parent Company has issued a letter of support, confirming its commitment to provide the necessary financial assistance to enable the Company to meet its working capital requirements in the foreseeable future.

Accordingly, the accompanying financial statements have been prepared on a going concern basis and do not include any adjustments that might be required if the Company were unable to continue as a going concern.

3 Material accounting policies

The Company has consistently applied the following accounting policies to all periods presented in these financial statements, except if mentioned otherwise.

Revenue from contract with customers

The Company renders a wide range of tourism and related services (hotel bookings, transport and visa services, excursion and travel related services) to groups. Revenue from rendering these services is recognized in the profit or loss when it transfers control over a service to a customer. This is generally the case on the date of arrival. Any expected discounts to the customers are estimated and are netted off against transaction price as per the requirements of the accounting standard.

Financial instruments

Recognition and initial measurement

Trade receivables are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized 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, 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 and measured at: amortized cost; FVOCI – debt investment; FVOCI – equity investment; or FVTPL. Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

3 Material accounting policies

Financial instruments (continued)

Classification and subsequent measurement (continued)

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis. Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets – Subsequent measurement and gains and losses:

'inancial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.
Financial assets at amortized cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

3 Material accounting policies(continued)

Financial instruments (continued)

Classification and subsequent measurement (continued)

Financial liabilities – Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

Derecognition

Financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Company enters into transactions whereby it transfers assets recognized in its statement of financial position but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognized.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognized in profit or loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

3 Material accounting policies(continued)

Derecognition(continued)

Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized is recognized as finance cost.

Employees' end of service benefits

The Company provides employee' end of service benefits to its employees. The entitlement to these benefits is based upon the employees' final salary and length of service, subject to the completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment.

Contributions to a defined contribution retirement plan and occupational hazard insurance for Omani employees in accordance with the Omani Social Insurances Law of 1991 are recognised as an expense in the profit or loss as incurred.

Share capital

Ordinary shares are classified as equity. Balances which represent a residual interest in the net assets of the Company are presented within equity.

Foreign currency transactions

Transactions in foreign currencies are translated to OMR and recorded at the rates of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to OMR at the foreign exchange rate ruling at that date. Non-monetary items in a foreign currency that are measured in terms of historical cost are

translated into RO using the exchange rates at the date of the transaction. Foreign exchange differences arising on translation are recognised in profit or loss.

Tax

Tax expense comprises current and deferred tax. Current and deferred tax is recognised in the profit or loss except to the extent that is relates to a business combination, or items recognised directly in the equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect to previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantially enacted at the reporting date.

3 Material accounting policies(continued)

Derecognition(continued)

Impairment

Non-derivative financial assets

Financial instruments

The Company recognizes loss allowances for Expected Credit Losses (ECLs) on financial assets measured at amortized cost.

The Company measures loss allowances at an amount equal to lifetime ECLs, except for bank balances for which credit risk (i.e.the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables and due from related parties are always measured at an amount equal to lifetime ECLs.

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 and including forward-looking information.

The Company assumes that the credit risk on trade receivables has increased significantly if it is more than 90 days past due i.e.120 days from the invoice date.

The Company considers trade receivables to be in default when:

- the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realizing security (if any is held); or

- the financial asset is more than 90 days past due

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

3 Material accounting policies(continued)

Impairment(continued)

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive).

ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortized cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:
- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise; or
- it is probable that the borrower will enter bankruptcy or other financial reorganization

Presentation of allowance for ECL in the statement of financial position

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

Financial assets not classified as at FVTPL were assessed at each reporting date to determine whether there was objective evidence of impairment.

Non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets, investment property and inventories 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 whenever the carrying amount of the asset exceeds the recoverable amount. Impairment losses, if any, are recognized in the statement of profit or loss.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

3 Material accounting policies (continued)

Impairment (continued)

Non-financial assets (continued)

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment losses are recognized in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognized in profit or loss.

Impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognized.

Write-off

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. For individual customers, the Company has a policy of writing off the gross carrying amount when the financial asset is past due based on historical experience of recoveries of similar assets. For corporate customers, the Company individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Company expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

Leases

At inception of a contract the Company assess whether a contract is or contain a lease. A contract is or contains, a lease if contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

a) The contract involves the use of an identified asset - this may be specified explicitly or implicitly and should be physically distinct asset or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified.
b) The Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
c) The Company has the right to direct the use of the asset. The Company has this right when it has the decision -making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Company has the right to direct the use of the asset if either:

3 Material accounting policies (continued)

Leases (continued)

- The Company has the right to operate the asset; or
- The Company designed the asset in a way that predetermines how and for what purpose it will be used

At inception or on assessment of a contract that contains a lease component, the Company applies, by class of underlying asset, not to separate non-lease components from lease components, and instead account for each lease component and any associated non-lease components as a single lease component.

Right of use asset

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right of use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

Lease liability

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Lease payments in the measurement of the lease liability comprise the following:

a) fixed payments, including in-substance fixed payments.
b) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date.
c) amounts expected to be payable under a residual value guarantee; and
d) the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company’s estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

3 Material accounting policies (continued)

Leases (continued)

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases of equipment's that have a lease term of 12 months or less and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term. All the lease contracts of the Company are short term contracts hence there is no impact of adoption of IFRS 16 on the Company's financial statements.

a) IFRS 18 Presentation and Disclosure in Financial Statements

IFRS 18 will replace IAS 1 Presentation of Financial Statements and applies for annual reporting periods beginning on or after 1 January 2027. The new standard introduces the following key new requirements.

- Entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to present a newly-defined operating profit subtotal. Entities' net profit will not change.
- Management-defined performance measures (MPMs) are disclosed in a single note in the financial statements.
- Enhanced guidance is provided on how to group information in the financial statements.

In addition, all entities are required to use the operating profit subtotal as the starting point for the statement of cash flows when presenting operating cash flows under indirect method.

The Company is still in the process of assessing the impact of the new standard, particularly with respect to the structure of the Company's statement of profit or loss, the statement of cash flows and the additional disclosures required for MPMs. The Company is also assessing the impact on how information is grouped in the financial statements, including for items currently labelled as "other".

3 Material accounting policies (continued)

New standards or amendments and forthcoming requirements (continued)

b) Other accounting standards

The following new and amended standards are not expected to have a significant impact on the Company's financial statements.

- Lack of Exchangeability - Amendments to IAS 21 (1 January 2025)

Standards issued but not yet effective

A number of new accounting standards are effective for annual reporting periods beginning after 1 January 2025 and earlier application is permitted. However, the Company has not early adopted the following new or amended accounting standards in preparing these financial statements. The following new and amended standards are not expected to have a significant impact on the Company's financial statements.

- Contract Referencing Nature-dependent Electricity - Amendments to IFRS 9 and IFRS 7 (1 January 2026)
- Annual Improvements to IFRS Accounting Standards – Volume 11 (1 January 2026)
- IFRS 18 Presentation and Disclosure in Financial Statements (1 January 2027)
- IFRS 19 Subsidiaries without Public Accountability: Disclosures (1 January 2027)
- Sale or Contribution of Assets between an Investor and its Associate or Joint Venture Amendments to IFRS 10 and IAS 28 (effective date deferred indefinitely)

4 Financial risk management

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

- credit risk;
- liquidity risk; and
- market risk.

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. Further quantitative disclosures are included on note 17 of these financial statements.

Risk management framework

The management of the Company has overall responsibility for the establishment and oversight of the Company's risk management framework and is responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyse the risk faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

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, and arises principally from the Company's cash at bank, trade and other receivables (excluding prepayments and advances to suppliers) and amounts due from a related party.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the Company's customer base, including the default risk of the industry and country, in which customers operate, has less of an influence on credit risk.

The Company establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade receivables. The main component of this allowance is a specific loss component that relates to individually significant exposures in respect of losses that have been incurred but not yet identified. The Company's cash is placed with bank of good repute.

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. Liquidity risk mainly relates to trade and other payables (excluding advances from customers), and due to related parties. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company maintains adequate reserves, by continuous monitoring, forecast and actual cash flows.

4 Financial risk management *(continued)*

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and fluctuations in fair value will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to foreign currency risk on purchases that are denominated in a currency other than its functional currency, primarily the US Dollar (USD). Since USD is currently pegged to OMR, the Company does not hedge the currency risk in respect of its foreign currency exposure.

Interest rate risk
Interest rate risk is the risk of loss from fluctuations of future cash flows because of a change in market interest rates.

Other market price risk

Price risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to the individual instrument or its issuer or factors affecting all instruments traded in the market.

Capital management

The Company's objectives when managing capital is to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain a strong capital structure to reduce the cost of capital. Capital requirements are prescribed by the Commercial Companies Law of 2019.

5 Revenue

The Company's revenue is generated by providing a wide range of tourism and related services (hotel bookings, transport and visa services, excursion and travel related services) to groups.

	2025	2024
	﷼	﷼
Tourism and related services	**23,200**	1,935
	23,200	1,935
Geographical markets		
Oman	**23,200**	1,935
Timing of revenue recognition		
Revenue recognized at a point in time	**23,200**	1,935

6 Direct costs

Direct costs comprise hotel bookings, transport, visa, excursions and travel related services.

	2025	2024
	£	£
Tourism and related services	**17,610**	1,910
	17,610	1,910

7 Administrative and general expenses

	2025	2024
	£	£
Staff salaries and benefits	**22,149**	1,124
Sponsorship fees	**6,286**	6,286
Legal and professional charges	**4,515**	703
Business promotion	**278**	2,719
Miscellaneous expenses	**720**	472
	33,948	11,304

8 Trade and other receivables

	2025	2024
	£	£
Prepayments	**3,507**	1,869
Trade receivables	**2,858**	-
Advance to supplier	**266**	235
VAT receivable, net	**-**	3
	6,631	2,107

9 Related party transactions

The Company in normal course of business, enter into transactions with other business entities which fall within the definition of related party contained in International Accounting Standard 24. Such transactions are on terms and conditions mutually agreed between them. There were no transactions with the related party except for the funds payment and receipt during the year ended 31 December 2025 and 31 December 2024. Gulf Dunes LLC, Dubai and Muscat Desert Adventures Tourism LLC are sister concerns of the Company.

9 Related party transactions

Significant transactions entered with related parties during the year were:

	Relationship	**2025** £	2024 £
Cost of sales	Fellow subsidiaries	**-**	437

	2025 £	2024 £
Due from a related party		
Gulf Dunes LLC, Dubai	**31,441**	80,898
	31,441	80,898

The above-mentioned related party receivable as of the reporting date are unsecured and will be settled in the next twelve months from the reporting date. Accordingly balance due from related party is classified as stage 1 and expected credit losses have been recognized based on the loss allowance expected within next 12 months from the reporting date. Furthermore, the balance is not past due as of the reporting date.

	2025 £	2024 £
Due to a related party		
Muscat Desert Adventures Tourism LLC	**-**	5,308
	-	5,308

10 Trade and other payables

	2025 £	2024 £
Accruals and other payables	**4,692**	-
Advance from customers	**86**	
Trade Payables	**-**	141
	4,778	141

11 Employees' end of service benefits

	2025 £	2024 £
As at 1 January	**-**	-
Provision during the year	**504**	-
As at 31 December	**504**	-

12 Share capital

	2025	2024
Authorized, issued and fully paid-up capital		
150,000 ordinary shares of OMR 1 each	**150,000**	150,000

12.1 The authorized and fully paid-up share capital of the Company is 150,000 divided into 150,000 shares of Omani Rial 1.

13 Statutory reserves

In accordance with Article 132 of the Commercial Companies Law of 2019, a minimum of 10% of the net profit of the Company is to be allocated every year to a statutory reserve. No such transfer is required once the statutory reserve has reached one-third of the paid-up share capital of the Company. During the year, as Company has incurred loss, no amount was transfer to reserves (2024: OMR Nil).

14 Cash at bank

	2025	2024
Cash in hand	**312**	-
Cash at bank	**23,478**	7,382
	23,790	7,382

15 Taxes

a) The Company is liable to income tax at the rate of 15% of taxable profits as amended by Royal Decree No.9/2017.

	2025	2024
Current year	-	-
Prior years – (Reversal)	-	(1,324)
Total tax	-	(1,324)

Movement of provision for taxation

	2025	2024
At 1 January	-	1,814
Provision during the year	-	-
Prior year adjustment*	-	(1,324)
Tax Paid	-	(490)
At 31 December	-	-

15 Taxes (continued)

Deferred tax asset on losses has not been recognized as the Company believes that sufficient taxable profits will not be generated to utilize deferred tax asset.

b) ***Reconciliation***

The following is tax reconciliation of income taxes calculated at applicable tax rate with income tax expense:

	2025	2024
Loss for the year	**(28,358)**	(11,279)
Income tax as per rates mentioned above	**(4,254)**	(1,692)
Non-deductible expenses	**993**	1,007
Deferred tax not recognized for prior period	**3,261**	685
Current tax – prior year	**-**	(1,324)
Tax expense for the year	**-**	(1,324)

c) ***Status of tax assessments***

The assessment of the Company has been completed upto Tax Year 2021. The assessment for Tax years 2022 to 2024 has not yet been initiated by the Tax Authority. Management is of the opinion that any additional taxes, if any, related to the open years would not be significant to the Company's financial position as at 31 December 2025.

16 Contingent liabilities and capital commitment

The Company had Nil contingent liabilities and capital commitment as at 31 December 2025 (*2024: OMR Nil*).

17 Financial instruments

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, and arises principally from the Company's cash at bank, trade and other receivables and amounts due from related parties.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Company's cash and cash equivalents are held with bank and financial institution counterparties, which have good market credibility and stability.

17 Financial instruments (continued)

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	2025	2024
	£	£
Trade and other receivables *	**2,858**	-
Cash at bank	**23,790**	7,382
Due from a related party	**31,441**	80,898
	57,777	88,280

* Prepayments are excluded.
At 31 December 2025 and 31 December 2024, the Company's exposure of credit risk to trade receivables by geographical region was as follows:

	Gross Amount 2025	Gross Amount 2024
	£	£
Geographical regions		
Middle East	**2,858**	-
Grand total	**2,858**	-

Liquidity risk

The following are the contractual maturities of financial liability based on contractual undiscounted payments including interest payment and excluding impact of netting:

	Carrying amount	**Contractual cashflows**	**1 year or less**
	£	£	£
31 December 2025			
Non derivative financial liabilities			
Trade and other payables*	**4,459**	**(4,459)**	**(4,459)**
	4,459	**(4,459)**	**(4,459)**

***(excluding advances from customers, Tax and VAT payable)**

	Carrying amount	Contractual cashflows	1 year or less
	£	£	£
31 December 2024			
Non derivative financial liabilities			
Trade and other payables*	141	(141)	(141)
	141	(141)	(141)

*(excluding advances from customers and VAT payable)

17 Financial instruments (continued)

Market risk

Foreign exchange risk

The Company has no significant exposure to foreign currency risk as foreign currency transactions are mainly made in USD and the Omani Rial to USD exchange rate has remained unchanged since 1986.

Interest rate risk
The Company has no borrowings and is not exposed to interest rate risk.

18 Fair values

The fair values of the Company's financial assets and financial liabilities approximate their carrying amounts due to the short-term nature of these instruments.

Fair value hierarchy

As at 31 December 2025 and 31 December 2024, there are no financial instruments carried at fair value by valuation method. Accordingly, fair value hierarchy disclosures are not applicable.

19 Subsequent events

Subsequent to the reporting date, geopolitical tensions in the Middle East have escalated, resulting in increased regional uncertainty across the Arabian Gulf region, including the Sultanate of Oman. The situation remains dynamic and continues to evolve.

As these events occurred after the reporting date, no adjustments have been made to the amounts recognized in the financial statements as at 31 December 2025. Management of the Company continues to closely monitor developments, particularly considering the potential impact on the tourism sector, including travel demand and customer activity.

As at the date of this report, the Company continues to operate; however, business volumes have declined significantly following the onset of the conflict, resulting in reduced inbound tourism demand. Management and the Board of Directors are of the view that the Company will be able to continue its operations, supported by financial assistance from its parent entity.

Furthermore, management believes that, once the regional situation stabilizes, the Company is likely to benefit from a recovery in travel demand initially driven by the local, CIS, and Sub-continent markets which are expected to contribute positively to business volumes in the short term, until traditional markets return to their normal levels

DESERT ADVENTURES TOURISM
(PRIVATE SHAREHOLDING COMPANY)
AMMAN – JORDAN

FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2025
TOGETHER WITH THE INDEPENDENT
AUDITOR'S REPORT

DESERT ADVENTURES TOURISM (PRIVATE SHAREHOLDING COMPANY) AMMAN – JORDAN

FOR THE YEAR ENDED DECEMBER 31, 2025

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INDEPENDENT AUDITOR'S REPORT

To The General Assembly of
DESERT ADVENTURES TOURISM
(PRIVATE SHAREHOLDING COMPANY)
Amman – Jordan
For The Year Ended December 31, 2025

Report on The Audit of The Financial Statements

Opinion

We have audited the financial statements of **Desert Adventures Tourism – Private Shareholding Company - ("the Company")**, which comprise the statement of financial position as at December 31, 2025, the statements of profit or loss and other comprehensive income, changes in shareholder equity and cash flows for the year then ended, and notes to the financial statements, comprising material accounting policies and other explanatory information .

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

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), 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.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, 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 responsible for overseeing the Company's financial reporting process.

INDEPENDENT AUDITOR'S REPORT

To The General Assembly of
DESERT ADVENTURES TOURISM
(PRIVATE SHAREHOLDING COMPANY)
Amman – Jordan
For The Year Ended December 31, 2025

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

The Company maintains proper accounting records. The accompanying financial statements are, in all material aspects, in agreement with the Company's accounting records, and we recommend that the Company's General Assembly of the Shareholder approves these financial statements.

Kawasmy and Partners
KPMG

Hatem Kawasmy
License No. (656)

Amman – Jordan
May 24, 2026

DESERT ADVENTURES TOURISM
(PRIVATE SHAREHOLDING COMPANY)
AMMAN – JORDAN

STATEMENT OF FINANCIAL POSITION

In Jordanian dinar		As of December 31,	
	Note	**2025**	**2024**
Assets			
Current assets			
Cash on hand and at bank	5	560,789	210,073
Trade and other receivables	6	105,859	49,909
Total Current assets		**666,648**	**259,982**
Non-Current asset			
Property and equipment	7	2,587	2,144
Right-of-use-assets	12-1	17,725	26,973
Deferred tax assets	9-5	19,412	29,134
Total Non-Current asset		**39,724**	**58,251**
Total assets		**706,372**	**318,233**
Liabilities and Shareholder's Equity			
Current Liabilities			
Trade and other payables	8	338,892	153,661
Due to related parties	10-1	8,999	17,173
Income tax provision	9-2	45,558	86,726
Lease liability	12-2	9,459	8,648
Total Current liabilities		**402,908**	**266,208**
Non-Current Liabilities			
Lease liability	12-2	5,021	14,518
Total Non-current liabilities		**5,021**	**14,518**
Total Liabilities		**407,929**	**280,726**
Shareholder Equity			
Paid-up capital		100,000	100,000
Statutory reserve	11	25,000	25,000
Retained earnings / (accumulated losses)		173,443	(87,493)
Net Owners' Equity		**298,443**	**37,507**
Total Owners' Equity and Liabilities		**706,372**	**318,233**

The notes on pages (7) to (29) are an integral part of these financial statements and should be read with them and with the independent auditor's report.

The financial statements on pages (3) to (6) were approved by the Management on 24 May 2026

Chairman of Board of Directors	Financial Manager	General Manager

DESERT ADVENTURES TOURISM
(PRIVATE SHAREHOLDING COMPANY)
AMMAN – JORDAN

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

In Jordanian dinar		For the year ended December 31	
	Note	**2025**	**2024**
Revenue	13	348,065	218,523
Cost of revenue	13	(249,687)	(138,330)
Gross profit		**98,378**	**80,193**
Administrative expenses	14	(170,800)	(205,396)
Loss from operations		**(72,422)**	**(125,203)**
Interest income, net	15	29,386	10,059
Other income	16	272,526	10,805
Profit / (loss) before income tax		**229,490**	**(104,339)**
Income tax			
Income tax benefit	9-1	31,446	-
Profit / (loss) for the year		**260,936**	**(104,339)**
Other comprehensive income		**-**	**-**
Total comprehensive income / (loss) for the year		**260,936**	**(104,339)**

The notes on pages (7) to (29) are an integral part of these financial statements and should be read with them and with the independent auditor's report.

The financial statements on pages (3) to (6) were approved by Management on 24 May 2026

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Chairman of Board of Directors	Financial Manager	General Manager

DESERT ADVENTURES TOURISM
(PRIVATE SHAREHOLDING COMPANY)
AMMAN – JORDAN

STATEMENT OF CHANGES IN SHAREHOLDER EQUITY

In Jordanian dinar	Paid up Capital	Accumulated losses/Retained earnings	Statutory Reserve	Total
Changes for the year ended December 31, 2025				
Balance at January 1, 2025	100,000	(87,493)	25,000	37,507
Total comprehensive income for the year	-	260,936	-	260,936
Balance as of December 31, 2025	**100,000**	**173,443**	**25,000**	**298,443**
Changes for the year ended December 31, 2024				
Balance at January 1, 2024	100,000	16,846	25,000	141,846
Total comprehensive loss for the year	-	(104,339)	-	(104,339)
Balance as of December 31, 2024	**100,000**	**(87,493)**	**25,000**	**37,507**

The notes on pages (7) to (29) are an integral part of these financial statements and should be read with them and with the independent auditor's report.

DESERT ADVENTURES TOURISM
(PRIVATE SHAREHOLDING COMPANY)
AMMAN – JORDAN

STATEMENT OF CASH FLOWS

In Jordanian dinar		For the year ended December 31,	
	Note	**2025**	**2024**
Cash flows from operating activities			
Profit (loss) for the year		260,936	(104,339)
Adjustments for:			
Reversal of tax liability	9	(41,168)	-
Reversal of deferred tax asset	9	9,722	-
Interest expense on lease liability	12	1,814	252
Depreciation expense	14	10,806	11,332
		242,110	**(92,755)**
Changes in:			
Trade and other receivables		(55,950)	55,467
Trade and other payables		185,231	(124,902)
Due from related parties		-	8,826
Due to related parties		(8,174)	17,173
Net cash flow from (used in) operating activities		**363,217**	**(136,191)**
Cash flows from investing activities			
Acquisition of property and equipment	7	**(2,001)**	**-**
Net cash used in investing activities		**(2,001)**	**-**
Cash flows from financing activities			
Lease liability payment – principal amount	12-2	(8,686)	(9,852)
Lease liability payment – interest	12-2	(1,814)	(252)
Net Cash used in financing activity		**(10,500)**	(10,104)
Net change in cash on hand and at bank		**350,716**	**(146,295)**
cash on hand and at bank at the beginning of the year		210,073	356,368
Cash on hand and at bank at the year end	5	**560,789**	**210,073**

The notes on pages (7) to (29) are an integral part of these financial statements and should be read with them and with the independent auditor's report.

NOTES TO THE FINANCIAL STATEMENTS

1. GENERAL

Desert Adventures Tourism PSC was incorporated on 16 September 2010 as a Private Shareholding Company in the Hashemite Kingdom of Jordan, under number (767), with a paid up capital of JD 100,000, divided into 100,000 shares, distributed as the below schedule. The Company's parent is Desert Adventures Tourism LLC (Dubai), which is ultimately owned by Travel Circle International (Mauritius) Limited ("the Holding Company"). The ultimate parent and ultimate controlling party is Fairfax Financial Holdings Limited, with its registered address at 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada.

The shareholding in the Company is as follows:

Shareholder	Share
Desert Adventures Tourism LLC (Dubai)	100%

Previously, Loai Khalid Ahmed Najdawi held shares for the beneficial interest of the Parent Company. On 27 September 2025, all shares held by Loai Khalid Ahmed Najdawi were transferred to Desert Adventures Tourism LLC (Dubai). Accordingly, Desert Adventures Tourism LLC (Dubai) became the sole shareholder of the Company.

The principal business activity of the Company is organizing leisure and individual business tours. The Company secures access to hotel accommodation and other activities and services from hotels and other service providers at competitive rates which are offered at preferential rates to tour operators, travel agents and other wholesalers.

The registered address of the Company is Amman – Mecca Street, Jordan.
The financial statements were authorised and approved by the General Assembly on 24 May 2026

2. BASIS OF PREPARATION

(a) Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs").

(b) Basis of measurement

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

(c) Functional and presentation currency

The financial statements are presented in Jordanian Dinar, which is also the Company's functional currency.

(d) Use of estimates and judgments

In preparing the financial statements, management has made judgements and estimates that affect the application of the Company's 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 estimates are recognised prospectively.

Judgments

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

- Revenue recognition: whether revenue is recognised over time or at a point in time. Revenue from hotel accommodation (both separate and sold as part of tour package) is recognized when the control is transferred to the customer. The customer gets the control when all the tour related vouchers and travel tickets are issued to them. As per the general practice, the Company issues all the vouchers and travel tickets to the Customer at time of travel of the tour. Hence, the Company fully transfers control of the promised services to the customer once all the vouchers and tickets are issued to the customer at time of travel.
- Classification of financial assets: Valuation of the business model under which the asset is to be held and determining whether the contractual terms of the SPPI are on the outstanding balance.
- The development of new criteria to determine whether financial assets have declined significantly since initial recognition and determine the methodology of future expectations and methods of measuring expected credit loss.

Estimates

Information about assumptions and estimation uncertainties at 31 December 2025 that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities in the next financial year is included in the following notes:

- Revenue recognition: estimate of expected returns.
- Impairment of financial instruments: input and measurement of expected credit loss and future expectations. The measurement of the expected credit loss allowance for financial assets measured at amortized cost is an area that requires the use of complex models and significant assumptions about future economic conditions and credit behavior (e.g. the likelihood of customers defaulting and the resulting losses).

Elements of the ECL models that are considered accounting judgments and estimates include:

- Development of ECL models, including various formulas and choice of inputs
- The segmentation of financial assets when their ECL is assessed on a collective basis; and
- Determination of associations between macroeconomic scenarios and, economic inputs, and their effect on probability of default (PDs), exposure at default (EADs) and loss given default (LGDs).

Selection of forward-looking macroeconomic scenarios and their probability weightings, to derive the economic inputs into the ECL models. The Company's policy is to regularly review its models in the context of actual loss experience and adjust when necessary.

- Measurement of defined benefit obligations: key actuarial assumptions.
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.
- Recognition of deferred tax assets: availability of future taxable profit against which deductible temporary differences and tax losses carried forward can be utilized.
- Impairment test of intangible assets and property, plant and equipment : key assumptions underlying recoverable amounts.

Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values.

This includes a valuation team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the chief financial officer. The valuation team regularly reviews significant unobservable inputs and valuation adjustments.

If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of the Standards, including the level in the fair value hierarchy in which the valuations should be classified.

Significant valuation issues are reported to the Company's audit committee.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Estimates and underlying assumptions are reviewed on an ongoing basis, revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

In particular, information about significant areas of uncertain estimations and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are summarized as follows:

Measurement of expected credit loss allowance for receivables and contract assets, including the assumptions in determining weighted average loss rate.

- Management recognizes income tax expense for the year based on management's estimate for taxable profit in accordance with the prevailing laws, regulations and IFRSs.
- Management periodically reassesses the economic useful life of property, plant and equipment, intangible assets and refundable cases based on the general condition of these assets and the expectation of their useful economic lives in the future.
- Management frequently reviews the lawsuits raised against the Company based on a legal study prepared by the Company's legal advisors. This study highlights potential risks that the Company may incur in the future.

Management believes that its estimates and judgments are reasonable and adequate.

3. MATERIAL ACCOUNTING POLICIES

The accounting policies applied by the Company in these financial statements for the year ended December 31, 2025 are the same as those applied by the Company in its financial statements for the year ended December 31, 2024, except for the following new International Financial Reporting Standards or amendments that become effective after January 1, 2025:

New International Financial Reporting Standards or amendments	Application Date
Lack of Exchangeability – Amendments to IAS 21	January 1, 2025

The application of these new standards and amended standards did not have a significant effect on the Company's financial statements.

The following are the material accounting policies applied by the Company:

a) Revenue recognition

The Company generates revenue primarily from wide range of tourism and related services. Revenue includes hotel accommodation, transfers, visa services and other tourism and travel-related services. The revenue from rendering these services is recognized in profit or loss at the fair value of the consideration received or receivable.

Contract balances results from contracts with customers include receivables, contract assets and contract liabilities. The contract liabilities primarily relate to the advance consideration received from customers, for which revenue is recognized over time.

Revenue is measured based on the consideration specified in a contract with a customer. The Company recognizes revenue when it transfers control - at a point in time or over time - over a good or service to a customer in accordance with IFRS 15 as follows:

1 Identify the contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations.

2 Identify the performance obligations in the contract.

3 Determine the transaction price: The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

4 Allocate the transaction price to the performance obligations in the contract. For a contract that has more than one performance obligation, the Company will allocate the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

5 Recognize revenue when (or as) the entity satisfies a performance obligation at a point in time or over time.

The Company satisfies a performance obligation and recognizes revenue over time, if one of the following criteria is met:

- The customer simultaneously receives and consumes the benefits provided by the Company's performance as the Company performs; or
- The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- The Company's performance does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for performance completed to date.

The following table provides information about the nature and timing of the satisfaction of performance obligation in contracts with customers, including significant payment terms, and the related revenue recognition policies.

Type of product/service	Nature and timing of satisfaction of performance obligations, including significant payment terms	Revenue recognition under IFRS 15
Tourism & related services including: Hotel accommodation Visas Transfers Meet and greet and; Excursions	Control of travel related services is considered transferred to customer at the travel in date i.e. in case of: - Visas at the date of issuance; - Hotel accommodation on the date hotel check in; - Transfers on the date of arrival; - Meet and greet on the date of arrival; and - Excursions on the date excursions Invoices are usually payable within 30 days. Terms of cancellations vary depending on the timing of the season during the year. The services are generally short-term in nature, and the lead time between booking confirmation, invoicing and delivery of the related travel service is typically short. Revenue is recognized when the customer travels, checks in, or otherwise consumes the relevant service or package.	Revenue is recognized at a point in time i.e. the time of travel in date.

Principal versus agent assessment
Management has assessed whether the Company acts as a principal or an agent in these arrangements in accordance with IFRS 15. The Company is acting as a principal, as it has primary responsibility for fulfilling the promise to the customer, is responsible for coordinating and delivering the overall travel experience, bears service-related risks, and has discretion in establishing prices. Customers contract directly with the Company, and the Company remains responsible for addressing service issues or arranging alternative services where required. Accordingly, revenue from these arrangements is recognized on a gross basis, with the full amount of consideration received from customers recognized as revenue and the related supplier costs recognized separately as cost of sales**.**

b) Financial instruments

i. *Recognition and initial measurement for financial assets and liabilities*

Trade receivables are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized 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, 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.

ii. *Classification and subsequent measurement for financial assets and liabilities*

- ***Financial assets:***

On initial recognition, a financial asset is classified as and measured at: amortized cost; FVOCI – debt investment; FVOCI – equity investment; or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

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

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

- **Business model assessment**

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- The stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- How the performance of the portfolio is evaluated and reported to the Company's management;
- The risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- How managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- The frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

- **Financial assets – Assessment whether contractual cash flows are solely payments of principal and interest**

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- Contingent events that would change the amount or timing of cash flows;
- Terms that may adjust the contractual coupon rate, including variable-rate features;
- Prepayment and extension features; and
- Terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

- **Financial assets – Subsequent measurement and gains and losses:**

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.
Financial assets at amortized cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

- **Financial liabilities – Classification, subsequent measurement and gains and losses**

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

iii. *Derecognition*

- **Financial assets**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Company enters into transactions whereby it transfers assets recognized in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognized.

- **Financial liabilities**

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognized in profit or loss.

iv. *Offsetting*

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

c) Foreign currency transactions

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss and presented within finance costs.

d) Property, Plant and equipment

Recognition and Measurement

- Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.
- Cost includes expenditures that are directly attributable to the acquisition of the property, plant and equipment.
- When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separated items 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 the statement of profit or loss and other comprehensive income.

Subsequent cost

- The cost of replacing an item of property and equipment is recognized in the carrying amount of the item 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 costs of day-to-day servicing of property and equipment are recognized in the profit or loss as incurred.
- Ongoing costs of repair and maintenance of property, plant and equipment are expensed in the statement of profit or loss and other comprehensive income as incurred.

Depreciation

Depreciation is calculated to write off the cost of items of property, plant and equipment less their estimated residual values using the straight-line method over their estimated useful lives, and is generally recognized in profit or loss. Land is not depreciated.

The estimated useful lives of property, plant and equipment for current and comparative periods are as follows:

Property and equipment	Depreciation rate%
Office Decoration and Accessories	33%
Office Equipment	35%
Furniture and Fixture	15%

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

e) Impairment

i.Non-derivative financial assets

- **Financial instruments and contract assets**

The Company recognizes loss allowances for ECLs on:

- Financial assets measured at amortised cost;
- Debt investments measured at FVOCI; and
- Contract assets.

The Company also recognises loss allowances for ECLs on lease receivables, which are disclosed as part of trade and other receivables.

Loss allowances for trade receivables (including lease receivables) and contract assets are always measured at an amount equal to lifetime ECLs.

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 and including forward-looking information.

The Company assumes that the credit risk on trade receivables has increased significantly if it is more than 90 days past due i.e. 120 days from the invoice date.

The Company considers trade receivables to be in default when:

- the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realizing security (if any is held); or
- the financial asset is more than 90 days past due

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

- **Measurement of ECLs**

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive).

ECLs are discounted at the effective interest rate of the financial asset.

- **Credit-impaired financial assets**

At each reporting date, the Company assesses whether financial assets carried at amortized cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise; or
- it is probable that the borrower will enter bankruptcy or other financial reorganization
- The disappearance of an active market for a security because of financial difficulties.

- **Presentation of allowance for ECL in the statement of financial position**

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.
For debt securities at FVOCI, the loss allowance is charged to profit or loss and is recognized in OCI.

- **Write-*off***

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. For individual customers, the Company has a policy of writing off the gross carrying amount when the financial asset is past due based on historical experience of recoveries of similar assets. For corporate customers, the Company individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Company expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

Financial assets not classified as at FVTPL were assessed at each reporting date to determine whether there was objective evidence of impairment.

Objective evidence that financial assets were impaired included:

- default or delinquency by a debtor;
- restructuring of an amount due to the Company on terms that the Company would not consider otherwise;
- indications that a debtor or issuer would enter bankruptcy;
- adverse changes in the payment status of borrowers or issuers;
- observable data indicating that there was a measurable decrease in the expected cash flows from a Company of financial assets.

- **Financial assets measured at amortized cost**

The Company considered evidence of impairment for these assets at both an individual asset and a collective level. All individually significant assets were individually assessed for impairment. Those found not to be impaired were then collectively assessed for any impairment that had been incurred but not yet individually identified. Assets that were not individually significant were collectively assessed for impairment. Collective assessment was carried out by grouping together assets with similar risk characteristics.

In assessing collective impairment, the Company used historical information on the timing of recoveries and the amount of loss incurred, and made an adjustment if current economic and credit conditions were such that the actual losses were likely to be greater or lesser than suggested by historical trends.

An impairment loss was calculated as the difference between an asset's carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses were recognized in profit or loss and reflected in an allowance account. When the Company considered that there were no realistic prospects of recovery of the asset, the relevant amounts were written off. If the amount of impairment loss subsequently decreased and the decrease was related objectively to an event occurring after the impairment was recognized, then the previously recognized impairment loss was reversed through profit or loss.

f) Non-*financial assets*

At each reporting date, the Company reviews the carrying amounts of its non-financial assets, investment property and inventories to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination. The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment losses are recognized in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment losses are recognized in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis. An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

g) Provisions

A provision is recognized, if as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a rate that reflects current market assessments of the time value of money and the risks specific to the liability.

h) Income Tax and National Contribution

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in statement of income except to the extent that it relates to a business combination, or items recognized directly in equity or in other statement of profit or loss and other comprehensive income. Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect to previous years. Current tax payable is in accordance with prevailing income tax law in Jordan.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously. A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

i) Intercompany recharges

Intercompany expenses are recharged to related parties at arm's length price. Charges mainly includes Salaries and Other Admin expense including IT system cost as paid by / charged to the Company.

j) Contract assets

The contract assets are recognized for the Company's rights to consideration for services provided to the customer but not billed at the reporting date. The amount is netted with the expected credit losses, if any. The contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Company issues an invoice to the customers.

k) Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company uses the definition of a lease in IFRS 16.

As a lessee

At commencement or on modification of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Company has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component. The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use assets reflect that the Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate. The Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased. Lease payments included in the measurement of the lease liability comprise fixed payments, including in-substance fixed payments.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment. The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero. The Company presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities in 'Lease Liability' in the statement of financial position.

Short-term leases and leases of low-value assets

The Company has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

As a lessor

At inception or on modification of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative standalone prices. When the Company acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

At inception or on modification of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative standalone prices. When the Company acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. To classify each lease, the Company makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Company considers certain indicators such as whether the lease is for the major part of the economic life of the asset. When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease. If an arrangement contains lease and non-lease components, then the Company applies IFRS 15 to allocate the consideration in the contract.

The Company applies the derecognition and impairment requirements in IFRS 9 to the net investment in the lease. The Company further regularly reviews estimated unguaranteed residual values used in calculating the gross investment in the lease. The Company recognizes lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'other revenue'. Generally, the accounting policies applicable to the Company as a lessor in the comparative period were not different from IFRS 16 except for the classification of the sub-lease entered into during current reporting period that resulted in a finance lease classification.

4. STANDARDS NOT YET EFFECTIVE WITH EARLY ADOPTION PERMITTED

A number of new standards, amendments to standards and interpretations have been issued but have not been applied yet, and have not been applied when preparing these financial statements:

New Policies	Application Date
Classification and Measurement of Financial Instruments - Amendments to IFRS 9 and IFRS 7	January 1, 2026
Annual Improvements to IFRS Accounting Standards - Volume 11	January 1, 2026
IFRS 18 Presentation and Disclosure in Financial Statements	January 1, 2027
IFRS 19 Subsidiaries without Public Accountability Disclosures	January 1, 2027
Sale or Contribution of Assets between an Investor and its Associate or Joint Venture - Amendments to IFRS 10 and IAS 28	(To be determined-Early adoption is permitted)

The management does not expect that there will be a significant impact on the financial statements of the Company when applying the above standards.

5. CASH ON HAND AND AT BANK

This item represents:

In Jordanian dinar	As of December 31,	
	2025	**2024**
Cash at hand	55	2,314
Cash at bank	560,734	207,759
	560,789	**210,073**

6. TRADE AND OTHER RECEIVABLES

This item represents:

In Jordanian dinar	As of December 31,	
	2025	**2024**
Trade receivables	21,315	11,793
Expected credit loss allowance *	(758)	(758)
	20,557	**11,035**
Advances to suppliers	53,457	241,501
Expected credit loss allowance *	-	(231,144)
	53,457	**10,357**
Prepaid expenses and other debit balances	6,845	3,517
Deposits	25,000	25,000
	105,859	**49,909**

*The following table illustrates the movement on the allowance for expected credit loss on trade receivables and advance to suppliers:

Jordanian Dinar	As of December 31,	
	2025	**2024**
Balance at the beginning of the year	231,902	231,902
Reversal of impairment loss on advance to suppliers	(231,144)	-
Balance at the end of the year	**758**	**231,902**

7. PROPERTY AND EQUIPMENT

This item represents:

In Jordanian dinar	Office Equipment	Furniture and Fixture	Total
Balance at January 1, 2024	15,806	14,560	30,366
Balance at December 31, 2024	**15,806**	**14,560**	**30,366**
Balance at January 1, 2025	15,806	14,560	30,366
Addition for the year	2,001	-	2,001
Balance at December 31, 2025	**17,807**	**14,560**	**32,367**
Accumulated Depreciation			
Balance at January 1, 2024	13,432	13,097	26,529
Depreciation for the year	1,286	407	1,693
Balance at December 31, 2024	**14,718**	**13,504**	**28,222**
Balance at January 1, 2025	**14,718**	**13,504**	**28,222**
Depreciation for the year	1,152	406	1,558
Balance at December 31, 2025	**15,870**	**13,910**	**29,780**
Net book value as at December 31, 2025	**1,937**	**650**	**2,587**
Net book value as at December 31, 2024	**1,088**	**1,056**	**2,144**

8. TRADE AND OTHER PAYABLES

This item represents:

In Jordanian dinar	As of December 31,	
	2025	**2024**
Hotels and excursion payables	121,547	25,741
Trade payables	11,004	11,047
Advances from customers	181,443	81,606
Accrued expenses	24,898	35,267
	338,892	**153,661**

9. INCOME TAX

This item represents:

9-1) Income tax expense presented in Statement of Profit or Loss and Other Comprehensive Income

In Jordanian dinar	As of December 31,	
	2025	**2024**
Current year	-	-
Change in estimate relating to prior years*	41,168	-
Reversal of deferred tax asset recognized	(9,722)	-
Total income tax benefit	**31,446**	-

*The reversal of tax liability amounting to JOD 41,168 relates to tax provisions recorded in previous years. These provisions were initially recognized based on management's assessment of potential tax exposures arising from non-deductible expenses and other matters for prior tax periods.
During the current year, management reassessed the tax position based on the tax assessments finalized by tax authority for the years 2019 to 2023. Based on this reassessment, management concluded that the previously recorded provision is no longer required. Accordingly, the tax liability of JOD 41,168 has been reversed in the current year.

Income tax expense, current tax liabilities, and deferred tax assets have been calculated using the enacted tax rate of 20% in addition to the national contribution at 1% in accordance with the income tax law prevailing in the Hashemite Kingdom of Jordan in starting January 1, 2019.

9-2) Current Tax Liabilities

In Jordanian dinar	As of December 31,	
	2025	**2024**
Balance at the beginning of the year	**86,726**	86,726
Change in estimate relating to prior years	**(41,168)**	-
Balance at the end of the year	**45,558**	86,726

9-3) Reconciliation of Taxable Income

The total tax charge for the year can be reconciled to the accounting profit as follows:

In Jordanian dinar	As of December 31,	
	2025	**2024**
Reconciliation of effective tax rate		
Profit / (loss) before tax	**229,490**	(104,339)
Tax on accounting profit at domestic rate	**21%**	21%
Tax effect of:		
Depreciation charge on right of use asset	**9,248**	9,639
Reversal of impairment loss on advance to suppliers	**(231,144)**	(445)
Contractual rent	**(10,000)**	(9,639)
	(2,406)	(104,784)
Change in estimate relating to prior years*	**(41,168)**	-
Income Tax Expense – current year	-	-

9-4) Income Tax Status

The Company obtained a final clearance with the Income and Sales Tax Department until the end of 2023. The income tax returns for the years 2019 to 2023 were submitted within the statutory deadlines and have been accepted by the Income and Sales Tax Department, however, they have not yet been subject to final tax audit by the Department. Management has recognized a deferred tax asset amounting to JD 19,412 in respect of carry-forward unutilized tax losses, based on the expectation that sufficient taxable profits will be available against which these losses can be utilized.

9-5) Deferred Tax Assets

Deferred tax assets balances are as follows:

In Jordanian dinar	As of December 31,	
	2025	**2024**
Opening balance	**29,134**	29,134
Reversal of deferred tax asset recognized	**(9,722)**	-
Balance at the end of the year	**19,412**	**29,134**

10. RELATED PARTIES BALANCES AND TRANSACTIONS

Related parties represent parent and affiliate companies, directors and key management personnel of the Company. The Company, in the ordinary course of business, enters into transactions with other business enterprises that fall within the definition of a related party contained in International Accounting Standard No. 24. Such transactions are made on terms and conditions agreed between the related parties.

10-1) DUE TO RELATED PARTIES

This item represents:

		As of December 31,	
In Jordanian dinar	**Nature of relationship**	**2025**	**2024**
Desert Adventures Tourism	Parent Company	8,999	16,671
Muscat Desert Adventures Tourism LLC	Related through Common Ownership	-	502
		8,999	**17,173**

* Outstanding balances at the year-end are unsecured, arise in the normal course of business, and are settled in cash. The amount due to Desert Adventure Tourism LLC is subject to an interest rate of 8.77%. No guarantees have been provided to or received from any related party in connection with these balances.

10-2) TRANSACTIONS WITH RELATED PARTIES

Transaction terms and pricing policies are approved by management. Transactions included in the statement of profit or loss and other comprehensive income are as the below:

For the year ended 31 December 2025

Jordanian Dinar	**Nature of relationship**	**Income**
Desert Adventures Tourism L.L.C.	Parent Company	8,263

For the year ended 31 December 2024

Jordanian Dinar	**Nature of relationship**	**Income**
Desert Adventures Tourism L.L.C.	Parent Company	10,311

Key Management Salaries & Benefits

Transactions with related parties included in the statement of profit or loss and other comprehensive income are as follows:

In Jordanian Dinar	**2025**	**2024**
Salaries	39,300	39,300
Allowances	4,632	4,632

11. STATUTORY RESERVE

The accumulated amount in this account represents 10% of annual net profit before income tax, which has been deducted during the previous years, in accordance to the article number (85) of the Jordanian companies law number (22), 1997 which state that: "the private share holding companies should reserve 10% of its annual net income to the statutory account, and it shall maintain reserving every year at any percentage not exceeding 25% of its capital". The reserve has reached its limit hence no further transfer to reserve has been made in current year.

12. LEASES

The Company has leased office area. The lease period is for 36 months. Office premises represents right of use assets which is derived from lease contracts for a period of 3 years. The present value is determined using incremental borrowing rate of 3.6%.

12-1) Right-of-use-assets

	As of December 31,	
JOD	**2025**	**2024**
Cost		
Balance as of January 1,	27,743	29,025
Additions during the year	-	27,743
Disposals during the year	-	(29,025)
Balance as of December 31,	**27,743**	**27,743**
Accumulated depreciation		
Balance as of January 1,	770	20,156
Depreciation expense for the year	9,248	9,639
Disposals during the year	-	(29,025)
Balance as of December 31,	**10,018**	**770**
Net book value as of December 31,	**17,725**	**26,973**

12-2) Lease liability

The Movement On The Lease Liability Was As Follows:

	As of December 31,	
In JOD	**2025**	**2024**
Balance as of January 1	23,166	5,275
Additions	-	27,743
Finance expenses	1,814	252
Paid during the year	(10,500)	(10,104)
Balance as of December 31,	**14,480**	**23,166**

	As of December 31,	
In JOD	**2025**	**2024**
Maturity Analysis – Contractual discounted Cash Flows		
Lease liabilities -Short term	9,459	8,648
Lease liabilities -Long term	5,021	14,518
	14,480	**23,166**

Amounts recognised in statement of profit or loss

In Jordanian Dinar	2025	2024
Leases under IFRS 16		
Interest on lease liability	1,814	252
Depreciation charge on right of use asset	9,248	9,639

13. REVENUE AND COST OF REVENUE

The Company's revenue is primarily generated from tourism-related services in Jordan, including hotel bookings, excursions, transfers and other related services provided to tour operators, travel agents and other customers. Revenue is recognized at a point in time when the related service has been provided to the customer and the performance obligation has been satisfied.

For the year ended December 31, 2025			
In Jordanian dinar	**Revenue**	**Cost of revenue**	**Gross profit**
Tourism Group Revenue (Hotels)	153,675	(126,955)	26,720
Excursions, transfers, and other revenue	194,390	(122,732)	71,658
	348,065	**(249,687)**	**98,378**

For the year ended December 31, 2024			
In Jordanian dinar	**Revenue**	**Cost of revenue**	**Gross profit**
Tourism Group Revenue (Hotels)	102,839	(85,488)	17,351
Excursions, transfers, and other revenue	115,684	(52,842)	62,842
	218,523	**(138,330)**	**80,193**

Contract balances		
Receivables, which are included in "trade and other receivables" (Note 5) – net	20,557	11,035
Advances from customers, which are included in "trade and other payables" (Note 7)	**(181,443)**	**(81,606)**

14. ADMINISTRATIVE EXPENSES

This item represents:

In Jordanian dinar	For the year ended December 31,	
	2025	**2024**
Staff salaries and related benefits	101,352	130,288
Social security	12,521	16,222
Office expenses	8,142	8,460
Depreciation (refer note 7 and 12)	10,806	11,332
Legal and professional fees	24,460	25,071
Others	13,519	14,023
	170,800	**205,396**

15. INTEREST INCOME, NET

This item represents:

In Jordanian dinar	For the year ended December 31,	
	2025	**2024**
Interest income on supplier balances	23,003	-
Interest income on related party balances (refer to note 9-1)	8,263	10,102
Net foreign exchange gain	-	209
Total finance income	**31,266**	**10,311**
Finance costs		
Interest on lease liabilities	(1,814)	(252)
Net foreign exchange loss	(66)	-
Total finance cost	**(1,880)**	**(252)**
Net finance income recognized in profit or loss	**29,386**	**10,059**

16. OTHER INCOME

This item represents:

In Jordanian dinar	For the year ended December 31,	
	2025	**2024**
Reversal of provisions on trade and other receivables	231,144	10,805
Recovery of legal fees	36,997	-
Commission from supplier	4,385	-
	272,526	**10,805**

17. BANK GUARANTEES

As of the date of the financial statements, the Company has the below Guarantees:

	For the year ended December 31,	
Jordanian Dinar	**2025**	**2024**
Guarantees *		
	25,000	25,000
	25,000	25,000

***** These Guarantees are issued for the favor of the Ministry of Tourism with an amount of JD 25,000 *(2024: JD 25,000)*.

18. FINANCIAL RISK MANAGEMENT

Overview

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk.

Risk management framework

The Company's management has overall responsibility for the establishment and oversight of the Company's risk management framework. The management is responsible for developing and monitoring the Company's risk management policy.

The Company's risk management policies are established to identify and analyze the risk faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

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, and arises principally from the Company's cash at bank, trade and trade and other receivables. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

Credit risk (continued)

The Company establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables and cash on hand and at bank are held with bank and financial institution counterparties, which have good market credibility and stability.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

In Jordanian dinar	As of December 31	
	2025	**2024**
Trade and other receivables *	45,557	36,035
Cash at bank	560,734	207,759
	606,291	243,794

* Prepayments and advances are excluded.

At 31 December 2025 and 31 December 2024, the Company's exposure of credit risk to trade receivables by geographical region was as follows:

In Jordanian dinar	As of December 31,	
	2025	**2024**
Geographical regions		
USA	11,928	-
Middle East	1,117	-
Europe	4,603	5,721
CIS	412	976
Others	3,255	5,096
Grand total	**21,315**	**11,793**

Expected credit losses assessment for individual customers as at 31 December 2025 and 31 December 2024.

The Company uses an allowance matrix to measure the ECLs of trade receivables from individual customers, which comprise large number of trade balances. Loss rates are calculated using a 'roll rate' method based on the probability of a receivable progressing through successive stages of delinquency to write-off. Roll rates are calculated separately for exposures in different segments based on the following common credit risk characteristics - geographic region and industry.

The following table provides information about the exposure to credit risk and ECLs for trade receivables from individual customers as at 31 December 2025 and 31 December 2024.

2025	**Gross carrying**	**Loss allowance**	**Credit impaired**
	Amount	**JOD**	
0-59 days	**17,832**	**-**	-
60-89 days	**2,671**	**-**	-
90- 120 days	**812**	**(758)**	-
Total	**21,315**	**(758)**	**-**

2024	**Gross carrying**	**Loss allowance**	**Credit impaired**
	Amount	**JOD**	
0-59 days	11,035	-	-
60-89 days	-	-	-
90- 120 days	758	(758)	-
Total	11,793	(758)	-

Credit risk (continued)

Loss rates are based on actual credit loss experience over the past three years. These rates are multiplied by scalar factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Company's view of economic conditions over the expected lives of the receivables.

Exposure is segmented by geographical region and an ECL rate is calculated for each segment based on delinquency status and actual credit loss experience over the past three years. These rates are multiplied by scalar factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Company's view of economic conditions over the expected lives of the receivables. Scalar factors are based on GDP.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company 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. In addition, the company maintains line of credit from its bank for sudden cash requirements.

The following are the contracted maturities of financial liabilities, including estimated interest payments:

Non-derivative financial liabilities:

	As of December 31, 2025			
In Jordanian dinar	**Carrying value**	**Contractual Cash flows**	**12 Month or Less**	**More than one year**
Trade and other payables (excluding advances)	157,449	(157,449)	(157,449)	-
Due to related parties	8,999	(8,999)	(8,999)	-
Lease liability	14,480	(14,480)	(9,459)	(5,021)
	180,928	**(180,928)**	**(175,907)**	**(5,021)**

	As of December 31, 2024			
In Jordanian dinar	**Carrying value**	**Contractual Cash flows**	**12 Month or Less**	**More than one year**
Trade and other payables (excluding advances)	72,055	(72,055)	(72,055)	-
Due to related parties	17,173	(17,173)	(17,173)	-
Lease liability	23,166	(23,166)	(8,648)	(14,518)
	112,394	**(112,394)**	**(97,876)**	**(14,518)**

Market risk
Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rate and equity prices will affect the company's profit 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.

Currency risk
Most of the company's financial assets and liabilities are in Jordanian Dinar. Most of the company's transactions in general are in Jordanian Dinar and US Dollar. Due to the fact that the Jordanian Dinar is pegged with US Dollar, the Company's management believes that the foreign currency risk is not material on the financial statements.

Interest rate risk
The Company does not have any financial assets or liabilities that bear interest as of year-end.

Capital management
The company's policy concerning capital management is to maintain a strong capital base to maintain partners, creditors and market confidence and to sustain future development of the business.

The management monitors the return on capital, which the management defined as net operation income divided by total partners' equity.

There have been no changes in the Company's approach to capital management during the year neither the Company is subject to externally imposed capital requirements.

19. FAIR VALUES

The fair values of the Company's financial assets and financial liabilities approximate their carrying amounts.

Fair value hierarchy
The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

Level 1: quoted prices (unadjusted) in active markets for financial assets.

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices). This category includes instrument evaluated based on:

Prices quoted in active markets for similar instruments or through the use of valuation model that includes inputs that can be traced to markets,

Level 3: inputs for the asset or liability that are not based on observable market data.

- **Financial Instruments measured at fair value:** The Company does not measure financial instruments at fair value except for financial assets at fair value through other comprehensive income.

- **Financial Instruments not measured at fair value:** This instrument measured at amortized cost and its fair value doesn't materially differ of it's amortized cost.

In Jordanian dinar		Fair Value		
	Book value Fair value	**Level (1)**	**Level (2)**	**Level (3)**
December 31, 2025				
Trade and other receivables	105,859	-	105,859	-
Cash on hand and at bank	560,789	560,789	-	-
Trade and other payables	(338,892)	-	(338,892)	-
Lease liability	(14,480)	-	(14,480)	-
Income tax provision	(45,558)	-	(45,558)	-
Due to related parties	(8,999)	-	(8,999)	-
December 31, 2024				
Trade and other receivables	49,909	-	49,909	-
Cash on hand and at bank	210,073	210,073	-	-
Trade and other payables	(153,661)	-	(153,661)	-
Lease liability	(23,166)	-	(23,166)	-
Income tax provision	(86,726)	-	(86,726)	-
Due to related parties	(17,173)	-	(17,173)	-

20. COMPARATIVES

Certain comparative figures have been reclassified to conform to the presentation adopted in these financial statements. These reclassifications do not impact on profit, assets and equity.

21. SUBSEQUENT EVENTS

Subsequent to the reporting date, geopolitical tensions in the Middle East have escalated, resulting in increased regional uncertainty across the Arabian Gulf region. The situation remains dynamic and continues to evolve.

As these events occurred after the reporting date, no adjustments have been made to the amounts recognized in the financial statements as at 31 December 2025. Management of the Company continues to closely monitor developments, particularly considering the potential impact on the tourism sector, including travel demand and customer activity.

As at the date of this report, the Company continues to operate; however, business volumes have declined significantly following the onset of the conflict, resulting in reduced inbound tourism demand. Management and the Board of Directors are of the view that the Company will be able to continue its operations, supported by financial assistance from its parent entity.

Furthermore, management believes that, once the regional situation stabilizes, the Company is likely to benefit from a recovery in travel demand initially driven by the local, CIS, and Sub-continent markets which are expected to contribute positively to business volumes in the short term, until traditional markets return to their normal levels.

Desert Adventures Tourism LLC and its subsidiaries

Consolidated financial statements
31 December 2025

Desert Adventures Tourism LLC and its subsidiaries
Consolidated financial statements
31 December 2025

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Directors' Report

The directors submit their report together with the audited consolidated financial statements of the Group for the year ended 31st December 2025.

LEGAL STATUS

Desert Adventures Tourism LLC is a limited liability company (the "Company") registered with the Department of Tourism and Commerce Marketing, Government of Dubai and Department of Economic Development.

The consolidated financial statements of the Group for the year ended December 31, 2025, comprises the Company and its subsidiaries, Muscat Desert Adventures Tourism LLC, and Desert Adventures Tourism (Private Shareholding Company) – Amman, Jordan (collectively referred to as the "Group").

The principal business activity of the Group is providing travel and tourism related services. The Company secures access to hotel accommodation and other travel and tourism related activities and sells it to customer who generally are tour operators, travel agents and other wholesalers.

The registered office of the Desert Adventures Tourism LLC is P.O. Box No. 25488, Dubai, United Arab Emirates.

SHARE HOLDINGS

The shareholding pattern of the Company as at 31st December 2025 and 31st December 2024 is as follows:

Name of the shareholder	**Shareholding %**
Travel Circle International (Mauritius) Limited	100%

The ultimate parent and ultimate controlling party of the Group is Fairfax Financial Holdings Limited, a company registered in Toronto, Ontario, Canada.

FINANCIAL PERFORMANCE

The results of the Group for the year ended 31 December 2025 and 31 December 2024 are stated below:

Financial highlights	**2025**	2024
	AED	AED
Loss for the year	(7,066,077)	(3,207,595)
Total equity	(54,181,120)	(47,115,043)

SUBSEQUENT EVENT:

There has been no significant event subsequent to the reporting date and up to the date of authorization, which would have a material effect on the financial statements.

AUDITORS

KPMG Lower Gulf Limited was appointed as the independent auditor for the year ended 31 December 2025. The firm is eligible for reappointment for the financial year 2026 and has expressed its willingness to continue in office. The Director recommends the reappointment of KPMG Lower Gulf Limited as the Group's auditor for the year ending 31 December 2026.

On behalf of the Board

Salim Sikander
Chief Financial Officer

Peter Payet
Chief Executive Officer

Date: 11 May 2026

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Independent auditors' report

To the Shareholder of Desert Adventures Tourism LLC

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Desert Adventures Tourism LLC ("the Company") and its subsidiaries ("the Group"), which comprise the consolidated statement of financial position as at 31 December 2025, the consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising material accounting policies and other explanatory information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2025, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards).

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 Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with International Ethics Standards Board for Accountants International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) together with the ethical requirements that are relevant to our audit of the consolidated 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.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 (a) of the consolidated financial statements, which indicates that the Group incurred a net loss of AED 7,066,077 during the year ended 31 December 2025 and, as of that date, the Group's total liabilities exceeded its total assets by AED 54,181,120. As stated in Note 2 (b), these events or conditions, along with other matters as set forth in Note 2 (a), indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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Other Information

Management is responsible for the other information. The other information comprises the Directors' Report which is set out on page 1.

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 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, 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 IFRS Accounting Standards and their preparation in compliance with the applicable provisions of the UAE Federal Decree Law No. 32 of 2021, 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.

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.

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Auditors' Responsibilities for the Audit of the Consolidated Financial Statements (continued)

- 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.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes 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

Further, as required by the UAE Federal Decree Law No. 32 of 2021, as amended, we report that for the year ended 31 December 2025:

i) we have obtained all the information and explanations we considered necessary for the purposes of our audit;

ii) the consolidated financial statements have been prepared and comply, in all material respects, with the applicable provisions of the UAE Federal Decree Law No. 32 of 2021, as amended;

iii) the Group has maintained proper books of account;

iv) the financial information included in the Directors' report is consistent with the books of account of the Group;

v) as disclosed in note 1 to the consolidated financial statements, the Group has not purchased any shares during the year ended 31 December 2025;

vi) note 13 to the consolidated financial statements discloses material related party transactions and the terms under which they were conducted; and

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 Group has contravened during the financial year ended 31 December 2025 any of the applicable provisions of the UAE Federal Decree Law No. 32 of 2021, as amended, or in respect of the Company, its Articles of Association, which would materially affect its activities or its consolidated financial position as at 31 December 2025.

KPMG Lower Gulf Limited

Abdul Qadir
Registration No.: 5837
Dubai, United Arab Emirates

Date: 15 MAY 2026

KPMG Professional License No.: 113869

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Desert Adventures Tourism LLC and its subsidiaries

Consolidated statement of profit or loss and other comprehensive income

For the year ended 31 December 2025

	Notes	**2025** **AED**	2024 AED
Revenue	*4*	**334,171,908**	346,530,645
Cost of services	*5*	**(311,833,877)**	(318,168,695)
Gross profit		**22,338,031**	28,361,950
Administrative and general expenses	*6*	**(32,497,906)**	(31,518,615)
Reversal of impairment loss on financial assets	*12.1*	**1,203,865**	-
Other income - net	*8*	**1,981,403**	1,422,151
Operating loss		**(6,974,607)**	(1,734,514)
Finance income	*7*	**976,359**	793,461
Finance costs	*7*	**(2,896,354)**	(2,490,744)
Loss before tax		**(8,894,602)**	(3,431,797)
Reversal of tax liability in a subsidiary	*9.1*	**214,415**	-
Deferred tax asset recognized	*9.1*	**1,614,110**	224,202
Loss for the year		**(7,066,077)**	(3,207,595)
Other comprehensive income		**-**	-
Total comprehensive loss for the year		**(7,066,077)**	(3,207,595)

The notes on pages 9 to 39 are an integral part of these consolidated financial statements.

The independent auditors' report is set out on page 2 - 4.

Desert Adventures Tourism LLC and its subsidiaries

Consolidated statement of financial position

As at 31 December 2025

	Notes	2025 AED	2024 AED
Assets			
Property and equipment	*10*	**870,596**	533,911
Right of-use-asset	*10*	**92,267**	611,775
Intangible asset	*11*	**183,678**	277,151
Deferred tax assets	*9.4*	**1,990,052**	375,942
Non-current assets		**3,136,593**	1,798,779
Trade and other receivables	*12*	**39,440,518**	47,485,711
Due from related parties	*13*	**380,733**	3,278,459
Cash and cash equivalents	*14*	**7,213,295**	7,175,262
Current assets		**47,034,546**	57,939,432
Total assets		**50,171,139**	59,738,211
Equity			
Share capital	*15*	**300,000**	300,000
Statutory reserve	*16*	**756,708**	756,708
Shareholder contribution	*17*	**9,341,289**	9,341,289
Accumulated losses		**(64,579,117)**	(57,513,040)
Total equity		**(54,181,120)**	(47,115,043)
Liabilities			
Lease liabilities	*20*	**26,151**	75,613
Employees' end of service benefits	*18*	**4,793,825**	4,529,165
Bank borrowings	*14.1*	**420,124**	171,688
Total non-current liabilities		**5,240,100**	4,776,466
Trade and other payables	*19*	**82,126,463**	75,219,075
Provision for income tax	*9.3*	**237,281**	451,696
Due to related parties	*13*	**4,276,637**	6,345,213
Loan from Holding Company	*13*	**-**	3,788,530
Lease liabilities	*20*	**49,265**	570,726
Bank borrowings	*14.1*	**12,422,513**	15,701,548
Total current liabilities		**99,112,159**	102,076,788
Total liabilities		**104,352,259**	106,853,254
Total equity and liabilities		**50,171,139**	59,738,211

To the best of our knowledge, the consolidated financial statements fairly presents, in all material respects, the consolidated financial position, results of operation and cash flows of the Group as of, and for, the year ended 31 December 2025.

These consolidated financial statements were authorized for issue by the Group's shareholders on 11 May 2026 and signed on their behalf by:

Salim Sikander
Chief Financial Officer

Peter Payet
Chief Executive Officer

The notes on pages 9 to 39 are an integral part of these consolidated financial statements.

The independent auditors' report is set out on page 2 – 4.

Desert Adventures Tourism LLC and its subsidiaries

Consolidated statement of cash flows

For the year ended 31 December 2025

	Note	**2025** **AED**	2024 AED
Cash flows from operating activities			
Loss for the year		**(7,066,077)**	(3,207,595)
Adjustments for:			
Depreciation on property and equipment	*10*	**782,602**	738,392
Amortization on intangible asset	*11*	**93,473**	150,752
Provision for employees' end of service benefits	*18*	**773,740**	993,141
Reversal of impairment loss on receivables	*12.1*	**(1,203,867)**	-
Interest expenses on related party balances	*13*	**503,130**	487,439
Interest expenses on bank borrowings	*14.1*	**2,042,617**	1,732,088
Interest on lease liabilities	*20*	**18,625**	64,700
Interest income	*7*	**(133,198)**	(19,214)
Gain on sale of property and equipment	*8*	**(148,000)**	-
Income tax benefit	*9.1*	**(214,415)**	-
Deferred tax income	*9.1*	**(1,614,110)**	(224,202)
		(6,165,480)	715,501
Changes in:			
- Trade and other receivables		**9,249,060**	(4,653,510)
- Due from related parties		**2,897,726**	(1,381,355)
- Due to related parties		**(2,423,081)**	5,043,924
- Trade and other payables		**6,907,388**	453,312
Payment of employees' end of service benefits	*18*	**(509,080)**	(178,755)
Net cash from / (used in) operating activities		**9,956,533**	(883)
Cash flows from investing activities			
Acquisition of property and equipment	*10*	**(599,779)**	(200,347)
Proceeds from disposal of property and equipment		**148,000**	-
Interest income received		**133,198**	19,214
Net cash used in investing activities		**(318,581)**	(181,133)
Cash flows from financing activities			
Proceeds from loan from Holding Group	*13*	**7,342,000**	14,684,000
Repayment of loan and Interest to Holding Company		**(11,279,155)**	(11,332,455)
Repayment of bank borrowings		**(3,030,599)**	(1,875,964)
Repayment of interest on bank borrowings		**(2,042,617)**	(1,732,088)
Payment of lease liabilities		**(589,548)**	(586,091)
Net cash used in financing activities		**(9,599,919)**	(842,598)
Net increase in cash and cash equivalents		**38,033**	(1,024,614)
Cash and cash equivalents at beginning of the year		**7,175,262**	8,199,876
Cash and cash equivalents at end of the year	*14*	**7,213,295**	7,175,262

The notes on pages 9 to 39 are an integral part of these consolidated financial statements.

The independent auditors' report is set out on page 2 - 4.

Desert Adventures Tourism LLC and its subsidiaries

Consolidated statement of changes in equity

For the year ended 31 December 2025

	Share capital AED	Statutory reserve AED	Shareholder contribution AED	Accumulated losses AED	Total AED
At 1 January 2024	300,000	756,708	9,341,289	(54,305,445)	(43,907,448)
Loss for the year	-	-	-	(3,207,595)	(3,207,595)
At 31 December 2024	300,000	756,708	9,341,289	(57,513,040)	(47,115,043)
At 1 January 2025	**300,000**	**756,708**	**9,341,289**	**(57,513,040)**	**(47,115,043)**
Loss for the year	-	-	-	(7,066,077)	(7,066,077)
At 31 December 2025	**300,000**	**756,708**	**9,341,289**	**(64,579,117)**	**(54,181,120)**

The notes on pages 9 to 39 are an integral part of these consolidated financial statements.

1 Reporting entity

Desert Adventures Tourism LLC is a limited liability Company (the "Company") registered with the Department of Tourism and Commerce Marketing, Government of Dubai.

The authorised and fully paid up share capital of the Company is AED 300,000 divided into 100 shares of AED 3,000 / share.

The shareholding pattern of the Company as at 31st December 2025 and 31st December 2024 is as follows:

Name of the shareholder	**Shareholding %**
Travel Circle International (Mauritius) Limited ("the Holding Company")	100%

The principal business activity of the Group is providing travel and tourism related services. The Company secures access to hotel accommodation and other travel and tourism related activities and sells it to customer who generally are tour operators, travel agents and other wholesalers.

The registered office of the Desert Adventures Tourism LLC is P.O. Box No. 25488, Dubai, United Arab Emirates.

The consolidated financial statements for the year ended 31 December 2025 comprises the Company and its subsidiaries, Muscat Desert Adventures Tourism LLC and Desert Adventures Tourism (Private Shareholding Company) – Amman, Jordan (collectively referred to as the "Group"). These subsidiaries operate in Oman and Jordan respectively and carry out similar business activities as the Company.

Muscat Desert Adventures Tourism LLC is a 70% owned subsidiary of Desert Adventures Tourism LLC, a company registered in Dubai, United Arab Emirates. The remaining 30% shareholding is held by a local partner, Hani Bin Juman Ashour Rajab, who has agreed not to participate in the operational or financial management of the entity and has confirmed that the shares are held for the beneficial interest of Desert Adventures Tourism LLC.

Desert Adventures Tourism (Private Shareholding Company) – Amman, Jordan is a wholly owned subsidiary of Desert Adventures Tourism LLC.

The ultimate parent and ultimate controlling party of the Group is Fairfax Financial Holdings Limited, a company registered in Toronto, Ontario, Canada.

The Group has not purchased any shares during the year.

2 Basis of accounting

a) Going concern

During the year ended 31 December 2025, the Group reported a net loss of AED 7,066,077 (2024: Net loss of AED 3,207,595), net current liabilities of AED 52,077,613 (2024: AED 44,137,356) and net liabilities of AED 54,181,120 (2024: AED 47,115,043). As at 31 December 2025, the accumulated losses of the Group, amounted to AED 64,579,117 (2024: AED 57,513,040), exceed more than 50% of the share capital.
In accordance with Article 308 of UAE Federal Decree Law No. 32 of 2021, as amended, where losses of a limited liability company reach half of its share capital, management is required to refer the matter to the shareholders to consider the continuation or dissolution of the Group.
As at the date of this report, the Group continues to operate, however, business volumes have declined significantly due to the ongoing geopolitical situation in the region, resulting in reduced inbound

2 Basis of accounting *(continued)*

a) Going concern *(continued)*

tourism demand. This has adversely impacted the Group's recent performance and creates uncertainty in the development and execution of its business plans, including assumptions relating to revenue growth and recovery timelines.
These factors indicate that the Group ability to continue as a going concern is dependent upon the continued financial support of the Holding company. Subsequent to the year end, the Holding Company provided financial support amounting to AED 9,150,000 to the Group. In addition, the Holding Company has provided an undertaking that it will continue to provide the necessary financial support to enable the Group to meet its obligations as they fall due for the foreseeable future. Accordingly, these consolidated financial statements have been prepared on a going concern basis.

b) Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") as issued by International Accounting Standards Board (IASB) and the applicable provision of UAE Federal Decree Law no. 32 of 2021, as amended.

c) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis.

d) Functional and presentation currency

The consolidated financial statements are presented in United Arab Emirates Dirham ("AED"), which is the Group's functional currency.

e) Use of estimates and judgments

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgments and estimates 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 estimates are recognized prospectively.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying policies that have the most significant effect on the amounts recognized in these consolidated financial statements are disclosed in note 24.

3 Summary of Material Accounting Policies

The Group has consistently applied the following accounting policies to all periods presented in these financial statements, except if mentioned otherwise.

Revenue

The Group renders a wide range of tourism and related services.

Revenue includes hotel accommodation, transfers, visa services and other tourism and travel related services. The revenue from rendering these services is recognized in profit or loss at the fair value of the consideration received or receivable.

3 Summary of Material Accounting Policies *(continued)*

Revenue *(continued)*

The following table provides information about the nature and timing of the satisfaction of performance obligation in contracts with customers, including significant payment terms, and the related revenue recognition policies.

Type of product/service	Nature and timing of satisfaction of performance obligations, including significant payment terms	Revenue recognition
- **Tourism & related services including:** - Hotel accommodation - Visas - Transfers - Meet and greet and; - Excursions	Control of travel related services is considered transferred to customer at the travel in date i.e., in case of: - Visas at the date of issuance. - Hotel accommodation on the date hotel check in. - Transfers on the date of arrival. - Meet and greet on the date of arrival; and - Excursions on the date excursions Invoices are usually payable within 30 days. Terms of cancellations vary depending on the timing of the season during the year. The services are generally short-term in nature, and the lead time between booking confirmation, invoicing and delivery of the related travel service is typically short. Revenue is recognized when the customer travels, checks in, or otherwise consumes the relevant service or package.	Revenue is recognized at a point in time i.e., the time of travel in date.
Tour Packages	The services above are also sold as a combined tour package to travelers. In case of a combined tour package, entire package is generally considered as a single performance obligation. The combination of separate services in a combined tour package is considered significant integration and revenue for the entire tour package is recognized at the time of travel in date. Invoices are usually payable within 30 days. Terms of cancellations vary depending on the timing of the season during the year. The services are generally short-term in nature, and the lead time between booking confirmation, invoicing and delivery of the related travel service is typically short. Revenue is recognized when the customer travels, checks in, or otherwise consumes the relevant service or package.	Revenue is recognized at a point in time i.e., the time of travel in date.

3 Summary of Material Accounting Policies *(continued)*

Revenue *(continued)*

Principal versus agent assessment

The Group provides tourism and travel-related services, including hotel accommodation, transfers, visa services, meet and greet services, excursions and bundled tour packages. In certain arrangements, the Group uses third-party suppliers to deliver parts of the service to customers.

Management has assessed whether the Group acts as a principal or an agent in these arrangements in accordance with IFRS 15. The Group is acting as a principal, as it has primary responsibility for fulfilling the promise to the customer, is responsible for coordinating and delivering the overall travel experience, bears service-related risks, and has discretion in establishing prices. Customers contract directly with the Group, and the Group remains responsible for addressing service issues or arranging alternative services where required. Accordingly, revenue from these arrangements is recognized on a gross basis, with the full amount of consideration received from customers recognized as revenue and the related supplier costs recognized separately as cost of sales**.**

Financial instruments

Recognition and initial measurement

Trade receivables are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized when the Group 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, 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

Financial assets

On initial recognition, a financial asset is classified as and measured at: amortized cost; FVOCI – debt investment; FVOCI – equity investment; or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

3 Summary of Material Accounting Policies *(continued)*

Financial instruments (continued)

Financial assets – Subsequent measurement and gains and losses:

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.
Financial assets at amortized cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

Derecognition

Financial assets

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group enters into transactions whereby it transfers assets recognized in its statement of financial position but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognized.

Financial liabilities

The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire. The Group also derecognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred, or liabilities assumed) is recognized in profit or loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

3 Summary of Material Accounting Policies (continued)

Foreign currency transactions

Transactions in foreign currencies are translated to AED at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to AED at the foreign exchange rate ruling at that date. Non-monetary items in a foreign currency that are measured in terms of historical cost are translated into AED using the exchange rates at the date of the transaction. Foreign exchange differences arising on translation are recognized in profit or loss.

Property and equipment

Items of property and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures that are directly attributable to the acquisition of the asset. When parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment.

Subsequent cost

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

Depreciation

Depreciation is recognized in the profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property and equipment. Depreciation on additions is calculated on a pro-rata basis from the day of addition and on disposal up to and including the month of disposal of the asset. The estimated useful lives are as follows:

	Years
Motor vehicles	4
Furniture, fixtures and equipment	2 - 5
Leasehold improvements	10
Leased office premises	3

The depreciation method and useful lives, as well as estimates of residual lives, are reassessed annually.

Intangible Assets

Intangible assets, including software, operating licenses and trademarks, that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortization and any accumulated impairment losses if any.

Subsequent expenditure
Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognized in profit or loss as incurred.

Amortization
Amortization is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives and is generally recognized in profit or loss.

The estimated useful lives for current and comparative are 5 years.

3 Summary of Material Accounting Policies (continued)

Impairment

Non-derivative financial assets

Financial instruments

The Group recognizes loss allowances for Expected Credit Losses (ECLs) on financial assets measured at amortized cost.

The Group measures loss allowances at an amount equal to lifetime ECLs, except for bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables and due from related parties are always measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group 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 Group's historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on trade receivables has increased significantly if it is more than 90 days past due i.e. 120 days from the invoice date.

The Group considers trade receivables to be in default when:
- the borrower is unlikely to pay its credit obligations to the group in full, without recourse by the Group to actions such as realizing security (if any is held); or
- the financial asset is more than 90 days past due

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive).

ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Group assesses whether financial assets carried at amortized cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

3 Summary of Material Accounting Policies (continued)

Impairment (continued)

Non-derivative financial assets *(continued)*

Credit-impaired Financial instruments (continued)

Evidence that a financial asset is credit-impaired includes the following observable data:
- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise; or
- it is probable that the borrower will enter bankruptcy or other financial reorganization

Presentation of allowance for ECL in the statement of financial position

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. For individual customers, the Group has a policy of writing off the gross carrying amount when the financial asset is past due based on historical experience of recoveries of similar assets. For corporate customers, the Group individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

Financial assets not classified as at FVTPL were assessed at each reporting date to determine whether there was objective evidence of impairment.

Objective evidence that financial assets were impaired included:
- default or delinquency by a debtor;
- restructuring of an amount due to the Group on terms that the Group would not consider otherwise;
- indications that a debtor or issuer would enter bankruptcy;
- adverse changes in the payment status of borrowers or issuers;
- observable data indicating that there was a measurable decrease in the expected cash flows from a group of financial assets.

Financial assets measured at amortized cost

The Group considered evidence of impairment for these assets at both an individual asset and a collective level. All individually significant assets were individually assessed for impairment. Those found not to be impaired were then collectively assessed for any impairment that had been incurred but not yet individually identified. Assets that were not individually significant were collectively assessed for impairment. Collective assessment was carried out by grouping together assets with similar risk characteristics.

3 Summary of Material Accounting Policies *(continued)*

Impairment (continued)

Financial assets measured at amortized cost (continued)

In assessing collective impairment, the Group used historical information on the timing of recoveries and the amount of loss incurred and made an adjustment if current economic and credit conditions were such that the actual losses were likely to be greater or lesser than suggested by historical trends.

An impairment loss was calculated as the difference between an asset's carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses were recognized in profit or loss and reflected in an allowance account.

When the Group considered that there were no realistic prospects of recovery of the asset, the relevant amounts were written off. If the amount of impairment loss subsequently decreased and the decrease was related objectively to an event occurring after the impairment was recognized, then the previously recognized impairment loss was reversed through profit or loss.

Non-financial assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets, investment property and inventories 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 whenever the carrying amount of the asset exceeds the recoverable amount. Impairment losses, if any, are recognized in the statement of profit or loss.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognized if the carrying

amount of an asset or CGU exceeds its recoverable amount. Impairment losses are recognized in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment losses are recognized in profit or loss.

Impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognized.

Provisions

A provision is recognized, if as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

3 Summary of Material Accounting Policies *(continued)*

Provision for employees' end of service benefits

The provision is made for the amount of end of service benefits due to employees in accordance with the UAE Labour Law and Oman Labour Law 2003 and its amendments and is based on the current remuneration and the period of service of the employees at the end of the reporting period. The provision has been classified as a non-current liability.

Intercompany recharges

Intercompany expenses are recharged to related parties at arm's length price. Charges mainly includes Salaries and Other Admin expense including IT system cost as paid by / charged to the Company.

Income tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for the Company. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset only if certain criteria are met.

3 Summary of Material Accounting Policies *(continued)*

Tax

Tax expense comprises current and deferred tax. Current and deferred tax is recognized in the profit or loss except to the extent that it relates to a business combination, or items recognized directly in the equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect to previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantially enacted at the reporting date.

Basis of consolidation

Subsidiary

Subsidiary is an entity controlled by the Group. Control exists when the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Intra-group balances and transactions, and any unrealized income and expenses arising from intra-group transactions, are eliminated. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

Contract assets

The contract assets are recognized for the Group's rights to consideration for services provided to the customer but not billed at the reporting date. The amount is netted with the expected credit losses, if any. The contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Group issues an invoice to the customers.

Contract liability

A contract liability is an entity's obligation to transfer goods or services to a customer for which the Group has received consideration (or the amount is due) from the customer.

Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

The contract involves the use of an identified asset – this may be specified explicitly or implicitly and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified; and

The Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use.

3 Summary of Material Accounting Policies *(continued)*

Leases (continued)

The Group has the right to direct the use of the asset. The Group has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Group has the right to direct the use of the asset if either:

- the Group has the right to operate the asset; or
- the Group designed the asset in a way that predetermines how and for what purpose it will be used.

As a lessee

The Group recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased. Lease payments included in the measurement of the lease liability comprise fixed payments, including in-substance fixed payments.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

3 Summary of Material Accounting Policies *(continued)*

Accounting standards issued but not yet effective

A number of new accounting standards are effective for annual reporting periods beginning after 1 January 2025 and earlier application is permitted. However, the Company has not early adopted the following new or amended accounting standards in preparing these financial statements.

a) IFRS 18 Presentation and Disclosure in Financial Statements

IFRS 18 will replace IAS 1 Presentation of Financial Statements and applies for annual reporting periods beginning on or after 1 January 2027. The new standard introduces the following key new requirements.

- Entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to present a newly-defined operating profit subtotal. Entities' net profit will not change.
- Management-defined performance measures (MPMs) are disclosed in a single note in the financial statements.
- Enhanced guidance is provided on how to group information in the financial statements.

In addition, all entities are required to use the operating profit subtotal as the starting point for the statement of cash flows when presenting operating cash flows under indirect method.

The Company is still in the process of assessing the impact of the new standard, particularly with respect to the structure of the Company's statement of profit or loss, the statement of cash flows and the additional disclosures required for MPMs. The Company is also assessing the impact on how information is grouped in the financial statements, including for items currently labelled as "other".

b) Other accounting standards

The following new and amended standards are not expected to have a significant impact on the Company's financial statements.

— Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7) and
— Contracts Referencing Nature-dependent Electricity (Amendments to IFRS 9 and IFRS 7).

New standards or amendments and forthcoming requirements

Below is a list of recent changes to the Accounting Standards that are required to be applied for annual reporting periods beginning after 1 January 2025 and that are available for early adoption in annual reporting periods beginning on 1 January 2025.

- Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7 (1 January 2026)
- Contract Referencing Nature-dependent Electricity - Amendments to IFRS 9 and IFRS 7 (1 January 2026)
- Annual Improvements to IFRS Accounting Standards – Volume 11 (1 January 2026)
- IFRS 18 Presentation and Disclosure in Financial Statements (1 January 2027)
- IFRS 19 Subsidiaries without Public Accountability: Disclosures (1 January 2027)
- Sale or Contribution of Assets between an Investor and its Associate or Joint Venture Amendments to IFRS 10 and IAS 28 (effective date deferred indefinitely)

4 Revenue

Revenue from contract with customers is disaggregated by major products and service lines and timing of revenue recognition.

	2025 **AED**	2024 AED
Tourism and related services	**313,943,144**	308,557,666
Tour packages	**17,598,419**	34,294,866
Hotel commissions	**2,630,345**	3,678,113
	334,171,908	346,530,645
Geographical markets		
Middle East	**334,171,908**	346,530,645
Timing of revenue recognition		
Revenue recognized at a point in time	**334,171,908**	346,530,645
Contract balances		
Receivables, which are included in "trade receivables and other receivables" (Note 12)	**19,461,314**	25,511,689

5 Cost of services

	2025 **AED**	2024 AED
Tourism and related services	**296,187,890**	286,850,385
Tour Packages	**15,645,987**	31,318,310
	311,833,877	318,168,695

6 Administrative and general expenses

	2025 **AED**	2024 AED
Staff salaries and benefits	**24,451,279**	23,039,197
Advertisement and business promotion	**1,921,014**	1,803,144
IT expenses	**1,805,789**	1,499,567
Travel	**728,202**	737,084
Depreciation (refer note 10.1)	**782,602**	738,392
Office expenses	**487,778**	447,233
Rent (refer note 20)	**168,264**	229,228
Amortization (refer note 11)	**93,473**	150,752
Others	**2,059,505**	2,874,018
	32,497,906	31,518,615

7 Net finance costs

	2024 AED	2023 AED
Finance income		
Net foreign exchange gain	**843,161**	774,247
Interest income	**133,198**	19,214
Total finance income	**976,359**	793,461
Finance costs		
Bank charges	**(219,438)**	(166,828)
Interest on related party balance	**(503,130)**	(487,439)
Other finance charges	**(112,544)**	(39,689)
Interest on bank borrowings	**(2,042,617)**	(1,732,088)
Interest on lease liabilities (refer note 20)	**(18,625)**	(64,700)
Total finance costs	**(2,896,354)**	(2,490,744)
Net finance costs recognized in profit or loss	**(1,919,995)**	(1,697,283)

8 Other income – net

	2025 AED	2024 AED
Gain on sale of property and equipment	**148,000**	-
Intragroup charges net (refer note 8.1)	**676,386**	(434,499)
Other income	**1,157,017**	1,856,650
	1,981,403	1,422,151

8.1 Intragroup charges – net

	2025 AED	2024 AED
Expenses recharged by related parties	**(650,196)**	(434,499)
Expenses recharged to by related parties	**1,326,582**	-
	676,386	(434,499)

9 Taxation

During the year, the Group is subject to income tax in respect of its operations in the UAE, Oman, and Jordan (2024: UAE, Oman and Jordan). The management believes that accruals for tax liabilities are adequate for all open tax years based on its assessment of all relevant factors, including interpretations of tax laws and prior experience.

9.1 Tax expense

	2025	2024
	AED	AED
Tax expense		
Current year	**-**	-
Prior years	**(214,415)**	-
Total tax benefit for the year (refer note 9.3)	**(214,415)**	-
Deferred tax		
Recognition of deferred tax assets related to unused tax losses (refer note 9.4)	**(1,614,110)**	(224,202)
Tax credit recognized in profit or loss	**(1,828,525)**	(224,202)

9.2 Reconciliation of effective tax rate:

The following is a reconciliation of income taxes calculated on accounting profits at the applicable tax rates with the income tax expense for the year:

	2025	2024
	AED	AED
Loss before tax	**(8,894,605)**	(3,431,797)
Tax using the Company base tax rate	**(1,513,479)**	(238,305)
Tax in foreign jurisdictions	**-**	(36,081)
Non-deductible expenses	**28,422**	20,965
Unrecorded deferred tax on tax losses	**(179,688)**	(36,443)
Deferred tax on tax losses expired during the year	**-**	65,662
Reversal of deferred tax recognized in prior years	**50,635**	-
Tax credit for the year	**(1,614,110)**	(224,202)
Effective tax rate	**(18.15%)**	(6.53%)

UAE Corporate Income Tax (Desert Adventures Tourism LLC):

On 9 December 2022, the UAE Ministry of Finance released Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses ("UAE CT Law" or the "Law") to enact a Federal corporate tax ("CT") regime in the UAE. Current taxes shall be accounted for as appropriate in the financial statements for the period beginning on 1 January 2024. The taxable income of the entities that are in scope for UAE CT purposes are subject to the rate of 9% corporate tax. The Company has opted to apply the *realization basis* for recognizing gains and losses on all assets and liabilities. As the Company incurred net losses for the year ended 31 December 2025, no taxable income was generated, and therefore, no income tax expense has been recorded for the year. A deferred tax asset of AED 1,450,740 (2024: AED 224,202) has been recognized during the year, as management anticipates that sufficient taxable profits will be available in the foreseeable future to utilize the related tax losses.

9 Taxation (continued)

9.2 Reconciliation of effective tax rate (continued)

Oman Corporate Income Tax (Muscat Desert Adventures Tourism LLC):

Muscat Desert Adventures Tourism LLC incurred taxable losses during the current year; accordingly, no income tax expense has been recognized. Furthermore, no deferred tax asset has been recorded on these losses, as management does not anticipate the availability of sufficient taxable profits in the foreseeable future to utilize them.

Status of assessment: The assessment of the Company has been completed and agreed up to the Tax Year 2021. The assessment for Tax Years 2022 to 2024 has not yet initiated by the TA. Management is of the opinion that any additional taxes, if any, related to the open years would not be significant to the Company's financial position as at 31 December 2025.

Jordan Corporate Income Tax (Desert Adventures Tourism (Private Shareholding Company)

Income tax expense, current tax liabilities, and deferred tax assets have been calculated using the enacted tax rate of 20% in addition to the national contribution at 1% in accordance with the income tax law prevailing in the Hashemite Kingdom of Jordan in starting January 1, 2019.

Income Tax Status: Desert Adventures Tourism (Private Shareholding Company) obtained a final clearance with the Income and Sales Tax Department until the end of 2023. The Income tax returns for the years from 2019 till 2025 have been submitted within the legal period which were approved but not yet audited by the Income and Sales Tax Department. For the year ended 31 December 2025, the Company reported a profit before tax, however, no current income tax expense has been recognized. The tax reconciliation reflects certain non-deductible items and prior year adjustments, resulting in no current tax charge for the year. With respect to deferred tax, the Company recognized a deferred tax asset in prior years amounting to AED 151,740. During the current year, a reversal of AED 50,635 has been recorded following the tax authority's assessment completed up to FY 2023, which resulted in this adjustment.

9.3 Income tax provision

The movement on the income tax provision during the year was as follows:

	2025	2024
	AED	AED
At 1 January	**451,696**	451,696
Tax credit for the year (refer note 9.1)	**(214,415)**	-
At 31 December	**237,281**	451,696

9 Taxation (continued)

9.4 Deferred tax asset

The movement on the deferred tax asset during the year was as follows:

	AED
Balance at 1 January 2024	151,740
Deferred tax asset for the year	224,202
Balance at 31 December 2024	375,942
Balance at 1 January 2025	**375,942**
Deferred tax asset for the year	1,614,110
Balance at 31 December 2025	**1,990,052**

Group tax rates

The Company is subject to income tax at the statutory rate of 9%. In addition, the Company has subsidiaries in Oman and Jordan. The applicable tax rates in the jurisdictions where the Group operates are outlined below:

Country	Applicable tax rates
Oman	15%
Jordan	21%

10 Property and equipment

	Motor vehicles AED	Furniture, fixtures & equipment AED	Leasehold improvements AED	Leased office premises AED	Total AED
Cost					
At 1 January 2024	3,045,038	996,302	1,316,972	1,565,056	6,923,368
Additions	-	161,423	38,924	144,492	344,839
Disposal	-	(141,573)	-	(151,169)	(292,742)
At 31 December 2024	3,045,038	1,016,152	1,355,896	1,558,379	6,975,465
At 1 January 2025	**3,045,038**	**1,016,152**	**1,355,896**	**1,558,379**	**6,975,465**
Additions	499,995	96,889	2,895	-	599,779
Disposal/written off	(1,182,000)	(20,562)	-	(1,413,955)	(2,616,517)
At 31 December 2025	**2,363,033**	**1,092,479**	**1,358,791**	**144,424**	**4,958,727**

10 Property and equipment (continued)

Depreciation					
At 1 January 2024	2,706,001	818,300	1,283,559	576,269	5,384,129
Charge for the year	105,998	105,820	5,070	521,504	738,392
Disposal	-	(141,573)	-	(151,169)	(292,742)
At 31 December 2024	2,811,999	782,547	1,288,629	946,604	5,829,779
At 1 January 2025	**2,811,999**	**782,547**	**1,288,629**	**946,604**	**5,829,779**
Charge for the year	134,254	121,216	7,624	519,508	782,602
Disposal/written off	(1,182,000)	(20,562)	-	(1,413,955)	(2,616,517)
At 31 December 2025	**1,764,253**	**883,201**	**1,296,253**	**52,157**	**3,995,864**
Net book value					
31 December 2025	**598,780**	**209,278**	**62,538**	**92,267**	**962,863**
31 December 2024	233,039	233,605	67,267	611,775	1,145,686

10.1 Depreciation has been allocated as follows:

	2025	2024
	AED	AED
Administrative and general expenses (refer note 6)	**782,602**	738,392
	782,602	738,392

11 Intangible asset – Software

	2025	2024
	AED	AED
Cost		
As at 1 January	**2,460,999**	2,460,999
Additions	**-**	-
Written off	**(36,569)**	-
As at 31 December	**2,424,430**	2,460,999
Amortization		
As at 1 January	**2,183,848**	2,033,096
Charge for the period	**93,473**	150,752
Written off	**(36,569)**	-
As at 31 December	**2,240,752**	2,183,848
Net book value as at 31 December	**183,678**	277,151

12 Trade and other receivables

	2025 AED	2024 AED
Trade receivables	**21,439,152**	29,059,873
Less: provision for impairment loss (refer note 12.1)	**(1,977,838)**	(3,548,184)
	19,461,314	25,511,689
Advances to suppliers	**8,303,565**	10,649,793
Less: provision for impairment loss	**1,203,865**	(1,203,865)
	9,507,430	9,445,928
Other receivables		
- deposits	**5,812,738**	5,812,738
- commission receivable	**3,216,794**	4,673,381
- other receivables	**736,848**	852,428
Prepayments	**705,394**	1,189,547
	39,440,518	47,485,711

Above, deposit balance includes guarantee deposit of AED 370,000 which is in name of Reem Tours and Travel LLC, but it is held and used for the beneficial interest of the Group.

In the prior year, a provision for impairment was recognized against an advance to a supplier amounting to AED 1,203,865. During the current year, this provision has been reversed following recovery of the amount from the supplier.

12.1 Movement for impairment loss on trade receivables

The movement for impairment loss on trade receivables during the year is as follows:

	2025 AED	2024 AED
As at 1 January	3,548,182	3,548,182
Written off during the year	(1,570,344)	-
As at 31 December	**1,977,838**	3,548,182

13 Related parties

In the normal course of business, the Group carries out transactions with other business entities which fall within the definition of related party contained in International Accounting Standard 24. Such transactions are on terms and conditions mutually agreed. Significant related party transactions during the year ended 31 December 2025 were as follows:

	Relationship	2025 AED	2024 AED
Sales to related parties	Fellow subsidiaries	**15,776,136**	32,036,047
Expenses recharged by fellow subsidiaries	Holding Company	**(650,196)**	(434,499)
Expenses recharged to fellow subsidiaries	Fellow subsidiaries	**1,326,582**	1,326,582
Proceeds from loan from holding Company	Holding Company	**7,342,000**	14,684,000
Interest on related party balance	Holding Company	**(503,130)**	(487,439)
Repayment of loan and Interest from holding Company	Holding Company	**(11,279,155)**	(11,332,458)

13 Related parties (continued)

The key management personnel compensation is as follows:

	2025	2024
	AED	AED
Short-term employee benefits	**3,636,848**	3,711,672
Staff terminal benefits	**294,258**	191,642
	3,931,106	3,903,314

Due from related parties	**Relationship**	**2025** **AED**	2024 AED
Thomas Cook (India) Limited	Intermediate parent	**132,027**	2,242,338
SOTC Travel Limited	Intermediate parent	**248,706**	985,536
Gulf Dunes Tourism LLC – Oman	Affiliate Company	**-**	50,585
		380,733	3,278,459

The above-mentioned related party receivable as of the reporting date are unsecured and will be settled in the next twelve months from the reporting date. Accordingly balance due from related party is classified as stage 1 and expected credit losses have been recognized based on the loss allowance expected within next 12 months from the reporting date. Furthermore, the balance is not past due as of the reporting date.

Due to related parties	**Relationship**	**2025** **AED**	2024 AED
Gulf Dunes LLC*	Sister Concern	**4,238,354**	6,302,961
Horizon Travel Services LLC	Sister Concern	**19,369**	19,695
Travel Corporation (India) Limited	Sister Concern	**9,844**	22,557
Asian Trails Ltd	Sister Concern	**9,070**	-
		4,276,637	6,345,213

*Outstanding balances at the year-end are unsecured and settlement occurs in cash and arise in normal course of business. The amount due to Gulf Dunes LLC is subject to interest rates of 8.77%. There have been no guarantees provided or received for any related party.

13 Related parties (continued)

Loan from Holding Group

The Group obtained a short-term facility to finance working capital requirements from Travel Circle International (Mauritius) Limited ("Holding Group"). This facility is unsecured and carries interest at the rate from 6.98% to 8.90%. The movement in the balance during the year ended 31 December 2025 and 31 December 2024 is as follows:

	2025	2024
	AED	AED
Opening balance	**3,788,530**	-
Proceeds from loan	**7,342,000**	14,684,000
Interest accrued during the year	**148,625**	436,985
Repayment of principal and interest	**(11,279,155)**	(11,332,455)
Closing Balance	-	3,788,530

14 Cash and cash equivalents

	2025	2024
	AED	AED
Cash in hand	**161,630**	679,192
Cash at bank	**7,051,665**	6,496,070
	7,213,295	7,175,262

14.1 Bank borrowings

Overdraft Facility:

The Group has an overdraft facility of USD 5,000,000 (AED 18,355,000) issued by Standard Chartered Bank. This facility is secured by a corporate guarantee provided by the Parent company. Overdraft facility carries interest at the rate of 5.15% per annum over 1 month LIBOR. The principal is payable on demand and interest is payable on monthly basis. The Group has availed overdraft facility during the year and outstanding amount as at 31 December 2025 is AED 12,262,558 (2024: AED 15,640,620). The Group also has commercial card facility of AED 18,300,000 issued by Citi bank.

Auto Loan:

During the year, Group has borrowed an Auto Loan from Emirates Islamic Bank. The outstanding amount as at 31 December 2025 is AED 580,079 (2024: NIL) of which AED 159,955 (2024: AED NIL) is the current portion and remaining balance of AED 420,124 (2024: AED NIL) is non-current portion.

15 Share capital

	2025	2024
	AED	AED
Authorised, issued and fully paid up capital		
100 shares of AED 3,000 each	**300,000**	300,000

16 Statutory reserves

The Group has created the reserve in accordance with UAE Federal Law No. 32 of 2021 – United Arab Emirates, Article 132 of the Commercial Companies Law of 2019 – Oman and Article number (85) of the Jordanian companies law number (22), 1997 – Jordan.

	2025	2024
	AED	AED
Desert Adventures Tourism L.L.C. (Dubai)	**150,000**	150,000
Muscat Desert Adventures Tourism L.L.C.	**476,500**	476,500
Desert Adventures Pvt Shareholding Group	**130,208**	130,208
	756,708	756,708

17 Shareholder contribution

	2025	2024
	AED	AED
Shareholder contribution	**9,341,289**	9,341,289

18 Employees' end of service benefits

	2025	2024
	AED	AED
At 1 January	**4,529,165**	3,714,779
Charge for the year	**773,740**	993,141
Payments during the year	**(509,080)**	(178,755)
At 31 December	**4,793,825**	4,529,165

19 Trade and other payables

	2025	2024
	AED	AED
Trade payables	**33,980,640**	20,580,774
Hotel and other service accruals	**26,786,045**	33,580,463
Advances from customers	**18,652,885**	17,851,246
Employee and payroll related accruals	**1,155,254**	1,471,242
Other payables	**1,551,639**	1,735,350
	82,126,463	75,219,075

20 Lease liabilities

	2025 AED	2024 AED
Current	**49,265**	570,726
Non-current	**26,151**	75,613
Balance at 31 December	**75,416**	646,339

Set out below, are the carrying amounts of the Group's lease liabilities and the movements during the year:

	2025 AED	2024 AED
As at 1 January	**646,339**	1,023,238
Additions	**-**	144,492
Interest expense on lease liabilities (note 7)	**18,625**	64,700
Repayment of lease liabilities	**(589,548)**	(586,091)
As at 31 December	**75,416**	646,339

Amount recognized in the profit or loss

	2025 AED	2024 AED
Interest on lease liabilities	**18,625**	64,700
Depreciation on right-of-use asset (refer note 10)	**519,508**	521,504
Expenses relating to low value assets, excluding short-term leases (refer note 6)	**168,264**	229,228
Balance at 31 December	**706,397**	815,432

Amounts recognized in the Statement of cash flows

	2025 AED	2024 AED
Repayment of lease liabilities	**(589,548)**	(586,091)

21 Contingencies and commitments

Contingent liabilities

The Group has AED 894,096 (2024: AED 894,096) of bank guarantees as at 31 December 2025, these were issued during the normal course of business.

Capital commitments

There are no capital commitments of the Group as at 31 December 2025 (31 December 2024: AED Nil).

22 Financial risk management

The Group has exposure to the following risks arising from financial instruments

- Credit risk;
- Liquidity risk; and
- Market risk;

Risk management framework

The Group's management has overall responsibility for the establishment and oversight of the Group's risk management framework. Management is responsible for developing and monitoring the Group's risk management policy.

The Group's risk management policies are established to identify and analyze the risk faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's trade and other receivable (excluding prepayment and advance), due from related parties and cash at bank. The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The carrying amount of financial assets represents the maximum credit exposure. The impairment loss on financial assets and contract assets recognized in profit and loss were as follows:

	2025	2024
	AED	AED
Impairment loss of trade receivables and advance to supplier	-	-

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	2025	2024
	AED	AED
Trade receivables, net	**19,461,314**	25,511,689
Other receivables	**9,766,380**	11,338,547
Due from related parties	**380,733**	3,278,459
Cash at bank	**7,051,665**	6,496,070
	36,660,092	46,624,765

* Prepayments and advances are excluded.

22 Financial risk management (continued)

Risk management framework (continued)

Credit risk (continued)

At 31 December 2025, the Group's exposure of credit risk to trade receivables by geographical region was as follows:

	Carrying Amount 2025 AED	Carrying amount 2024 AED
Geographical regions		
Commonwealth of Independent States	**8,735,189**	13,255,840
Middle East	**5,297,745**	4,031,561
Europe	**4,422,205**	7,239,661
Asia	**542,996**	786,986
Others	**2,441,017**	3,745,825
Grand total	**21,439,152**	29,059,873

The ageing of trade receivables at the reporting date was:

	Not credit-impaired 2025 AED	**Credit impaired 2025 AED**	Not credit-impaired 2024 AED	Credit impaired 2024 AED
Not yet due	**14,074,059**	**-**	19,124,249	-
1-30 days	**4,200,379**	**-**	5,968,867	-
31- 90 days	**1,186,593**	**838,498**	418,573	802,543
91- 120 days and above	**283**	**1,139,340**	-	2,745,641
Total gross carrying amount	**19,461,314**	**1,977,838**	25,511,689	3,548,184
Loss allowance	**-**	**(1,977,838)**	-	(3,548,184)
	19,461,314	**-**	25,511,689	-

Impairment losses

Expected credit losses assessment for individual customers as at 31 December 2025 and 31 December 2024.

The Group uses an allowance matrix to measure the ECLs of trade receivables from individual customers, which comprise large number of trade balances.

Loss rates are calculated using a 'roll rate' method based on the probability of a receivable progressing through successive stages of delinquency to write-off. Roll rates are calculated separately for exposures in different segments based on the following common credit risk characteristics - geographic region and industry.

22 Financial risk management (continued)

Risk management framework (continued)

Credit risk (continued)

Impairment losses (continued)

The following table provides information about the exposure to credit risk and ECLs for trade receivables from individual customers as at 31 December 2025.

	Gross carrying amount AED	Loss allowance AED	Credit impaired
Not yet due	14,074,059	-	No
1-30 days	4,200,379	-	No
31- 90 days	2,025,090	838,498	Yes
91- 120 days and above	1,139,624	1,139,340	Yes
Total	**21,439,152**	**1,977,838**	

The following table provides information about the exposure to credit risk and ECLs for trade receivables from individual customers as at 31 December 2024.

	Gross carrying amount AED	Loss allowance AED	Credit impaired
Not yet due	19,124,249	-	No
1-30 days	5,968,867	-	No
31- 90 days	1,221,116	802,543	Yes
91- 120 days and above	2,745,641	2,745,641	Yes
Total	29,059,873	3,548,184	

Loss rates are based on actual credit loss experience over the past three years. These rates are multiplied by scalar factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Exposure is segmented by geographical region and an ECL rate is calculated for each segment based on delinquency status and actual credit loss experience over the past three years. These rates are multiplied by scalar factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables. Scalar factors are based on GDP.

Cash at Banks

The Group held cash at banks of AED 7,051,665 at 31 December 2025 (2024: AED 6,496,070). The cash at banks are held with banks, which are rated A1 to A3, based on Mood's ratings. Impairment on cash and cash equivalents has been measured on a 12-month expected loss basis and reflects the short maturities of the exposures. The Group considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties.

22 Financial risk management (continued)

Credit risk (continued)

Other receivables

The Group's exposure to credit risk on other receivable from third parties influence mainly by the individual characteristics of each party. Other receivable as at 31 December 2025 include deposits and other receivable of AED 9,766,380 (2024: AED 11,338,547) for which management believes that there is no significant credit risk associated at reporting date.

Due from related parties

For receivables from related parties, the Group as determined Probability of Debt (PD) that is applicable for outstanding related party receivables PD has been determined in accordance with Moody's PD rating scale by considering external credit ratings and adjusting the PDs so determined for macroeconomic factors. The Group has also considered a standard Loss Given Default (LGD) percentage of 45% for all unsecured outstanding exposures in accordance with foundation approach of Basel guidelines in the absence of the Group's historical experience. The Group does not require collateral in respect of its amount due from a related party. The Group does not have amounts for which no loss allowance is recognized because of collateral. At the reporting date there was no significant concentrations of credit risk.

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, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. The Group aims to maintain the level of cash and cash equivalents at an amount in excess of expected cash outflows on financial liabilities by continuous monitoring of forecast and actual cash outflows.

The following are the contractual maturities of financial liability based on contractual undiscounted payments for the year ended 31 December 2025:

	Carrying Amount AED	Contractual cash out flows AED	1 year or less AED	More than one year AED
Non derivative financial liabilities				
Trade and other payables (excluding advances from customers)	**63,473,578**	**(63,473, 578)**	**(63,473, 578)**	**-**
Lease liabilities	**75,416**	**(75,416)**	**(49,265)**	**(26,151)**
Due to related parties	**4,276,637**	**(4,276,637)**	**(4,276,637)**	**-**
Bank borrowing	**12,842,637**	**(12,842,637)**	**(12,422,513)**	**(420,124)**
	80,668,268	**(80,668,268)**	**(80,221,993)**	**(446,275)**

22 Financial risk management (continued)

Liquidity risk (continued)

The following are the contractual maturities of financial liability based on contractual undiscounted payments for the year ended 31 December 2024:

	Carrying Amount AED	Contractual cash out flows AED	1 year or less AED	More than one year AED
Non derivative financial liabilities				
Trade and other payables (excluding advances from customers)	57,367,829	(57,367,829)	(57,367,829)	-
Lease liabilities	646,339	(646,339)	(570,726)	(75,613)
Due to related parties	6,345,213	(6,345,213)	(6,345,213)	-
Bank borrowing	15,873,236	(15,873,236)	(15,873,236)	-
Loan from holding Company	3,788,530	(3,788,530)	(3,788,530)	-
	84,021,147	(84,021,147)	(83,945,534)	(75,613)

Market risk

Market risk is the risk that changes in market prices - such as foreign exchange rates, interest rates and equity prices - will affect the Group'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.

Currency risk

Currency risk is limited as all of the Group's transactions are in AED or USD which is currently pegged against AED. Some of the transactions and balance related to subsidiaries are in Jordanian Dinar (JOD) and Omani Riyal (RO) which does not have significant currency movement during the year in respect to AED. The Group's exposure to foreign currencies other than USD or currencies pegged to AED is not significant.

Interest rate risk

Exposure to interest rate risk

The interest rate profile of the Group's interest-bearing financial instrument is as follows:

Variable instruments	**2025 AED**	2024 AED
Financial liabilities (loan from holding company)	**-**	3,788,530
Financial liabilities (bank borrowings)	**12,842,637**	15,873,236
	12,842,637	19,661,766

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased/decreased equity and profit or loss by AED 128,426 *(2024: AED 196,617)*. This analysis assumes that all other variables remain constant.

22 Financial risk management (continued)

Capital management

The Group'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. Management monitors the return on capital as well as the level of dividends to shareholders. The Group is not subject to externally imposed capital requirements

23 Fair values

The fair values of the Group's financial assets and financial liabilities approximate their carrying amounts.

Fair value hierarchy

As at 31 December 2025 and 31 December 2024, there are no financial instruments carried at fair value by valuation method.

24 Use of judgments and estimates

In the process of applying the entity's accounting policies, which are described in the notes, management has made certain judgment and estimates as mentioned below.

Assumptions and estimation uncertainties

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

(a) Impairment losses on receivables

The measurement of the expected credit loss allowance for financial assets measured at amortized cost is an area that requires the use of complex models and significant assumptions about future economic conditions and credit behavior (e.g. the likelihood of customers defaulting and the resulting losses). Explanation of the inputs, assumptions and estimation techniques used in measuring ECL is further detailed in note 22.

Elements of the ECL models that are considered accounting judgments and estimates include:

- Development of ECL models, including various formulas and choice of inputs
- The segmentation of financial assets when their ECL is assessed on a collective basis; and
- Determination of associations between macroeconomic scenarios and, economic inputs, and their effect on probability of default (PDs), exposure at default (EADs) and loss given default (LGDs).

Selection of forward-looking macroeconomic scenarios and their probability weightings, to derive the economic inputs into the ECL models. The Group's policy is to regularly review its models in the context of actual loss experience and adjust when necessary. Detailed information about the judgments and estimates made by the Group in the above areas is set out in note 22.

25 Comparatives

Previous year reported figures have been regrouped/reclassified, wherever necessary, to conform to the current year's presentation. The reclassification of items is not considered material and does not impact the financial statement as at the beginning of the earliest comparative period. Thus, a third statement of financial position at the beginning of the earliest comparative period has not been presented.

26 Subsequent events

Subsequent to the reporting date, geopolitical tensions in the Middle East have escalated, resulting in increased regional uncertainty across the Arabian Gulf region. The situation remains dynamic and continues to evolve.

As these events occurred after the reporting date, no adjustments have been made to the amounts recognized in the financial statements as at 31 December 2025. Management of the Group continues to closely monitor developments, particularly considering the potential impact on the tourism sector, including travel demand and customer activity.

As at the date of this report, the Group continues to operate; however, business volumes have declined significantly following the onset of the conflict, resulting in reduced inbound tourism demand. Management and the Board of Directors are of the view that the Group will be able to continue its operations, supported by financial assistance from its parent entity.

Furthermore, management believes that, once the regional situation stabilizes, the Group is likely to benefit from a recovery in travel demand initially driven by the local, CIS, and Sub-continent markets which are expected to contribute positively to business volumes in the short term, until traditional markets return to their normal levels.

DEI Canada
Management Accounts
Balance Sheet as at 31st December, 2025

Currency - CAD

Particulars	Notes	As at 31st December, 2025	As at 31st December, 2024
ASSETS:			
Non-current assets:			
Property, plant and equipment	1	-	-
Development			
Capital work-in-progress	1	-	-
Right-Of-Use Assets		-	-
Goodwill			
Other Intangible Assets, net		-	-
Intangible assets under development		-	-
Investment accounted for using equity method		-	-
Investment in subsidiaries		-	-
Financial assets:-		-	-
- Non current investments		-	-
- Loans		-	-
- Other financial assets		-	-
Non-current bank balances			
Others			
Other non-current assets		-	-
Non Current Tax assets		-	-
Deferred tax assets (net)	2	-	
Total non-current assets		-	-
Current assets:			
Inventories	3	-	957
Financial assets:-			
- Investments		-	-
- Trade receivables	4	-	-
- Cash and cash equivalents	5	-	- 46
- Bank balances other than cash and cash equivalents		-	-
-Loan		-	-
- Other financial assets		-	-
Current Tax Assets (Net)		-	-
Other current assets	6	-	-
Total current assets		-	**911**
TOTAL ASSETS		-	**911**
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	7	10,000	10,000
Preference share capital		-	-
Other equity			
Share application money pending allotment		-	-
Reserve and surplus		- 10,000	- 60,753
Total Equity		**0**	**- 50,753**
LIABILITIES			
Non-current liabilities			
Financial Liabilities			
- Borrowings	9	-	-
- Other financial liabilities	10	-	-
Provisions		-	-
Employee Benefit Obligations		-	-
Deferred tax liabilities (net)		-	-
Other non-current liabilities		-	-
Total non-current liabilities		-	-
Current liabilities			
Financial liabilities			
- Borrowings		-	-
Finance lease liabilities		-	-
- Trade payables	11	-	51,663
- Other financial liabilities	12	-	-
Provisions		-	-
Employee Benefit Payable		-	-
Current Tax Liabilities		-	-
Other current liabilities	13	-	-
Total current liabilities		-	**51,663**
TOTAL LIABILITIES		-	**51,663**
TOTAL EQUITY AND LIABILITIES		**0**	**911**

DEI Canada
Management Accounts
Statement of Profit And Loss for the period

Currency - CAD

Particulars	Notes	Jan-Dec 25	Jan-Dec 24
Income			
Revenue from operations	14	-	9,597
Other income	15(a)	-	-
Other gains (net)	15(b)	-	-
Total income		**-**	**9,597**
Expenses			
Cost of services		-	-
Employee benefits expense	16	-	2,118
Finance Cost	17	-	- 411
Advertisement Expenses		-	-
Depreciation and amortisation expense	18	-	-
Depreciation - Right of Use Assets - Buildings		-	-
Other expenses	19	- 50,753	11,561
Total expenses		**- 50,753**	**13,268**
Profit before exceptional item		**50,753**	**- 3,671**
Add Exceptional items:			
Less Exceptional items:		-	-
(Loss)/Profit before tax		**50,753**	**- 3,671**
Less : Tax expense			
Current tax		-	-
Deferred tax	20	-	-
Total tax expenses		**-**	**-**
(Loss)/Profit for the year (A)		**50,753**	**- 3,671**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations		-	-
Income tax relating to items that will not be reclassified to profit or loss			
Total other comprehensive income for the year, net of taxes (B)		**-**	**-**
Total comprehensive income for the year (A+B)		**50,753**	**- 3,671**

DEI Canada
Notes forming part of the Financial Statements

Note 3: Inventories

Particulars	As at 31st December, 2025	As at 31st December, 2024
Raw material, consumables and other supplies [includes In-transit of USD_____]	-	957
Raw material, consumables and other supplies [in transit]	-	-
Finished goods (mention types of goods) [includes In-transit of USD_____]	-	-
Stock-in-trade (in respect of goods acquired for trading); [includes In-transit of USD_____	-	-
Stores and spares [includes In-transit of USD_____]	-	-
Other inventories [includes In-transit of USD_____]	-	-
Total	-	**957**

Note 5: Cash and cash equivalents

Particulars	As at 31st December, 2025	As at 31st December, 2024
Balances with banks :		
In current accounts	-	- 46
Fixed Deposits with **original maturity** of less than three months*	-	-
Balance in EEFC accounts		
Remittance in Transit (including foreign currencies- Notes and paid documents)		
Cheques on hand		
Cash on hand (including foreign currencies- Notes and paid documents)	-	-
Total	-	- **46**

Note 7: Share Capital and Other Equity:

	As at 31st December, 2025	As at 31st December, 2024
Particulars	**Amount**	**Amount**
AUTHORISED		
As at 1st Jan, 2024	10,000	10,000
Increase/(Decrease) during the period		
As at 31st Dec, 2025	**10,000**	**10,000**

Note 11: Trade Payables

Particulars	As at 31st December, 2025	As at 31st December, 2024
-Dues of micro enterprises and small enterprises	-	-
-Dues of creditors other than micro enterprises and small enterprises	-	-
(i) Acceptances	-	-
(ii) Trade pyable to Related Parties	-	-
(iii) Trade pyable to Inter companies	-	-
(iv) Other Trade Payable	-	51,663
Total	-	**51,663**

DEI Canada
Notes forming part of the Financial Statements

Note 14: Revenue from Operations

Particulars	Jan-Dec 25	Jan-Dec 24
Sale of Services	-	9,597
Other Operating Revenue	-	-
-Liabilities no longer required written back	-	-
-Education and Training Revenue	-	-
-Miscellaneous Receipts	-	-
Total	**-**	**9,597**

Note 16: Employee Benefit Expense

Particulars	Jan-Dec 25	Jan-Dec 24
Salaries Wages and Bonus	-	2,118
Contribution to Provident and Other Funds	-	-
Gratuity	-	-
Employees Share based payment expense	-	-
Staff Welfare Expenses	-	-
Compensated absences	-	-
Staff Training, Recruitment and Other Costs	-	-
Incentives to Staff	-	-
Total	**-**	**2,118**

Note 17: Finance Costs

Particulars	Jan-Dec 25	Jan-Dec 24
Interest and finance charges on financial liabilities not at fair value through profit and loss	-	-
Other Finance Charges	-	-411
Interest Expenses ROU Liabilitiy	-	-
Total	**-**	**(411)**

Note 19: Other Expenses

Particulars	Jan-Dec 25	Jan-Dec 24
Rent	-	-
Stores and tools consumed	-	-
Electricity	-	-
Repairs to Building	-	-
Repairs to Plant and machinery	-	-
Repairs to Others	-	-
Insurance	-	-
Rates and Taxes	-	-
Licence Fees	-	171
Security Services	-	-
Travelling Expenses	-	760
Vehicle Running and Maintenance Expenses	-	-
Directors Sitting Fees	-	-
Commission to Directors	-	-
Legal and Professional Charges (refer note 21 (a))	-	5,885
Payment to Auditors - As Auditors Statutory and limited review	-	-
Group Resource Cost [GRC]Expenses	-	-
Printing and Stationery	-	-
Equipment hire charges	-	-
Water charges	-	-
Communication expenses	-	-
Lease expenses - Others	-	-
Exchange loss other than in the normal course of business as an authorised foreign exchange dealer	-	460
Freight Currency Shipment	-	-
Bad Debts and Advances Written Off	- 50,753	-
Provisions for doubtful debts and Advances (net off bad debt written off)	-	-
Expenditure towards CSR (refer note 21 (b))	-	-
Donations	-	-
Loss on sale of property, plant and equipment (Net)	-	-
Inter Compnay Management Fee (Expenses)	-	-
Miscellaneous Expenses	-	4,286
Total	**-50,753**	**11,561**

Digi Photo Electronics Repairing LLC
Balance Sheet as at 31st Dec, 2025

Currency - AED

Particulars	Notes	As at 31st Dec, 2025	As at 31st Dec, 2025
ASSETS:			
Non-current assets:		-	-
Total non-current assets		-	-
Current assets:			
- Other financial assets	1	300,000	300,000
Total current assets		**300,000**	**300,000**
TOTAL ASSETS		**300,000**	**300,000**
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	2	300,000	300,000
Other equity			
Total Equity		**300,000**	**300,000**
LIABILITIES			
Non-current liabilities			
Total non-current liabilities		-	-
Current liabilities			
Total current liabilities		-	-
TOTAL LIABILITIES		-	-
TOTAL EQUITY AND LIABILITIES		**300,000**	**300,000**

DEI General Trading LLC
Balance Sheet as at 31st Dec, 2025

Amt in AED

Particulars	Notes	As at 31st Dec, 2025	As at 31st Dec, 2024
ASSETS:			
Non-current assets:		-	-
Total non-current assets		-	-
Current assets:			
Inventories	1	-	1,928
Financial assets:-			
- Trade receivables	2	5,251,162	31,027,844
- Cash and cash equivalents	3	14,940	7,032
- Other Financial Assets	4	-	-
Other current assets	5	238,088	328,777
Total current assets		**5,504,190**	**31,365,581**
TOTAL ASSETS		**5,504,190**	**31,365,581**
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	6(a)	300,000	300,000
Other equity			
Reserve and surplus	6(b)	(67,288)	(61,830)
Total Equity		**232,712**	**238,170**
LIABILITIES			
Non-current liabilities		-	-
Total non-current liabilities		-	-
Current liabilities			
Financial liabilities			
- Trade payables	7	5,271,478	31,127,411
Other current liabilities	8	-	-
Total current liabilities		**5,271,478**	**31,127,411**
TOTAL LIABILITIES		**5,271,478**	**31,127,411**
TOTAL EQUITY AND LIABILITIES		**5,504,190**	**31,365,581**

DEI General Trading LLC
Statement of Profit And Loss for the year ended as on 31st December, 2025

Amt in AED

Particulars	Notes	For the year ended as on Dec 31, 2025	For the year ended as on Dec 31, 2024
Income			
Revenue from operations	9	255,953	598,884.3
Other gains (net)	10	15,657	45,082
Total income		**271,610**	**643,967**
Expenses			
Cost of services		234,299	525,022
Employee benefits expense	11	-	-
Finance Cost	12	6,473	6,342
Advertisement Expenses		-10,189	5,565.4
Other expenses	13	46,483	27,255
Total expenses		**277,067**	**564,184**
Profit before exceptional item		**(5,457)**	**79,782**
Add Exceptional items:			
Less Exceptional items:		-	
(Loss)/Profit before tax		**(5,457)**	**79,782**
Less : Tax expense			
Current tax		-	-
Deferred tax		-	-
Total tax expenses		-	-
(Loss)/Profit for the year (A)		**(5,457)**	**79,782**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations		-	
Income tax relating to items that will not be reclassified to profit or loss			
Total other comprehensive income for the year, net of taxes (B)		-	-
Total comprehensive income for the year (A+B)		**(5,457)**	**79,782**

DEI General Trading LLC
Notes forming part of the Financial Statements

Note 3: Inventories

Particulars	31st Dec, 2025	31st Dec, 2024
Raw material, consumables and other supplies	-	1,928
Total	**-**	**1,928**

Note 2: Trade receivables

Particulars	31st Dec, 2025	31st Dec, 2024
Trade receivables	5,251,162	31,027,844
Less : Allowance for doubtful debts	-	-
Total receivables	**5,251,162**	**31,027,844**
Break up of Security Details		
Secured, considered good	-	-
Unsecured, considered good	5,251,162	31,027,844
Unsecured, considered doubtful	-	-
Total	**5,251,162**	**31,027,844**
Less : Allowance for doubtful debts	-	-
Total	**5,251,162**	**31,027,844**

Note 3: Cash and cash equivalents

Particulars	31st Dec, 2025	31st Dec, 2024
Balances with banks :	-	
In current accounts	14,940	7,032
Total	**14,940**	**7,032**

Note 4: Other financial Assets

Particulars	31st Dec, 2025	31st Dec, 2024
Other Receivable	-	-
Total	**-**	**-**

Note 5: Other Current Assets:

Particulars	31st Dec, 2025	31st Dec, 2024
Prepaid expenses	80,897	51,177
Balances receivables from Govt. authorities	11,708	1,799
Advance to Suppliers	145,482	275,801
Total	**238,087**	**328,777**

DEI General Trading LLC
Notes forming part of the Financial Statements

Note 6(a): Share Capital and Other Equity

Particulars	Equity Share Capital	
	No of Shares (In lakhs)	Amount
AUTHORISED	300	300,000
As at 1st Jan, 2024	300	300,000
Shares issued	-	-
As at 31st Dec, 2024	**300**	**300,000**

Note 6(b): Reserves and surplus

Particulars	31st Dec, 2025	31st Dec, 2024
Retained Earnings	(67,288)	(61,830)
Total	**(67,288)**	**(61,830)**

Particulars	31st Dec, 2025	31st Dec, 2024
Opening Balance [Jan 01, 2025]	(61,830)	(141,612)
Net Profit For the period	(5,457)	79,782
Closing Balance	**(67,288)**	**(61,830)**

DEI General Trading LLC
Notes forming part of the Financial Statements

Note 7: Trade Payables

Particulars	31st Dec, 2025		31st Dec, 2024	
	Non-Current	Current	Non-Current	Current
Other Trade Payable	-	5,271,477	-	31,127,411
Total	**-**	**5,271,477**	**-**	**31,127,411**

Note 8: Other Current Liabilities

Particulars	31st Dec, 2025	31st Dec, 2024
Advance receipts	-	-
Liabilities against expense	-	-
Total	**-**	**-**

DEI General Trading LLC
Notes forming part of the Financial Statements

Note 9: Revenue from Operations

Particulars	31st Dec, 2025	31st Dec, 2024
Sale of Services	255,953	598,884
Total	**255,953**	**598,884**

Note 10: Other Income
Other Income (net)

Particulars	31st Dec, 2025	31st Dec, 2024
Exchange gain/Loss	15,657	30,752
Miscelleneous Income	-	14,330
Total	**15,657**	**45,082**

Note 11: Employee Benefit Expense

Particulars	31st Dec, 2025	31st Dec, 2024
Staff Training, Recruitment and Other Costs	-	-
Total	**-**	**-**

Note12: Finance Costs

Particulars	31st Dec, 2025	31st Dec, 2024
Other Finance Charges	6,473	6,342
Total	**6,473**	**6,342**

Note 13: Other Expenses

Particulars	31st Dec, 2025	31st Dec, 2024
Stores and tools consumed	36,613	1,803
Licence Fees	-24	-
Legal and Professional Charges	-	-
Printing and Stationery	-800	-
Communication expenses	-2,460	-
Exchange gain/Loss	22,355	25,452
Miscellaneous Expenses	-9,200	-
Total	**46,483**	**27,255**

DEI Holdings Limited
Management Accounts
Balance Sheet as at 31st December, 2025

Particulars	Notes	Currency - USD As at 31st December, 2025	Currency - USD As at 31st December, 2024
ASSETS:			
Non-current assets:			
Property, plant and equipment	3	-	-
Development			
Capital work-in-progress		-	-
Right-Of-Use Assets		-	-
Goodwill			
Other Intangible Assets, net		-	-
Intangible assets under development	4	-	-
# Investment accounted for using equity method		-	-
Investment in subsidiaries		-	
Financial assets:-		-	
- Non current investments	5	2,944,950	2,944,950
- Loans	6	14,975,337	17,236,092
- Other financial assets	6(e)	8,374,760	6,786,054
Non-current bank balances			
Others			
Other non-current assets	7	-	-
Non Current Tax assets	9	-	-
Deferred tax assets (net)	16		
Total non-current assets		**26,295,047**	**26,967,096**
Current assets:			
Inventories		-	-
Financial assets:-			
- Investments	6(a)	-	
- Trade receivables	6(b)	666,471	853,697
- Cash and cash equivalents	6(c)	14,268	45,239
- Bank balances other than cash and cash equivalents	6(d)	-	-
-Loan		-	-
- Other financial assets	6(e)	-	-
Current Tax Assets (Net)		-	-
Other current assets	8	111,031	87,640
Total current assets		**791,769**	**986,576**
TOTAL ASSETS		**27,086,816**	**27,953,672**
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	10(a)	13,615	13,615
Preference share capital	10(a)	-	-
Other equity			-
Share application money pending allotment		-	-
Reserve and surplus	10(b)	-1,833,426	-1,526,043
			-
			-
Total Equity		**-1,819,810**	**-1,512,428**
LIABILITIES			
Non-current liabilities			
Financial Liabilities			
- Borrowings	11(a)	-	-
- Other financial liabilities	11(c)	-	-
Provisions	14	-	-
Employee Benefit Obligations	15	-	-
Deferred tax liabilities (net)	16	-	-
Other non-current liabilities	12	-	-
Total non-current liabilities		-	-
Current liabilities			
Financial liabilities			
- Borrowings	11(b)	16,670,000	19,070,000
Finance lease liabilities		-	-
- Trade payables	11(d)	3,922,895	3,399,375
- Other financial liabilities	11(c)	8,313,735	6,646,726
Provisions	14	-	350,000
Employee Benefit Payable	15	-	-
Current Tax Liabilities	9	-	-
Other current liabilities	13	-	-
Total current liabilities		**28,906,630**	**29,466,100**
TOTAL LIABILITIES		**28,906,630**	**29,466,100**
TOTAL EQUITY AND LIABILITIES		**27,086,816**	**27,953,672**

DEI Holdings Limited

Management Accounts

Statement of Profit And Loss for the period

Particulars	Notes	Currency - USD Jan 25-Dec 25	Currency - USD Jan 24-Dec 24
Income			
Revenue from operations	17	410,010	384,550
Other income	18(a)	1,589,720	1,888,515
Other gains (net)	18(b)	-	650
Total income		**1,999,730**	**2,273,715**
Expenses			
Cost of services		-	-
Employee benefits expense	19	-	-
Finance Cost	22	1,656,339	2,022,415
Depreciation and amortisation expense	20	-	-
Depreciation - Right of Use Assets - Buildings		-	-
Other expenses	21	650,773	707,460
Total expenses		**2,307,112**	**2,729,875**
Profit before exceptional item		**- 307,382**	**- 456,160**
Add Exceptional items:			
Less Exceptional items:		-	
(Loss)/Profit before tax		**- 307,382**	**- 456,160**
Less : Tax expense			
Current tax	23	-	-
Deferred tax		-	-
Total tax expenses		-	-
(Loss)/Profit for the year (A)		**- 307,382**	**- 456,160**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations		-	-
Income tax relating to items that will not be reclassified to profit or loss			
Total other comprehensive income for the year, net of taxes (B)		-	-
Total comprehensive income for the year (A+B)		**- 307,382**	**- 456,160**
Earnings/(Loss) per equity share (Face value of INR 1 each)			
- Basic earnings/(loss) per share			
- Diluted earnings/(loss) per share			

Summary of Significant Accounting Policies

The above statement of profit and loss should be read in conjunction with the accompanying notes.

Note 3 : Property, plant and equipment:-		
Particulars	**As at 31st December, 2025**	**As at 31st December, 2024**
Furniture and Fixtures	-	-
Computers	-	-
Vehicles	-	-
CWIP	-	-
	-	-
Total	-	-

(i) Leased Assets

Propoerty, Plant and Equipments includes the following amounts where the company is a lessee under a finance lease:

Gross carrying amount	**As at 31st December, 2025**	**As at 31st December, 2024**
Office Building	-	-
Office equipments	-	-
Vehicles	-	-
	-	-
Total	-	-

Note 4: Intangible Assets:

Gross carrying amount	**As at 31st December, 2025**	**As at 31st December, 2024**
Computer Software	-	-
Intangible assets under Development	-	-
	-	-
Total	-	-

Note 5 : Non current investments:-

Description	**As at 31st December, 2025**	**As at 31st December, 2024**
Investment in Equity shares of subsidiaries	2,594,950	2,594,950
Investment in joint Ventures	350,000	350,000
Total	**2,944,950**	**2,944,950**

Note 6: Loans Non-Current

Particulars	**As at 31st December, 2025**	**As at 31st December, 2024**
Loans to Related Parties- Non current - Unsecured	-	-
Loans to Inter Company- Non current - Unsecured	14,975,337	17,236,092
Security deposits [Loans] - Non current - Unsecured	-	-
	-	-
Aggregate Amount of impairment in the value of investments	14,975,337	17,236,092

Note 6: Loans Current

Particulars	**As at 31st December, 2025**	**As at 31st December, 2024**
Security deposits [Loans] - Current - Unsecured	-	-
	-	-
	-	-
Aggregate Amount of impairment in the value of investments	-	-

Note 7: Financial Assets

6(a)Current Investments

Particulars	**As at 31st December, 2025**	**As at 31st December, 2024**
Investment in mutual funds fair valued through Profit and Loss A/c (Quoted)		
- Mutual Fund Scheme and Plan Name		
xx (Nos.) (Previous Year: **xx**) Units of **xx (Face Value)** each	-	-
- Mutual Fund Scheme and Plan Name		
xx (Nos.) (Previous Year: **xx**) Units of **xx (Face Value)** each	-	-
---		
Total Mutual Funds	-	-
Total Current investments	-	-
Aggregate Amount of quoted investments	-	-
Aggregate Amount of impairment in the value of investments	-	-

6(b)Trade receivables

Particulars	As at 31st December, 2025	As at 31st December, 2024
Trade receivables	666,471	853,697
Less : Allowance for doubtful debts	-	-
Total receivables	**666,471**	**853,697**
Break up of Security Details		
Secured, considered good	-	-
Unsecured, considered good	666,471	853,697
Unsecured, considered doubtful	-	-
Total	**666,471**	**853,697**
Less : Allowance for doubtful debts	-	-
Total Trade Receivables	**666,471**	**853,697**
Trade recievables from Related Parties		
Trade recievables From Inter companies		

6(c) Cash and cash equivalents

Particulars	As at 31st December, 2025	As at 31st December, 2024
Balances with banks :		
In current accounts	14,268	45,239
Fixed Deposits with original maturity of less than three months*	-	-
Balance in EEFC accounts		
Remittance in Transit (including foreign currencies- Notes and paid documents)		
Cheques on hand		
Cash on hand (including foreign currencies- Notes and paid documents)	-	-
Total Cash and cash equivalents	**14,268**	**45,239**

***Provide details of any FDs on Liens with Party Name and FD Amount (including Previous Year amount)**

6(d) Bank balances other than cash and cash equivalents

Particulars	As at 31st December, 2025	As at 31st December, 2024
Fixed Deposits with original maturity of more than three months but less than 12 months*	-	-
Unclaimed dividend	-	-
Total Cash and cash equivalents	-	-

6(e) Other financial Assets- Non Current

Particulars	Non-current	Non-current
	As at 31st December, 2025	As at 31st December, 2024
Fixed deposits with maturity for more than 12 months*	-	-
Security Deposits	-	-
Receivable from subsidiaries	-	-
Interest receivables from Related Parties	-	-
Accrued Revenue	-	-
Interest receivables from Inter Company	8,374,760	6,786,054
Loans and Advance to Related Parties	-	-
Insurance claim receivable	-	-
Security deposits [Loans] - Current - Unsecured	-	-
Others	-	-
Total Other Financial Assets	**8,374,760**	**6,786,054**

6(e) Other financial Assets- Current	As at 31st December, 2025	As at 31st December, 2024
Particulars	Current	Current
	-	-
Fixed deposits with maturity for more than 12 months*	-	-
Security Deposits	-	-
Receivable from subsidiaries	-	-
Interest receivables from Related Parties	-	-
Accrued Revenue	-	-
Interest receivables from Inter Company	-	-
Loans and Advance to Related Parties	-	-
Insurance claim receivable	-	-
Interest receivables from Bank Deposits	-	-
Others	-	-
Total Other Financial Assets	-	-

Note 7: Other Non-Current Assets:

-

Particulars	As at 31st December, 2025	As at 31st December, 2024
Capital advances	-	-
Prepaid expenses	-	-
Total	-	-

Note 8: Other Current Assets:

Particulars	As at 31st December, 2025	As at 31st December, 2024
Advance to Suppliers		
Unsecured, considered good	-	-
Unsecured ,considered Doubtful	-	-
Less: Allowance for doubtful advances	-	-
Advance to Employees	-	-
Unsecured, considered good	-	-
Unsecured, considered Doubtful	-	-
Less: Allowance for doubtful advances	-	-
Prepaid expenses	-	684
Balances receivables from Govt. authorities	111,031	86,956
Total	111,031	87,640

Note 9: Non- Current Tax Assets / Current Tax Liabilities:

Particulars	As at 31st December, 2025	As at 31st December, 2024
Opening Balance	-	-
Pre acquisition adj		-
Less: Current Tax payable for the year		
Add: Taxes Paid	-	
Closing Balances	-	-
Disclosed as:		
Non-Current Tax Assets (as per Balance sheet)	-	-
Current Tax Liability (as per Balance sheet)	-	-

Inventories

Particulars	As at 31st December, 2025	As at 31st December, 2024
Raw material, consumables and other supplies [includes In-transit of MOP_____]	-	-
Raw material, consumables and other supplies [in transit]	-	-
Finished goods (mention types of goods) [includes In-transit of MOP_____]	-	-
Stock-in-trade (in respect of goods acquired for trading); [includes In-transit of MOP_____	-	-
Stores and spares [includes In-transit of MOP_____]	-	-
Other inventories [includes In-transit of MOP_____]	-	-
	-	-

Note 11: Financial Liabilities:

11(a) Non-Current Borrowings	As at 31st December, 2025	As at 31st December, 2024
Particulars	-	-
Long term maturities of finance lease obligations:	-	-
		-
		-
Term Loan from Bank - Long Term	-	-
Vehicle loans - Unsecured - Non Current	-	-
Loans from Related Parties - Unsecured - Non current	-	-
Inter Company Loan - Non current	-	-
Total Non-Current Borrowings	-	-
Less: Current maturities of Long Term Borrowings (included in note 11(C))	-	-
Less: Current maturities of Finance Lease Obligations (included in note 11(C))	-	-
Less: Issue Expenses (IND AS Adj)	-	-
Less: Interest Accrued (included in note 11(C))	-	-
Less: Interest accrued on NCRPS (included in note 11(C))	-	-
Non-Current Borrowings (As per Balance Sheet)	-	-

11(b) Current Borrowings

Particulars	As at 31st December, 2025	As at 31st December, 2024
Unsecured		
Bank Overdrafts	-	-
Term Loan from Bank - Short term	-	-
Loans to Related Parties- Current - Secured	-	-
Short Term loans from Related Parties - Unsecured	16,670,000	19,070,000
Total Current Borrowings	16,670,000	19,070,000
Less: Interest Accrued (included in note 11(c))	-	-
Current Borrowings (As per Balance Sheet)	16,670,000	19,070,000

11(c) Other Financial Liabilities- Non Current

Particulars	As at 31st December, 2025	As at 31st December, 2024
	Non-Current	Non-Current
Current		
Current maturities of Redeemable long term debentures / Term Loan (Refer 11(a))	-	-
Current maturities of Long term Inter Company Loan	-	-
Current maturities of finance lease obligations (Refer 11(a))	-	-
ROU Lease Liability	-	-
Deposits received from vendor	-	-
Dividend Payable	-	-
Unpaid Dividend @	-	-
Interest accrued	-	-
Liabilities against expense	-	-
Liabilities against Fixed Assets [Capital Creditors]	-	-
Interest payable to Related parties	-	-
Derivative financial liabilities	-	-
Guarantees given to bank and others on behalf of subsidiaries	-	-
Other financial liabilities - Inter Company - Current	-	-
Other financial liabilities - Related Parties - Current	-	-
Others	-	-
Total Other Financial Liabilities	-	-

11(c) Other Financial Liabilities- Current

Particulars	As at 31st December, 2025	As at 31st December, 2024
	Current	Current
Current		
Current maturities of Redeemable long term debentures / Term Loan (Refer 11(a))	-	-
Current maturities of Long term Inter Company Loan	-	-
Current maturities of finance lease obligations (Refer 11(a))	-	-
ROU Lease Liability	-	-
Deposits received from vendor	-	-
Dividend Payable	-	-
Unpaid Dividend @	-	-
Interest accrued	-	-
Liabilities against expense	-	-
Liabilities against Fixed Assets [Capital Creditors]	-	-
Interest payable to Intercompany parties	8,310,790	6,643,780
Interest Accrued and due [Liability]	2,946	2,946
Guarantees given to bank and others on behalf of subsidiaries	-	-
Other financial liabilities - Inter Company - Current	- 0	- 0
Other financial liabilities - Related Parties - Current	-	-
Employees benefit payable	-	-
Total Other Financial Liabilities	**8,313,735**	**6,646,726**

11(d)Trade Payables

Particulars	As at 31st December, 2025	As at 31st December, 2024
-Dues of micro enterprises and small enterprises	-	-
-Dues of creditors other than micro enterprises and small enterprises	-	-
(i) Acceptances	-	-
(ii) Trade pyable to Related Parties	-	-
(iii) Trade pyable to Inter companies	-	-
(iv) Other Trade Payable	3,922,895	3,399,375
Total Trade Payables	**3,922,895**	**3,399,375**

Note 10(a) Share Capital and Other Equity:

	As at 31st December, 2025	As at 31st December, 2024
Particulars	Amount	Amount
Share capital		
As at 1st Jan, 2023	13,615	13,615
Increase/(Decrease) during the period		-
As at 31st Dec, 2024	**13,615**	**13,615**

Note 12: Other Non-Current Liabilities

Particulars	As at 31st December, 2025	As at 31st December, 2024
Income Received In Advance	-	-
Rent Equalisation Reserve	-	-
Others	-	-
Total	-	-

Note 13: Other Current Liabilities

Particulars	As at 31st December, 2025	As at 31st December, 2024
Income Received in Advance	-	-
Advance receipts from Customers for which value is still to be given	-	-
Statutory Dues	-	-
Rent Equalisation Reserve	-	-
Fractional entitlement on Bonus Share Refund Accounts	-	-
Others	-	-
Total	-	-

Note 14: Provisions- Current	As at 31st December, 2025	As at 31st December, 2024
Particulars	Current	Current
	-	-
Other Provisions	-	-
-Others Current Provisions	-	350,000
-Provision for Litigation and disputes	-	-
Total	-	350,000

Note 15: Employee Benefit Obligations- Non Current

Particulars	As at 31st December, 2025	As at 31st December, 2024
	Non-Current	Non-Current
Leave Entitlement	-	-
Gratuity	-	-
Other Employee benefits payable	-	-
Total	-	-

Note 15b: Employee Benefit Obligations- Current

Particulars	As at 31st December, 2025	As at 31st December, 2024
	Current	Current
Leave Entitlement	-	-
Gratuity	-	-
Other Employee benefits payable	-	-
Total	-	-

Note 16: Deferred Tax Assets/(Liabilities):

The balance comprises of temporary differences attributable to:

Particulars	As at 31st December, 2025	As at 31st December, 2024
Deferred Tax (Liabilities)		
On Fiscal Allowances on Fixed Assets	-	-
Other Items		
On NCD issue expenses	-	-
Less: Deferred Tax Assets		
On provisions allowable for tax purpose when paid	-	-
On Provision for Doubtful Debts and Advances	-	-
On Rent escalation	-	-
On unabsorbed depreciation	-	-
On unabsorbed Business losses	-	-
Other Items	-	-
FCTR	-	-
	-	-
Net Deferred Tax Assets/ (Liabilities)	-	-

DEI Holdings Limited

Notes forming part of the Financial Statements for 12 months ended 31st Dec , 2024

Note 17: Revenue from Operations - -

Particulars	Jan 25-Dec 25	Jan 24-Dec 24
Sale of Services	-	-
Other Operating Revenue (Royalty Fee)	410,010	384,550
-Liabilities no longer required written back	-	-
-Education and Training Revenue	-	-
-Miscellaneous Receipts	-	-
Total	**410,010**	**384,550**

Note 18: Other Income and other gains/(losses)

(a) Other Income

Particulars	Jan 25-Dec 25	Jan 24-Dec 24
Interest Income	-	-
	-	-
-On Bank Deposits	-	-
-On Others	-	-
-On Loan to related party	1,589,720	1,946,666
-On Income Tax Refund	-	-
Dividend Income	-	-
-From Subsidiaries	-	-
-From Mutual Fund Investments	-	-
Rental Income	-	-
Facilities and Support Services fees	-	-58,151
Consultancy income	-	-
Liabilities no longer required written back	-	-
Miscellaneous Income	-	-
Total	**1,589,720**	**1,888,515**

(b) Other gains (net)

Particulars	Jan 25-Dec 25	Jan 24-Dec 24
Exchange gain other than in the normal course of business as an authorised foreign exchange dealer	-	-
Exchange gain other than in the normal course of business as an authorised foreign exchange dealer	-	650
Total	**-**	**650**

Note 19: Employee Benefit Expense

Particulars	Jan 25-Dec 25	Jan 24-Dec 24
Salaries Wages and Bonus	-	-
Contribution to Provident and Other Funds	-	-
Gratuity	-	-
Employees Share based payment expense	-	-
Staff Welfare Expenses	-	-
Compensated absences	-	-
Staff Training, Recruitment and Other Costs	-	-
Incentives to Staff	-	-
Total	**-**	**-**

Note 20: Depreciation and Amortisation Expense

Particulars	Jan 25-Dec 25	Jan 24-Dec 24
Depreciation on Tangible Assets	-	-
Amortisation on Intangible Assets	-	-
Depreciation and amortisation expense	-	-
Total	**-**	**-**

-

Note 21: Other Expenses

Particulars	Jan 25-Dec 25	Jan 24-Dec 24
Rent	-	-
Stores and tools consumed	-	-
Electricity	-	-
Repairs to Building	-	-
Repairs to Plant and machinery	-	-
Repairs to Others	-	-
Insurance	-	-
Rates and Taxes	41,000	38,454
Licence Fees	-	-
Security Services	-	-
Travelling Expenses	-	-
Vehicle Running and Maintenance Expenses	-	-
Directors Sitting Fees		-
Commission to Directors	-	-
Legal and Professional Charges	227,686	17,701
Payment to Auditors - As Auditors Statutory and limited review	5,972	3,047
Group Resource Cost [GRC]Expenses	-	-
Printing and Stationery	-	-
Equipment hire charges	-	-
Water charges	-	-
Communication expenses	-	-
Lease expenses - Others	-	-
Exchange loss other than in the normal course of business as an authorised foreign exchange dealer	5,116	20,709
Freight Currency Shipment	-	-
Bad Debts and Advances Written Off	-	-
Provisions for doubtful debts and Advances (net off bad debt written off)	-	-
Expenditure towards CSR (refer note 21 (b))	-	-
Donations	-	-
Loss on sale of property, plant and equipment (Net)	-	-
Inter Compnay Management Fee (Expenses)	444,746	277,549
Advertisement and publicity expenses	-	-
Sales promotion	-	-
Cost of materials consumed	-17,641	-
Bad debts and advances written off	293,895	-
Miscellaneous Expenses	-350,000	350,000
Total	**650,773**	**707,460**

Note 22: Finance Costs

Particulars	Jan 25-Dec 25	Jan 24-Dec 24
Interest and finance charges on financial liabilities not at fair value through profit and loss	1,653,184	2,011,666
Other Finance Charges	3,154	10,749
Interest Expenses ROU Liabilitiy	-	-
Total	**1,656,339**	**2,022,415**

Note 23: Income Tax Expense

Particulars	Jan 25-Dec 25	Jan 24-Dec 24
(a) Income tax expense		
Current tax		
Current tax on profits for the year	-	-
Adjustments for current tax of prior periods		
Total current tax expense	-	-
Deferred tax		
Decrease (increase) in deferred tax assets	-	-
(Decrease) increase in deferred tax liabilities		-
Total deferred tax expense/(benefit)	-	-
Income tax expense	-	-

DEI Hongkong
Management Accounts
Balance Sheet as at 31st December, 2025

Currency - HKD

Particulars	Notes	As at 31st December, 2025	As at 31st December, 2024
ASSETS:			
Non-current assets:			
Property, plant and equipment	1	1,609,984	314,627
Development			
Capital work-in-progress	1	2,432	-
Right-Of-Use Assets		0	0
Goodwill			
Other Intangible Assets, net		-	-
Intangible assets under development		-	-
Investment accounted for using equity method		-	-
Investment in subsidiaries		-	-
Financial assets:-		-	-
- Non current investments		-	-
- Loans		0	0
- Other financial assets		-	-
Non-current bank balances			
Others			
Other non-current assets		-	-
Non Current Tax assets		-	-
Deferred tax assets (net)	2	305,378	
Total non-current assets		**1,917,794**	**314,627**
Current assets:			
Inventories	3	1,964,248	376,491
Financial assets:-			
- Investments		-	-
- Trade receivables	4	20,854,358	20,417,028
- Cash and cash equivalents	5	955,910	213,849
- Bank balances other than cash and cash equivalents		-	-
-Loan		-	-
- Other financial assets		-	-
Current Tax Assets (Net)		-	-
Other current assets	6	38,148	35,149
Total current assets		**23,812,664**	**21,042,517**
TOTAL ASSETS		**25,730,458**	**21,357,144**
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	7	100	100
Preference share capital		-	-
Other equity			
Share application money pending allotment		-	-
Reserve and surplus		- 14,272,626	- 11,046,823
Total Equity		**- 14,272,526**	**- 11,046,723**
LIABILITIES			
Non-current liabilities			
Financial Liabilities			
- Borrowings	9	778,300	-
- Other financial liabilities	10	4,112	-
Provisions		-	-
Employee Benefit Obligations		-	-
Deferred tax liabilities (net)		-	-
Other non-current liabilities		-	-
Total non-current liabilities		**782,412**	-
Current liabilities			
Financial liabilities			
- Borrowings		-	-
Finance lease liabilities		-	-
- Trade payables	11	38,180,646	32,077,324
- Other financial liabilities	12	973,841	344,931
Provisions		-	-
Employee Benefit Payable		-	-
Current Tax Liabilities		-	-
Other current liabilities	13	66,085	- 18,389
Total current liabilities		**39,220,572**	**32,403,867**
TOTAL LIABILITIES		**40,002,984**	**32,403,867**
TOTAL EQUITY AND LIABILITIES		**25,730,458**	**21,357,144**

DEI Hongkong
Management Accounts
Statement of Profit And Loss for the period

Currency - HKD

Particulars	Notes	Jan-Dec 25	Jan-Dec 24
Income			
Revenue from operations	14	8,900,797	23,190,080
Other income	15(a)	- 917,102	- 99,921
Other gains (net)	15(b)	- 1,664,853	691,831
Total income		**6,318,842**	**23,781,990**
Expenses			
Cost of services		4,565,132	12,582,801
Employee benefits expense	16	4,338,474	6,724,540
Finance Cost	17	10,332	15,569
Advertisement Expenses		37,693	19,901
Depreciation and amortisation expense	18	208,538	107,028
Depreciation - Right of Use Assets - Buildings		-	20,835
Other expenses	19	677,854	2,177,899
Total expenses		**9,838,023**	**21,648,572**
Profit before exceptional item		**- 3,519,182**	**2,133,418**
Add Exceptional items:			
Less Exceptional items:		-	-
(Loss)/Profit before tax		**- 3,519,182**	**2,133,418**
Less : Tax expense			
Current tax		-	-
Deferred tax	20	- 305,378	-
Total tax expenses		**- 305,378**	**-**
(Loss)/Profit for the year (A)		**- 3,213,804**	**2,133,418**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations		-	-
Income tax relating to items that will not be reclassified to profit or loss			
Total other comprehensive income for the year, net of taxes (B)		-	-
Total comprehensive income for the year (A+B)		**- 3,213,804**	**2,133,418**

DEI Hongkong
Notes forming part of the Financial Statements

Note 1: Property, plant and equipment

Particulars	As at 31st December, 2025	As at 31st December, 2024
Furniture and Fixtures	335,811	35,244
Computers	1,274,173	279,383
Vehicles	-	-
CWIP	2,432	-
Total	**1,612,416**	**314,627**

Note 2: Deferred Tax Assets/(Liabilities):

Particulars	As at 31st December, 2025	As at 31st December, 2024
Deferred Tax (Liabilities)		
On Fiscal Allowances on Fixed Assets	305,378	-
Other Items		
On NCD issue expenses	-	-
Less: Deferred Tax Assets		
On provisions allowable for tax purpose when paid	-	-
On Provision for Doubtful Debts and Advances	-	-
On Rent escalation	-	-
On unabsorbed depreciation	-	-
On unabsorbed Business losses	-	-
Other Items	-	-
FCTR	-	-
Net Deferred Tax Assets/ (Liabilities)	**305,378**	-

Note 3: Inventories

Particulars	As at 31st December, 2025	As at 31st December, 2024
Raw material, consumables and other supplies [includes In-transit of USD_____]	1,964,248	376,491
Raw material, consumables and other supplies [in transit]	-	-
Finished goods (mention types of goods) [includes In-transit of USD_____]	-	-
Stock-in-trade (in respect of goods acquired for trading); [includes In-transit of USD_____	-	-
Stores and spares [includes In-transit of USD_____]	-	-
Other inventories [includes In-transit of USD_____]	-	-
Total	**1,964,248**	**376,491**

Note 4: Trade receivables

Particulars	As at 31st December, 2025	As at 31st December, 2024
Trade receivables	20,854,358	20,417,028
Less : Allowance for doubtful debts	-	-
Total receivables	**20,854,358**	**20,417,028**
Break up of Security Details		
Secured, considered good	-	-
Unsecured, considered good	20,854,358	20,417,028
Unsecured, considered doubtful	-	-
Total	**20,854,358**	**20,417,028**
Less : Allowance for doubtful debts	-	-
Total	**20,854,358**	**20,417,028**

Note 5: Cash and cash equivalents

Particulars	As at 31st December, 2025	As at 31st December, 2024
Balances with banks :		
In current accounts	944,439	198,849
Fixed Deposits with **original maturity** of less than three months*	-	-
Balance in EEFC accounts		
Remittance in Transit (including foreign currencies- Notes and paid documents)		
Cheques on hand		
Cash on hand (including foreign currencies- Notes and paid documents)	11,472	15,000
Total	**955,910**	**213,849**

Note 6: Other Current Assets:

Particulars	As at 31st December, 2025	As at 31st December, 2024
Advance to Suppliers		
Unsecured, considered good	23,912	-
Unsecured ,considered Doubtful	-	-
Less: Allowance for doubtful advances	-	-
Advance to Employees	-	-
Unsecured, considered good	-	-
Unsecured, considered Doubtful	-	-
Less: Allowance for doubtful advances	-	-
Prepaid expenses	14,236	35,149
Balances receivables from Govt. authorities		-
Total	**38,148**	**35,149**

Note 7: Share Capital and Other Equity:

	As at 31st December, 2025	As at 31st December, 2024
Particulars	Amount	Amount
AUTHORISED		

As at 1st Jan, 2024	100	100
Increase/(Decrease) during the period		
As at 31st Dec, 2025	**100**	**100**

Note 9: Financial Liabilities:

Non-Current Borrowings	**As at 31st December, 2025**	**As at 31st December, 2024**
Particulars		
Long term maturities of finance lease obligations:	-	-
Term Loan from Bank - Long Term		
Vehicle loans - Unsecured - Non Current	-	-
Loans from Related Parties - Unsecured - Non current	778,300	-
Inter Company Loan - Non current	-	-
Total Non-Current Borrowings	**778,300**	-
Less: Current maturities of Long Term Borrowings (included in note 11(C))	-	-
Less: Current maturities of Finance Lease Obligations (included in note 11(C))	-	-
Less: Issue Expenses (IND AS Adj)	-	-
Less: Interest Accrued (included in note 11(C))	-	-
Less: Interest accrued on NCRPS (included in note 11(C))	-	-
Total	**778,300**	-

Note 10: Other Financial Liabilities- Non Current

Particulars	**As at 31st December, 2025**	**As at 31st December, 2024**
	Non-Current	**Non-Current**
Current		
Current maturities of Redeemable long term debentures / Term Loan (Refer 11(a))	-	-
Current maturities of Long term Inter Company Loan	-	-
Current maturities of finance lease obligations (Refer 11(a))	-	-
ROU Lease Liability	- 0	-
Deposits received from vendor	-	-
Dividend Payable	-	-
Unpaid Dividend @	-	-
Interest accrued	-	-
Liabilities against expense	-	-
Liabilities against Fixed Assets [Capital Creditors]	-	-
Interest payable to Related parties	4,113	-
Derivative financial liabilities	-	-
Guarantees given to bank and others on behalf of subsidiaries	-	-
Other financial liabilities - Inter Company - Current	-	-
Other financial liabilities - Related Parties - Current	-	-
Others	-	-
Total	**4,112**	-

Note 11: Trade Payables

Particulars	**As at 31st December, 2025**	**As at 31st December, 2024**
-Dues of micro enterprises and small enterprises	-	-
-Dues of creditors other than micro enterprises and small enterprises	-	-
(i) Acceptances	-	-
(ii) Trade pyable to Related Parties	-	-
(iii) Trade pyable to Inter companies	-	-
(iv) Other Trade Payable	38,180,646	32,077,324
Total	**38,180,646**	**32,077,324**

Note 12: Other Financial Liabilities- Current

Particulars	**As at 31st December, 2025**	**As at 31st December, 2024**
	Current	**Current**
Current		
	-	-
Current maturities of Long term Inter Company Loan	-	-
Current maturities of finance lease obligations (Refer 11(a))	-	-
ROU Lease Liability	-	-
Deposits received from vendor	-	-
Dividend Payable	-	-
Unpaid Dividend @	-	-
Interest accrued	-	-
Liabilities against expense	-	341,566
Liabilities against Fixed Assets [Capital Creditors]	-	-
Interest payable to Intercompany parties	-	-
Interest Accrued and due [Liability]	-	-
Guarantees given to bank and others on behalf of subsidiaries	-	-
Other financial liabilities - Inter Company - Current	-	0
Other financial liabilities - Related Parties - Current	-	-
Employees benefit payable	973,841	3,365
Total	**973,841**	**344,931**

Note 13: Other Current Liabilities

Particulars	**As at 31st December, 2025**	**As at 31st December, 2024**
Income Received in Advance	-	-
Advance receipts from Customers for which value is still to be given	-	-
Statutory Dues	66,085	- 18,389
Rent Equalisation Reserve	-	-
Fractional entitlement on Bonus Share Refund Accounts	-	-
Others	-	-
Total	**66,085**	- **18,389**

DEI Hongkong
Notes forming part of the Financial Statements

Note 14: Revenue from Operations

Particulars	Jan-Dec 25	Jan-Dec 24
Sale of Services	8,900,797	23,190,080
Other Operating Revenue	-	-
-Liabilities no longer required written back	-	-
-Education and Training Revenue	-	-
-Miscellaneous Receipts	-	-
Total	**8,900,797**	**23,190,080**

Note 15: Other Income and other gains/(losses)
(a) Other Income

Particulars	Jan-Dec 25	Jan-Dec 24
Interest Income		
-On Bank Deposits	444	5,930
-On Others	-	-
-On Loan to related party	-	-
-On Income Tax Refund	-	-
Dividend Income	-	-
-From Subsidiaries	-	-
-From Mutual Fund Investments	-	-
Rental Income	-	-
Facilities and Support Services fees	- 917,546	-105,851
Consultancy income	-	-
Liabilities no longer required written back	-	-
Miscellaneous Income	-	-
Total	**-917,102**	**-99,921**

(b) Other gains (net)

Particulars	Jan-Dec 25	Jan-Dec 24
Exchange gain other than in the normal course of business as an authorised foreign exchange dealer	-	-
Exchange gain other than in the normal course of business as an authorised foreign exchange dealer	- 1,664,853	691,831
Total	**-1,664,853**	**691,831**

Note 16: Employee Benefit Expense

Particulars	Jan-Dec 25	Jan-Dec 24
Salaries Wages and Bonus	3,852,996	5,860,241
Contribution to Provident and Other Funds	172,453	313,948
Gratuity	61,370	-
Employees Share based payment expense	-	-
Staff Welfare Expenses	10,456	42,801
Compensated absences	-	-
Staff Training, Recruitment and Other Costs	99,643	76,506
Incentives to Staff	141,556	431,044
Total	**4,338,474**	**6,724,540**

Note 17: Finance Costs

Particulars	Jan-Dec 25	Jan-Dec 24
Interest and finance charges on financial liabilities not at fair value through profit and loss	4,113	-
Other Finance Charges	6,220	15,569
Interest Expenses ROU Liabilitiy	-	-
Total	**10,332**	**15,569**

Note 18: Depreciation and Amortisation Expense

Particulars	Jan-Dec 25	Jan-Dec 24
Depreciation on Tangible Assets	33,048	12,262
Amortisation on Intangible Assets	175,491	94,765
Depreciation and amortisation expense	-	20,835
Total	**208,538**	**127,863**

Note 19: Other Expenses

Particulars	Jan-Dec 25	Jan-Dec 24
Rent	-	122,400
Stores and tools consumed	71,888	10,669
Electricity	-	4,066
Repairs to Building	-	-
Repairs to Plant and machinery	-	-
Repairs to Others	19,585	-
Insurance	20,847	57,941
Rates and Taxes	-	-
Licence Fees	136,718	180,624
Security Services	-	-
Travelling Expenses	325,745	309,624
Vehicle Running and Maintenance Expenses	-	-
Directors Sitting Fees	-	-
Commission to Directors	-	-
Legal and Professional Charges (refer note 21 (a))	- 52,421	289,096
Payment to Auditors - As Auditors Statutory and limited review	44,387	27,325
Group Resource Cost [GRC]Expenses	-	1,686,713
Printing and Stationery	3,981	17,271
Equipment hire charges	28,148	46,443
Water charges	-	-
Communication expenses	15,443	107,898
Lease expenses - Others	-	-
Exchange loss other than in the normal course of business as an authorised foreign exchange dealer	- 7,150	-684,472
Freight Currency Shipment	-	-
Bad Debts and Advances Written Off	18,732	-
Provisions for doubtful debts and Advances (net off bad debt written off)	-	-
Expenditure towards CSR (refer note 21 (b))	-	-
Donations	-	-
Loss on sale of property, plant and equipment (Net)	- 13,500	-
Inter Compnay Management Fee (Expenses)	-	-
Miscellaneous Expenses	65,450	2,300
Total	**677,854**	**2,177,899**

Note 20: Income Tax Expense

Particulars	Jan-Dec 25	Jan-Dec 24
(a) Income tax expense		
Current tax		
Current tax on profits for the year	-	-
Adjustments for current tax of prior periods		
Total current tax expense	-	-
Deferred tax		
Decrease (increase) in deferred tax assets	- 305,378	-
(Decrease) increase in deferred tax liabilities		
Total deferred tax expense/(benefit)	**-305,378**	-
Income tax expense	**-305,378**	-

Equipment hire charges	28,968,770	294,627,655
Water charges	-	-
Communication expenses	479,463,105	299,282,065
Lease expenses - Others	-	-
Exchange loss other than in the normal course of business as an authorised foreign exc	3,127,005,872	(1,139,223,361)
Freight Currency Shipment	-	-
Bad Debts and Advances Written Off	-	-
Provisions for doubtful debts and Advances (net off bad debt written off)	-328,338,292	(751,123,723)
Expenditure towards CSR (refer note 21 (b))	-	-
Donations	-	-
Loss on sale of property, plant and equipment (Net)	-	-
Inter Compnay Management Fee (Expenses)	-	-
Miscellaneous Expenses	121,101,044	282,172,334
Total	**8,274,706,502**	**13,191,794,692**

Legal and professional charges includes payment to auditors

Note 21 (a): Details of payments to auditors included in Row 75 -"Legal and Professional Charges" above

Particulars	31st Dec, 2025	31st Dec, 2024
Payment to auditors		
As auditor:		
-Statutory Audit		
-Tax audit		
-Miscellaneous Reports		
In other capacities		
-Re-imbursement of expenses		
Total payments to auditors	-	-

Note 21 (b): Corporate social responsibility expenditure

Particulars	31st Dec, 2025	31st Dec, 2024
(a) Gross amount required to be spent by the Company during the year		
(b) Amount spent and paid during the year on		
Eradicating Hunger, Poverty & Malnutrition, Promoting Health-Care Including Preventive Health-Care And Sanitation		

Note 22: Finance Costs

Particulars	31st Dec, 2025	31st Dec, 2024
Interest and finance charges on financial liabilities not at fair value through profit and loss	-	-
Other Finance Charges	985,820,715	870,854,052
Interest Expenses ROU Liabilitiy	17,244,188	23,928,435
Total	**1,003,064,903**	**894,782,487**

Note 23: Income Tax Expense

Particulars	31st Dec, 2025	31st Dec, 2024
(a) Income tax expense		
Current tax	-	
Current tax on profits for the year	(620,601,798)	495,413,380
Adjustments for current tax of prior periods		
Total current tax expense	**-620,601,798**	**495,413,380**
Deferred tax		
Decrease (increase) in deferred tax assets	-	257,086,779
(Decrease) increase in deferred tax liabilities		
Total deferred tax expense/(benefit)	-	**257,086,779**
Income tax expense	**-620,601,798**	**752,500,159**

(b) The reconciliation of tax expense and the accounting profit multiplied by Local's tax rate :

Particulars	31st Dec, 2025	31st Dec, 2024
(Loss)/Profit from continuing operations before income tax expense	-869,343,801	4,130,993,430
Tax at the Local tax rate of _____%		
Tax effect of amounts which are not deductible(taxable) in calculating taxable income:		
Non Deductible expenses		
Tax exempt income		
Unrecognised tax losses		
Deferred tax for earlier periods		
Difference in enacted tax rates		
Reversal of goodwill		
Employee share based payment expense as per Ind AS		
Other Items - Please mention nature		
Other Items - Please mention nature		
Other Items - Please mention nature		
Income tax expense	-	-

Digiphoto Entertainment Imaging Korea LLC
Balance Sheet as at 31st Dec, 2025

Currency - KRW

Particulars	Notes	As at 31st Dec, 2025	As at 31st Dec, 2024
ASSETS:			
Non-current assets:			
Property, plant and equipment	3	-	-
Financial assets:-			
'- Other financial assets	4	-	-
Total non-current assets		-	-
Current assets:			
Inventories	5	-	-
Financial assets:-			
- Trade receivables	6(a)	-	392,075,370
- Cash and cash equivalents	6(b)	15,415,109	19,814,663
Other current assets	7	-	35,016,603
Total current assets		**15,415,109**	**446,906,636**
TOTAL ASSETS		**15,415,109**	**446,906,636**
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	8(a)	240,000,000	240,000,000
Other equity			
Reserve and surplus	8(b)	(224,584,891)	(1,096,562,691)
Total Equity		**15,415,109**	**(856,562,691)**
LIABILITIES			
Current liabilities			
Financial liabilities			
- Borrowings	9	-	293,535,428
- Trade payables	10(a)	-	930,860,400
- Other financial liabilities	10(b)	-	31,645,636
Employee Benefit Payable		-	-
Other current liabilities	11	-	47,427,863
Total current liabilities		-	**1,303,469,327**
TOTAL LIABILITIES		-	**1,303,469,327**
TOTAL EQUITY AND LIABILITIES		**15,415,109**	**446,906,636**

Digiphoto Entertainment Imaging Korea LLC
Statement of Profit And Loss for the for the year ended as on 31st December, 2025

Currency - KRW

Particulars	Notes	For the year ended as on Dec 31, 2025	For the year ended as on Dec 31, 2024
Income			
Revenue from operations	12	-	-
Total income		-	-
Expenses			
Cost of services		(0)	134,746,517
Employee benefits expense	13	-	-
Finance Cost	14	-	8,114,394
Advertisement Expenses		-	378,434
Depreciation and amortisation expense	15	-	-
Depreciation - Right of Use Assets - Buildings		-	-
Other expenses	16	(871,977,800)	6,994,304
Total expenses		**-871,977,800**	**150,233,650**
Profit before exceptional item		**871,977,800**	**(150,233,650)**
(Loss)/Profit before tax	-	**871,977,800**	**(150,233,650)**
Less : Tax expense			
Current tax			-
Deferred tax			-
Total tax expenses			-
(Loss)/Profit for the year (A)		**871,977,800**	**(150,233,650)**
Earnings/(Loss) per equity share (Face value of INR 1 each)			
- Basic earnings/(loss) per share			(626)
- Diluted earnings/(loss) per share			(626)

Digiphoto Entertainment Imaging Korea LLC
Notes forming part of the Financial Statements as at and for the for the year ended as on 31st December, 2025

Note 12: Revenue from Operations

Particulars	31st Dec, 2025	31st Dec, 2024
Sale of Services	-	-
Total	**-**	**-**

Note 13: Employee Benefit Expense

Particulars	31st Dec, 2025	31st Dec, 2024
Salaries Wages and Bonus	-	-
Staff Welfare Expenses	-	-
Staff Training, Recruitment and Other Costs	-	-
Total	**-**	**-**

Note 14: Finance Costs

Particulars	31st Dec, 2025	31st Dec, 2024
Interest and finance charges on financial liabilities not at fair value through profit and loss	-	8,113,394
Other Finance Charges	-	1,000
Total	**-**	**8,114,394**

Note 15: Depreciation and Amortisation Expense

Particulars	31st Dec, 2025	31st Dec, 2024
Depreciation on Tangible Assets	-	-
Total	**-**	**-**

Note 16: Other Expenses

Particulars	31st Dec, 2025	31st Dec, 2024
Rent	-	27,511
Stores and tools consumed	-	-
Electricity	-	-
Repairs to Building	-	-
Repairs to Plant and machinery	-	-
Licence Fees	-	-
Travelling Expenses	-	-
Vehicle Running and Maintenance Expenses	-	-
Legal and Professional Charges	-	-
Group Resource Cost [GRC]Expenses	-	-
Printing and Stationery	-	-
Communication expenses	-	-
Lease expenses - Others	-	-
Exchange loss other than in the normal course of business as an authorised foreign exchange dealer	-	4,239,010
Provisions for doubtful debts and Advances (net off bad debt written off)	-871,977,800	-
Expenditure towards CSR (refer note 21 (b))	-	-
Donations	-	-
Loss on sale of property, plant and equipment (Net)	-	-
Inter Compnay Management Fee (Expenses)		
Miscellaneous Expenses	-	2,727,783
Total	**-871,977,800**	**6,994,304**

DEI Mauritius
Management Accounts
Balance Sheet as at 31st December, 2025

Currency - MUR

Particulars	Notes	As at 31st December, 2025	As at 31st December, 2024
ASSETS:			
Non-current assets:			
Property, plant and equipment	1	- 0	1,421,234
Development			
Capital work-in-progress	1	-	-
Right-Of-Use Assets		-	-
Goodwill			
Other Intangible Assets, net		-	-
Intangible assets under development		-	-
Investment accounted for using equity method		-	-
Investment in subsidiaries		-	-
Financial assets:-		-	-
- Non current investments		-	-
- Loans	6	-	34,000
- Other financial assets		-	-
Non-current bank balances			
Others			
Other non-current assets		-	-
Non Current Tax assets		-	-
Deferred tax assets (net)	2	-	
Total non-current assets		- **0**	**1,455,234**
Current assets:			
Inventories	3	-	- 0
Financial assets:-			
- Investments		-	-
- Trade receivables	4	-	118,499
- Cash and cash equivalents	5	-	7,139
- Bank balances other than cash and cash equivalents		-	-
-Loan		-	-
- Other financial assets		-	-
Current Tax Assets (Net)		-	-
Other current assets	6	-	17,222
Total current assets		-	**142,860**
TOTAL ASSETS		- **0**	**1,598,094**
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	7	100,000	100,000
Preference share capital		-	-
Other equity			
Share application money pending allotment		-	-
Reserve and surplus		- 100,000	- 40,929,636
Total Equity		- **0**	- **40,829,636**
LIABILITIES			

Non-current liabilities			
Financial Liabilities			
- Borrowings	9	-	-
- Other financial liabilities	10	-	-
Provisions		-	-
Employee Benefit Obligations		-	-
Deferred tax liabilities (net)		-	-
Other non-current liabilities		-	-
Total non-current liabilities		-	-
Current liabilities			
Financial liabilities			
- Borrowings		-	-
Finance lease liabilities		-	-
- Trade payables	11	-	42,334,342
- Other financial liabilities	12	-	76,372
Provisions		-	-
Employee Benefit Payable		-	-
Current Tax Liabilities		-	-
Other current liabilities	13	-	17,016
Total current liabilities		-	**42,427,730**
TOTAL LIABILITIES		-	**42,427,730**
TOTAL EQUITY AND LIABILITIES		- 0	**1,598,094**

DEI Mauritius
Management Accounts
Statement of Profit And Loss for the period — **Currency - MUR**

Particulars	Notes	Jan-Dec 25	Jan-Dec 24
Income			
Revenue from operations	14	-	-
Other income	15(a)	-	-
Other gains (net)	15(b)	-	- 71,263
Total income		**-**	**- 71,263**
Expenses			
Cost of services		-	5,608
Employee benefits expense	16	-	-
Finance Cost	17	-	7,165
Advertisement Expenses		-	-
Depreciation and amortisation expense	18	-	-
Depreciation - Right of Use Assets - Buildings		-	-
Other expenses	19	- 40,829,634	- 2,308,079
Total expenses		**- 40,829,634**	**- 2,295,305**
Profit before exceptional item		**40,829,634**	**2,224,042**
Add Exceptional items:			
Less Exceptional items:		-	-
(Loss)/Profit before tax		**40,829,634**	**2,224,042**
Less : Tax expense			
Current tax		-	-
Deferred tax	20	-	-
Total tax expenses		**-**	**-**
(Loss)/Profit for the year (A)		**40,829,634**	**2,224,042**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations		-	-
Income tax relating to items that will not be reclassified to profit or loss			
Total other comprehensive income for the year, net of taxes (B)		**-**	**-**
Total comprehensive income for the year (A+B)		**40,829,634**	**2,224,042**

DEI Mauritius
Notes forming part of the Financial Statements

Note 1: Property, plant and equipment

Particulars	As at 31st December, 2025	As at 31st December, 2024
Furniture and Fixtures	- 0	310,416
Computers	0	1,110,818
Vehicles	-	-
CWIP	-	-
Total	**- 0**	**1,421,234**

Note 6: Loans Non-Current

Particulars	As at 31st December, 2025	As at 31st December, 2024
Loans to Related Parties- Non current - Unsecured	-	-
Loans to Inter Company- Non current - Unsecured	-	-
Security deposits [Loans] - Non current - Unsecured	-	34,000
		-
Aggregate Amount of impairment in the value of investments	-	34,000

Note 4: Trade receivables

Particulars	As at 31st December, 2025	As at 31st December, 2024
Trade receivables	-	118,499
Less : Allowance for doubtful debts	-	-
Total receivables	**-**	**118,499**
Break up of Security Details		
Secured, considered good	-	-
Unsecured, considered good	-	118,499
Unsecured, considered doubtful	-	-
Total	**-**	**118,499**
Less : Allowance for doubtful debts	-	-
Total	**-**	**118,499**

Note 5: Cash and cash equivalents

Particulars	As at 31st December, 2025	As at 31st December, 2024
Balances with banks :		
In current accounts	-	5,540
Fixed Deposits with original maturity of less than three months*	-	-
Balance in EEFC accounts		
Remittance in Transit (including foreign currencies- Notes and paid documents)		
Cheques on hand		
Cash on hand (including foreign currencies- Notes and paid documents)	-	1,599
Total	**-**	**7,139**

Note 6: Other Current Assets:

Particulars	As at 31st December, 2025	As at 31st December, 2024
Advance to Suppliers		
Unsecured, considered good	-	-
Unsecured ,considered Doubtful	-	-
Less: Allowance for doubtful advances	-	-
Advance to Employees	-	-
Unsecured, considered good	-	-
Unsecured, considered Doubtful	-	-
Less: Allowance for doubtful advances	-	-
Prepaid expenses	-	-
Balances receivables from Govt. authorities		17,222
Total	**-**	**17,222**

Note 7: Share Capital and Other Equity:

	As at 31st December, 2025	As at 31st December, 2024
Particulars	**Amount**	**Amount**

AUTHORISED		
As at 1st Jan, 2024	100,000	100,000
Increase/(Decrease) during the period		
As at 31st Dec, 2025	**100,000**	**100,000**

Note 11: Trade Payables

Particulars	As at 31st December, 2025	As at 31st December, 2024
-Dues of micro enterprises and small enterprises	-	-
-Dues of creditors other than micro enterprises and small enterprises	-	-
(i) Acceptances	-	-
(ii) Trade pyable to Related Parties	-	-
(iii) Trade pyable to Inter companies	-	-
(iv) Other Trade Payable	-	42,334,342
Total	**-**	**42,334,342**

Note 12: Other Financial Liabilities- Current

Particulars	As at 31st December, 2025	As at 31st December, 2024
	Current	Current
Current		
	-	-
Current maturities of Long term Inter Company Loan	-	-
Current maturities of finance lease obligations (Refer 11(a))	-	-
ROU Lease Liability	-	-
Deposits received from vendor	-	-
Dividend Payable	-	-
Unpaid Dividend @	-	-
Interest accrued	-	-
Liabilities against expense	-	-
Liabilities against Fixed Assets [Capital Creditors]	-	-
Interest payable to Intercompany parties	-	-
Interest Accrued and due [Liability]	-	-
Guarantees given to bank and others on behalf of subsidiaries	-	-
Other financial liabilities - Inter Company - Current	-	0
Other financial liabilities - Related Parties - Current	-	-
Employees benefit payable	-	76,372
Total	**-**	**76,372**

Note 13: Other Current Liabilities

Particulars	As at 31st December, 2025	As at 31st December, 2024
Income Received in Advance	-	-
Advance receipts from Customers for which value is still to be given	-	-
Statutory Dues	-	9,871
Rent Equalisation Reserve	-	-
Fractional entitlement on Bonus Share Refund Accounts	-	-
Others	-	7,145
Total	**-**	**17,016**

DEI Mauritius
Notes forming part of the Financial Statements

Note 15: Other Income and other gains/(losses)
(b) Other gains (net)

Particulars	Jan-Dec 25	Jan-Dec 24
Exchange gain other than in the normal course of business as an authorised foreign exchange dealer	-	-
Exchange gain other than in the normal course of business as an authorised foreign exchange dealer	-	-71,263
Total	**-**	**-71,263**

Note 17: Finance Costs

Particulars	Jan-Dec 25	Jan-Dec 24
Interest and finance charges on financial liabilities not at fair value through profit and loss	-	-
Other Finance Charges	-	7,165
Interest Expenses ROU Liabilitiy	-	-
Total	**-**	**7,165**

Note 19: Other Expenses

Particulars	Jan-Dec 25	Jan-Dec 24
Rent	-	-
Stores and tools consumed	-	-
Electricity	-	-
Repairs to Building	-	-
Repairs to Plant and machinery	-	-
Repairs to Others	-	-
Insurance	-	-
Rates and Taxes	-	-
Licence Fees	-	550
Security Services	-	-
Travelling Expenses	-	-30,661
Vehicle Running and Maintenance Expenses	-	-
Directors Sitting Fees	-	-
Commission to Directors	-	-
Legal and Professional Charges (refer note 21 (a))	-	114,811
Payment to Auditors - As Auditors Statutory and limited review	-	-
Group Resource Cost [GRC]Expenses	-	-
Printing and Stationery	-	-
Equipment hire charges	-	-
Water charges	-	-
Communication expenses	-	-
Lease expenses - Others	-	-
Exchange loss other than in the normal course of business as an authorised foreign exchange dealer	-	-2,392,778
Freight Currency Shipment	-	-
Bad Debts and Advances Written Off	- 40,829,634	-
Provisions for doubtful debts and Advances (net off bad debt written off)	-	-
Expenditure towards CSR (refer note 21 (b))	-	-
Donations	-	-
Loss on sale of property, plant and equipment (Net)	-	-
Inter Compnay Management Fee (Expenses)	-	-
Miscellaneous Expenses	-	-
Total	**-40,829,634**	**-2,308,079**

DIGIPHOTO ENTERTAINMENT IMAGING L.L.C

Management of Statement of Profit or Loss for the period ended Dec 31, 2025

For the Year Ended December 31, 2025	Notes	December 2025	December 2024
All figures are expressed in U.A.E. Dirhams			
Continuing operations			
Revenue	6	169,046,704	166,513,367
Cost of revenue	7	(121,467,131)	(113,334,953)
Gross profit		47,579,573	53,178,414
Other income	8	19,152,129	17,635,781
Distribution cost		(1,255,728)	(930,844)
Other administrative expenses	9	(49,325,394)	(45,704,259)
Operating Profit		16,150,580	24,179,092
Finance cost	10	(6,927,828)	(8,053,525)
Finance income	11	0	822,122
Profit from continuing operations before tax		9,222,752	16,947,689
Income tax expense	12	(793,854)	(1,491,542)
Profit from continuing operations		**8,428,898**	**15,456,147**
Discontinued operations			
Profit for the year from discontinued operations		-	-
Profit for the year		**8,428,898**	**15,456,147**
Attributable to :			
Partners of the Company		8,428,898	15,456,147
Non-controlling interest		-	-
Profit for the year		8,428,898	15,456,147
Other comprehensive income			
- Items that will not be reclassified subsequent to profit or loss		-	-
- Items that may be reclassified subsequent to profit or loss		-	-
Other comprehensive income for the year		-	-
Total Comprehensive income for the year		**8,428,898**	**15,456,147**
Attributable to:			
Partners of the Company		8,428,898	15,456,147
Non-controlling interest		-	-
		8,428,898	15,456,147

DIGIPHOTO ENTERTAINMENT IMAGING L.L.C

Management Accounts for the year ended as on Dec 31, 2025

As at December 31, 2025	Notes	December 2025	December 2024
All figures are expressed in U.A.E. Dirhams			
ASSETS			
Non-Current Assets			
Property, plant and equipment	13	6,453,583	6,307,504
Intangibles assets	14	33,512,000	2,152,506
Capital work-in-progress	15	1,047,667	23,074,213
Right-of-use asset	16.1	5,397,033	7,483,456
Other financial assets at amortised cost	17	19,557,599	17,631,269
Total non-current assets		65,967,882	56,648,948
Current Assets			
Inventories	18	3,178,105	4,011,639
Trade receivables	19	5,798,183	8,422,396
Cash and bank balances	20	4,075,135	5,685,742
Other financial assets at amortised cost	17	119,201,450	114,816,102
Other assets	21	3,424,801	5,060,698
Total current assets		135,677,674	137,996,577
Total assets		**201,645,556**	**194,645,525**
LIABILITIES			
Non-Current Liabilities			
Lease liabilities	16.2	5,465,418	8,287,495
Employee end of service benefits		4,286,352	4,362,849
Total non-current liabilities		9,751,770	12,650,344
Current Liabilities			
Trade and other payables	22	37,829,248	32,494,258
Other current liabilities	23	58,713	72,030
Other financial liabilities at amortised cost	24	96,135,380	101,806,276
Bank Borrowings	25	14,002,078	12,333,148
Lease liabilities	16.2	-	-
Total current liabilities		148,025,419	146,705,712
Total liabilities		**157,777,189**	**159,356,056**
Net Assets		**43,868,367**	**35,289,469**

DIGIPHOTO ENTERTAINMENT IMAGING L.L.C

Notes forming part of the Financial Statements as at and for the year ended Dec 31, 2025

As at December 31, 2025	Notes	December 2025	December 2024
All figures are expressed in U.A.E. Dirhams			
EQUITY			
Share capital	1.1	300,000	300,000
Statutory reserve		150,000	150,000
Retained earnings	26	43,268,367	34,839,469
Total equity		**43,868,367**	**35,289,469**

For the Year Ended December 31, 2025
All figures are expressed in U.A.E. Dirhams

6	Revenue	December 2025	December 2024
	Revenue from sale of services	169,046,704	166,513,367
	Total	**169,046,704**	**166,513,367**

Notes:

i. The above revenue is recognised at a point in time.

ii. Revenue comes from providing souvenir photography services, consumer photographs production and film developing to the customers in U.A.E.

7	Cost of Revenue	December 2025	December 2024
	Inventory as at beginning of the year	4,011,639	4,929,583
	Purchases and direct expense	7,998,906	9,165,676
	Commission paid (note)	100,073,197	94,336,230
	Payroll and related expenses	12,561,494	8,915,103
	Inventory as at end of year	(3,178,105)	(4,011,639)
	Total	**121,467,131**	**113,334,953**

7.1 This represents commission paid to the revenue partners as per revenue sharing agreement for providing space to operate imaging business.

8	Other Income	December 2025	December 2024
	Central service fee received (note)	18,281,826	17,595,443
	Miscellaneous income	849,300	38,648
	Profit on sale of fixed assets	21,003	1,690
	scrap sale	-	-
	Total	**19,152,129**	**17,635,781**

8.1 Central service fee represents amount charged to related parties for reimbursement of payroll and related costs, telecommunication costs and other miscellaneous costs.

9	Other Administrative	December 2025	December 2024
	Rent expenses	1,778,056	2,392,404
	Payroll and related expenses	19,818,832	19,080,726
	Depreciation on property, plant and equipment	2,676,583	3,037,026
	Depreciation on right-of-use asset	777,831	2,301,812
	Amortisation of intangible asee	3,316,980	1,539,928
	Other expenses	20,957,112	17,352,363
	Total	**49,325,394**	**45,704,259**

DIGIPHOTO ENTERTAINMENT IMAGING L.L.C

Notes forming part of the Financial Statements as at and for the year ended Dec 31, 2025

10	Finance Cost	December 2025	December 2024
	Interest on loan to related party	5,832,702	7,090,697
	Interest on bank Loan	857,800	199,440
	Interest on lease liability	237,326	763,388
	Total	**6,927,828**	**8,053,525**

11	Finance Income	December 2025	December 2024
	Interest income	-	822,122
		-	822,122

12	Income Tax	December 2025	December 2024
	Current income tax expense	793,854	1,491,542
	Deferred tax assets arising from tax losses	-	-
	Income tax expense recognised in statement of profit or loss	**793,854**	**1,491,542**

	Tax Reconciliation:		
	Accounting Profit before tax	9,222,752	16,947,689
	Non-deductible expenses	-	-
	Taxable profit	9,222,752	16,947,689
	Profit on which 0% tax rate applicable	(375,000)	(375,000)
	Net taxable profit @ 9%	8,847,752	16,572,689
	Tax 9% on taxable profit	793,854	1,491,542
	Income tax expense	793,854	1,491,542
	Effective tax rate	9.00%	9.00%

DIGIPHOTO ENTERTAINMENT IMAGING L.L.C

Notes forming part of the Financial Statements as at and for the year ended Dec 31, 2025

13 Property, Plant and Equipment

Particulars	Vehicles	Furniture and Fixtures	Computers & equipment
Rate of depreciation	14.28% and 20%	14.28% and 20%	14.28% and 20%
Cost			
As at January 1, 2024	0	6,349,897	14,909,838
Additions	0	223,974	1,732,449
Disposal	0	(88,642)	(332,318)
As at December 31, 2024	0	6,485,229	16,309,969
Additions	618	763,168	3,443,241
Disposal	0	(467,622)	(6,401,953)
As at December 31, 2025	618	6,780,775	13,351,257
Depreciation			
As at January 1, 2024	-	4,012,431	9,514,559
For the year	-	976,874	2,060,152
On Disposal	-	(32,312)	(44,010)
As at December 31, 2024	-	4,956,993	11,530,701
For the year	21	636,273	2,040,293
On Disposal	-	(405,676)	(5,079,538)
As at December 31, 2025	21	5,187,590	8,491,456
Net Value			
As at December 31, 2024	-	1,528,236	4,779,268
As at December 31, 2025	597	1,593,185	4,859,801

14 Intangible assets	December 2025	December 2024
As at beginning of the year	14,597,945	14,560,258
Additions during the year	34,676,474	37,687
Transfer from capital work in progress	-	-
Total cost as at end of the year	49,274,419	14,597,945
Accumulated amortisation	(15,762,419)	(12,445,439)
Balances as at end of the year	33,512,000	2,152,506

14 Details of amortisation is as under :

Particulars	December 2025	December 2024
Amortisation as at beginning of the year	12,445,439	10,905,511
For the year	3,316,980	1,539,928
Amortisation as at end of the year	15,762,419	12,445,439

15 Capital Work-in-Progress	December 2025	December 2024
As at beginning of the year	23,074,213	11,235,901
Payment made during the year	(22,026,546)	11,838,312
Transferred to intangibles assets	-	-
As at end of the year	1,047,667	23,074,213

15 Capital work in progress represent project Hummingbird being developed for better customer experience and sevices.

16	Leases	December 2025	December 2024
16	Right-of-Use Assets		
	Leasehold building	5,397,033	7,483,456
16	Lease liabilities		
	Long term lease liabilities	-	-
	Short term lease liabilities	5,465,418	8,287,495
16	The statement of profit or loss shows following amounts relating to leases:		
	Depreciation charge of right-of-use asset (included in other administrative expenses)	777,831	2,301,812
	Interest expense (included in finance cost)	237,326	763,388
	Expense relating to short-term lease (included in other administrative expenses)	1,778,056	2,392,404

17 Other Financial Assets at Amortised Cost

Long term financial assets at amortised cost	December 2025	December 2024
Margin deposits	979,930	979,930
Other deposits	1,202,079	1,189,089
Loan to related party (refer note 17.1)	17,375,590	15,462,250
	19,557,599	17,631,269

Short term financial assets at amortised cost	December 2025	December 2024
Due from related parties (refer note 17.3)	116,350,902	108,248,349
Interest receivable on loan to related party	2,667,155	6,092,853
Other receivables	183,393	474,900
	119,201,450	114,816,102

17	Details relating to loan to related party is as follows:	December 2025	December 2024
	Loan to related party (USA)	27,491,437	25,578,097
	Less allowance (refer note 17.2)	(10,115,847)	(10,115,847)
		17,375,590	15,462,250

17 The closing loss allowances for loan to related party as at December 31, 2025 reconcile to the opening loss allowances as follows:

Particulars	December 2025	December 2024
Balance as at beginning of the year	10,115,847	10,115,847
Increased on loss allowance recognised in profit or loss during the year	-	-
Balance as at end of the year	10,115,847	10,115,847

17 Details relating to due from related parties is as follows:

Due from related parties	121,266,634	113,164,081
Less allowance (refer note 17.4)	(4,915,732)	(4,915,732)
	116,350,902	108,248,349

17 The closing loss allowances for due from related parties as at December 31, 2025 reconcile to the opening loss allowances as follows:

Balance as at beginning of the year	4,915,732	4,915,732
Increased on loss allowance recognised in profit or loss during the year	-	-
Balance as at end of the year	4,915,732	4,915,732

18 Inventories	December 2025	December 2024
Goods in trade	3,178,105	4,011,639
	3,178,105	4,011,639

18 Inventories recognised as an expense during the year ended December 31, 2024 amounted to AED 10,083,620 (Previous Year AED 11,190,587). These were included in the cost of revenue.

19 Trade Receivables	December 2025	December 2024
Trade receivables	5,798,183	8,422,396

20 Cash and Bank Balances	December 2025	December 2024
Cash in hand	371,433	372,370
Balance with banks in:		
Current account	3,703,702	5,313,372
Total	4,075,135	5,685,742

21 Other Assets	December 2025	December 2024
Advances to suppliers	1,117,593	3,634,916
Prepayments	2,307,208	1,386,584
Advances to employees	-	39,198
Total	3,424,801	5,060,698

22	Trade and Other Payables	December 2025	December 2024
	Account payables	29,934,859	22,257,687
	Accruals	6,058,369	8,123,246
	Income Tax Provision	793,854	1,491,542
	VAT payable	1,042,166	621,783
	Total	37,829,248	32,494,258

23	Other Liabilities	December 2025	December 2024
	Advance from customers	58,713	72,030

24	Financial Liabilities at Amortised Cost	December 2025	December 2024
	Due to related parties	269,412	506,258
	Due to Director	10,713,577	10,713,577
	Interest on loan payable to related parties	27,116,158	24,709,154
	Loan from related parties	58,036,233	65,877,287
	Total	96,135,380	101,806,276

25	Bank Borrowings	December 2025	December 2024
	Term Loan from Bank	9,716,078	8,047,148
	Working Capital Loan from Bank	4,286,000	4,286,000
		14,002,078	12,333,148

Note: Bank Borrowings are secured by

a. Corporate guarantee of AED 15 million from Thomas Cook India Limited.

26	Retained Earnings	December 2025	December 2024
	Balance as at beginning of the year	34,839,469	19,383,322
	Net profit for the year	8,428,898	15,456,147
	Transfer to retained earnings	-	-
	Balance as at end of the year	43,268,367	34,839,469

DIGIPHOTO ENTERTAINMENT IMAGING L.L.C

Statement of Changes in Equity

For the Year Ended December 31, 2025
All figures are expressed in U.A.E. Dirhams

Particulars	Share Capital	Statutory Reserve	Fair Value Reserve	Retained Earning	Total Equity
Balance as at January 1, 2024	**300,000**	**150,000**	**0**	**19,383,322**	**19,833,322**
Profit or loss	0	0	0	15,456,147	15,456,147
Other comprehensive income	0	0	0	0	0
Total comprehensive income for the year	0	0	0	15,456,147	15,456,147
Transaction with partners recorded directly in equity	0	0	0	0	0
Balance as at December 31, 2024	**300,000**	**150,000**	**0**	**34,839,469**	**35,289,469**
Profit or loss	0	0	0	8,428,898	8,428,898
Other comprehensive income	0	0	0	0	0
Total comprehensive income for the year	0	0	0	8,428,898	8,428,898
Transaction with partners recorded directly in equity	0	0	0	0	0
Balance as at December 31, 2025	**300,000**	**150,000**	**0**	**43,268,367**	**43,718,367**

DEI USA LLC
Management Accounts as at 31st December, 2025

Currency - USD

Particulars	Notes	As at 31st December, 2025	As at 31st December, 2024
ASSETS:			
Non-current assets:			
Property, plant and equipment	3	72,064	85,358
Development			
Capital work-in-progress	3	0	0
Right-Of-Use Assets		-	3
Goodwill	4	-	-
Other intangible Assets	4	3,947	6,732
Intangible assets under development		-	-
Investment accounted for using equity method	5	-	-
Investment in subsidiaries	5	-	-
Financial assets:-			
- Non current investments	5	-	-
- Loans		-	-
- Other financial assets	6(e)	-	-
Other non-current assets	7	-	-
Non Current Tax assets	9	-	-
Deferred tax assets (net)	16	-	-
Total non-current assets		**76,010**	**92,094**
Current assets:			
Inventories		225,240	243,360
Financial assets:-			
- Investments	6(a)	-	-
- Trade receivables	6(b)	2,019,756	2,103,631
- Cash and cash equivalents	6(c)	17,106	36,384
- Bank balances other than cash and cash equivalents	6(d)	-	-
- Loans		-	124,232
- Other financial assets	6(e)	-	-
Current Tax Assets (Net)		50	50
Other current assets	8	1,751,580	1,763,033
Total current assets		**4,013,732**	**4,270,690**
TOTAL ASSETS		**4,089,743**	**4,362,783**
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	10(a)	-	-
Other equity			
Share application money pending allotment		-	-
Reserve and surplus	10(b)	(11,483,007)	(10,792,048)
Total Equity		**(11,483,007)**	**(10,792,048)**
LIABILITIES			
Non-current liabilities			

Financial Liabilities			
- Borrowings	11(a)	-	-
Finance lease liabilities- Non Current		-	-
- Other financial liabilities	11(c)	-	-
Provisions	14	-	-
Employee Benefit Obligations	15	-	-
Deferred tax liabilities (net)	16	-	-
Other non-current liabilities	12	-	-
Total non-current liabilities		-	-
Current liabilities			
Financial liabilities			
- Borrowings	11(b)	7,622,111	7,102,110
Finance lease liabilities- Current		(3)	(3)
- Trade payables	11(d)	5,862,509	6,129,836
- Other financial liabilities	11(c)	1,816,444	1,822,520
Provisions	14	-	-
Employee Benefit Payable	15	271,689	100,367
Current Tax Liabilities	9	-	-
Other current liabilities	13	-	-
Total current liabilities		**15,572,750**	**15,154,831**
TOTAL LIABILITIES		**15,572,750**	**15,154,831**
TOTAL EQUITY AND LIABILITIES		**4,089,743**	**4,362,783**
	p	-0	0

DEI USA LLC

Statement of Profit And Loss for the 12 months ended 31st December, 2025

Particulars	Notes	Currency - USD 12 months ended 31st December, 2025	12 months ended 31 December 2024
Income			
Revenue from operations	17	3,580,227	4,790,988
Other income	18(a)	3,088	1,305
Other gains (net)	18(b)	-	2,732
Total income		**3,583,315**	**4,795,025**
Expenses			
Cost of services		2,000,368	3,010,144
Employee benefits expense	19	1,258,021	2,327,958
Finance Cost	22	14,386	299,073
Advertisement Expenses		4,812	3,856
Depreciation and amortisation expense	20	50,332	145,437
Depreciation - Right of Use Assets - Buildings		-	28,960
Other expenses	21	946,354	814,580
Total expenses		**4,274,274**	**6,630,009**
Profit before exceptional item		**(690,959)**	**(1,834,984)**
Add Exceptional items:			
Less Exceptional items:		-	-
(Loss)/Profit before tax		**(690,959)**	**(1,834,984)**
Less : Tax expense			
Current tax	23	-	839
Deferred tax	23	-	-
Total tax expenses		**-**	**839**
(Loss)/Profit for the year (A)		**(690,959)**	**(1,835,823)**
Other comprehensive income		-	-
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations			
Income tax relating to items that will not be reclassified to profit or loss			
Total other comprehensive income for the year, net of taxes (B)		-	-
Total comprehensive income for the year (A+B)		**(690,959)**	**(1,835,823)**
Earnings/(Loss) per equity share (Face value of INR 1 each)	34		
- Basic earnings/(loss) per share		- 13.82	- 36.72
- Diluted earnings/(loss) per share		- 13.82	- 36.72

DEI USA LLC

Notes forming part of the Financial Statements as at and for the 12 months ended 31st December, 2025

Note 3: Property, plant and equipment:

Currency - USD

Particulars	Office Building	Leasehold Improvements	Furniture and Fixtures	Computers	Office equipments	Total
Gross carrying amount						
Opening as at 1st January, 2025		57,744	40,197	182,407	11,437	291,784
Additions		-	-	34,252	-	34,252
Disposals/transfer			-	-	-	-
Pre Acquisition Movement-			-	-	-	-
FCTR			-	-	-	-
Closing gross carrying amount	-	**57,744**	**40,197**	**216,659**	**11,437**	**326,037**
Accumulated depreciation						
Opening as at1st January, 2025		57,744	37,455	106,565	4,662	206,426
Depreciation charge during the year		-	1,181	41,966	4,399	47,547
Disposals			-	-	-	-
Pre Acquisition Movement			-	-		-
Change in Dep Policy						-
FCTR			-	-	-	-
Closing accumulated depreciation	-	**57,744**	**38,637**	**148,531**	**9,061**	**253,973**
Net carrying amount as at 31st December, 2025	-	**(0)**	**1,560**	**68,128**	**2,376**	**72,064**

DEI USA LLC
Notes forming part of the Financial Statements as at and for the 12 months ended 31st December, 2025

Note 4: Intangible Assets:

Currency - USD

Particulars	Computer Software	Goodwill
Gross carrying amount		
Opening as at 1st January, 2025	9,053	
Additions	-	
Disposals	-	
Pre Acquisition Movement	-	
FCTR	-	
Closing gross carrying amount	**9,053**	-
Accumulated amortisation		
Opening as at 1st January, 2025	2,321	
Amortisation charge for the year	2,785	
Disposals	-	
Pre Acquisition Movement	-	
Change in acc policy - Dep for the year		
FCTR	-	
Closing accumulated amortisation	**5,106**	-
Net carrying amount as at 31st December, 2025	**3,947**	-

DEI USA LLC
Notes forming part of the Financial Statements as at and for the 12 months ended 31st December, 2025

Note 6: Loans Current

Particulars	31st December, 2025	31st December, 2024
Security deposits [Loans] - Current - Unsecured	-	124,232
	-	-
	-	-
Aggregate Amount of impairment in the value of investments	-	124,232

Note 6: Financial Assets

6(b)Trade receivables

Particulars	31st December, 2025	31st December, 2024
Trade receivables	2,019,756	2,103,631
Less : Allowance for doubtful debts	-	-
Total receivables	**2,019,756**	**2,103,631**
Break up of Security Details		
Secured, considered good	-	-
Unsecured, considered good	2,019,756	2,103,631
Unsecured, considered doubtful	-	-
Total	**2,019,756**	**2,103,631**
Less : Allowance for doubtful debts	-	-
Total Trade Receivables	**2,019,756**	**2,103,631**

6(c) Cash and cash equivalents

Particulars	31st December, 2025	31st December, 2024
Balances with banks :		
In current accounts	6,264	28,146
Fixed Deposits with **original maturity** of less than three months*	-	-
Balance in EEFC accounts	-	-
Remittance in Transit (including foreign currencies- Notes and paid documents)	-	-
Cheques on hand	-	-
Cash on hand (including foreign currencies- Notes and paid documents)	10,842	8,238
Total Cash and cash equivalents	**17,106**	**36,384**

DEI USA LLC
Notes forming part of the Financial Statements as at and for the 12 months ended 31st December, 2025

Note 8: Other Current Assets:

Particulars	31st December, 2025	31st December, 2024
Advance to Suppliers		
Unsecured, considered good	6,921	9,910
Unsecured ,considered Doubtful	-	-
Less: Allowance for doubtful advances	-	-
Advance to Employees	-	-
Unsecured, considered good	1,955	1,955
Unsecured, considered Doubtful	-	-
Less: Allowance for doubtful advances	-	-
Prepaid expenses	423	703
Balances receivables from Govt. authorities	1,742,280	1,750,465
Total	**1,751,580**	**1,763,033**

Note 9: Non- Current Tax Assets / Current Tax Liabilities:

Particulars	31st December, 2025	31st December, 2024
Opening Balance	50	50
Less: Current Tax payable for the year		
Add: Taxes Paid		
Closing Balances	**50**	**50**

Inventories

Particulars	31st December, 2025	31st December, 2024
Raw material, consumables and other supplies	225,240	243,360
Raw material, consumables and other supplies (in transit)	-	-
Finished goods (mention types of goods)		
Stock-in-trade (in respect of goods acquired for trading)		
	225,240	**243,360**

DEI USA LLC
Notes forming part of the Financial Statements as at and for the 12 months ended 31st December, 2025

Note 10(a) Share Capital and Other Equity: Currency - USD

Particulars	Equity Share Capital#		Preference Share Capital*	
	No of Shares (In lakhs)	Amount	No of Shares (In lakhs)	Amount
AUTHORISED				
As at 1st April, 2024	50,000	-		
Increase/(Decrease) during the period				
As at 31st March, 2025	**50,000**	-	-	-

Note 10(b) Reserves and surplus

Particulars	31st December, 2025	31st December, 2024
Capital Reserve	-	-
Capital Redemption Reserve	-	-
Debenture Redemption Reserve	-	-
Share Option Outstanding Amount	-	-
Securities Premium Account	-	-
General Reserve	-	-
Foreign currency translation reserve	-	-
Retained Earnings	(11,483,007)	(10,792,048)
Total reserves and surplus	**(11,483,007)**	**(10,792,048)**

(vii) Retained Earnings

Particulars	31st December, 2025	31st December, 2024
Opening Balance	(10,792,048)	(8,956,225)
Net Profit For the period	(690,959)	(1,835,823)
Closing Balance	(11,483,007)	(10,792,048)

DEI USA LLC
Notes forming part of the Financial Statements as at and for the 12 months ended 31st December, 2025

Note 11: Financial Liabilities:

11(b) Current Borrowings

Particulars	Maturity Date	31st December, 2025	31st December 2024
Unsecured			
Bank Overdrafts			
Term Loan from Bank - Short term			
Loans to Related Parties- Current - Secured		7,622,111	7,102,110
Inter Company Loan - Short Term			
Total Current Borrowings		**7,622,111**	**7,102,110**
Less: Interest Accrued (included in note 11(c))		-	-
Current Borrowings (As per Balance Sheet)		**7,622,111**	**7,102,110**

11(c) Other Financial Liabilities

Particulars	31st December, 2025		31st December 2024	
	Non-Current	Current	Non-Current	Current
Current				
ROU Lease Liability	-	(3)	-	(3)
Liabilities against expense		(3)		6,073
Liabilities against Fixed Assets [Capital Creditors]				
Interest payable to Related parties		1,816,447		1,816,447
Derivative financial liabilities				
Others				
Total Other Financial Liabilities	-	**1,816,441**	-	**1,822,518**

11(d)Trade Payables

Particulars	31st December, 2025	31st December 2024
-Dues of micro enterprises and small enterprises	-	
-Dues of creditors other than micro enterprises and small enterprises		
(i) Acceptances		
(ii) Trade payable to Related Parties		
(iii) Trade payable to Inter companies	-	
(iv) Other Trade Payable	5,862,509	6,129,836
Total Trade Payables	**5,862,509**	**6,129,836**

DEI USA LLC
Notes forming part of the Financial Statements as at and for the 12 months ended 31st December, 2025

Note 17: Revenue from Operations

Particulars	31st December, 2025	31st December, 2024
Sale of Services	3,580,227	4,790,988
Other Operating Revenue	-	
Total	**3,580,227**	**4,790,988**

Note 18: Other Income and other gains/(losses)
(a) Other Income

Particulars	31st December, 2025	31st December, 2024
Interest Income		
Miscellaneous Income	3,088	1,305
Total	**3,088**	**1,305**

(b) Other gains (net)

Particulars	31st December, 2025	31st December, 2024
Profit on sale of property, plant and equipment (Net)	-	
Exchange gain other than in the normal course of business as an authorised foreign exchange dealer	-	2,732
Total	**-**	**2,732**

Note 19: Employee Benefit Expense

Particulars	31st December, 2025	31st December, 2024
Salaries Wages and Bonus	1,121,313	2,211,558
Gratuity	-	2,504
Staff Welfare Expenses	9,771	41,764
Compensated absences	97,186	21,895
Staff Training, Recruitment and Other Costs	29,752	50,238
Total	**1,258,021**	**2,327,958**

Note 20: Depreciation and Amortisation Expense

Particulars	31st December, 2025	31st December, 2024
Depreciation on Tangible Assets	47,547	142,608
Amortisation on Intangible Assets	2,785	2,829
Total	**50,332**	**145,437**

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Note 21: Other Expenses

Particulars	31st December, 2025	31st December, 2024
Rent	-	5,636
Stores and tools consumed	11,005	19,008
Electricity	-	1,654
Repairs to Others	18,833	12,657
Insurance	30,322	75,304
Rates and Taxes	9,275	9,682
Licence Fees	42,786	73,403
Travelling Expenses	9,850	64,378
Legal and Professional Charges (refer note 21 (a))	156,906	119,581
Payment to Auditors - As Auditors Statutory and limited review	-4,165	19,036
Group Resource Cost [GRC]Expenses	427,454	184,006
Printing and Stationery	5,142	7,035
Equipment hire charges	1,601	3,318
Communication expenses	17,619	34,910
Exchange loss other than in the normal course of business as an authorised foreign exch	88	-
Provisions for doubtful debts and Advances (net off bad debt written off)	61,842	-
Miscellaneous Expenses	157,796	184,972
Total	**946,354**	**814,580**

Legal and professional charges includes payment to auditors

Note 22: Finance Costs

Particulars	31st December, 2025	31st December, 2024
Interest and finance charges on financial liabilities not at fair value through profit and loss	-	233,904
Other Finance Charges	14,386	64,640
Interest Expenses ROU Liabilitiy	-	529
Total	**14,386**	**298,544**

AlliedTPro Travel Canada Limited
Balance Sheet as at 31st Mar, 2026

Amounts in CAD

Particulars	Notes	As at 31st Mar, 2026
ASSETS		
Non-current assets:		
Property, plant and equipment	3	-
Capital work-in-progress	3	-
Goodwill	4	-
Other intangible Assets	4	-
Right of Use Assets	4(a)	-
Intangible assets under development		
Investment accounted for using equity method	5	-
Investment in subsidiaries	5	-
Financial assets		
- Non current investments	5	-
- Loans		
- Other financial assets	6(e)	-
Other non-current assets	7	-
Non Current Income Tax assets	9	-
Deferred tax assets (net)	16	-
Total non-current assets		**-**
Current assets:		
Inventories		
Financial assets		
- Investments	6(a)	-
- Trade receivables	6(b)	1,97,242
- Cash and cash equivalents	6(c)	2,09,007
- Bank balances other than cash and cash equivalents	6(d)	-
- Other financial assets	6(e)	7,70,752
Other current assets	8	23,317
Total current assets		**12,00,318**
TOTAL ASSETS		**12,00,318**
EQUITY AND LIABILITIES		
EQUITY		
Equity share capital	10(a)	25,000
	10(a)	-
Other equity		
Share application money pending allotment		-
Reserve and surplus	10(b)	2,18,473
Total Equity		**2,43,473**
LIABILITIES		
Non-current liabilities		
Financial Liabilities		
- Borrowings	11(a)	-
- Lease Liabilities	11(c)	-
- Other financial liabilities	11(c)	-
Provisions	14	-
Employee Benefit Obligations	15	-
Deferred tax liabilities (net)	16	-
Other non-current liabilities	12	-
Total non-current liabilities		**-**
Current liabilities		
Financial liabilities		
- Borrowings	11(b)	-
- Lease Liabilities	11(c)	-
- Trade payables	11(d)	5,57,065
- Other financial liabilities	11(c)	-
Provisions	14	-
Employee Benefit Payable	15	-
Current Income Tax Liabilities	9	-
Other current liabilities	13	3,99,779
Total current liabilities		**9,56,844**
TOTAL LIABILITIES		**9,56,844**
TOTAL EQUITY AND LIABILITIES		**12,00,318**

Summary of Significant Accounting Policies
The above balance sheet should be read in conjunction with the accompanying notes.

Sameer Shelar - CFO

AlliedTPro Travel Canada Limited
Statement of Profit And Loss for the 12 months ended 31st Mar 2026

Amounts in CAD

Particulars	Notes	12 months ended 31st Mar 2026
Income		
Revenue from operations	17	31,74,494
Other income	18(a)	-
Other gains (net)	18(b)	-
Total income		**31,74,495**
Expenses		
Cost of services		28,50,896
Employee benefits expense	19	-
Finance Cost	22	15,484
Advertisement Expenses		-
Depreciation and amortisation expense	20	-
Other expenses	21	1,33,975
Total expenses		**30,00,355**
Profit before exceptional item		**1,74,140**
Add Exceptional items:		
Less Exceptional items:		
(Loss)/Profit before tax		**1,74,140**
Less : Tax expense		
Current tax	23	27,509
Deferred tax	23	(27,693)
Total tax expenses		**(184)**
(Loss)/Profit for the year (A)		**1,74,324**
Other comprehensive income		
Items that will not be reclassified to profit or loss		
Foreign exchange translation on consolidation		-
Income tax relating to items that will not be reclassified to profit or loss		
Total other comprehensive income for the year, net of taxes (B)		**-**
Total comprehensive income for the year (A+B)		**1,74,324**
Earnings/(Loss) per equity share (Face value of INR 1 each)	34	
- Basic earnings/(loss) per share		17.43
- Diluted earnings/(loss) per share		-

Summary of Significant Accounting Policies
The above statement of profit and loss should be read in conjunction with the accompanying notes.

Sameer Shelar - CFO

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SITA WORLD TRAVEL LANKA
(PRIVATE) LIMITED

FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 MARCH 2026

KPMG
(Chartered Accountants)
32A, Sir Mohamed Macan Markar Mawatha,
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INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF SITA WORLD TRAVEL LANKA (PRIVATE) LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Sita World Travel Lanka (Private) Limited ("the Company"), which comprise the statement of financial position as at 31 March 2026, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the period then ended, and notes to the financial statements, including material 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 period then ended in accordance with Sri Lanka Accounting Standards.

Basis for Opinion

We conducted our audit in accordance with Sri Lanka Auditing Standards (SLAuSs). 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 Code of Ethics for Professional Accountants issued by CA Sri Lanka (Code of Ethics) and we have fulfilled our other ethical responsibilities in accordance with the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty related to Going Concern

We draw attention to Note 25 to the financial statements, which indicates that the Company has incurred a net loss of Rs. 257,962 for the year ended 31 March 2026 and as of that date the Company has accumulated losses of Rs. 46,843,653 and the Company's current liabilities exceed the current assets by Rs. 1,243,415 and negative equity of Rs. 1,243,415. Further, as at the reporting date the Company's net assets were less than half of the stated capital and faces a serious loss of capital situation. These events and conditions along with other matters as set forth in the Note 25 indicate the existence of material uncertainty that may cast significant doubt about the Company's ability to continue as going concern.

Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. These financial statements do not include the other information.

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Ms. S. Joseph FCA
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Principals: S.R.I. Perera FCMA(UK), LLB, Attorney-at-Law, H.S. Goonewardene ACA, Ms. F.R. Ziyard FCMA (UK), FCIT, K. Somasundaram ACMA(UK), Ms. D Corea Dharmaratne

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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 Sri Lanka Accounting Standards, 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 responsible for overseeing the Company's financial reporting process.

Auditor's 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 SLAuSs 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.

A further description of the auditor's responsibilities for the audit of the financial statements is located at Sri Lanka Accounting and Auditing Standards website at: http://slaasc.com/auditing/auditorsresponsibility.php. This description forms part of our auditor's report.

Report on Other Legal and Regulatory Requirements

As required by section 163 (2) of the companies Act No. 07 of 2007, we have obtained all the information and explanations that were required for the audit and, as far as appears from our examination, proper accounting records have been kept by the company except, it should be noted that the Company's net assets are less than half of the stated capital and is facing a serious loss of capital situation in terms of the section 220 of the same act.

KPMG

KPMG
Colombo, Sri Lanka
20 July 2026

SITA WORLD TRAVEL LANKA (PRIVATE) LIMITED
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Note	2026 Rs.	2025 Rs.
Revenue	6	-	-
Cost of Sales		-	-
Gross Profit		-	-
Administrative Expenses		(257,962)	(687,664)
Loss from Operations	7	**(257,962)**	**(687,664)**
Net Finance Income		-	-
Loss Before Tax		**(257,962)**	**(687,664)**
Income Tax Expense	8	-	-
Loss for the year		**(257,962)**	**(687,664)**
Other Comprehensive Income		-	-
Total Comprehensive Income for the year		**(257,962)**	**(687,664)**
Loss Per Share	9	**(1.03)**	**(2.75)**

The notes to the Financial Statements form an integral part of these Financial Statements.

Figures in bracket indicate deductions.

SITA WORLD TRAVEL LANKA (PRIVATE) LIMITED
STATEMENT OF FINANCIAL POSITION

As at 31st March,

	Note	2026 Rs.	2025 Rs.
ASSETS			
Non-current assets			
Property, plant & equipment	10	-	-
Intangible assets	11	-	-
Deferred tax assets	15	-	-
Total non-current assets		-	-
Current assets			
Other receivables	12	56,052	56,052
Cash and cash equivalents	13	-	-
Total current assets		56,052	56,052
Total assets		56,052	56,052
EQUITY AND LIABILITIES			
Stated capital	14	2,500,000	2,500,000
Preference shares	14	43,100,238	43,100,238
Accumulated losses		(46,843,653)	(46,585,691)
Total equity		(1,243,415)	(985,453)
Non-current liabilities			
Deferred tax liabilities	15	-	-
		-	-
Current liabilities			
Other payables	16	263,185	656,727
Amounts due to related parties	17	971,490	318,959
Current taxation		64,792	64,792
Bank overdraft	13	-	1,027
Total current liabilities		1,299,467	1,041,505
Total liabilities		1,299,467	1,041,505
Total equity and liabilities		56,052	56,052

The notes to the Financial Statements form an integral part of these Financial Statements.

These Financial Statements are in compliance with the requirements of the Companies Act No. 7 of 2007.

KPMG Chartered Accountants

Shaju Nair A
Head-Foregin Exchange

The Board of Directors is responsible for the preparation and presentation of these Financial Statements.

Approved and signed for and on behalf of the Board;

Debasis Nandy
Director

Mahesh Iyer
Director

20 July 2026
Colombo.

SITA WORLD TRAVEL LANKA (PRIVATE) LIMITED
STATEMENT OF CHANGES IN EQUITY

For the year ended 31st March,	Stated Capital Rs.	Preference Shares Rs.	Accumulated Loss Rs.	Total Rs.
Balance as at 1 April 2024	2,500,000	43,100,238	(45,898,028)	(297,790)
Total comprehensive income				
Loss for the year	-	-	(687,664)	(687,664)
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	-	-	**(687,664)**	**(687,664)**
Balance as at 31 March 2025	**2,500,000**	**43,100,238**	**(46,585,691)**	**(985,453)**
Balance as at 1 April 2025	2,500,000	43,100,238	(46,585,691)	(985,453)
Total comprehensive income				
Loss for the year	-	-	(257,962)	(257,962)
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	-	-	**(257,962)**	**(257,962)**
Balance as at 31 March 2026	**2,500,000**	**43,100,238**	**(46,843,653)**	**(1,243,415)**

The notes to the Financial Statements form an integral part of these Financial Statements.
Figures in bracket indicate deductions.

SITA WORLD TRAVEL LANKA (PRIVATE) LIMITED
STATEMENT OF CASHFLOWS

For the year ended 31 March,	2026 Rs.	2025 Rs.
Cash flows from operating activities		
Loss Before Tax	(257,962)	(687,664)
Operating (Profit)/Loss before Working Capital Changes	**(257,962)**	**(687,664)**
Adjustment for working capital changes:		
Decrease/(Increase) in Other Receivables	-	(56,052)
Increase in Other Payables	(393,542)	366,427
Increase/(Decrease) in Related Party Payables	652,531	318,959
Cash generated/(used in) operating activities	**258,989**	**629,334**
Net cash generated/(used in) from operating activities	**1,027**	**(58,329)**
Net cash used in investing activities	-	-
Net Cash used in Financing activities	-	-
Net Increase/(decrease) in cash and cash equivalents	**1,027**	**(58,329)**
Cash and cash equivalents as at beginning of the year	(1,027)	57,302
Cash and cash equivalents as at end of the year (Note 13)	-	**(1,027)**

The notes to the Financial Statements form an integral part of these Financial Statements.
Figures in bracket indicate deductions.

1 REPORTING ENTITY

1.1 Domicile and Legal Form

Sita World Travel Lanka (Private) Limited ("the Company"), is a limited liability Company incorporated and domiciled in Sri Lanka under the Companies Act, No. 07 of 2007. The registered office of the Company is located at 118C, Barnes Place, Colombo 07, Sri Lanka, from where the principle business is carried out.

1.2 Principal Activities and Nature of Operations

The Principal activity of the Company is functioning as a Travel Agent.

The Company ceased business operations from October 2018 and continues to remain dormant.

1.3 Parent Enterprise and Ultimate Parent Enterprise

The immediate and ultimate parent company is Travel Corporation India Limited and Fairfax Financial Holdings Ltd, Canada respectively.

1.4 Number of Employees

The total number of employees of the Company as at 31st March 2026 was Nil (2025 – Nil).

2 BASIS OF PREPARATION

2.1 Statement of Compliance

The financial statements of the Company comprise the statement of financial position, statement of profit or loss and other comprehensive income, changes in equity and cash flows together with accounting policies and notes to the Financial Statements.

The financial statements of the Company have been prepared in accordance with Sri Lanka Accounting Standards (SLAS) prefixed both SLFRS (corresponding to IFRS) and LKAS (corresponding to IAS), promulgated by the Institute of Chartered Accountants of Sri Lanka.

2.2 Responsibility for financial statements

The Board of Directors of the Company is responsible for the preparation and fair presentation of the financial statements.

2.3 Basis of measurement

The Financial Statements have been prepared on the historical cost basis and applied consistently which no adjustments being made for inflationary factors affecting the financial statements.

2.4 Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency') and rounded to the nearest rupee value.

These financial statements are presented in Sri Lankan Rupees (Rs.) which is the Company's functional and presentation currency.

2.5 Use of estimates and judgments

The preparation of the Financial Statements in conformity with SLAS's 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. Actual results may differ from these estimates.

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

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the Financial Statements is included in the following notes:

- Current taxation (Note 3.2.a)
- Deferred taxation (Note 3.2.b)
- Impairment (Note 3.4)
- Provisions and contingencies (Note 3.6)

2.6 Materiality and Aggression

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

2.7 Events occurring after the Reporting date

The materiality of the events occurring after the reporting date have been considered and appropriate adjustments to or disclosure have been made in the financial statements where necessary.

3 MATERIAL ACCOUNTING POLICIES

The Company has consistently applied the accounting policies for all periods presented in the financial statements.

3.1 Foreign Currency Transactions

Transactions in foreign currencies are translated to Sri Lankan Rupees at the foreign exchange rate ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies at the date of statement of financial position are translated to Sri Lankan Rupees at the foreign exchange rate ruling at that date. Foreign exchange gain or loss on monetary items is the difference between amortized cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the period, and the amortized cost in foreign currency translated at the exchange rate at the end of the reporting period.

Non-monetary assets and liabilities dominated in foreign currencies that are measured at fair value are translated to the functional currency at the exchange rate at the date that the fair value was determined. Foreign currency differences arising on retranslation are recognized in profit or loss except the differences arising on retranslation of Fair Value through OCI equity instruments, which are recognized in other comprehensive income.

Non-monitory items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

3.2 Income Tax Expense

Income tax expenses comprise of current & deferred tax expenses recognized in the profit or loss except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

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a) Current Taxation

Current tax is the expected tax payable on the taxable income for the year, and any adjustment to tax payable in respect of previous years. The amount of tax payable is the best estimate of the tax amount expected to be paid that reflects uncertainty related to income taxes, if any. It is measured using the tax rates substantively enacted at the reporting date.

The Company's liability to tax has been computed in accordance with the provisions of the Inland Revenue Act, No 24 of 2017 and subsequent amendments thereto.

b) Deferred Taxation

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for the financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantially enacted by the reporting date.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future tax profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and is adjusted to reflect the current assessment of future taxable profits. Any adjustments are recognised in the Statement of profit or loss and Other Comprehensive Income.

Deferred tax is calculated at the tax rates that are expected to apply to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date, and reflects uncertainty related to income taxes, if any.

ASSETS AND BASES OF VALUATION

Assets classified as current assets in the statement of financial position are cash and those which are expected to be realized in cash during the normal operating cycle of the Company's business or within one year from the reporting date whichever is shorter. Assets other than current assets are those which the Company intends to hold beyond a period of one year from the date of financial position.

3.3 FINANCIAL INSTRUMENTS

3.3.1 Financial assets

Initial Recognition, Classification and Subsequent Measurement

Recognition and initial measurement

Trade receivables and debt securities issued are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized 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, 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 of financial assets

Financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost; FVOCI (Fair value through OCI) - debt investment; FVOCI - equity investment; or FVTPL (Fair value through profit or loss).

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Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets - Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed, and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining an interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realizing cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated - e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

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Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument.

This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable-rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss
Financial assets at amortized cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

3.3.2 Non-derivative financial liabilities

The Company initially recognises debt securities issued and subordinated liabilities on the date that they are originated. All other financial liabilities are recognised initially on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expired.

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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 realise the asset and settle the liability simultaneously. The Company has the following non-derivative financial liabilities: interest bearing borrowings, other payables, amounts due to related parties and bank overdraft.

The Company has the following non-derivative financial liabilities: other payables and amounts due to related parties.

Such financial liabilities are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortised cost using the effective interest method.

3.3.3 Derecognition

a) Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Company enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

b) Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

3.4 Impairment

3.4.1 Non-derivative financial assets

Financial instruments and contract assets

Loss allowances for trade receivables is always measured at an amount equal to lifetime Expected Credit Loss (ECL).

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 and including forward-looking information.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive).

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ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortized cost and debt securities at FVOCI are credit impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.
Evidence that a financial asset is credit-impaired includes following observed data;

- Significant financial difficulty of the debtor.
- A breach of contract such as a default or being more than 90 days past due;
- It is probable that the debtor will enter bankruptcy or other financial recognition.

Presentation of allowance for ECL in the statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

For debt securities at FVOCI, the loss allowance is charged to profit or loss and is recognised in OCI.

3.4.2 Impairment of Non-financial assets

The carrying amounts of the Company's non-financial assets, other than deferred tax 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. For intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each year at the same time.

The recoverable amount of an asset is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets.

An impairment loss is recognised if the carrying amount of an asset exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss.

An impairment loss in respect of other assets, recognised in prior periods is assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

3.5 Fair Value Measurement

'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 in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk.

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

When one is available, the Company measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as 'active' if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

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If there is no quoted price in an active market, then the Company uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Company measures assets and long positions at a bid price and liabilities and short positions at an ask price.

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price - i.e. the fair value of the consideration given or received. If the Company determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique for which any unobservable inputs are judged to be insignificant in relation to the measurement, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently, that difference is recognised in profit or loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

3.5.1 Use of assumptions and estimation uncertainty

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

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

The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of SLFRS, including the level in the fair value hierarchy in which the valuations should be classified.

Significant valuation issues are reported to the Company's audit committee. When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- **Level 1**: quoted prices (unadjusted) in active markets for identical assets or liabilities.

- **Level 2**: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

- **Level 3:** inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

LIABILITIES AND PROVISIONS

Liabilities classified as current liabilities on the statement of financial position are those which fall due for payment on demand or within one year from the reporting date. Non-current liabilities are those balances that fall due for payment after one year from the reporting date.

All known liabilities have been accounted for in preparing these financial statements. Provisions and liabilities are recognised when the Company has a legal or constructive obligation as a result of past events and it is probable that an outflow of economic benefits will be required to settle the obligation

3.6 Provisions and Contingencies

A provision is recognized in the statement of financial position only when the Company has a legal or constructive obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Contingent liabilities are disclosed if there is a possible future obligation as a result of past event but either a payment is not probable, or the amount cannot be reasonable estimated.

3.7 Capital Commitments

All material capital commitments and contingencies, which exist as at the reporting date, are disclosed in the respective notes to the Financial Statements.

INCOME AND EXPENSES

3.8 Revenue Recognition

Performance obligations and revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer. The Company recognizes revenue when it transfers control over a good or service to a customer.

The following table provides information about the nature and timing of the satisfaction of performance obligations in contracts with customers, including significant payment terms, and the related revenue recognition policies.

Type of product/ service	Nature and timing of satisfaction of performance obligations, including significant payment terms	Revenue recognition under SLFRS 15
Providing Travel and Destination Management services for Travelers.	The Service is transferred to the customer at the completion of its performance obligation which is the completion of the tour.	Revenue is recognized when a customer obtains control of the service. Determining the timing of the transfer of control is at a point in time or over time requires judgment.

3.9 Expenditure Recognition

All expenditure incurred in the running of the business and in maintaining the property, plant and equipment in a state of efficiency has been charged to income statement in arriving at the profit or loss for the year.

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3.10 Finance income and expenses

Interest income and expenses are recognised in profit or loss using the effective interest method. The effective interest rate is the rate that exactly discounts the estimated future cash receipts or payments through the expected life of the financial asset or liabilities (or, where appropriate, a shorter period) to the carrying amount of the financial asset or liabilities. When calculating the effective interest rate, the Company estimates future cash flows considering all contractual terms of the financial instrument, but not future credit losses.

The calculation of the effective interest rate includes all transaction costs and fees and points paid or received that are an integral part of the effective interest rate. Transaction costs include incremental costs that are directly attributable to the acquisition or issue of a financial asset or liability.

3.11 Related Party Transactions

Disclosures have been made in respect of the transactions in which one party has the ability to control or exercise significant influence over the financial and operating decisions/policies irrespective of a price being charged.

3.12 Earnings per share

The Company presents basic earnings per share (EPS) for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

4 STATEMENT OF CASH FLOWS

The Statement of Cash Flows has been prepared using the Indirect Method of preparing Cash Flows in accordance with the Sri Lanka Accounting Standard (LKAS) 7, Statement of Cash Flows.

Cash and cash equivalents comprise short term, highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value. The cash and cash equivalents include cash in-hand, balances with banks and short-term deposits with banks.

For cash flow purposes, cash and cash equivalents are presented net of bank overdrafts.

5 NEW ACCOUNTING STANDARDS

The Institute of Chartered Accountants of Sri Lanka (CA Sri Lanka) has issued several new accounting standards to existing standards. These new standards are set to become effective in the coming years.

5.1. Sri Lanka Accounting Standard – SLFRS 18 on "Presentation and Disclosure in Financial Statements" (SLFRS 18)

SLFRS 18 is a new accounting standard for presentation and disclosure in Financial Statements with effect from January 01, 2027. SLFRS 18 will replace the Sri Lanka Accounting Standard – LKAS 1 on "Presentation of Financial Statements" and applies to the Company from January 01, 2027. The new accounting standard introduces the following key new requirements.

• Entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely operating, investing, financing, discontinuing operations and income tax categories. Entities are also required to present a newly defined operating profit subtotal; Entities' net profit will not change.

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• Management – defined performance measures (MRMs) are disclosed in a single note in the financial statements.

• Enhanced guidance is provided on how to group information in the financial statements.

In addition, all entities are required to use the operating profit subtotals as the starting point for the statements of cashflows when presenting operating cashflows under indirect method.

The Company is still in the process of assessing the impact of the new accounting standards, particularly with respect to the structure of the Company's statement of profit or loss, the statement of cashflows and the additional disclosures required for MPMs. The Company is also assessing the impact on how information is grouped in the financial statements including items currently labelled as 'other".

For the year ended 31 March,	2026	2025
6. Revenue	**Rs.**	**Rs.**
Tours	-	-
	-	-

6.1 The Company has ceased its business operations from October 2018 and continues to remain dormant, Therefore the Company has not generated any revenue during the year.

7. Loss from Operations

Loss from operations is stated after charging all the expenses including the following,

Director Emoluments	-	-
Auditor's Remuneration	240,978	205,238
Legal & Professional Charges (Note 7.1)	18,012	451,744

7.1 The legal & professional fees decreased during the year as the Company incurred in prior year, one off tax consultancy fees for a tax engagement.

8. Income Tax Expense

Current Tax Expense		
Current tax	-	-
Deferred Tax Expense		
Origination of deferred tax liability (Note 15.1)	-	-
Origination of deferred tax asset (Note 15.2)	-	-
	-	-
	-	-

8.1. Reconciliation between Accounting Loss and Taxable Loss

Accounting loss before tax	(257,962)	(687,664)
Disallowable Expenses	257,962	687,664
Allowable expenses	-	-
Taxable loss from business	-	-
Current tax for the year	-	-

8.2. Corporate Income Tax Rate

As provided for in LKAS 12 - Income taxes, deferred tax assets and liabilities should be measured at the tax rate that are expected to be applied in the period in which the asset will be realised or the liability will be settled, based on the tax rate (and tax laws) that have been enacted or substantively enacted by the reporting date.

Accordingly, the Company applied tax rate of 30% for the computation of current tax and deferred tax for the current year.

8.3. Reconciliation of Business tax losses

Tax Loss Brought Forward	12,265,309	12,265,309
Tax losses incurred during the year	-	-
Tax loss expired during the year	-	-
Tax Loss Carried Forward	**12,265,309**	**12,265,309**

8.3.1 Analysis of tax losses

Tax lossess incurred in 2020/21 (Expire in 2027/28)	12,265,309	12,265,309
	12,265,309	**12,265,309**

For the year ended 31 March,	2026	2025
9. Loss per share	**Rs.**	**Rs.**

Calculation of loss per share is based on the loss attributable to ordinary shareholders divided by the weighted average number of ordinary shares outstanding as at the reporting date.

Loss attributable to the ordinary shareholder (Rs)	(257,962)	(687,664)
Weighted average number of ordinary shares (Note 14)	250,000	250,000
Loss per share (Rs.)	**(1.03)**	**(2.75)**

As at 31st March,

10. Property, Plant & Equipment

	Office Equipment	Computer Equipment	Furniture and Fixtures	Total 2026	Total 2025
	Rs.	**Rs.**	**Rs.**	**Rs.**	**Rs.**
Cost					
Balance at the beginning of the year	14,288	2,534,998	23,990	2,573,276	2,573,276
Balance at the end of the year	**14,288**	**2,534,998**	**23,990**	**2,573,276**	**2,573,276**
Accumulated depreciation					
Balance at the beginning of the year	14,288	2,534,998	23,990	2,573,276	2,573,276
Charge for the year	-	-	-	-	-
Balance at the end of the year	**14,288**	**2,534,998**	**23,990**	**2,573,276**	**2,573,276**
Carrying amounts					
As at 31st March 2026	-	-	-	-	
As at 31st March 2025	-	-	-		-

11. Intangible assets

Cost		
Balance at the beginning of the year	264,600	264,600
Additions	-	-
Balance at the end of the year	264,600	264,600
Amortization		
Balance at the beginning of the year	264,600	264,600
Charge for the year	-	-
Balance at the end of the year	264,600	264,600
Carrying value as at end of the year	-	-

12. Other Receivables

Prepayments (Note 12.1)	56,052	56,052
	56,052	56,052

12.1 Prepayment includes a prepayement made during the last year to the Inland Revenue Department (IRD) following a notice sent to the bank of Sita World Travel Lanka (Pvt) Ltd. The payment was actually intended for a liability owed to Sri Lanka Telecom which was mistakenly attributed to the IRD from Sita World Travel Lanka (Pvt) Ltd. As a result, the amount has been recorded as a prepayment and can be recovered against any future tax liabilities, as applicable.

As at 31st March,	2026 Rs.	2025 Rs.
13. Cash and cash equivalents		
Cash at bank	-	-
Cash in Hand	-	-
	-	-
Bank Overdrafts	-	(1,027)
Cash & cash equivalents for the purpose of statement of cash flow	-	**(1,027)**
14. Stated capital		
Issued and fully paid		
250,000 ordinary shares	2,500,000	2,500,000
4,309,894 preference shares	43,100,238	43,100,238
	45,600,238	**45,600,238**

Name of shareholder	Share type	No. of shares	No. of share percentage
Travel Corporation India Limited	Ordinary shares	190,000	76%
Thomas Cook Lanka (Pvt) Ltd	Ordinary shares	60,000	24%
Travel Corporation India Limited	Preference shares	4,309,894	100%

15. Deferred taxation		
Deferred tax liabilities (Note 15.1)	-	-
Deferred tax assets (Note 15.2)	-	-
	-	-
15.1. Deferred tax liabilities		
Balance at the beginning of the year	-	-
Origination during the year (Note 8)	-	-
Balance at the end of the year	-	-
15.2 Deferred tax assets		
Balance at the beginning of the year	-	-
Origination during the year (Note 8)	-	-
Balance at the end of the year	-	-

15.3. As given in Note 1.2, the Company ceased business operations from October 2018 and continues to remain dormant. Considering the status of the current business operations and the uncernities around the avaiability of future taxable profits, no deferred tax asset has been recognized against the brought forward Tax losses.

15.4. As at the reporting date the temporary difference arising from tax losses was Rs. 12,265,309 (2025: Rs. 12,265,309) resulting in deferred tax assets of Rs. 3,679,593(2025: Rs 3,679,593). However, deferred tax asset has not been recognized against this carried forward tax losses due to the uncertainty regarding the availability of future taxable profits against which the deferred tax asset could be utilized.

16. Other payables		
Legal & Professional Payable (Note 7.1)	34,256	449,189
Stamp Duty	2,300	2,300
Audit Fee Payable	226,629	205,238
	263,185	**656,727**
17. Amounts due to Related Parties		
Thomas Cook Lanka (Pvt) Ltd (Note 17.1)	971,490	318,959
	971,490	**318,959**
17.1 Movement of the payable to Thomas Cook Lanka (Pvt) Limited		
Opening balance as at 1 April	318,959	-
Payable during the year	652,531	318,959
Closing balance as at 31 March	**971,490**	**318,959**

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For the year ended 31 March,

18. Related party transactions

The Company carried out transactions in the ordinary course of its business with parties who are defined as related parties in LKAS 24 - *Related Party Disclosures* . The details of which are given below.

18.1 Transactions with Key Management Personnel (KMP)

According to Sri Lanka Accounting Standard 24 - Related Party Disclosures, the Key Management Personnel (KMP) are those having authority and responsibility for planning, directing, and controlling the activities of the entity. Accordingly, the Directors of the Company have been classified as KMP of the Company.

Being the Parent and ultimate undertaking, Travel Corporation India Ltd and Fairfax Financial Holdings Ltd, Canada, respectively as described in Note 1.3, the Board of directors of those two companies have the authority and responsibility for planning, directing and controlling the activities of the entity directly and indirectly. Accordingly, the Board of Directors of those companies also have been classified as KMP.

The compensation paid to KMP's is as follows:

Key Management Personnel compensation	2026 (Rs)	2025 (Rs)
Short term employee benefits	Nil	Nil
Post employment benefits	Nil	Nil

18.2 Transactions with Related Entities

Name of the Related Party	Relationship	Nature of Transaction	Transaction Amount 2026 Rs.	Transaction Amount 2025 Rs.
Thomas Cook Lanka (Pvt) Ltd	Significant Influence	Fund transfer from TC Lanka	-	(16,000)
		Audit fee SITA Lanka	219,586	212,265
		Secretarial Fee SITA Lanka	70,000	54,000
		Legal fee SITA Lanka	3,500	9,454
		Labour charge		19,240.0
		Tax consultancy fee	359,445	40,000.0

Also refer Note 17 for the balance due to related companies as at 31st March 2026.

The Parent Company, Thomas Cook India Limited has provided a comfort letter dated 20 July 2026, confirming their intention to continue to provide financial and other support necessary for Sita World Travel Lanka (Pvt) Ltd to continue in business operations and meet its liabilities in the foreseeable future.

19. Fair Values of Financial Instruments

19.1. Valuation of Financial Instruments Measured at Fair Value

The Company does not have any financial instruments which are measured at fair value.

19.2. Valuation of Financial Assets and Liabilities not Carried at Fair Value

Set out below is a comparison of the carrying amounts and fair values of the financial instruments of the Company which are not measured at fair value in the financial statements. These tables do not include non-financial assets and liabilities.

As at 31 March,	2026		2025	
	Carrying Amount Rs.	Fair Value Rs.	Carrying Amount Rs.	Fair Value Rs.
Financial assets				
Cash & Cash Equivalents	-	-	-	-
	-	-	-	-

For the year ended 31 March,

19. Fair Values of Financial Instruments (Cont.)

	2026		2025	
	Carrying Amount Rs.	Fair Value Rs.	Carrying Amount Rs.	Fair Value Rs.
Financial liabilities				
Other Payables	263,185	263,185	656,727	656,727
Bank Overdrafts	-	-	1,027	1,027
	263,185	263,185	656,727	656,727

20. Financial risk management

20.1 Introduction and Overview

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

1. Credit risk
2. Market risk
3. Liquidity risk
4. Operational risk.

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. Further quantitative disclosures are included throughout this financial statement.

20.2 Risk management framework

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board is responsible for developing and monitoring the Company's risk management policies.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

20.3 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, and arises principally from the Company's receivables from customers, related parties and cash and cash equivalents.

The Company trades only with creditworthy customers. In addition, receivable balances are monitored on an ongoing basis with the result that the Company's exposure to bad debts in not significant. Cash and cash equivalents and the short term deposits are held with bank which has good ratings based on Fitch ratings.

20.3.1 Credit risk exposure and managing the risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the end of the reporting period was as follows.

As at 31st March	2026 Rs.	2025 Rs.
Cash & cash equivalents	-	-
	-	-

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20.4 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.

Maturity analysis

The table below summarizes the maturity profile of the Company's financial liabilities as at the end of the reporting period based on contractual undiscounted payments.

For the year ended,

20. Financial risk management (Cont.)

20.4 Liquidity risk (Cont.)

As at 31 March 2026	Carrying amount (Rs.)	Cash flows (Rs.) Within 6 months	More than a year
Non- derivative Financial Liabilities			
Other payables	263,185	263,185	-
Amounts due to related parties	971,490	971,490	-
	1,234,675	**1,234,675**	**-**

As at 31 March 2025	Carrying amount (Rs.)	Cash flows (Rs.) Within 6 months	More than a year
Non- derivative Financial Liabilities			
Other payables	656,727	656,727	-
Amounts due to related parties	318,959	318,959	
	975,686	**975,686**	**-**

20.5 Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

20.5.1 Currency risk

Currency risk is the risk that the value of financial instruments will fluctuate due to changes on foreign exchange rates. The Company monitors the fluctuations in foreign currencies with appropriate strategies to minimize risk.

The Company is exposed to currency risk on transaction and settlements of transaction that are denominated in a currency other than the respective functional currencies of Company. The Company's transactions primarily in its functional currency(LKR). Therefore, the currency risk is minimul.

20.5.2 Interest rate risk

Interest rate risk is the risk to the Company's earnings and economic value of equity ("EVE") arising from adverse movements in interest rates.

Management of interest rate risk

The Company's investment decisions in interest bearing assets are controlled by the higher level authorities appointed by the Board of Directors and they are advised and guided only to invest in secured and regulated investment sources.

20.5.3 Operational Risk

Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with the Company's processes, personnel, technology and infrastructure, and from external factors other than credit, market and liquidity risks such as those arising from legal and regulatory requirements and generally accepted standards of corporate behavior. Operational risks arise from all of the Company's operations.

The primary responsibility for the development and implementation of controls to address operational risk is assigned to senior management within each business unit. This responsibility is supported by the development of overall Company standards for the management of operational risk in the following areas:

- Requirements for appropriate segregation of duties, including the independent authorization of transactions
- Requirements for the reconciliation and monitoring of transactions
- Compliance with regulatory and other legal requirements.
- Documentation of controls and procedures
- Requirements for the periodic assessment of operational risks faced, and the adequacy of controls and procedures to address the risks identified requirements for the reporting of operational losses and proposed remedial action.
- Development of contingency plans
- Training and professional development
- Ethical and business standards
- Risk mitigation, including insurance when this is effective.

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For the year ended 31 March 2026,

20. Financial risk management (Cont.)

Compliance with Company standards is supported by a programme of periodic reviews undertaken by Internal Audit. The results of Internal Audit reviews are discussed with the management of the business unit to which they relate, with summaries submitted to the Board of Directors and senior management of the Company.

21. Capital commitments and contingent liabilities

There were no contract for capital expenditure of material amounts approved or contracted for as at the reporting date. There have been no material contingent liabilities outstanding as at the reporting date.

22. Comparative Figures

Where necessary the information has been restated to conform the current year presentation and classification.

23. Events occurring after reporting date

No circumstances have arisen since the reporting date which would require adjustments to be disclose in the financial statements.

24. Litigation and claims

There are no outstanding actual, pending of threatened litigation or claims during the year.

25. Going concern

The Company has incurred a net loss of Rs. 257,962/- for the year ended 31 March 2026 (2025- Loss of Rs 687,664/-) and as of that date the Company's accumulated losses amounted to Rs. 46,843,653 (2025 - Rs 46,585,691 /-). Further, the Company had ceased business operations from October 2018. Accordingly, the Company has not generated revenue in relation to commercial operations and remained dormant as at reporting date.

Although these conditions indicate the existence of material uncertainty and cast significant doubt on the Company's ability to continue as a going concern, based on the mitigating actions and the letter of support dated 20 July 2026 given by the Parent Company Thomas Cook India Limited undertaking to provide financial assistance to the Company to ensure that it can pay its debts as and when they fall due and payable, the Board of Directors has assessed that there is no uncertainty regarding the settlements of external liabilities during the next 12 months from the date of authorizing these financial statements. Further, the Company's ability to continue as a going concern is considered to be appropriate as the management has decided to continue with the Company due to matters relating to Trademark. The Board of directors are of the view that the Company will continue as a going concern legal entity. Accordingly, these financial statements have been prepared on a going concern basis.

Accordingly, the Board of Directors has a reasonable confidence level that the Company has adequate resources to continue in operation for at least the next 12 months and that the going concern basis of accounting remains appropriate.

26. Board of Directors' responsibility for financial reporting

The Board of Directors is responsible for the preparation and presentation of these Financial Statements in accordance with Sri Lanka Accounting Standards laid down by the Institute of Chartered Accountants of Sri Lanka and the Companies Act No. 7 of 2007.

LUXE ASIA (PVT) LTD

FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 MARCH 2026

KPMG
(Chartered Accountants)
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INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF LUXE ASIA (PRIVATE) LIMITED

Report on the Audit of the Financial Statements

Disclaimer of Opinion
We were engaged to audit the financial statements of Luxe Asia (Pvt) Limited ("the Company"), which comprise the statement of financial position as at 31 March 2026, and the statement of profit or loss and other comprehensive income, the statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policies.

We do not express an opinion on the accompanying financial statements of the company. Because of the significance of the matters described in the Basis for Disclaimer of opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

Basis for Disclaimer of Opinion
As at the reporting date, the Company has balances for Trade and Other Payables amounting to Rs. 76,057,058 /- included in Note 19 to these financial statements. These balances remain unchanged since year ended 31 March 2022. Due to inadequate supporting documentation for these balances, we were unable to satisfy ourselves concerning accuracy, completeness, and existence of these balances at the reporting date. Since these balances are material to these financial statements we were unable to determine whether any adjustments might have been necessary in respect of the current liabilities reported in the statement of financial position, the loss for the year reported in the statement of profit or loss and other comprehensive income and the net cash flows from operating activities reported in the statement of cash flows. Our opinion was also disclaimed in respect of these balances in prior year.

The Company has incurred a net loss of Rs. 4,410,800/- for the year ended 31 March 2026 and reported an accumulated loss of Rs. 277,977,562/-, net liability of Rs. 247,977,562/- and net current liability of Rs. 75,843,624 /- as at 31 March 2026.

Because of the significance of these matters, we are unable to determine whether any adjustments might have been necessary, including those that may affect the appropriateness of the use of the going concern basis of accounting. Accordingly, we are unable to assess the Company's ability to continue as a going concern.

Other Information
Management is responsible for the other information. These financial statements do not include the other information.

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 Sri Lanka Accounting Standards, 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.

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W.K.D.C. Abeyrathne FCA
Ms. B.K.D.T.N. Rodrigo FCA
Ms. C.T.K.N. Perera ACA
R. G. H. Raddella ACA
W.W.J.C. Perera FCA
G.A.U. Karunaratne FCA
R.H. Rajan FCA
A.M.R.P. Alahakoon ACA
H.U.S.T Dayananda FCA
Ms. S. Joseph FCA
R.M.D.B. Rajapakse FCA
M.N.M. Shameel FCA
Ms. P.M.K. Sumanasekara FCA

Principals: S.R.I. Perera FCMA(UK), LLB, Attorney-at-Law, H.S. Goonewardene ACA, Ms. F.R. Ziyard FCMA (UK), FCIT, K. Somasundaram ACMA(UK), Ms. D Corea Dharmaratne

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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 responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements
Our responsibility is to conduct an audit of the Company's financial statements in accordance with Sri Lanka Auditing Standards (SLAuS) on Auditing and to issue an auditor's report. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Sri Lanka, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

A further description of the auditor's responsibilities for the audit of the financial statements is located at Sri Lanka Accounting and Auditing Standards website at: http://slaasc.com/auditing/auditorsresponsibility.php. This description forms part of our auditor's report.

Report on Other Legal and Regulatory Requirements
As explained in basis for disclaimer of opinion section of our report, the Company has not complied with the section 151 of the Companies Act No. 07 of 2007.
Further, it should be noted that the Company's net assets are less than half of its stated capital and the Company faces a serious loss of capital situation in terms of section 220 of the same act.

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KPMG
Colombo, Sri Lanka
20 July 2026

LUXE ASIA (PVT) LTD
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March,	Note	2026 Rs.	2025 Rs.
Revenue	6	-	-
Cost of sales	7	-	-
Gross Profit / (Loss)		-	-
Other income	8	-	208,311
Administrative expenses		(4,391,888)	(19,799,807)
Loss from operations	9	**(4,391,888)**	**(19,591,496)**
Net finance expenses	10	(18,912)	(19,326)
Loss before tax		**(4,410,800)**	**(19,610,822)**
Income tax expense	11	-	-
Loss for the year		**(4,410,800)**	**(19,610,822)**
Total comprehensive income for the year		**(4,410,800)**	**(19,610,822)**
Loss per share	12	**(8.82)**	**(39.22)**

The notes to the Financial Statements form an integral part of these Financial Statements.

Figures in bracket indicate deductions.

LUXE ASIA (PVT) LTD
STATEMENT OF FINANCIAL POSITION

As at 31 March,	Note	2026 Rs.	2025 Rs.
ASSETS			
Property, plant & equipment	13	-	-
Intangible assets	14	-	-
Deferred tax assets	15	-	-
Total non-current assets		-	-
Cash and cash equivalents	16	458,329	477,241
Total current assets		458,329	477,241
Total assets		458,329	477,241
EQUITY AND LIABILITIES			
Stated capital	17	5,000,000	5,000,000
Preference shares	17	25,000,000	25,000,000
Accumulated losses		(277,977,562)	(273,566,762)
Total equity		(247,977,562)	(243,566,762)
Liabilities			
Amount due to related party	18	172,133,938	150,174,541
Total non-current liabilities		172,133,938	150,174,541
Trade and other payables	19	76,169,341	93,736,850
Current taxation	20	132,612	132,612
Total current liabilities		76,301,953	93,869,462
Total liabilities		248,435,891	244,044,003
Total equity and liabilities		458,329	477,241

The notes to the Financial Statements form an integral part of these Financial Statements.
These Financial Statements are in compliance with the requirements of Companies Act No 7 of 2007.

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Shaju Nair A
Head - Foreign Exchange

The Board of Directors is responsible for the preparation and presentation of these Financial Statements.

Approved and signed for and on behalf of the Board;

Debasis Nandy
Director

Mahesh Iyer
Director

20 July 2026
Colombo.

LUXE ASIA (PVT) LTD
STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2026	Stated capital	Preference shares	Accumulated Loss	Total
	Rs.	Rs.	Rs.	Rs.
Balance as at 01st April 2024	**5,000,000**	**25,000,000**	**(253,955,940)**	**(223,955,940)**
Total comprehensive Income for the year				
Profit/ (Loss) for the year	-	-	(19,610,822)	(19,610,822)
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	-	-	(19,610,822)	(19,610,822)
Balance as at 31st March 2025	**5,000,000**	**25,000,000**	**(273,566,762)**	**(243,566,762)**
Balance as at 01st April 2025	**5,000,000**	**25,000,000**	**(273,566,762)**	**(243,566,762)**
Total comprehensive Income for the year				
Loss for the year	-	-	(4,410,800)	(4,410,800)
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	-	-	**(4,410,800)**	**(4,410,800)**
Balance as at 31st March 2026	**5,000,000**	**25,000,000**	**(277,977,562)**	**(247,977,562)**

The notes to the Financial Statements form an integral part of these Financial Statements.
Figures in bracket indicate deductions.

LUXE ASIA (PVT) LTD
STATEMENT OF CASHFLOWS

For the year ended 31 March,	2026 Rs.	2025 Rs.
Cash flow from operating activities		
Profit / (Loss) before tax	(4,410,800)	(19,610,822)
Adjustments for :		
Depreciation	-	479,142
Gain on disposal of fixed assets	-	(208,311)
Operating loss before working capital changes	**(4,410,800)**	**(19,339,991)**
Increase/ (Decrease) in amounts due to related parties	21,959,397	2,367,368
Increase/ (Decrease) in trade and other payables	(17,567,509)	16,505,079
Cash used in operations	**(18,912)**	**(467,544)**
Net cash flows used in operating activities	**(18,912)**	**(467,544)**
Cash flows from investing activities		
Proceeds from disposal of fixed assets	-	430,000
Net cash generated from investing activities	-	**430,000**
Net decrease in cash and cash equivalents	(18,912)	(37,544)
Cash and cash equivalents at the beginning of the year	477,241	514,785
Cash and cash equivalents at the end of the year (Note 16)	**458,329**	**477,241**

The Notes to the Financial Statements form an integral part of these Financial Statements.
Figures in bracket indicate deductions.

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1 REPORTING ENTITY

1.1. Domicile and Legal Form

Luxe Asia (Pvt) Ltd ("the Company") is a limited liability Company incorporated on 22 June 2011 and domiciled in Sri Lanka under Companies Act, No. 7 of 2007. The registered office of the Company is located at No 327, Union Place, Colombo 02, Sri Lanka.

1.2. Principal Activities and Nature of Operations

The principal activity of the Company is to functioning as a travel agent and to provide travel related services.

The Company ceased business operations from January 2022 following the economic conditions prevailed subsequent to COVID 19 outbreak and economic crisis and its impact on Tourism related activities in the country. The Company proposes to restart business operations in the future.

1.3. Parent Enterprise and Intermediate Parent Enterprise

Thomas Cook Lanka (Pvt) Ltd became the parent and controlling party of Luxe Asia (Pvt) Ltd since 1st August 2015, after acquiring the Company from Ceylon Hotel Holdings (Pvt) Ltd. The intermediate and ultimate parent company is Thomas Cook India (Pvt) Ltd and Fairfax Financial Holdings Ltd, Canada respectively.

1.4. Number of Employees

The total number of employees of the Company as at 31 March 2026 was Nil (2025 – Nil)

2 BASIS OF PREPARATION

2.1 Statement of Compliance

The financial statements of the Company comprise the statement of financial position, statement of profit or loss and other comprehensive income, changes in equity and cash flows together with accounting policies and notes to the Financial Statements.

The financial statements of the Company have been prepared in accordance with Sri Lanka Accounting Standards (SLAS) prefixed by both SLFRS (corresponding to IFRS) and LKAS (corresponding to IAS), promulgated by the Institute of Chartered Accountants of Sri Lanka.

2.2 Basis of measurement

The Financial Statements have been prepared on the historical cost basis and applied consistently which no adjustments being made for inflationary factors affecting the financial statements.

2.3 Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency') and rounded to the nearest rupee value.

These financial statements are presented in Sri Lankan Rupees (Rs.) which is the Company's functional and presentation currency.

2.4 Use of Estimates and Judgments

The preparation of the Financial Statements in conformity with SLAS's 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. Actual results may differ from these estimates.

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

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Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the Financial Statements is included in the following notes:

- Current taxation (Note 3.2.a)
- Deferred taxation (Note 3.2.b)
- Impairment (Note 3.4)
- Provision and contingencies (Note 3.6 and Note 3.7)

2.5 Materiality and Aggression

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

2.6 Events occurring after the Reporting date

The materiality of the events occurring after the reporting date have been considered and appropriate adjustments to or disclosure have been made in the financial statements where necessary.

3 MATERIAL ACCOUNTING POLICIES

The Company has consistently applied the accounting policies for all periods presented in the financial statements.

3.1 Foreign currency transactions

Transactions in foreign currencies are translated into the respective functional currencies of the Company at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non- monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognized in profit or loss and presented within finance costs.

3.2 Income tax expenses

Income tax expense is recognized in the profit or loss except to the extent it relates to items recognised directly in Equity through Other Comprehensive Income (OCI).

a. Current taxation

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date.

The Company's liability to tax has been computed in accordance with the provisions of the Inland Revenue Act No 24 of 2017, and the subsequent amendments thereto.

b. Deferred taxation

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for the financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantially enacted by the reporting date

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future tax profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and is adjusted to reflect the current assessment of future taxable profits. Any adjustments are recognised in the Statement of profit or loss and Other Comprehensive Income.

Deferred tax is calculated at the tax rates that are expected to apply to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date, and reflects uncertainty related to income taxes, if any.

ASSETS AND BASES OF THEIR VALUATION

Assets classified as current assets in the statement of financial position are cash and those which are expected to be realised in cash during the normal operating cycle of the Company's business or within one year from the reporting date whichever is shorter. Assets other than current assets are those which the Company intends to hold beyond a period of one year from the date of financial position.

3.3 FINANCIAL INSTRUMENTS

3.3.1 Financial assets

Initial Recognition, Classification and Subsequent Measurement

Recognition and initial measurement

Trade receivables and debt securities issued are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized 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, 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 of financial assets

Financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost; FVOCI (Fair value through OCI) - debt investment; FVOCI - equity investment; or FVTPL (Fair value through profit or loss).

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

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

-its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

-it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and

-its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

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All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets - Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated - e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets - Assessment of whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument.This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable-rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

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Financial assets - Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss

3.3.2 Non-derivative financial liabilities

The Company initially recognises debt securities issued and subordinated liabilities on the date that they are originated. All other financial liabilities are recognised initially on the trade date at which the Company becomes a party to the contractual provisions of the instrument. The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expired. 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 realise the asset and settle the liability simultaneously.

Such financial liabilities are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortised cost using the effective interest method.

3.3.3 Derecognition

a. Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Company enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

b. Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

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3.4 Impairment of Assets

3.4.1 Non-derivative financial assets (including receivables)

Financial instruments and contract assets

Loss allowances for trade receivables is always measured at an amount equal to lifetime Expected Credit Loss (ECL).

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 and including forward-looking information.

Measurement of ECLs

ECLs are a profitability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity an accordance with the contract and the cash flows that the Company expects to receive).

ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Presentation of allowance for ECL in the statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.For debt securities at FVOCI, the loss allowance is charged to profit or loss and is recognised in OCI.

3.4.2 Impairment of Non-financial assets

The carrying amounts of the Company's non-financial assets, other than deferred tax 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. For intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each year at the same time.

The recoverable amount of an asset is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets.

An impairment loss is recognised if the carrying amount of an asset exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss.

An impairment loss in respect of other assets, recognised in prior periods is assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

3.5 Fair Value Measurement

'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 in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk.

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.When one is available, the Company measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as 'active' if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Company uses valuation techniques that maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Company measures assets and long positions at a bid price and liabilities and short positions at an ask price.

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price - i.e., the fair value of the consideration given or received. If the Company determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique for which any unobservable inputs are judged to be insignificant in relation to the measurement, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently, that difference is recognised in profit or loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data, or the transaction is closed out.

3.5.1 Use of assumptions and estimation uncertainty

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.The Company has an established control framework with respect to the measurement of fair values.

The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of SLFRS, including the level in the fair value hierarchy in which the valuations should be classified.

Significant valuation issues are reported to the Company's audit committee. When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- **Level 1**: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- **Level 2**: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- **Level 3:** inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

LIABILITIES AND PROVISIONS

Liabilities classified as current liabilities on the statement of financial position are those, which fall due for payment on demand or within one year from the reporting date.

Non-current liabilities are those balances that fall due for payment after one year from the reporting date.

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3.6 PROVISIONS

A provision is recognized if, as a result of a past event, the company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

3.7 Capital Commitments & Contingencies

Contingent liabilities are possible obligations whose existence will be confirmed only by uncertain future events or present obligations where the transfer of economic benefits is not probable or cannot be reliably measured.

Capital commitment and contingent liabilities of the Company are disclosed in the respective notes to the financial statements.

INCOME AND EXPENSES

3.8 Revenue Recognition

Revenue is measured based on the consideration specified in a contract with a customer. The Company recognizes revenue when it transfers control over a good or service to a customer.

The following table provides information about the nature and timing of the satisfaction of performance obligations in contracts with customers, including significant payment terms, and the related revenue recognition policies.

Type of product/ service	Nature and timing of satisfaction of performance obligations, including significant payment terms,	Revenue recognition under SLFRS 15
Providing Travel and Destination Management services for Travelers	The Service is transferred to the customer at the completion of its performance obligation which is the completion of the tour. Departure date - considered to be the industry standard when acting as a principal.	Revenue is recognized when a customer obtains control of the service. Determining the timing of the transfer of control is at a point in time or over time requires judgment.

3.9 Other Income

Other Income is recognized on an accrual basis.

3.10 Expenditure recognition

All expenditure incurred in the running of the business and in maintaining the property, plant and equipment in a state of efficiency has been charged to income statement in arriving at the profit or loss for the year.

3.11 Finance income and Finance costs

Interest income and expenses are recognised in profit or loss using the effective interest method. The effective interest rate is the rate that exactly discounts the estimated future cash receipts or payments through the expected life of the financial asset or liabilities (or, where appropriate, a shorter period) to the carrying amount of the financial asset or liabilities. When calculating the effective interest rate, the Company estimates future cash flows considering all contractual terms of the financial instrument, but not future credit losses. The calculation of the effective interest rate includes all transaction costs and fees and points paid or received that are an integral part of the effective interest rate. Transaction costs include incremental costs that are directly attributable to the acquisition or issue of a financial asset or liability.

3.12 Related Party Transactions

Disclosures has been made in respect of the transactions in which one party has the liability to control or exercise significant influence over the financial and operating decisions/policies of the other, irrespective of a profit being charged.

3.13 Earnings per Share

The company presents basic earnings per share (EPS) data for its ordinary shareholders. The basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

4. STATEMENT OF CASH FLOW

The Cash Flow Statement has been prepared using the indirect method of preparing cash flows in accordance with the Sri Lanka Accounting Standard (LKAS) 7, Cash Flow Statements.

Cash and cash equivalents comprise short term, highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value. The cash and cash equivalents include cash in-hand, balances with banks and short-term deposits with banks.

For cash flow purposes, cash and cash equivalents are presented net of bank overdrafts, if any.

5. NEW ACCOUNTING STANDARDS

The Institute of Chartered Accountants of Sri Lanka (CA Sri Lanka) has issued several new accounting standards to existing standards. These new standards are set to become effective in the coming years.

5.1. Sri Lanka Accounting Standard – SLFRS 18 on "Presentation and Disclosure in Financial Statements" (SLFRS 18)

SLFRS 18 is a new accounting standard for presentation and disclosure in Financial Statements with effect from January 01, 2027. SLFRS 18 will replace the Sri Lanka Accounting Standard – LKAS 1 on "Presentation of Financial Statements" and applies to the Company from January 01, 2027. The new accounting standard introduces the following key new requirements.

• Entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely operating, investing, financing, discontinuing operations and income tax categories. Entities are also required to present a newly defined operating profit subtotal; Entities' net profit will not change.

• Management – defined performance measures (MRMs) are disclosed in a single note in the financial statements.

• Enhanced guidance is provided on how to group information in the financial statements.

In addition, all entities are required to use the operating profit subtotals as the starting point for the statements of cashflows when presenting operating cashflows under indirect method. The Company is still in the process of assessing the impact of the new accounting standards, particularly with respect to the structure of the Company's statement of profit or loss, the statement of cashflows and the additional disclosures required for MPMs. The Company is also assessing the impact on how information is grouped in the financial statements including items currently labelled as 'other".

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For the year ended 31 March,	2026 Rs.	2025 Rs.

6. Revenue

Outbound Sales	-	-
	-	-

6.1 The Company's revenue is derived from rendering a wide range of travel services. The revenue from rendering these services is recognized in the profit or loss at the time when the services are provided to the customer. This is generally the tour departure date.

The Company suspended its business operations since January 2022 following the decline in the tourism sector, stemming from the impacts of the COVID outbreak and the subsequent economic crisis in the country. It has not yet recommenced operations since then and, consequently, has not generated any revenue during the year.

Timing of revenue recognition

Departure date at the point in time	-	-
	-	-

7. Cost of sales

Cost of Service supply	-	-
	-	-

The Company did not incur any cost of sales during the year, as business operations have remained suspended since January 2022. In the absence of any revenue-generating activities during the period, no transactions related to cost of sales were recorded.

8. Other income

Disposal Gain on PPE (Note 8.1)	-	208,311
Write back of RPT payable	-	-
	-	**208,311**

8.1 Given the dormant status of the Company and minimal business activity, all remaining furniture and fittings and office equipment assets were fully disposed during the prior year.Accordingly,the gain arising from the disposal has been recognized under Other Income in the prior year.

9. Loss from operations

Loss from operations is stated after charging all the expenses including the following,

Auditor's remuneration	387,000	365,000
General Expenses	-	19,399
Director Emoluments	-	-
Labor Compensation (Note 9.1)	3,480,259	17,624,165
Depreciation (Note 13)	-	479,142

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For the year ended 31st March,

9. Loss from operations (Cont.)

9.1 Labour compensation relates to Case No. CA (Writ) Appeal 95/2022 filed by the Company in the Court of Appeal, challenging the order issued by the Commissioner General of Labour on 31 December 2021 under reference No. TEU/14/2021, which directed the Company to pay Rs. 20,249,098/- as compensation to nineteen employees. At the hearing held on 30 May 2025, the Company submitted a Bank Draft amounting to Rs. 17,624,165/- to the Court of Appeal. Accordingly, a provision of Rs.17,624,165/- was made in the prior year under Administrative expenses. As the terms of the settlement were fulfilled, the Court permitted the withdrawal of the application, and the matter is now considered to be closed. Accordingly, the payment made during the year has been setted off against the related provision made in the prior year.

9.2 During the year, the Company paid Rs.3,480,259 which relates to Case No. CA (Writ) Appeal 94/2022 as compensation to the seven employees named Randika Tharmasiri Dissanayake, Nivanthika Lakmali, Roshen Mary Shilanka Dias, Nipunika Shirunki Fernando, Arshak Akeel Irfaan, Suraj Kanishka Fernando, and Mohomed Shakir Hussain Zameena Farveen after negotiating for a settlement.

	2026 Rs.	2025 Rs.
10. Net Finance Expenses		
Exchange loss	(1,688)	426
Bank charges	20,600	18,900
	18,912	**19,326**
11. Income tax expense		
Current tax expenses		
Current tax	-	-
Adjustment for over provision in relation to prior years	-	-
Deferred tax expense		
(Reversal) / origination of deferred tax liability (Note 15)	-	-
(Origination) / reversal of deferred tax asset (Note 15)	-	-
	-	-
	-	-

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For the year ended 31 March,

11. Income tax expense (Cont.)	2026 Rs.	2025 Rs.
11.1 Reconciliation between Accounting Loss and Taxable Loss		
Accounting loss before tax	(4,410,800)	(19,610,822)
Disallowable Expenses	-	20,024,822
Allowable expenses	-	(208,311)
Total statutory income from Business	**(4,410,800)**	**205,689**
Other sources of Income - Investment Income	-	-
Total statutory income	**(4,410,800)**	**205,689**
Less: Setting off against brought forward tax losses	-	(205,689)
Taxable Profit/(Loss)	**(4,410,800)**	**-**
Income tax expense for the year - 30%	-	-

11.2 Corporate income tax rate

As provided for in LKAS 12 - Income taxes, deferred tax assets and liabilities should be measured at the tax rate that are expected to be applied in the period in which the asset will be realized or the liability will be settled, based on the tax rate (and tax laws) that have been enacted or substantively enacted by the reporting date.

The Company applied tax rate of 30% for the computation of current tax and deferred tax during the year.

11.3 Reconciliation of business tax losses

Tax loss brought forward	113,226,909	113,432,598
Less : Tax losses claimed during the year	-	(205,689)
Tax loss expired during the year	(22,640,283)	-
Tax loss during the year	4,410,800	-
Reassessment of tax losses on tax return	(16,000)	-
Tax loss carried forward	**94,981,426**	**113,226,909**
11.3.1 Analysis of tax losses		
Tax losses incurred in 2025/26 (Expire in 2031/32)	4,410,800	-
Tax losses incurred in 2022/23 (Expire in 2028/29)	18,429,208	18,429,208
Tax losses incurred in 2021/22 (Expire in 2027/28)	47,486,920	47,486,920
Tax losses incurred in 2020/21 (Expire in 2026/27)	24,654,498	24,654,498
Tax losses incurred in 2019/20 (Expire in 2025/26)	-	22,656,283
	94,981,426	**113,226,909**

12. Loss per share

Calculation of loss per share is based on the net loss attributable to Ordinary Shareholders divided by the weighted average number of ordinary shares outstanding as at the reporting date.

Loss for the year (Rs.)	(4,410,800)	(19,610,822)
Weighted average number of ordinary shares	500,000	500,000
Loss per share (Rs.)	**(8.82)**	**(39.22)**

As at 31 March,

13. Property, plant & equipmen	Motor Vehicles Rs.	Office Equipment Rs.	Technological Equipment Rs.	Furniture and fittings Rs.	Total 2026 Rs.	Total 2025 Rs.
Cost						
Balance as at 1 April	235,990	257,014	7,469,986	2,096,410	10,059,400	17,527,696
Additions during the year	-	-	-	-	-	-
Disposals during the year	-	-	-	-	-	(7,468,296)
Balance as at 31st March	**235,990**	**257,014**	**7,469,986**	**2,096,410**	**10,059,400**	**10,059,400**
Accumulated Depreciation						
Balance as at 1st April	235,990	257,014	7,469,986	2,096,410	10,059,400	16,826,865
Charge for the year					-	479,142
Disposals during the year					-	(7,246,607)
Balance as at 31st March	**235,990**	**257,014**	**7,469,986**	**2,096,410**	**10,059,400**	**10,059,400**
Carrying amounts						
Balance as at 31 March 2026	-	-	-	-	-	
Balance as at 31 March 2025	-	-	-	-		-

As at 31st March,	2026 Rs.	2025 Rs.
14. Intangible assets		
Cost		
Balance as at 1 April	3,057,321	3,057,321
Balance as at 31 March	**3,057,321**	**3,057,321**
Amortization		
Balance as at 1 April	3,057,321	3,057,321
Balance as at 31 March	**3,057,321**	**3,057,321**
Carrying value as at 31 March	-	-

15. Deferred Taxation

15.1 The Company ceased business operations from January 2022 as explained in Note 01 to these financial statements. Considering the brought forward tax losses and the status of the current business operations, no deferred tax asset has been recognized on the Tax losses.

15.2 As at the reporting date the temporary difference arising from tax losses was Rs. 94,981,426/-(2025: Rs 113,226,909/-) resulting in deferred tax assets of Rs. 28,494,428/- (2025: Rs. 33,968,073/-). However, deferred tax asset has not been recognized against this carried forward tax losses due to the uncertainty regarding the availability of future taxable profits against which the deferred tax asset could be utilized.

16. Cash and cash equivalents		
Cash at bank	458,329	477,241
Cash & cash equivalents for the purpose of statement of cash flow	**458,329**	**477,241**
17. Stated capital		
Issued and fully paid		
500,000 ordinary shares	5,000,000	5,000,000
2,500,000 preference shares	25,000,000	25,000,000
Total Shares	**30,000,000**	**30,000,000**

Name of shareholder	Share type	No. of shares	No. of share percentage
Thomas Cook Lanka (Private) Limited	Ordinary Shares	500,000	100%
Thomas Cook Lanka (Private) Limited	Preference Shares	2,500,000	-

18. Amount due to related party		
Thomas Cook Lanka (Private) Limited (Note 18.1)	172,133,938	150,174,541
	172,133,938	**150,174,541**
Payable within one year	-	-
Payable after one year	172,133,938	150,174,541
	172,133,938	**150,174,541**
18.1 Amount due to Thomas Cook Lanka (Private) Limited		
Loans due to Thomas Cook Lanka (Private) Limited (Note 18.1.1)	158,035,034	136,075,637
Other Balances (Note 18.1.2)	14,098,904	14,098,904
	172,133,938	**150,174,541**
18.1.1 Movement of the loan payable to Thomas Cook Lanka (Private) Limited		
Opening balance as at 1 April	136,075,637	133,708,269
Loans obtained during the year (Note 18.1.1.1)	21,959,397	2,815,590
Settlement	-	(448,222)
Interest on payable	17,213,394	15,017,454
Write back of Interest on payable (Note 18.1.1.2)	(17,213,394)	(15,017,454)
Closing balance as at 31 March	**158,035,034**	**136,075,637**

18.1.1.1 The loans obtained during the year relate to expenses incurred by Thomas Cook Lanka Pvt Ltd on behalf of the Company.

18.1.1.2 Thomas Cook Lanka (Pvt) Ltd confirmed in writing that they have waived off any interest charges on the loan granted to Luxe Asia (Pvt) Ltd, effective from April 1, 2025. Consequently, the Company reversed the accrued interest on the loan that had been recorded as payable to Thomas Cook Lanka (Pvt) Ltd up to the balance sheet date.

18.1.2 Other balances due to Thomas Cook Lanka (Private) Limited mainly consist of Group Resource Cost (GRC). From the year 2023, Thomas Cook Lanka (Private) Limited has not allocated any Group Resource Cost to Luxe Asia as the Company has temporarily ceased its operations.

As at 31st March,

19. Trade and other payables	2026 Rs.	2025 Rs.
Trade payables	9,390,632	9,390,632
Advances received from customers (Note 19.1)	64,323,590	64,323,590
Compensation to employees (Note 19.2)	-	17,624,165
Other payable	2,455,119	2,398,463
	76,169,341	**93,736,850**

19.1 In 2021, Rs. 62,968,048/- was received as advances from customers for future tours. However, due to the COVID-19 pandemic, the tours were not completed as at 31 March 2021 and hence it was recognized as a liability under Other payables. This balance was Rs. 64,323,590/- as at 31 March 2026.

19.2 A provision was recognized in the prior year following the hearing held on 30 May 2025, where the Company submitted a Bank Draft of Rs. 17,624,165/- to the Court of Appeal as settlement for Case No. CA (Writ) Appeal 95/2022. The case related to an order by the Commissioner General of Labour directing the Company to pay compensation to nineteen employees. As the matter was concluded with the withdrawal of the application, the provision has been recognized in the financial statements for the year ended 31 March 2025 as an adjusting subsequent event in accordance with LKAS 10. The Company paid the said payable balance to relevant employees during the current year.

20. Current taxation		
Balance at the beginning of the year	132,612	132,612
Balance at the end of the year	**132,612**	**132,612**

21. Related party transactions

The Company carried out transactions in the ordinary course of its business with parties who are defined as related parties in LKAS 24 - Related Party Disclosures. The details of which are given below.

a) Transactions with Key Management Personnel

According to Sri Lanka Accounting Standard 24 - Related Party Disclosures, the Key Management Personnel (KMP) are those having authority and responsibility for planning, directing, and controlling the activities of the entity. Accordingly, the Directors of the Company have been classified as KMP of the Company.

The Board of Directors of Thomas Cook Lanka (Pvt) Ltd and Thomas Cook (India) Limited, being the parent Companies, have also been classified as KMP as they have the authority and responsibility for planning, directing and controlling the activities of the entity directly and indirectly.

Key management personnel compensation		
Short Term Benefits	Nil	Nil
Post Employee Benefits	Nil	Nil

b) Transactions with Related Entities

Name of the Related Party	Relationship	Nature of Transaction	Transaction Amount 2026 Rs.	Transaction Amount 2025 Rs.
Thomas Cook Lanka (Pvt) Ltd	Parent	Loans granted	21,959,397	2,815,590
		Settlement	-	(448,222)
		Interest on Loan Granted	17,213,394	15,017,454
		Write Back on interest on Loan Granted	(17,213,394)	(15,017,454)

The Parent Company, Thomas Cook India Limited has provided a comfort letter dated 20 July 2026, confirming their intention to continue to provide financial and other support necessary for Luxe Asia (Pvt) Ltd to continue in business operations and meet its liabilities in the foreseeable future.

Amounts due to related entities as at reporting date are disclosed in the Note 18 to the these Financials Statements.

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For the year ended 31st March 2026,

22. Fair Values of Financial Instruments

The fair values of financial assets and liabilities, together with the carrying amounts shown in the statement of financial position, are as follows:

	2026		2025	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
	Rs.	Rs.	Rs.	Rs.
Financial Assets				
Cash and cash equivalents	458,329	458,329	477,241	477,241
	458,329	**458,329**	**477,241**	**477,241**
Financial Liabilities				
Trade and other payables	76,169,341	76,169,341	93,736,850	93,736,850
Amount due to related party	172,133,938	172,133,938	150,174,541	150,174,541
	248,303,279	**248,303,279**	**243,911,391**	**243,911,391**

The methods and assumptions used to estimate the fair values of the financial instruments are as follows:

a) Cash and cash equivalents – The carrying amount of cash and cash equivalents approximate its fair value due to the relatively short maturity of the financial instruments.

b) Trade and other receivables/ Trade and other payables - The carrying amount of these financial assets and liabilities approximate its fair value due to the relatively short maturity of the financial instruments.

23. Financial risk management

23.1 Introduction and Overview

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

1. Credit risk
2. Liquidity risk
3. Market risk
4. Operational risk.

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. Further quantitative disclosures are included throughout this financial statement.

23.2 Risk management framework

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board is responsible for developing and monitoring the Company's risk management policies.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

23.3 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, and arises principally from the Company's receivables from customers and investment securities.

23.3.1. Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was as follows;

	2026	2025
	Rs.	Rs.
Cash and cash equivalents	458,329	477,241
	458,329	**477,241**

For the year ended 31st March 2026,

23.4 Market risk

'Market' risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. Market risk comprises three types of risk: currency risk, interest rate risk and price risk.

23.4.1. Currency risk

'Currency risk' is the risk that the value of financial instruments will fluctuate due to changes on foreign exchange rates. The Company monitors the fluctuations in foreign currencies with appropriate strategies to minimize risk.

The Company is exposed to currency risk on transaction and settlements of transaction that are denominated in a currency other than the respective functional currencies of Company. The Company's transactions primarily in its functional currency (LKR). Therefore, the currency risk is minimal.

23.4.2. Interest rate risk

Interest rate risk is the risk to the Company's earnings and economic value of equity ("EVE") arising from adverse movements in interest rates.

23.4.3. Management of interest rate risk

The Company's investment decisions in interest bearing assets are controlled by the higher level authorities appointed by the Board of Directors and they are advised and guided only to invest in secured and regulated investment sources.

23.5 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.

Maturity analysis

The table below summarizes the maturity profile of the Company's financial liabilities as at the end of the reporting period based on contractual undiscounted payments.

31 March 2026,	Carrying amount	6 months or less	6-12 months	More than 1 year
	Rs.	Rs.	Rs.	Rs.
Trade and other payables	76,169,341	76,169,341	-	-
Amounts due to related party	172,133,938	-	-	172,133,938
Total liabilities	**248,303,279**	**76,169,341**	-	**172,133,938**

31 March 2025,	Carrying amount	6 months or less	6-12 months	More than 1 year
	Rs.	Rs.	Rs.	Rs.
Trade and other payables	93,736,850	93,736,850	-	-
Amounts due to related party	150,174,541	-	-	150,174,541
Total liabilities	**225,038,944**	**77,231,771**	-	**147,807,173**

23.6 Operational risk

Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with the Company's processes, personnel, technology and infrastructure, and from external factors other than credit, market and liquidity risks such as those arising from legal and regulatory requirements and generally accepted standards of corporate behavior. Operational risks arise from all of the Company's operations.

The primary responsibility for the development and implementation of controls to address operational risk is assigned to senior management within each business unit. This responsibility is supported by the development of overall Company standards for the management of operational risk in the following areas:

- Requirements for the reconciliation and monitoring of transactions.
- Requirements for the reporting of operational losses and proposed remedial action.
- Development of contingency plans.
- Training and professional development.
- Ethical and business standards.
- Risk mitigation, including insurance when this is effective.

when necessary the information has been restated to confirm with the current year's presentation and classification.

KPMG Chartered Accountants

For the year ended 31st March 2026,

24. Capital commitments and contingent liabilities

There were no contract for capital expenditure of material amounts approved or contracted for as at the reporting date. There have been no material contingent liabilities outstanding as at the reporting date.

25. Litigation and claims

There were no pending litigations or claims as at the reporting date.

26. Going concern

The Company has incurred a net loss of Rs.4,410,800 /- for the year ended 31 March 2026 (2025-Rs. 19,610,822/-), and as at that date the Company's accumulated losses amounting to Rs. 277,977,562 /- (2025 - Rs. 273,566,762/-). Further the Company's current liabilities exceeded the current assets by Rs. 75,843,624 /- (2025 Rs. 93,392,221 /-) whereas the Company stands negative equity of Rs. 247,977,562 /- (2025 - Rs.243,566,762 /-). The Company is also facing a serious loss of capital situation under Sec 220 of the Companies Act No.07 of 2007.

Notwithstanding this, the financial statements have been prepared on a going concern basis due to reliance of letter of support, dated 20 July 2026 provided by the Directors of the Parent Company, Thomas Cook India Limited. Through this letter of support Parent Company confirms that they will be providing the financial assistance to the Company to ensure that it can pay its debts as and when they fall due and payable for a period of at least 12 months from the date of signing these financial statements.

The Board of directors are of the view that the Company will continue as a going concern as a legal entity. Accordingly, these financial statements have been prepared on a going concern basis.

Accordingly, the Board of Directors has a reasonable confidence level that the Company have adequate resources to continue in operation for at least the next 12 months and that the going concern basis of accounting remains appropriate.

In addition, the board of directors of the Company confirms that they do not have any intention to liquidate the Company at least 12 months from the date of signing these financial statements.

27. Board of Director's responsibility for financial reporting

The Board of Directors is responsible for the preparation and presentation of these Financial Statements in accordance with Sri Lanka Accounting Standards laid down by the Institute of Chartered Accountants of Sri Lanka and the Companies Act No. 7 of 2007.

THOMAS COOK LANKA (PRIVATE) LIMITED

FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 MARCH 2026

KPMG
(Chartered Accountants)
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INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF THOMAS COOK LANKA (PRIVATE) LIMITED

Report on the Audit of the Financial Statements

We have audited the financial statements of Thomas Cook Lanka (Private) Limited ("the Company") and the consolidated financial statements of the Company and its subsidiaries ("the Group"), which comprise the statement of financial position as at 31 March 2026, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements including material accounting policies.

Opinion – Company

In our opinion, the accompanying financial statements of the Company give a true and fair view of the financial position of the Company as at 31 March 2026, and of its financial performance and its cash flows for the year then ended in accordance with Sri Lanka Accounting Standards.

Qualified Opinion – Group

In our opinion, except for the effects of the matter described in the "Basis for Qualified Opinion - Group" section of our report, the accompanying financial statements of the Group give a true and fair view of the financial position of the Group as at 31 March 2026, and of its financial performance and cash flows for the year then ended in accordance with Sri Lanka Accounting Standards.

Basis for Qualified Opinion - Group

Trade and Other Payables of Rs.112,869,481/- presented in Note 30 to the consolidated financial statements include Rs. 76,057,058 /- relating to the subsidiary Luxe Asia (Pvt) Limited. The said balance could not be verified for accuracy, completeness, and existence due to inadequate supporting documentation. As a result, we are unable to assess the accuracy, existence and completeness of trade and other payable at the Group level.

We conducted our audit in accordance with Sri Lanka Auditing Standards (SLAuSs). 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 Group in accordance with the ethical requirements of the Code of Ethics for Professional Accountants issued by CA Sri Lanka (Code of Ethics) that are relevant to our audit of the financial statements, and we have fulfilled our other ethical responsibilities in accordance with the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Company and qualified opinion on the Group as described in "Basis for Qualified Opinion - Group".

Emphasis of Matter - Comparative Information

We draw attention to Note 31 to these financial statements which indicate that the comparative information presented as at and for the year ended 31 March 2025 has been restated. Our opinion is not modified in respect of this matter.

Material Uncertainty relating to Going Concern

We draw attention to note 39 to financial statements which indicates that the Group and the Company have incurred a net loss of Rs. 175,824,746/- and Rs. 193,373,346/- for the year ended 31 March 2026, and as of that date, Group and Company have accumulated losses amounted to Rs.612,668,716/- and Rs.536,841,099/- and the Group's and Company's current liabilities exceeded their current assets by Rs.112,393,110/- and Rs.36,565,493/- respectively. Further, as at 31 March 2026, the Group's and Company's total liabilities exceed the total assets by Rs.454,988,936/- and Rs.379,161,319/- respectively, whereas the Group and the Company stand negative equity position.

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T.J.S. Rajakarier FCA
W.K.D.C. Abeyrathne FCA
Ms. B.K.D.T.N. Rodrigo FCA
Ms. C.T.K.N. Perera ACA
R. G. H. Raddella ACA
W.W.J.C. Perera FCA
G.A.U. Karunaratne FCA
R.H. Rajan FCA
A.M.R.P. Alahakoon ACA
H.U.S.T Dayananda FCA
Ms. S. Joseph FCA
R.M.D.B. Rajapakse FCA
M.N.M. Shameel FCA
Ms. P.M.K. Sumanasekara FCA

Principals: S.R.I. Perera FCMA(UK), LLB, Attorney-at-Law, H.S. Goonewardene ACA, Ms. F.R. Ziyard FCMA (UK), FCIT, K. Somasundaram ACMA(UK), Ms. D Corea Dharmaratne

Although these events or conditions, along with other matters as set forth in Note 39,to these financial statements indicate that a material uncertainty exists that may cast significant doubt on the Group and Company's ability to continue as a going concern, the Directors of Thomas Cook (India) Limited, the parent entity, confirm their commitment to provide financial assistance to the Company to ensure that it is able to meet its external debt obligations as and when they fall due and payable , for a period of at least 12 months from the date these financial statements are signed.

Our opinion is not modified in respect of this matter.

Other Information
Management is responsible for the other information. These financial statements do not include the other information.

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 Sri Lanka Accounting Standards, 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 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 Company's and Group's financial reporting process.

Auditor's 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 SLAuSs 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.

A further description of the auditor's responsibilities for the audit of the financial statements is located at Sri Lanka Accounting and Auditing Standards website at: http://slaasc.com/auditing/auditorsresponsibility.php. This description forms part of our auditor's report.

Report on Other Legal and Regulatory Requirements
As required by section 163 (2) of the Companies Act No. 07 of 2007, except for the effects of the matter described in the "Basis of the Qualified Opinion" section of our report, we have obtained all the information and explanations that were required for the audit and, as far as appears from our examination, proper accounting records have been kept by the Company.

Further, it should be noted that Company's net assets are less than half of its stated capital and the Company faces a serious loss of capital situation in terms of section 220 of the same act.

KPMG
Colombo
20 July 2026

THOMAS COOK LANKA (PVT) LIMITED
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31st March,	Note	Company 2026 Rs.	Company 2025 Rs. Restated	Group 2026 Rs.	Group 2025 Rs. Restated
Revenue	6	220,240,803	232,318,890	220,240,803	232,318,890
Administrative and other operating expenses	7	(374,071,448)	(338,206,415)	(378,463,335)	(357,990,221)
Loss from operations		**(153,830,645)**	**(105,887,525)**	**(158,222,532)**	**(125,671,331)**
Other income	8	3,460,784	3,177,518	3,460,784	3,385,829
Net finance (expense) / income	9	(20,414,937)	8,419,044	(20,433,849)	8,399,718
Operating loss before impairment losses		**(170,784,798)**	**(94,290,963)**	**(175,195,597)**	**(113,885,784)**
Impairment charge for other losses	10	(22,611,931)	(2,686,327)	(590,621)	(153,920)
Share of loss of equity accounted investee, net of tax	16	-	-	(61,911)	(165,039)
Loss before tax		**(193,396,729)**	**(96,977,290)**	**(175,848,129)**	**(114,204,743)**
Income tax reversal	11	23,383	111,082	23,383	111,082
Loss for the year		**(193,373,346)**	**(96,866,208)**	**(175,824,746)**	**(114,093,661)**
Other comprehensive income, net of tax					
Items that will never be reclassified to profit or loss					
Remeasurement gain on defined benefit plan	24	77,942	370,275	77,942	370,275
Less: Deferred tax charge on Remeasurement gain		(23,383)	(111,082)	(23,383)	(111,082)
Net Remeasurement gain on defined benefit plans		**54,559**	**259,193**	**54,559**	**259,193**
Total other comprehensive income for the year		**54,559**	**259,193**	**54,559**	**259,193**
Total comprehensive income for the year		**(193,318,787)**	**(96,607,015)**	**(175,770,187)**	**(113,834,468)**
Loss per share	12	**(17.96)**	**(9.00)**	**(16.32)**	**(10.60)**

The notes to the Financial Statements form an integral part of these Financial Statements.
Figures in the brackets indicate deductions.

THOMAS COOK LANKA (PVT) LIMITED
STATEMENT OF FINANCIAL POSITION

As at 31st March,	Note	Company 2026 Rs.	Company 2025 Rs. Restated	Group 2026 Rs.	Group 2025 Rs. Restated
ASSETS					
Property, plant and equipment	13	18,205,709	21,745,133	18,205,709	21,745,133
Intangible Assets	14	-	-	-	-
Investment in subsidiary	15	-	-	-	-
Equity-accounted investee	16	-	-	-	-
Non-current assets		18,205,709	21,745,133	18,205,709	21,745,133
Current Assets					
Amount due from related companies	18	-	-	-	-
Current taxation	19	1,343,491	1,343,491	1,210,878	1,210,878
Other receivables	20	16,706,792	13,684,742	16,706,792	13,684,742
Prepayments		3,483,863	5,327,164	3,483,863	5,327,164
Other investments	17	149,454,000	137,795,437	149,454,000	137,795,437
Cash and cash equivalents	21	57,000,114	98,769,929	57,458,443	99,247,170
Total Current assets		227,988,260	256,920,763	228,313,976	257,265,391
Total assets		246,193,969	278,665,896	246,519,685	279,010,524
EQUITY AND LIABILITIES					
EQUITY					
Stated capital	22	107,679,780	107,679,780	107,679,780	107,679,780
Redeemable preference shares - Equity	23	50,000,000	50,000,000	50,000,000	50,000,000
Accumulated losses		(536,841,099)	(336,452,312)	(612,668,716)	(429,828,530)
Total Equity		(379,161,319)	(178,772,532)	(454,988,936)	(272,148,750)
LIABILITIES					
Employee benefits	24	9,025,708	9,221,852	9,025,708	9,221,852
Deferred Tax Liability	25	-	-	-	-
Long term loans from related parties	26	346,039,069	196,628,084	346,039,069	196,628,084
Dividend payable on Preference Shares	27	5,404,192	-	5,404,192	-
Lease Liability	29	332,566	2,732,416	332,566	2,732,416
Non-current liabilities		360,801,535	208,582,352	360,801,535	208,582,352
Dividend payable on Preference Shares	27	7,070,000	5,404,192	7,070,000	5,404,192
Amount due to related companies	28	174,920,470	181,992,216	174,920,470	181,992,216
Lease Liability	29	3,901,246	2,995,646	3,901,246	2,995,646
Trade and other payables	30	36,716,148	7,282,413	112,869,481	101,003,259
Bank overdraft	21	41,945,889	51,181,609	41,945,889	51,181,609
Current liabilities		264,553,753	248,856,076	340,707,086	342,576,922
Total liabilities		625,355,288	457,438,428	701,508,621	551,159,274
Total Equity and Liabilities		246,193,969	278,665,896	246,519,685	279,010,524

The notes to the Financial Statements form an integral part of these Financial Statements.

These Financial Statements are in compliance with the requirements of the Company Act No 07 of 2007.

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Shaju Nair A
Head - Foreign Exchange

The Board of Directors is responsible for the preparation and presentation of these Financial Statements.
Approved and signed for and on behalf of the Board:

Debasis Nandy
Director

Aravinda De Silva
Director

20 July 2026
Colombo.

THOMAS COOK LANKA (PVT) LIMITED
STATEMENT OF CHANGES IN EQUITY

For the year ended 31st March,

Company

	Stated Capital Rs.	Redeemable Preference Shares Rs.	Accumulated Losses Rs.	Total Rs.
Balance as at 1st April 2024	107,679,780	-	(234,441,105)	(126,761,325)
Share issue during the year **(Note 23)**	-	50,000,000	-	50,000,000
Restated Loss for the year **(Note A)**	-	-	(96,866,208)	(96,866,208)
Other comprehensive income	-	-	259,193	259,193
Total Comprehensive Income for the year (restated)	-	-	**(96,607,015)**	**(96,607,015)**
Transactions with Owners of the Company				
Restated Dividend on redeemable preference shares **(Note 27)**	-	-	(5,404,192)	(5,404,192)
Restated Balance as at 31st March 2025	**107,679,780**	**50,000,000**	**(336,452,312)**	**(178,772,532)**
Balance as at 1st April 2025	**107,679,780**	**50,000,000**	**(336,452,312)**	**(178,772,532)**
Loss for the year	-	-	(193,373,346)	(193,373,346)
Other comprehensive income	-	-	54,559	54,559
Total Comprehensive Income for the year	-	-	**(193,318,787)**	**(193,318,787)**
Transactions with Owners of the Company				
Dividend on redeemable preference shares **(Note 27)**	-	-	(7,070,000)	(7,070,000)
Balance as at 31st March 2026	**107,679,780**	**50,000,000**	**(536,841,099)**	**(379,161,319)**

Group

	Stated Capital Rs.	Redeemable Preference Shares Rs.	Accumulated Losses Rs.	Total Rs.
Balance as at 1st April 2024	**107,679,780**	-	**(310,589,870)**	**(202,910,090)**
Share issue during the year **(Note 23)**		50,000,000		50,000,000
Restated Loss for the year **(Note A)**	-	-	(114,093,661)	(114,093,661)
Other comprehensive income	-	-	259,193	259,193
Total Comprehensive Income for the year (restated)			**(113,834,468)**	**(113,834,468)**
Transactions with Owners of the Company				
Restated Dividend on redeemable preference shares **(Note 27)**	-	-	(5,404,192)	(5,404,192)
Restated Balance as at 31st March 2025	**107,679,780**	**50,000,000**	**(429,828,530)**	**(272,148,750)**
Balance as at 1st April 2025	**107,679,780**	**50,000,000**	**(429,828,530)**	**(272,148,750)**
Share issue during the year	-	-	-	-
Loss for the year	-	-	(175,824,746)	(175,824,746)
Other comprehensive income	-	-	54,559	54,559
Total Comprehensive Income for the year	-	-	**(175,770,187)**	**(175,770,187)**
Transactions with Owners of the Company				
Dividend on redeemable preference shares	-	-	(7,070,000)	(7,070,000)
Balance as at 31st March 2026	**107,679,780**	**50,000,000**	**(612,668,716)**	**(454,988,936)**

Note - A

During 2026, the Company/Group reassessed the Optionally Convertible Cumulative Redeemable Preference Shares (OCRPS) issued on 25 June 2024 and determined, in accordance with LKAS 32, that the instrument is an equity instrument (no contractual obligation to deliver cash; settlement possible in a fixed number of ordinary shares at a 3:1 ratio). In accordance with LKAS 8, the comparative Statement of Changes in Equity has been restated to recognise the full consideration of Rs. 50,000,000/- within equity (previously presented as Rs. 3,886,223/- within equity with a liability component), reverse finance costs of Rs. 5,329,600/- previously recognised in profit or loss with a corresponding impact in the accumulated losses, and present returns to OCRPS holders as equity distributions. Dividends recognised directly in equity amount to Rs. 5,404,192/- for the year ended 31 March 2025 (restated) and Rs. 7,070,000/- for the year ended 31 March 2026. Accrued but unpaid dividends are presented separately as "Dividend payable on OCRPS" (Note 27). No finance costs are recognised in profit or loss in respect of the OCRPS (Note 9). Accordingly,the closing balance of preference share equity at 31 March 2026 is Rs. 50,000,000/- (Refer Note 27 and 31).

The notes to the Financial Statements form an integral part of these Financial Statements.

Figures in bracket indicate deductions.

KPMG Chartered Accountants

THOMAS COOK LANKA (PVT) LIMITED
STATEMENT OF CASHFLOWS

For the year ended 31st March,	Company 2026 Rs.	Company 2025 Rs. Restated	Group 2026 Rs.	Group 2025 Rs. Restated
Cash flows from Operating Activities				
Loss before taxation	(193,396,729)	(96,977,290)	(175,848,129)	(114,204,743)
Adjustment for :				
Depreciation of Property, plant and equipment	5,965,736	5,121,939	5,965,736	5,601,081
Amortization of intangible assets	-	-	-	-
Impairment Charges for other losses	22,611,931	2,686,327	590,621	153,920
Provision for employee benefits	1,495,943	1,553,692	1,495,943	1,553,692
Interest income	(11,454,000)	(11,537,848)	(11,454,000)	(11,537,848)
Interest expense	20,806,100	12,243,163	20,806,100	12,243,163
Foreign exchange (gain)/loss	10,337,460	(9,839,119)	10,335,772	(9,839,119)
Interest income from refundable deposit	(166,326)	(199,710)	(166,326)	(199,710)
Disposal gain	-	-	-	(208,311)
Share of loss of equity accounted investee	-	-	61,911	165,039
Operating profit/(loss) before working capital changes	**(143,799,885)**	**(96,948,846)**	**(148,212,373)**	**(116,272,836)**
(Increase) / Decrease in other receivables	(3,022,050)	(10,337,034)	(3,022,050)	(10,337,034)
(Increase) / Decrease in amounts due from related parties	-	-	-	-
(Increase) / Decrease in prepayments	1,843,301	(1,339,016)	1,843,301	(1,339,015)
Increase / (Decrease) in amount due to related party	16,356,098	23,228,307	16,356,098	23,228,307
Increase / (Decrease) in trade and other payables	29,510,631	(310,441)	11,944,809	16,178,637
Cash generated from operating activities	**(99,111,905)**	**(85,707,031)**	**(121,090,216)**	**(88,541,942)**
Employee benefit paid	(1,614,145)	(162,418)	(1,614,145)	(162,418)
Interest Expense Paid	(20,169,976)	(11,852,672)	(20,169,976)	(11,852,672)
Net cash generated from operating activities	**(120,896,026)**	**(97,722,120)**	**(142,874,337)**	**(100,557,032)**
Cash flows from investing activities				
Purchase of property plant and equipment	(96,000)	(3,431,556)	(96,000)	(3,431,556)
Proceed from disposal of property plant and equipment	-	-	-	430,000
Interest received	325,962	18,539,603	325,962	18,539,603
Investing on Fixed Deposits	(138,000,000)	(20,202,147)	(138,000,000)	(20,202,147)
Redemption of investment	137,433,045	-	137,433,045	-
Net cash used in investing activities	**(336,993)**	**(5,094,100)**	**(336,993)**	**(4,664,100)**
Cash flows from financing activities				
Lease payments	(4,367,836)	(3,940,169)	(4,367,836)	(3,940,169)
Loan Granted and other Accruals to Related Party	(22,611,931)	(2,686,327)	(652,532)	(318,959)
Loan recieved from Related Party	115,678,692	52,292,741	115,678,692	52,292,741
Issue of preference share capital	-	49,731,625	-	49,731,625
Net cash used in financing activities	**88,698,924**	**95,397,870**	**110,658,323**	**97,765,238**
Net decrease in cash and cash equivalents	(32,534,095)	(7,418,350)	(32,553,007)	(7,455,894)
Cash and cash equivalents at the beginning of the year	47,588,320	55,006,670	48,065,561	55,521,455
Cash and cash equivalents at the end of the year (Note 21)	**15,054,225**	**47,588,320**	**15,512,554**	**48,065,561**

The notes to the Financial Statements form an integral part of these Financial Satements.

KPMG Chartered Accountants

1. REPORTING ENTITY

1.1 Domicile and legal form

Thomas Cook Lanka (Private) Limited, ("the Company") is a private limited liability company incorporated and domiciled in Sri Lanka on April 20, 2012, under the Companies Act no 07 of 2007. The registered office and principal place of the business is situated at No.393, Union Place, Colombo 02.

The operations are conducted at Aviation branches (including arrival and departure), Kandy City Center Branch, Colombo City Centre Branch and One Galle Face Branch.

1.2 Consolidated financial statements

The Consolidated Financial Statements of the Group for the year ended 31st March 2026, comprise the Company (Parent Company) and its Subsidiary (together referred to as the 'Group' and individually as 'Group entity') and the Group's interest in its Associate.

The immediate and the ultimate parent Company of the Group is Thomas Cook (India) Limited and Fairfax Financial Holdings Limited respectively.

1.3 Principal activities and nature of operations of the Group

1.3.1 Thomas Cook Lanka (Private) Limited – Reporting Entity

The principal activity of the Company is dealing in foreign currencies.

1.3.2 Luxe Asia (Private) Limited - Subsidiary

The principal activity of the company is to act as a travel agent and to provide travel-related services. The company has temporarily ceased business operations from January 2022 and intends to re-commence business operations in the future.

1.3.3 Sita World Travel Lanka (Private) Limited - Associate

The principal activity of the company was being a travel agent. However, the company has ceased business operations from October 2018 and continues to remain dormant.

1.4 Number of employees

The total number of employees as at 31 March 2026 was as follows:

Group	:	20	(2025 - 21)
Company	:	20	(2025 - 21)

2. BASIS OF PREPARATION

2.1 Statement of compliance

The financial statements of the Company and the Group comprise the statement of financial position, statement of profit or loss and other comprehensive income, statement of changes in equity and cash flows together with the notes to the financial statements.

The financial statements of the Group and the separate financial statements of the Company have been prepared in accordance with the Sri Lanka Accounting Standards (SLFRSs and LKASs), laid down by The Institute of Chartered Accountants of Sri Lanka (CA Sri Lanka).

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2.2 Responsibility for financial statements

The Board of Directors of the Group/ Company are responsible for the preparation and fair presentation of the financial statements.

2.3 Basis of Measurement

The Financial Statements have been prepared on the historical cost basis and applied consistently, which no adjustments being made for inflationary factors affecting the financial statements, except for the following material items in the statement of financial position:

- The defined benefit liability is recognized as the present value of the defined benefit obligation, plus unrecognized remeasurement gains, less unrecognized past service cost and unrecognized remeasurement losses.

2.4 Functional and Presentation Currency

These Financial Statements are presented in Sri Lankan Rupees, which is the Group's/ Company's functional currency. Except as indicated, the financial information presented in Sri Lankan Rupees has been rounded to the nearest rupee value.

2.5 Comparative Information

Comparative information including quantitative, narrative and descriptive information is required to be disclosed in respect of the previous period in the Financial Statements in order to enhance the understanding of the current period's Financial Statements and to enhance the inter period comparability. As per LKAS 1 - Presentation of Financial Statements, if the presentation or classification of items in the financial statements is changed, then the comparative amounts should be reclassified unless reclassification is impracticable.

2.6 Use of Estimates and Judgments

The preparation of the Financial Statements of the Group and the Company in conformity with SLAS's 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. 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 period in which the estimate is revised and in any future periods affected.
Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

- Current taxation (Note 3.3.a)
- Deferred taxation (Note 3.3.b)
- Impairment of assets (Note 3.8)
- Employee benefits (Note 3.11)
- Provisions and contingencies (Note 3.12 & 3.13)

2.7 Materiality and Aggregation

Each material class of similar items is presented separately in the Financial Statements. Items of dissimilar nature or function are presented separately unless they are immaterial as permitted by the Sri Lanka Accounting Standard-LKAS 1 on 'Presentation of Financial Statements'.

3. MATERIAL ACCOUNTING POLICIES

The Company has consistently applied the accounting policies for all periods presented in the financial statements.

3.1 Basis of Consolidation

The Group's Financial Statements comprise consolidation of the Financial Statements of the Company, its Subsidiaries in terms of the Sri Lanka Accounting Standard-SLFRS 10 on 'Consolidated Financial Statements and Separate Financial Statements' and the proportionate share of the profit or loss and net assets of its Associates in terms of the Sri Lanka Accounting Standard – LKAS 28 on 'Investment in Associate and Joint Ventures'.

3.1.1 Business Combination

Business combinations are accounted for using the acquisition method when control is transferred to the Group (See Note 3.1.2 below). The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognized in profit or loss immediately. Transaction costs are expensed as incurred, except if they are related to the issue of debt or equity securities.

3.1.2 Subsidiaries

Subsidiaries are entities controlled by the Group. The Group 'controls' an entity if it is exposed to, or has rights to, and variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group reassesses whether it has control if there are changes to one or more of the elements of control. This includes circumstances in which protective rights held (e.g., those resulting from a lending relationship) become substantive and lead to the Group having power over an entity. The cost of an acquisition is measured at fair value of the consideration, including contingent consideration. The acquired identifiable assets, liabilities and contingent liabilities are measured at their fair values at the date of acquisition. Subsequent to the initial measurement the Group continues to recognise the investments in Subsidiaries at cost.The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date when control ceases.
There are no significant restrictions on the ability of Subsidiaries to transfer funds to the Parent (the Company) in the form of cash dividend or repayment of loans and advances. All Subsidiaries of the Company have been incorporated in Sri Lanka.

3.1.3 Non-controlling interests (NCI)

NCI are measured at their proportionate share of the acquiree's identifiable net assets at the date of acquisition. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

3.1.4 Loss of Control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost
Subsequently, it is accounted for as an Associate or in accordance with the Group's Accounting Policy for financial instruments depending on the level of influence retained.

3.1.5 Transactions Eliminated on Consolidation

Intra-group balances and transactions, and any unrealised income and expenses (except for foreign currency transaction gains or losses) arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

3.1.6 Accounting for investment in subsidiaries

When separate financial statements are prepared, investments in subsidiaries are accounted for using the cost method. Investments in subsidiaries are stated in the Company's Statement of Financial Position at cost less accumulated impairment losses.

3.1.7 Accounting for equity accounted investee

The Group's interest in equity-accounted investees comprise interests in associates.

Associates are those entities in which the Group has significant influence, but not control, over the financial and operating policies. Interests in associates are accounted for using the equity method. They are initially recognized at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and OCI of equity-accounted investees, until the date on which significant influence ceases. Investments in equity accounted investees are stated in the Company's Statement of Financial Position at cost less accumulated impairment losses.

3.1.8 Transactions Eliminated on Consolidation

Unrealized gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

3.1.9 Financial Period

The Consolidated Financial Statements are prepared to a common financial year ended 31st March. The accounting policies of Subsidiaries have been changed where necessary to align them with the policies adopted by the Group.

3.2 Foreign Currency

3.2.1 Foreign currency transactions

Transactions in foreign currencies are translated to the functional currency at the exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortized cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the period, and the amortized cost in foreign currency translated at the exchange rate at the end of the reporting period. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Foreign currency differences arising on retranslation are recognized as profit or loss, except for differences arising on the retranslation of available for- sale equity instruments, which are recognized in other comprehensive income. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

3.3 Income tax expense

Income tax expenses comprise of current & deferred tax expenses recognized in the profit or loss except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

a) Current taxation

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting dateThe Group's/Company's liability to taxation has been computed in accordance with the provisions of the Inland Revenue Act No 24 of 2017 and the subsequent amendments thereto.

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b) Deferred taxation

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for the financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantially enacted by the reporting date. Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future tax profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and is adjusted to reflect the current assessment of future taxable profits. Any adjustments are recognised in the Statement of profit or loss and Other Comprehensive Income. Deferred tax is calculated at the tax rates that are expected to apply to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date, and reflects uncertainty related to income taxes, if any.

3.4 Events occurring after the reporting date

All material and important events which occur after the reporting date have been considered and appropriate adjustments to or disclosure have been made in the financial statements where necessary.

ASSETS AND BASIS OF THEIR VALUATION

Assets classified as current on the Statement of Financial Position are cash or those which are expected to be realized in cash during the normal operating cycle of the Group/Company or within one year from the reporting date, whichever is earlier. Assets other than current assets are those ,which the Group/Company intends to hold beyond a period of one year calculated from the reporting date.

3.5 Property, plant and equipment

The Group/Company applies the requirements of the Sri Lanka Accounting Standard - LKAS 16 on 'Property, Plant & Equipment' in accounting for its owned assets which are held for and use in the provision of services, or for administrative purposes and are expected to be used for more than one year.

a) Recognition and Measurement

Property, Plant & Equipment is recorded at cost less accumulated depreciation less accumulated impairment losses if any. Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labor, any other costs directly attributable to bringing the asset to a working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located. Where an item of property, plant and equipment comprises major components having different useful lives, they are accounted for as separate items of property, plant and equipment.

b) Subsequent costs

The cost of replacing a part 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 embodied within the part will flow to the Group, 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.

c) Depreciation

Depreciation is recognized in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset.

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The estimated useful lives for the current and comparative periods are as follows:

- Office Equipment 21 years
- Motor Vehicle 6 2/3 years
- Furniture and Fittings 15 3/4 years
- Computer Hardware 4 years
- Right of Use Asset Over the lease period

Depreciation is provided on a pro-rata basis on the assets purchased/constructed/disposed of during the year. Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

d) Derecognition

The carrying amount of an items of property, plant and equipment are derecognized upon disposal or when no future economic benefits are expected from its use. Any gain or losses rising on de-recognition of the asset is included in the statement of profit or loss the year the asset is derecognized.

e) Restoration costs

Expenditure incurred on repairs or maintenance of Property, plant and equipment in order to restore or maintain the future economic benefits expected from the originally assessed standard of performance is recognised as an expense when incurred.

f) Impairment of Property, Plant and Equipment

The carrying value of property plant and equipment is reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. If any such indications exist and where the carrying value exceeds the estimated recoverable amount, the assets are written down to their recoverable amount. Impairment losses are recognized in the statement of comprehensive income unless it reverses a previous revaluation surplus for the same asset.

g) Capital Work-in- progress

Capital expenses incurred during the year which are not completed as at the reporting date are shown as Capital Work – In – Progress whilst, the Capital assets which have been completed during the year and put to use have been transferred to Property, Plant and Equipment.

3.6 Intangible Assets

a. Recognition and measurement

An intangible asset is recognized if it is probable that future economic benefits that are attributable to the asset will flow to the entity and the cost of the asset can be measured reliably in accordance with the Sri Lanka Accounting Standard - LKAS 38 on 'Intangible Assets'. Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value as at the date of acquisition All computer software costs incurred, licensed for use by the Group/Company, which are not integrally related to associate hardware, and can be clearly identified, reliably measured and it is probable that they will lead to future economic benefits are included in the statement of financial position under the category intangible assets and carried at cost less accumulated amortization and accumulated impairment losses if any.

b. Subsequent expenditure

Expenditure incurred on intangible assets is capitalized only when it increases the future economic benefits embodied in the specific assets to which it relates. All other expenditure is expensed as incurred.

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c. Amortization and impairment

Intangible assets with finite lives and amortization

Amortization is recognized in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of intangible assets, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset.

The estimated useful lives for the current and comparative periods are as follows:

- Computer software – 4 years

d. Goodwill

Goodwill that arises on the acquisition of subsidiary is presented with intangible assets. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. Subsequent to initial recognition, goodwill is measured at cost accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquired are assigned to those units.

3.7 Financial instruments

3.7.1 Financial assets

Initial Recognition, Classification and Subsequent Measurement

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 Group/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, 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 of financial assets

Financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost; FVOCI (Fair value through OCI) - debt investment; FVOCI - equity investment; or FVTPL (Fair value through profit or loss). Financial assets are not reclassified subsequent to their initial recognition unless the Group/Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group/Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis. All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group/Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets - Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's/Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets - Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group/Company considers the contractual terms of the instrument.

Financial assets - Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

3.7.2 Non-derivative financial liabilities

The Group/Company initially recognises debt securities issued and subordinated liabilities on the date that they are originated. All other financial liabilities are recognised initially on the trade date at which the Group/Company becomes a party to the contractual provisions of the instrument.

The Group/Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expired.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group/Company has a legal right to offset the amounts and intends either to settle on a net basis or to realise the assets and settle the liability simultaneously. The Group/Company has the following non-derivative financial liabilities: interest bearing borrowings, other payables, amounts due to related parties and bank overdraft. The

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Group/Company has the following non-derivative financial liabilities: other payables and amounts due to related parties. Such financial liabilities are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortised cost using the effective interest method.

3.7.3 Derecognition

a. Financial assets

The Group/Company derecognised a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group/Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group/Company entered into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets were not derecognised.

b. Financial liabilities

The Group/Company derecognised a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group/Company also derecognised a financial liability when its terms are modified and the cash flows of the modified liability were substantially different, in which case a new financial liability based on the modified terms was recognised at fair value. On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) was recognised in profit or loss.

3.7.4 Offsetting

Financial assets and financial liabilities were offset and the net amount presented in the statement of financial position when, and only when, the Group/Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

3.8 Impairment of Assets

3.8.1 Financial assets (including receivables)

Financial instruments and contract assets

Loss allowances for trade receivables is always measured at an amount equal to lifetime Expected Credit Loss.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group/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 Group's/Company's historical experience and informed credit assessment and including forward-looking information.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group/Company expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

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Credit-impaired financial assets

At each reporting date, the Group/Company assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Presentation of allowance for ECL in the statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities at FVOCI, the loss allowance is charged to profit or loss and is recognised in OCI.

3.8.2 Impairment of Non-financial assets

The carrying amounts of the Group's/Company's non-financial assets such as deferred tax assets were 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. For intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount was estimated each year at the same time.
The recoverable amount of an asset or cash-generating unit was the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows were discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually were grouped together into the smallest group of assets that generates cash inflows from continuing use that were largely independent of the cash inflows of other assets.

An impairment loss is recognised if the carrying amount of an asset exceeds its estimated recoverable amount Impairment losses are recognized in profit or loss.

3.9 Fair Value Measurement

3.9.1 Use of assumptions and estimation uncertainty

A number of the Group's/Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Group/Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of SLFRS, including the level in the fair value hierarchy in which the valuations should be classified.

When measuring the fair value of an asset or a liability, the Group/Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- **Level 1:** quoted prices (unadjusted) in active markets for identical assets or liabilities.

- **Level 2:** inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

- **Level 3:** inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Group/Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

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3.10 Leases

3.10.1 As a lessee

At commencement or on modification of a contract that contains a lease component, the Group/Company allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Group/Company has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group / Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group/Company by the end of the lease term or the cost of the right-of-use asset reflects that the Group/Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's/Company's incremental borrowing rate. Generally, the Group/Company uses its incremental borrowing rate as the discount rate. The Group/Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.
Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group/Company is reasonably certain to exercise, lease payments in an optional renewal period if the Group/Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group/Company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's/Company's estimate of the amount expected to be payable under a residual value guarantee, if the Group/Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.The Group/Company presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment'.

Short-term leases and leases of low-value assets

The Group/Company has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Group/Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

3.10.2 As a lessor

At inception or on modification of a contract that contains a lease component, the Group/Company allocates the consideration in the contract to each lease component on the basis of their relative standalone prices.When the Group/Company acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.To classify each lease, the Group/Company makes an overall assessment of whether the lease transfers

substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group/Company considers certain indicators such as whether the lease is for the major part of the economic life of the asset.
When the Group/Company is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group /Company applies the exemption described above, then it classifies the sub-lease as an operating lease.
If an arrangement contains lease and non-lease components, then the Group/Company applies SLFRS 15 to allocate the consideration in the contract.

The Group/Company applies the derecognition and impairment requirements in SLFRS 9 to the net investment in the lease. The Group/Company further regularly reviews estimated unguaranteed residual values used in calculating the gross investment in the lease.
The Group/Company recognises lease payments received under operating leases as income on a straight line basis over the lease term as part of 'other revenue'.Generally, the accounting policies applicable to the Group/Company as a lessor in the comparative period were not different from SLFRS 16 except for the classification of the sub-lease entered into during current reporting period that resulted in a finance lease classification.

LIABILITIES AND PROVISIONS

Liabilities classified as Current Liabilities in the Statement of Financial Position are those obligations payable on demand or within one year from the Statement of Financial Position. Items classified as non-current liabilities are those obligations, which expire beyond a period of one year from the reporting date.

All known liabilities have been accounted for in preparing the Financial Statements. Provision and liabilities are recognized when the Group/Company has a legal or constructive obligation as a result of past events and it is probable that an outflow of economic benefits will be required to settle the obligation.

3.11 Employee benefits

a) Defined Contribution Plans – Employees' Provident Fund & Employees' Trust Fund

A defined contribution plan is a post- employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group/Company contributes 12% and 3% of gross emoluments of employees as Provident Fund and Trust Fund contribution respectively.

b) Defined Benefit Plan – Retiring Gratuity

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

As required by LKAS 19 - Employee Benefits, the Group/ Company has provided for gratuity liability based on an internally generated model using formula based on projected unit credit method as recommended by LKAS 19. However, under the Payment of Gratuity Act No. 12 of 1983, the liability to an employee arises only on completion of 5 years of continued service. The liability is not externally funded.

Remeasurement gains and losses

The re-measurements of the net defined benefit liability, which comprise remeasurement gains and losses, are recognized in Other Comprehensive Income.

c) Short-term benefits

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related services are provided.

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3.12 Provisions

A provision is recognized if, as a result of a past event, the Group/Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost. Trade and other payables are stated at their cost.

3.13 Contingencies and capital commitments

All discernible risks are accounted for in determining the amount of all known liabilities. The Company's share of any contingencies and capital commitments of a subsidiary for which the Company is also liable severally or otherwise are also included with appropriate disclosures. Contingent liabilities are possible obligations whose existence will be confirmed only by uncertain future events or present obligations where the transfer of economic benefit is not probable or cannot be reliably measured. Contingent liabilities are not recognized in the Statement of Financial Position but are disclosed unless they are remote.

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

3.14 Revenue recognition

Performance obligations and revenue recognition policies

Revenue is measured based on the consideration specified in a contract with a customer. The Company recognizes revenue when it transfers control over a good or service to a customer.

The following table provides information about the nature and timing of the satisfaction of performance obligations in contracts with customers, including significant payment terms, and the related revenue recognition policies.

Type of product/ service	Nature and timing of satisfaction of performance obligations, including significant payment terms	Revenue recognition under SLFRS 15
Foreign currency exchange (Buying and Selling)	The Service is transferred to the customer at the completion of its performance obligation which is when the foreign currency is exchanged.	SLFRS 15 established a comprehensive framework for determining whether, how much and when revenue is to be recognized. Under SLFRS 15, revenue is recognized when a customer obtains control of the goods or services. Determining the timing of the transfer of control is at a point in time.

3.15 Other income

Other income is recognized on an accrual basis.

3.16 Expenditure recognition

3.16.1 Operating expenses

Expenses are recognized in the statement of comprehensive income on the basis of a direct association between the cost incurred and the earning of specific items of income. All expenditure incurred in the running of the business and in maintaining the Property, plant & equipment in a state of efficiency has been charged to the statement of comprehensive income.

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3.16.2 Finance income and expenses

Interest income and expenses are recognised in profit or loss using the effective interest method. The effective interest rate is the rate that exactly discounts the estimated future cash receipts or payments through the expected life of the financial asset or liabilities (or, where appropriate, a shorter period) to the carrying amount of the financial asset or liabilities. When calculating the effective interest rate, the Group/Company estimates future cash flows considering all contractual terms of the financial instrument, but not future credit losses. The calculation of the effective interest rate includes all transaction costs and fees and points paid or received that are an integral part of the effective interest rate. Transaction costs include incremental costs that are directly attributable to the acquisition or issue of a financial asset or liability.

3.16.3 Borrowing Cost

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

3.17 Earnings per share

The Group/Company presents basic earnings per share (EPS) for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

3.18 Equity movements

a) Ordinary shares

The Group/ Company has issued ordinary shares that are classified as equity instruments. Incremental external costs that are directly attributable to the issue of these shares are recognised in equity, net of tax.

b) Optionally Convertible Cumulative Redeemable Preference Shares

Optionally Convertible Cumulative Redeemable Preference Shares that are denominated in the Group's / Company's own equity instruments are classified as equity when, in accordance with LKAS 32, they do not create a contractual obligation to deliver cash or another financial asset on principal amount and can be settled by issuing a fixed number of the Group's/Company's own equity instruments. On initial recognition, proceeds received net of directly attributable transaction costs are presented in equity.

c) Dividends on Optionally Convertible Cumulative Redeemable Preference Shares

Dividends on Optionally Convertible Cumulative Redeemable Preference Shares that are classified as equity are accounted for in the same manner as discretionary dividends on ordinary equity shares.

4. STATEMENT OF CASHFLOWS

The Cash Flow Statement has been prepared using the Indirect Method of preparing Cash Flows in accordance with the Sri Lanka Accounting Standard (LKAS) 7, Cash Flow Statements.

Cash and cash equivalents comprise short term, highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value. The cash and cash equivalents include cash in-hand, balances with banks and short term deposits with banks. For cash flow purposes, cash and cash equivalents are presented net of bank overdrafts.

5. NEW ACCOUNTING STANDARDS

The Institute of Chartered Accountants of Sri Lanka (CA Sri Lanka) has issued several new accounting standards and amendments/improvements to existing standards. These new standards are set to become effective in the forthcoming years. Early application of these standards is allowed, but the Company has not early adopted any new or amended standards in the preparation of these financial statements.

5.1 Sri Lanka Accounting Standard – SLFRS 18 on "Presentation and Disclosure in Financial Statements" (SLFRS 18)

SLFRS 18 is a new accounting standard for presentation and disclosure in Financial Statements with effect from January 01, 2027. SLFRS 18 will replace the Sri Lanka Accounting Standard – LKAS 1 on "Presentation of Financial Statements" and applies to the Company from January 01, 2027. The new accounting standard introduces the following key new requirements.

• Entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely operating, investing, financing, discontinue operations and income tax categories. Entities are also required to present a newly defined operating profit sub totals, Entities' net profit will not change .
• Management-defined performance measures (MRMs) are disclosed in a single note in the financial statements.
• Enhanced guidance is provided on how to group information in the financial statements.

In addition, all entities are required to use the operating profit subtotals as the starting point for the statements of cashflows when presenting operating cashflows under indirect method.

The Company/Group is still in the process of assessing the impact of the new accounting standards, particularly with respect to the structure of the Company's/Group's statement of profit or loss, the statement of cashflows and the additional disclosures required for MPMs. The Company/Group is also assessing the impact on how information is grouped in the financial statements including items currently labelled as 'other".

For the year ended 31st March	Company 2026 Rs.	Company 2025 Rs.	Group 2026 Rs.	Group 2025 Rs.
6. Revenue				
Foreign currency trading	166,074,679	176,952,885	166,074,679	176,952,885
Commission on encashment trading	54,166,124	55,366,005	54,166,124	55,366,005
	220,240,803	**232,318,890**	**220,240,803**	**232,318,890**

6.1 The Group's/Company's revenue include income earned through dealing with foreign currency trading and commission income earned on the transactions. Revenue from contracts with customers is disaggregated by the timing of revenue recognition as follows:

Disagregation of revenue from contracts with customers				
Services transferred at a point in time	**220,240,803**	**232,318,890**	**220,240,803**	**232,318,890**

6.2 Despite the increase in tourist arrivals during the year, the Company recorded a decline in foreign currency trading revenue compared to the previous year. This was primarily attributable to the relative stability of exchange rates maintained by the Central Bank of Sri Lanka (CBSL) during the financial year, which resulted in reduced volatility and narrower margins between the Company's retail exchange rates and CBSL reference rates, particularly for major currencies such as the USD and INR. In addition, lower foreign currency trading volumes arising from changes in customer behaviour, increased adoption of digital payment methods, and evolving travel spending patterns further impacted transaction activity. Consequently, the Company recorded lower gains from foreign exchange transactions, despite the increase in volume of tourism-related currency conversions.

The subsidiary Luxe Asia (Pvt) Ltd, has suspended its business operations from January 2022 due to drop in business in the tourism sector as the resultant implications of COVID outbreak and economic conditions. The Subsidiary has not recommenced operations since then and therefore the Subsidiary has not generated any revenue during the year.

7. Administrative and other operating expenses				
Auditor's remuneration - Audit fee	1,085,000	980,000	1,760,792	1,471,250
Director's fees and emoluments	-	-	-	-
Depreciation and amortization (Note 13 & 14)	5,965,736	5,121,939	5,965,736	5,601,081
Professional service cost (Note 7.1)	4,915,125	2,956,330	4,985,125	3,032,266
Staff expenses (Note 7.2)	48,179,343	49,084,986	51,659,602	66,709,151
Other expenses (Note 7.3)	313,926,244	271,494,672	314,092,081	272,607,985
Group resource cost (Note 7.4)	-	8,568,488	-	8,568,488
	374,071,448	**338,206,415**	**378,463,335**	**357,990,221**

7.1 Professional service costs increased during the year primarily due to concurrent audit services engaged from Lovi Mehrotra & Associates, together with professional fees incurred for valuation and technical assessment relating to the OCCRPS share issue agreement, for which professional fees were paid to Deloitte. In addition, the increase was attributable to expenses incurred in relation to SSCL and WHT return preparation, as well as costs associated with handling tax audits with the Inland Revenue Department.

7.2 Staff expense				
Salaries, wages and bonus	31,245,904	32,155,712	31,245,904	32,155,712
Define benefit plan cost (Note 24.2.1)	1,495,943	1,553,692	1,495,943	1,553,692
Employees' Provident Fund (Note 24.1)	4,485,901	4,462,421	4,485,901	4,462,421
Employees' Trust Fund (Note 24.1)	894,040	866,608	894,040	866,608
Others staff related expenses (Note 7.2.1)	10,057,555	10,046,554	10,057,555	10,046,554
Labour compensastion (Note 7.2.2)	-	-	3,480,259	17,624,165
	48,179,343	**49,084,986**	**51,659,602**	**66,709,151**

7.2.1 This primarily relates to staff welfare expenditures, staff travel expenses, and executive rental expenses.

7.2.2 Labour compensation relates to Case No. CA (Writ) Appeal 95/2022 filed by the subsidiary, Luxe Asia (Pvt) Ltd in the Court of Appeal, challenging the order issued by the Commissioner General of Labour on 31 December 2021 under reference No. TEU/14/2021, which directed the subsidiary to pay Rs. 20,249,098/- as compensation to nineteen employees. At the hearing held on 30 May 2025, the subsidiary submitted a Bank Draft amounting to Rs. 17,624,165/- to the Court of Appeal. Accordingly, a provision of Rs.17,624,165/- was made in the prior year under Group Administrative expenses. As the terms of the settlement were fulfilled, the Court permitted the withdrawal of the application, and the matter is now considered to be closed.Accordingly, the payment made during the year has been setted off against the related provision made in the prior year.

During the year, the subsidiary, Luxe Asia (Pvt) Ltd paid Rs.3,480,259 which relates to Case No. CA (Writ) Appeal 94/2022 as compensation to the seven employees named Randika Tharmasiri Dissanayake, Nivanthika Lakmali, Roshen Mary Shilanka Dias, Nipunika Shirunki Fernando, Arshak Akeel Irfaan, Suraj Kanishka Fernando, and Mohomed Shakir Hussain Zameena Farveen after negotiating for a settlement.

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For the year ended 31st March,	Company 2026 Rs.	Company 2025 Rs.	Group 2026 Rs.	Group 2025 Rs.
7. Administrative and other operating expenses (Cont.)				
7.3 Other expenses				
Office rent expenses (Note 7.3.1)	288,855,876	245,600,105	288,855,876	246,544,105
IT Expenses (Note 7.3.2)	1,553,767	6,274,181	1,553,767	6,274,181
Internet Expenses	3,113,647	3,130,228	3,113,647	3,130,228
Others (Note 7.3.3)	20,402,954	16,490,158	20,568,791	16,659,471
	313,926,244	**271,494,672**	**314,092,081**	**272,607,985**

7.3.1 This primarily comprises the rent payments made by Thomas Cook Lanka (Pvt) Ltd for the counters at Arrival and departure terminals at the Bandaranayake International Airport. SLFRS 16 has not been applied to the above mentioned balances because the asset is not identifiable and falls under the exemption criterion.

The overall increase in rent expense during the year was primarily due to higher rental charges for both counters compared to the previous year.

7.3.2 IT expenses include costs incurred by the immediate parent company, Thomas Cook India Limited, on behalf of Thomas Cook Lanka (Pvt) Ltd, relating to board meeting packages, Mudra screening, and SAP and Mudra software charges. In addition, IT-related expenses comprise Microsoft 365 subscription charges, procurement of USB devices and laptop power cables, Windows installation costs, and mechanical service charges.

During the year, Thomas Cook India Limited (the Parent Company) did not reimburse cost allocations previously charged to Thomas Cook Lanka (Pvt) Ltd in respect of Mudra screening, SAP and Mudra software charges, due to its loss-making position. Accordingly, no IT cost reimbursements were received from the Parent Company, and no such costs were recognised during the current year.

7.3.3 This includes mainly printing and packaging, electricity expenses, other Insurance and other miscellaneous expenses.

7.4 Group Resources cost includes expenses incurred by the immediate parent Company Thomas Cook India Limited on behalf of Sri Lankan companies.

During the year, Group resource costs were nil as the Parent Company did not allocate shared service costs to the Company after December 2024, considering its loss-making position. Accordingly, no Group resource costs were recognised during the current year.

8. Other income				
Other income (Note 8.1)	3,294,458	2,977,808	3,294,458	2,977,808
Interest income from refundable deposit	166,326	199,710	166,326	199,710
Disposal Gain on PPE	-	-	-	208,311
	3,460,784	**3,177,518**	**3,460,784**	**3,385,829**

8.1. This represents incentive income earned from Global Payment Services and Dynamic Currency Conversion (DCC) transactions during the year. Incentive income increased compared to the previous year, primarily due to higher transaction volumes driven by increased tourist arrivals and changing customer payment preferences, with a greater proportion of customers opting for Dynamic Currency Conversion and other global payment solutions.

	Company 2026 Rs.	Company 2025 Rs. Restated	Group 2026 Rs.	Group 2025 Rs. Restated
9. Net finance (expense) / income				
Finance income				
Interest income from fixed deposits	11,454,000	11,537,848	11,454,000	11,537,848
Foreign exchange gain (Note 9.1)	-	9,839,119	-	9,839,119
	11,454,000	**21,376,967**	**11,454,000**	**21,376,967**
Finance expenses				
Bank charges	725,377	714,760	745,977	733,660
Interest on overdraft	3,813,878	2,943,446	3,813,878	2,943,446
Interest on ROU assets	636,124	390,491	636,124	390,491
Foreign exchange loss (Note 9.1)	10,337,460	-	10,335,772	426
Interest on related party loans (Note 9.2)	16,356,098	8,909,226	16,356,098	8,909,226
	31,868,937	**12,957,923**	**31,887,849**	**12,977,249**
Net finance (expense) / income	**(20,414,937)**	**8,419,044**	**(20,433,849)**	**8,399,718**

9.1. The exchange loss relates to foreign exchange differences on USD and INR denominated related party balances with Thomas Cook India Limited (the Parent Company), arising from the retranslation of balances at year-end exchange rates. The loss was mainly driven by a decline in exchange rates compared to the previous year, resulting in an overall unrealised foreign exchange loss, whereas a gain was recognised in the prior year due to favourable movements.

9.2. Interest expense on related party loans increased during the year primarily due to the drawdown of a new loan from Thomas Cook (India) Limited amounting to USD 380,886 (LKR (equivalent to Rs. 115,678,692/-), received in tranches of USD 100,325 on 23 July 2025, USD 182,992 on 19 September 2025, and USD 97,569 on 06 February 2026. The increase in the average outstanding borrowing balance during the year resulted in higher interest expense, notwithstanding a reduction in the average interest rate from 7.25% in the previous year to 6.15% in the current year.

The accrued interest income for the current year on the loan granted to the Subsidiary Luxe Asia (Pvt) Limited was reversed based on the confirmation issued by the Board of the Company on 20 July 2026 stating that the interest accured can be reversed by the Subsidiary on the basis that the Subsidiary is in a dormant condition and unable to generate any income during the year (Refer to section 18.1.2 for further details).

9.3. During the year, no finance cost was recognised in respect of the Optionally Convertible Cumulative Redeemable Preference Shares (OCRPS) issued on 25 June 2024 amounted Rs.50Mn, as the instrument has been reclassified as equity in accordance with LKAS 32 Financial Instruments: Presentation. Accordingly, returns to holders have been treated as equity distributions (dividends) and not recognised as finance costs in profit or loss (Note 23 – Redeemable preference shares (equity) and Note 27 – Dividend payable on Preference Shares). Comparative information for the year ended 31 March 2025 has been restated as explained in Note 31 to these financial statements.

10. Impairment Charges for other losses				
Impairment on Receivable From Luxe Asia (Note 18.1.1)	21,959,399	2,367,368	-	-
Impairment on Receivable From Sita (Note 18.2.1)	652,532	318,959	652,532	318,959
Impariement Reversal on Equity Accounted Investment (Note 16)	-	-	(61,911)	(165,039)
	22,611,931	**2,686,327**	**590,621**	**153,920**

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For the year ended 31st March,	Company 2026 Rs.	Company 2025 Rs.	Group 2026 Rs.	Group 2025 Rs.
11. Income tax Expenses/(Reversal)				
Current tax expense/(reversal)				
Current year tax expense	-	-	-	-
Under provision in respect of prior years	-	-	-	-
	-	-	-	-
Deferred tax expense/(reversal)				
Deferred tax asset (origination)/ reversal (Note 25.1)	995,622	(916,572)	995,622	(916,572)
Deferred tax liability origination/(reversal) (Note 25.2)	(1,019,005)	805,490	(1,019,005)	805,490
Net deferred tax reversal	**(23,383)**	**(111,082)**	**(23,383)**	**(111,082)**

	Company 2026 Rs.	Company 2025 Rs. Restated	Group 2026 Rs.	Group 2025 Rs. Restated
11.1 Reconciliation of the accounting profit / (loss) and the income tax expense / (Reversal)				
Loss before taxation	(193,396,729)	(96,977,290)	(175,848,129)	(114,204,743)
Disallowable expenses	74,454,742	30,310,805	52,495,343	50,335,627
Allowable expenses	(25,745,625)	(28,088,782)	(25,745,625)	(28,297,093)
Total statutory income from Business	(144,687,612)	(94,755,267)	(149,098,411)	(92,166,209)
Investment income	11,454,000	11,537,848	11,454,000	11,537,848
Total Assessable income	(133,233,612)	(83,217,419)	(137,644,411)	(80,628,361)
Less: Set off against brought forward tax losses (Investment Income)	(11,454,000)	(11,537,848)	(11,454,000)	(11,537,848)
Tax Loss	(144,687,612)	(94,755,267)	(149,098,411)	(92,166,209)
Total income tax expense for the year	-	-	-	-

The comparative figures presented in the tax reconciliation for the year ended 31 March 2025 have been revised to reflect corrections identified during the current year related to preference share issue. Accordingly, certain comparative amounts in the above reconcialtion have been restated to ensure consistency with the restatement. These revisions have no impact on the total income tax expense.

11.2 Reconciliation of tax losses				
Balance as at 1 April	(167,155,819)	(74,270,565)	(184,651,904)	(82,817,859)
Add : Tax loss for the year	(144,687,612)	(94,755,267)	(149,098,411)	(103,704,057)
Tax losses claimed during the year	11,454,000	11,537,848	11,454,000	11,537,848
Tax loss expired during the year	-	-	22,640,283	-
Less: Reassessment of tax losses on tax return (Note 11.2.1)	(5,248,831)	(9,667,836)	(5,232,831)	(9,667,836)
Balance as at 31 March	**(305,638,262)**	**(167,155,819)**	**(304,888,862)**	**(184,651,904)**

11.2.1. During the year, the Company reassessed its brought-forward tax losses. Accordingly, an adjustment of Rs.5,248,831/- has been recognised in the current year to reflect the availability of such losses for set-off against future taxable income. This adjustment has been presented separately as "Reassessment of tax losses" in the reconciliation of tax losses above.

11.3 Amount recognised in OCI				
Deferred tax impact on defined benefits plan actuarial gains	(23,383)	(111,082)	(23,383)	(111,082)
	(23,383)	**(111,082)**	**(23,383)**	**(111,082)**

11.4 Corporate income tax rate applicable for the year

As provided for in LKAS 12 - Income taxes, deferred tax assets and liabilities should be measured at the tax rate that are expected to be applied in the period in which the asset will be realized or the liability will be settled, based on the tax rate (and tax laws) that have been enacted or substantively enacted by the reporting date.

The Company applied tax rate of 30% for the computation of current tax and deferred tax for the current year.

The applicable tax rates for the Group are as follows;	2026	2025
Thomas Cook Lanka (Pvt) Ltd	30%	30%
Lux Asia (Pvt) Ltd	30%	30%

For the year ended 31st March,	Company 2026 Rs.	Company 2025 Rs. Restated	Group 2026 Rs.	Group 2025 Rs. Restated
12. Loss per share				
Calculation of loss per share is based on the net loss attributable to ordinary shareholders divided by the weighted average number of ordinary shares outstanding as during the year.				
Loss attributable to equity holders of the Company/ Group	(193,373,346)	(96,866,208)	(175,770,187)	(114,093,661)
Weighted average number of ordinary shares (Note 22)	10,767,978	10,767,978	10,767,978	10,767,978
	(17.96)	**(9.00)**	**(16.32)**	**(10.60)**

As at 31st March,

13. Property , Plant & Equipment

13.1 Company

Cost	Office Equipment Rs.	Furniture & Fittings Rs.	Computer Hardware Rs.	Right-of-use Assets Rs.	Total 2026 Rs.	Total 2025 Rs.
Balance as at 1 April	6,247,653	25,823,785	10,534,632	8,421,139	51,027,209	54,614,077
Opening balance adjustment	-	-	-	-	-	(8,037,496)
Derecognition (Expired)	-	-	-	(1,563,951)	(1,563,951)	(5,838,116)
Additions during the year	96,000	-	-	2,330,312	2,426,312	10,288,744
Balance as at 31 March	**6,343,653**	**25,823,785**	**10,534,632**	**9,187,500**	**51,889,570**	**51,027,209**
Accumulated Depreciation						
Balance as at 1 April	3,689,812	13,714,459	9,374,722	2,503,083	29,282,076	36,481,146
Opening balance adjustment	-	-	-	-	-	(6,482,892)
Derecognition (Expired)	-	-	-	(1,563,951)	(1,563,951)	(5,838,116)
Charge for the year	274,840	1,245,068	312,317	4,133,511	5,965,736	5,121,939
Balance as at 31 March	**3,964,652**	**14,959,527**	**9,687,039**	**5,072,643**	**33,683,861**	**29,282,076**
Carrying amount						
As 31 March 2026	**2,379,001**	**10,864,258**	**847,593**	**4,114,857**	**18,205,709**	
As 31 March 2025	**2,557,841**	**12,109,326**	**1,159,910**	**5,918,056**		**21,745,133**

13.2 Group

Cost	Motor Vehicles Rs.	Office Equipment Rs.	Furniture & Fittings Rs.	Computer Hardware Rs.	Right-of-use Assets Rs.	Total 2026 Rs.	Total 2025 Rs.
Balance as at 1 April	235,990	6,504,667	27,920,485	18,004,618	8,421,139	61,086,898	72,142,063
Opening balance adjustment	-	-	-	-	-	-	(8,037,496)
Derecognition (Expired) during the year	-	-	-	-	(1,563,951)	(1,563,951)	(5,838,116)
Additions during the year	-	96,000	-	-	2,330,312	2,426,312	10,288,744
Disposal during the year	-	-	-	-	-	-	(7,468,296)
Balance as at 31 March	**235,990**	**6,600,667**	**27,920,485**	**18,004,618**	**9,187,500**	**61,949,259**	**61,086,898**
Accumulated Depreciation							
Balance as at 1 April	235,990	3,946,826	15,811,158	16,844,708	2,503,083	39,341,765	53,308,011
Opening balance adjustment	-	-	-	-	-	-	(6,482,892)
Derecognition (Expired) during the year	-	-	-	-	(1,563,951)	(1,563,951)	(5,838,116)
Charge for the year	-	274,840	1,245,068	312,317	4,133,511	5,965,736	5,601,081
Disposal during the year	-	-	-	-	-	-	(7,246,318)
Balance as at 31 March	**235,990**	**4,221,666**	**17,056,226**	**17,157,025**	**5,072,643**	**43,743,550**	**39,341,765**
Carrying amount							
As 31 March 2026	**-**	**2,379,001**	**10,864,258**	**847,593**	**4,114,857**	**18,205,709**	
As 31 March 2025	**-**	**2,557,841**	**12,109,326**	**1,159,910**	**5,918,056**		**21,745,133**

13.3 The Board has carried out an assessment of the recoverable value of Property, plant, and equipment, taking into consideration the status of business operations. Accordingly, no impairment provision was required as at the reporting date.

13.4 The remaining useful lives of the ROUA range from 9 months to 14 months.

As at 31st March,

	Company		Group	
	2026 Rs.	2025 Rs.	2026 Rs.	2025 Rs.
14. Intangible assets				
Computer software (Note 14.1)	-	-	-	-
Goodwill (Note 14.2)	-	-	-	-
	-	-	-	-
14.1 Computer software				
Cost				
Balance as at 1 April	10,973,975	10,973,975	10,973,975	14,031,296
Additions during the year	-	-		-
Balance as at 31 March	**10,973,975**	**10,973,975**	**10,973,975**	**14,031,296**
Amortization				
Balance as at 1 April	10,973,975	10,973,975	10,973,975	14,031,296
Charge for the year	-	-		-
Balance as at 31 March	**10,973,975**	**10,973,975**	**10,973,975**	**14,031,296**
Carrying amount as 31 March	-	-	-	-

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As at 31st March,

14.2 Provision for impairment of Goodwill

The Group has recognized a goodwill of Rs. 77,114,785 as a result of acquisition of subsidiary Luxe Asia (Pvt) Ltd in 2017.

As required by LKAS 36 - "Impairment of Assets", goodwill is tested for impairment on annual basis and assessed for any indication of impairment as at each reporting date to ensure that carrying amount does not exceed the recoverable amount. Accordingly, the Board of Directors of the Group/ Company conducted an assessment and concluded that goodwill had to be impaired as the Investment in Luxe Asia (Pvt) Ltd financial has been also impaired in full. Accordingly the Goodwill recognized was fully impaired in 2022.

	Group	
	2026	2025
	Rs.	Rs.
Balance as at 1 April	77,114,785	77,114,785
Allowance for impairment	(77,114,785)	(77,114,785)
Balance as at 31 March	-	-

15. Investment in subsidiary - Luxe Asia (Pvt) Ltd

As at 31st March,	Company	
	2026	2025
	Rs.	Rs.
Balance as at 1 April	73,975,000	73,975,000
Allowance for impairment (Note 15.1)	(73,975,000)	(73,975,000)
Balance as at 31 March	-	-

15.1 Allowance for impairment

Balance as at 1 April	73,975,000	73,975,000
Charge during the year	-	-
Balance as at 31 March	73,975,000	73,975,000

The investment in Subsidiary was fully impaired in 2022 following the temporary cessation of operation.

The Subsidiary has incurred a net loss of Rs. 4,410,800/- for the year ended 31 March 2026 (2025 - Rs. 19,610,822/-), and as of that date the Subsidiary's accumulated loss was Rs. 277,977,562/- (2025 - Rs. 273,566,762/-). Further the Subsidiary current liabilities exceeded the current assets by Rs. 75,843,624/- (2025 - Rs.93,392.221/-) and its total liabilities exceeded its total assets by Rs. 247,977.562/- (2025 - Rs. 243,566,762/-).The Subsidiary is also facing a serious loss of capital situation under Sec 220 of the Companies Act No.07 of 2007.

The Subsidiary has temporarily ceased business operations due to the prevailing economic conditions and continuing impact of COVID 19 outbreak on Tourism related activities in the country.Although these conditions indicated material uncertainty on the ability of the Subsidiary to continue as a going concern, the Board of Directors are of the view that the business operations of the Subsidiary will be revived in the future years and the Subsidiary will continue as a going concern. As the parent Thomas Cook (India) Limited has provided a letter of comfort dated 20 July 2026 confirming their intention to provide adequate financial support to the Subsidiary as is necessary to ensure its continuing operation for a period of at least 12 months following the date of approval of the financial statements and if and when the Subsidiary is unable to settle its liabilities to other parties when they fall due.

As at 31st March,	Company		Group	
	2026	2025	2026	2025
	Rs.	Rs.	Rs.	Rs.
16. Equity-accounted investee - Sita World Travel Lanka (Pvt) Ltd				
Balance as at 1 April	-	-	-	-
Share of loss after tax (Note 16.2)	-	-	(61,911)	(165,039)
Reversal of impairment (Note 16.1)	-	-	61,911	165,039
Balance as at 31 March	-	-	-	-

Sita World Travel Lanka (Pvt) Limited, is a company incorporated in Sri Lanka, to set up and carry out travel agent activities, and the Company acquired 24% stakes of Sita World Travel Lanka (Pvt) Limited on August 12, 2016 from Jetwing's Travels (Private) Limited, which gives the significant influence over the Component.

16.1 Allowance for impairment -Equity-accounted investee

Balance as at 1 April	4,095,436	4,260,475
Reversal during the year (Note 16.1.1)	(61,911)	(165,039)
Balance as at 31 March	**4,033,525**	**4,095,436**

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As at 31st March,

16. Equity-accounted investee - Sita World Travel Lanka (Pvt) Ltd (Cont.)

16.1 Allowance for impairment (Cont.)

Audited financial statements of Sita World Travel Lanka (Pvt.) Limited (Associate Company) carried an Emphasis of Matter for going concern ability as the Company has reported a net loss of Rs. 257,962/- for the year ended 31st March 2026 (2025 - Rs. 687,664/-). As at the reporting date, the Associates' accumulated loss amounted to Rs. 46,843,653/- (2025 - Rs. 46,585,691/-). Further the Associate Company has ceased its business operations from October 2018. The above facts indicate the existence of uncertainty which may cast significant doubt about the Associates' ability to continue as a going concern, The board of directors of the Associates' are of the view that the indications will have an impact of entity to continue as a going concern. Accordingly, the Board of Directors of Thomas Cook Lanka (Pvt) Ltd is of the view that full provision is required in the current financial statements. Accordingly carrying value of Sita World Travel Lanka (Pvt) Ltd has been fully impaired.

16.1.1 Further, since Sita World Travel Lanka (Pvt.) Limited recorded a net loss for the year, the impairment provision that was previously provided was reversed up to the Group's share of total comprehensive income. This has been recognised in the profit or loss for the year.

16.2 Summarize financial information in Investment in Associate

Carrying amount of Investment in Associate

Financial Position of Equity Accounted Investee

	Group	
	2026	**2025**
	Rs.	**Rs.**
Non Current Assets	-	-
Current Assets	56,052	56,052
Non-Current Liabilities	-	-
Current Liabilities	(1,299,467)	(1,041,506)
Net Liabilities	**(1,243,415)**	**(985,453)**
Preference shares related to Travel Corporation India (Pvt) Ltd	(43,100,238)	(43,100,238)
Net liabilities related to equity holders of the Company	**(44,343,653)**	**(44,085,691)**
Percentage ownership interest	24%	24%
Group's share of net liability	(10,642,477)	(10,580,566)
Goodwill	14,676,002	14,676,002
Allowance for impairment (Note 16.1)	(4,033,525)	(4,095,436)
Carrying value of interest in equity accounted investee	-	-

Group's share of comprehensive income

Financial Performance of Equity Accounted Investee

Income	-	-
Expenses	(257,962)	(687,664)
Loss for the year, net of tax	**(257,962)**	**(687,664)**
Total comprehensive income/(loss) for the year	**(257,962)**	**(687,664)**
Group's share of total comprehensive income/(loss) (24%)	**(61,911)**	**(165,039)**

As at 31st March,	Company		Group	
	2026	**2025**	**2026**	**2025**
	Rs.	**Rs.**	**Rs.**	**Rs.**
17. Other investments				
Investment in fixed deposits	138,000,000	137,433,045	138,000,000	137,433,045
Interest receivable	11,454,000	362,392	11,454,000	362,392
Total other Investments	**149,454,000**	**137,795,437**	**149,454,000**	**137,795,437**

As at 31st March,

17.1 The Company/Group have pledged following fixed deposit investments with Sampath Bank PLC to obtain bank guarantees.

Bank Name	Fixed Deposit Number	Maturity Date	Fixed deposit amount	Guarantee amount
Bank guarantees obtained in favor of Airport and Aviation Services Pvt. Ltd (Bandaranayake International Airport) for,				
Sampath Bank PLC	208818388474	1-Apr-26	10,000,000	10,000,000
Sampath Bank PLC	208818388466	1-Apr-26	35,000,000	35,000,000
Sampath Bank PLC	208818388483	1-Apr-26	8,000,000	8,000,000
Sampath Bank PLC	208818388477	1-Apr-26	10,000,000	10,000,000
Sampath Bank PLC	208818388473	1-Apr-26	25,000,000	25,000,000
Sampath Bank PLC	208818388468	1-Apr-26	25,000,000	25,000,000
Sampath Bank PLC	208818388470	1-Apr-26	25,000,000	25,000,000
			138,000,000	**138,000,000**

As at 31st March,	Company 2026 Rs.	Company 2025 Rs.	Group 2026 Rs.	Group 2025 Rs.
18. Amount due from related companies				
Luxe Asia (Pvt) Ltd (Note 18.1)	-	-	-	-
Sita World Travel Lanka (Pvt) Ltd (Note 18.2)	-	-	-	-
	-	-	-	-
18.1 Amount due from Luxe Asia (Pvt) Ltd				
Balance as at 1 April	150,174,541	147,807,173	-	-
Loans granted during the year (Note 18.1.2)	21,959,399	2,367,368	-	-
Interest charged on loan receivable	17,213,394	15,017,454	-	-
Reversal of interest charged on loan receivable (Note 18.1.2)	(17,213,394)	(15,017,454)	-	-
	172,133,940	**150,174,541**	-	-
Allowance for impairment (Note 18.1.1)	(172,133,940)	(150,174,541)	-	-
Balance as at 31 March	-	-	-	-
18.1.1 Allowance for impairment				
Opening Balance	150,174,541	147,807,173	-	-
Impairment loss during the year (Note 18.1.3)	21,959,399	2,367,368	-	-
Allowance for impairment as at 31 March	**172,133,940**	**150,174,541**	-	-
18.2 Amount due from Sita World Travel Lanka (Pvt) Ltd				
Balance as at 1 April	318,959	-	318,959	-
Loans granted during the year (Note 18.2.2)	652,532	318,959	652,532	318,959
	971,491	**318,959**	**971,491**	**318,959**
Allownace for Impairment (Note 18.2.1)	(971,491)	(318,959)	(971,491)	(318,959)
Balance as at 31 March	-	-	-	-
18.2.1 Allowance for impairment				
Opening Balance	318,959	-	318,959	-
Impairment loss during the year (Note 18.2.1.1)	652,532	318,959	652,532	318,959
Allowance for impairment as at 31 March	971,491	318,959	971,491	318,959

18.1.2 Since the Luxe Asia (Pvt) Ltd has suspended operations since January 2022, Thomas Cook Lanka (Pvt) Ltd has provided funding for its day-to-day expenses, and this funding has been converted into a loan.

During the year, the Company granted a loan of Rs. 21,959,399/- to Luxe Asia (Pvt) Ltd (Subsidiary), comprising amounts paid on behalf of the subsidiary, including labour compensation of approximately Rs. 21.1 million as disclosed in Note 7.2.2, together with audit fees, secretarial fees, and document storage charges. The loan was initially granted at an interest rate of 10%. However, The Board of Thomas Cook Lanka (Private) Limited has taken a decision to write off the interest on loan given to the Luxe Asia (Pvt) Ltd. The said Board confirmation was dated 20 July 2026. Accordingly, interest income accrued on loan provided to Luxe Asia (Pvt) Ltd has been reversed. Further, the said loan granted during the year has been fully impaired as there is an uncertainty over recoverability due to the subsidiary Luxe Asia Pvt Ltd's dormant status and suspension of operations.

18.1.3 The Company recognized an impairment of Rs. 21,959,399/- during the year in relation to the amount receivable from Luxe Asia (Pvt) Ltd. The impairment was recorded due to uncertainty over the recoverability of the balance, as the related party has remained dormant.

18.2.1. The Company recognized an impairment of Rs. 652,532/- during the year in relation to the amount receivable from Sita World Travel Lanka (Pvt) Ltd. The impairment was recorded due to uncertainty over the recoverability of the balance, as the related party has remained dormant.

18.2.2 A Loan of Rs.652,532 /- granted during the year includes Audit fee, secretarial fees and legal fees for Sita World Travel Lanka (Pvt) Limited. As there is an uncertainty over recoverability, the said amount has been imapired during the year.

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As at 31st March,	Company		Group	
	2026 Rs.	2025 Rs.	2026 Rs.	2025 Rs.
19. Current taxation				
Balance as at the beginning of the year	1,343,491	1,343,491	1,210,878	1,210,878
Provision/(reversal) for the year (Note 11)	-	-	-	-
Balance as at the end of the year	**1,343,491**	**1,343,491**	**1,210,878**	**1,210,878**
20. Other receivables				
Other receivable (Note 20.1)	16,706,792	13,684,742	16,706,792	13,684,742
Total other receivables	**16,706,792**	**13,684,742**	**16,706,792**	**13,684,742**

20.1 Other receivables mainly comprise security deposits, withholding tax (WHT) receivables, refundable lease deposits, and salary advances. The increase in Other Receivables during the year was primarily attributable to refundable deposits amounting to Rs. 10 million paid in relation to the Bandaranaike International Airport arrival terminal bidding process, together with an advance payment of Rs. 2 million made for counter construction works at the Bandaranaike International Airport.

21. Cash and cash equivalents				
Cash in Hand				
- Sri Lankan rupees	39,577,338	13,192,878	39,577,338	13,192,878
- Foreign Currencies	16,403,854	29,531,417	16,403,854	29,531,417
Cash at Bank	1,018,922	56,045,634	1,477,251	56,522,875
	57,000,114	**98,769,929**	**57,458,443**	**99,247,170**
Bank Overdraft	(41,945,889)	(51,181,609)	(41,945,889)	(51,181,609)
Cash and cash equivalents as per the Statement of Cash Flows	**15,054,225**	**47,588,320**	**15,512,554**	**48,065,561**
22. Stated capital				
10,767,978 Ordinary Shares	**107,679,780**	**107,679,780**	**107,679,780**	**107,679,780**

31st March,	Company		Group	
	2026 Rs.	2025 Rs. Restated	2026 Rs.	2025 Rs. Restated
23. Redeemable preference shares - Equity				
5,000,000 Preference Shares	**50,000,000**	**50,000,000**	**50,000,000**	**50,000,000**

On 25 June 2024, the Company issued 5,000,000 Optionally Convertible Cumulative Redeemable Preference Shares (OCRPS) for cash consideration of Rs. 50,000,000/-. In the prior year, these were recorded as a compound financial instrument comprising a liability component of Rs. 46,113,777/- and an equity component of Rs. 3,886,223/-, and related finance costs of Rs. 5,329,600/- were recognised in profit or loss in the absence of a complete documentation. In the current year, following a reassessment of the contractual terms of the formal shareholder agreement dated 28th March 2024 in accordance with LKAS 32, the OCRPS have been determined to be equity instruments, as the Company has no contractual obligation to deliver cash and may settle the instrument by issuing a fixed number of its own ordinary shares (3:1) anytime in the next 20 years at the decreation of the issuer, the Company. Accordingly, the comparative information has been restated to recognise the total consideration amount of Rs. 50,000,000/- under equity, reverse the previously recognised liability and finance costs, and treat returns to holders as equity distributions; accrued but unpaid dividends are presented as "Dividend payable on Preference Shares" (Note 27), and no finance cost has been recognised in profit or loss (Note 9 and Note 31). Accordingly, the closing balance of preference share equity as at 31 March 2026 has been restated to Rs. 50,000,000/-.

24. Employee benefits

24.1 Defined contribution plans

Following contributions have been made to Employee Provident Fund and Employee Trust Fund during the year.

For the year ended 31st March	Company		Group	
	2026 Rs.	2025 Rs.	2026 Rs.	2025 Rs.
Employees' Provident Fund				
Employers' contribution	4,485,901	4,462,421	4,485,901	4,462,421
Employees' contribution	2,611,541	2,559,951	2,611,541	2,559,951
Employees' Trust Fund	894,040	866,608	894,040	866,608

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24.2 Defined benefit plan - Gratuity				
Balance as at the beginning of the year	9,221,852	8,200,851	9,221,852	8,200,851
Provision recognized during the year in profit or loss (Note 24.2.1)	1,495,943	1,553,692	1,495,943	1,553,692
Remeasurement gain during the year (Note 24.2.2)	(77,942)	(370,275)	(77,942)	(370,275)
	10,639,853	**9,384,269**	**10,639,853**	**9,384,269**
Payments during the year	(1,614,145)	(162,418)	(1,614,145)	(162,418)
Balance as at 31 March	**9,025,708**	**9,221,852**	**9,025,708**	**9,221,852**
24.2.1 Provision recognized in profit or loss				
Current service costs	734,490	680,185	734,490	680,185
Interest costs	761,453	873,507	761,453	873,507
	1,495,943	**1,553,692**	**1,495,943**	**1,553,692**
24.2.2 Provision recognized in the other comprehensive income				
Remeasurement gain during the year	(77,942)	(370,275)	(77,942)	(370,275)

As required by LKAS 19 - Employee Benefit, which became effective from 1 January 2012 the Company has provided for gratuity liability based on an internally generated model. The principal assumptions used in determining the cost of Employee Benefits were as follows.

Following the settlement of all commitments pertaining to the defined benefit plans, the remaining liability has been reversed and reflected in the Consolidated Statement of Profit or Loss and Other Comprehensive Income. Since all obligations associated with the defined benefit plan have been fully discharged in the subsidiary.

	2026	2025
Discount rate*	10.00%	11.00%
Future salary increment Rate	9.63%	10.52%
Staff Turnover	56.41%	13.95%
Retirement age	60 Years	60 Years

*As per the guidelines issued by the Institute of Chartered Accountants of Sri Lanka, the discount rates have been adjusted to convert the coupon bearing yield to a zero coupon yield to match the characteristics of the gratuity payment liability and the resulting yield to maturity for the purpose of valuing Employee benefit obligations as per LKAS 19.

As at 31st March,

	Company		Group	
	2026 Rs.	2025 Rs.	2026 Rs.	2025 Rs.
25. Deferred taxation				
Deferred tax assets (Note 25.1)	4,680,961	5,699,966	4,680,961	5,699,966
Deferred tax liabilities (Note 25.2)	(4,680,961)	(5,699,966)	(4,680,961)	(5,699,966)
	-	-	-	-
25.1 Deferred tax assets				
Balance as at the beginning of the year	5,699,966	4,894,476	5,699,966	4,894,476
Origination/(Reversal) during the year - recognized in Profit or Loss	(995,622)	916,572	(995,622)	916,572
Origination/(Reversal)during the year - recognized in Other Comprehensive Income	(23,383)	(111,082)	(23,383)	(111,082)
Balance as at the end of the year	**4,680,961**	**5,699,966**	**4,680,961**	**5,699,966**
25.2 Deferred tax liabilities				
Balance as at the beginning of the year	5,699,966	4,894,476	5,699,966	4,894,476
Origination/(Reversal) during the year - recognized in Profit or Loss	(1,019,005)	805,490	(1,019,005)	805,490
Balance as at the end of the year	**4,680,961**	**5,699,966**	**4,680,961**	**5,699,966**

25.3 Deferred tax assets and liabilities are attributable to,

Company	2026		2025	
	Temporary Difference	Tax effect	Temporary Difference	Tax effect
Deferred tax liabilities				
Property, plant and equipment	11,488,347	3,446,504	13,081,832	3,924,550
Right of use asset	4,114,857	1,234,457	5,918,056	1,775,417
	15,603,204	**4,680,961**	**18,999,888**	**5,699,966**
Deferred tax assets				
Employee benefits	9,025,708	2,707,712	9,221,852	2,766,555
Lease Liability	4,233,812	1,270,144	5,728,062	1,718,419
Tax losses (Note 25.3.1)	2,343,684	703,105	4,049,974	1,214,992
	15,603,204	**4,680,961**	**18,999,888**	**5,699,966**
Net deferred tax Liabilities	-	-	-	-

Group	2026		2025	
	Temporary Difference	Tax effect	Temporary Difference	Tax effect
Deferred tax liabilities				
Property, plant and equipment	11,488,347	3,446,504	13,081,832	3,924,550
Right of use asset	4,114,857	1,234,457	5,918,056	1,775,417
	15,603,204	**4,680,961**	**18,999,888**	**5,699,966**
Deferred tax assets				
Employee benefits	9,025,708	2,707,712	9,221,852	2,766,555
Lease Liability	4,233,812	1,270,144	5,728,062	1,718,419
Tax losses (Note 25.3.1)	2,343,684	703,105	4,049,974	1,214,992
	15,603,204	**4,680,961**	**18,999,888**	**5,699,966**
Net deferred tax Liabilities	-	-	-	-

25.3.1 Deferred tax asset arising from tax losses

Thomas Cook Lanka (Pvt) Ltd - The tax losses as at the reporting date was Rs.305,638,262/- (2025 : Rs.167,155,819/-) resulting in a deferred tax asset of Rs.91,691,478/- as at reporting date (2025: Rs.50,146,746). However, deferred tax asset has been recognized only to the extent of the deferred tax liability amounting to Rs.703,105/- as at the reporting date (2025 : Rs.1,214,992/-) due to the uncertainty regarding the availability of future taxable profits against which the deferred tax asset would be utilized.

Luxe Asia (Pvt) Ltd - As at the reporting date the temporary difference arising from tax losses was Rs. 94,981,426/- (2025: Rs 113,226,909/-) resulting in deferred tax assets of Rs. 28,494,428/- (2025: Rs. 33,968,073/-). However, deferred tax asset has not been recognized against this carried forward tax losses due to the uncertainty regarding the availability of future taxable profits against which the deferred tax asset could be utilized.

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As at 31st March,

25. Deferred taxation (Cont.)

25.4 Corporate income tax applicable rate

As provided for in LKAS 12 - Income taxes, deferred tax assets and liabilities should be measured at the tax rate that are expected to be applied in the period in which the asset will be realized or the liability will be settled, based on the tax rate (and tax laws) that have been enacted or substantively enacted by the reporting date.

The Company applied tax rate of 30% for the computation of current tax and deferred tax for the year.

26. Long term loans from related parties

As at 31st March ,	Company		Group	
	2026	2025	2026	2025
	Rs.	Rs.	Rs.	Rs.
Opening Balance as at 1 April	196,628,084	137,627,318	196,628,084	137,627,318
Interest Expense during the year (Note 9)	16,356,098	8,909,226	16,356,098	8,909,226
Loan obtained during the year (Note 26.1)	115,678,692	52,292,741	115,678,692	52,292,741
Exchnage loss/(gain)	17,376,195	(2,201,200)	17,376,195	(2,201,200)
Long term loans from related parties	**346,039,069**	**196,628,084**	**346,039,069**	**196,628,084**

26.1 The Parent Company, Thomas Cook (India) Limited, has provided financial assistance to the Company in multiple tranches. Up to 31 March 2025, a total of USD 591,605 (LKR equivalent as at 31 March 2026: Rs. 186,468,512/-) was granted in eight phases. During the current year, an additional three loans were disbursed amounting to USD 380,886 (LKR equivalent: Rs. 115,678,692 /-), resulting in an aggregate outstanding loan balance of USD 972,491 (LKR equivalent as at 31 March 2026: Rs. 306,203,140 /-).
The borrowings were obtained as part of the agreed funding arrangement to support the Company in meeting temporary cash flow mismatches arising from ongoing economic and operational challenges in Sri Lanka. The interest is accrued at prevailing market rates at the time each tranche was granted.

As at 31st March ,	Company		Group	
	2026	2025	2026	2025
	Rs.	Rs. Restated	Rs.	Rs. Restated
27. Dividend payable on Preference Shares				
Balance at the beginning of the year	5,404,192	-	5,404,192	-
Dividend for the year (Note 27.1)	7,070,000	5,404,192	7,070,000	5,404,192
Balance at the end of the year	**12,474,192**	**5,404,192**	**12,474,192**	**5,404,192**
Current dividend liability	7,070,000	5,404,192	7,070,000	5,404,192
Non-current dividend liability	5,404,192	-	5,404,192	-
	12,474,192	**5,404,192**	**12,474,192**	**5,404,192**

27.1 As explained in note 23 to these financial statements, following the reclassification of preference shares to equity the related dividend payable has been restated as equity related expense and recongnised in the statement of changes in equity.

28. Amount due to related companies				
Thomas Cook (India) Limited (Note 28.1)	171,997,388	178,950,959	171,997,388	178,950,959
SOTC Travel Limited	2,923,082	3,041,257	2,923,082	3,041,257
	174,920,470	**181,992,216**	**174,920,470**	**181,992,216**

28.1 The payable balance mainly comprises amounts due to Thomas Cook (India) Limited relating to subscription fees for software services such as SAP and Mudra, together with allocations of Group Resource Costs incurred by the parent company on behalf of Thomas Cook Lanka (Pvt) Ltd. The balance has decreased compared to the previous year, primarily due to the revaluation of INR-denominated payables during the year. Further, with effect from December 2024, Thomas Cook (India) Limited discontinued charging service and resource costs to Thomas Cook Lanka (Pvt) Ltd, resulting in a further reduction in the payable balance. Accordingly, no new charges relating to such services were incurred during the current year.

29. Lease Liability

Balance at the beginning of the year	5,728,062	4,190,347	5,728,062	4,190,347
Opening balance adjustment	-	(1,365,100)	-	(1,365,100)
Additions during the year (Note 29.1)	2,237,462	6,452,493	2,237,462	6,452,493
Interest expense for the year (Note 09)	636,124	390,491	636,124	390,491
Payments during the year	(4,367,836)	(3,940,169)	(4,367,836)	(3,940,169)
Balance as at 31 March,	**4,233,812**	**5,728,062**	**4,233,812**	**5,728,062**
Payable after one year	332,566	2,732,416	332,566	2,732,416
Payable within one year	3,901,246	2,995,646	3,901,246	2,995,646
	4,233,812	**5,728,062**	**4,233,812**	**5,728,062**

29.1 When measuring lease liabilities for leases that were classified as operating leases, the Company discounted lease payments using its incremental borrowing rate as at the lease granted date. The Company has entered in to a new agreement for YWCA in where the head office is located and it has recorded under additions during the year.

As at 31st March,	Company 2026 Rs.	Company 2025 Rs.	Group 2026 Rs.	Group 2025 Rs.
29. Lease Liability (Cont.)				
29.1. Right-of-use assets				
Right-of-use assets related to leased properties are presented as property, plant and equipment.				
Balance at the beginning of the year	5,918,056	4,193,839	5,918,056	4,193,839
Opening balance adjustment	-	(1,554,604)	-	(1,554,604)
Additions during the year (Note 13)	2,330,312	6,857,188	2,330,312	6,857,188
Depreciation for the year (Note 13)	(4,133,511)	(3,578,368)	(4,133,511)	(3,578,368)
Balance as at 31 March,	**4,114,857**	**5,918,056**	**4,114,857**	**5,918,056**
29.2. Amounts recognized in profit or loss				
For the year ended 31 March 2026 - Leases under SLFRS 16				
Interest on lease liabilities	636,124	390,491	636,124	390,491
Depreciation of right-of-use assets	4,133,511	3,578,368	4,133,511	3,578,368
	4,769,635	3,968,859	4,769,635	3,968,859
Expenses relating to short-term leases	288,855,876	245,600,105	288,855,876	245,600,105
	293,625,511	**249,568,964**	**293,625,511**	**249,568,964**
For the year ended 31 March 2026 – Operating leases under LKAS 17				
Lease expense	288,855,876	245,600,105	288,855,876	245,600,105

29.2.1 Amounts recognized in statement of cash flows

The Company has classified:
- cash payments for the principal portion of lease payments as financing activities;
- cash payments for the interest portion as operating activities consistent with the presentation of interest payments chosen by the Company
- short-term lease payments and payments for leases of low-value assets as operating activities.

As at 31st March,	Company 2026 Rs.	Company 2025 Rs. Restated	Group 2026 Rs.	Group 2025 Rs. Restated
30. Trade and other payables				
Trade payable	-	-	9,390,632	9,390,632
Advance received from customers (Note 30.1)	-	-	64,323,590	64,323,590
Other payables (Note 30.2)	36,716,148	7,282,413	39,155,259	27,289,037
	36,716,148	**7,282,413**	**112,869,481**	**101,003,259**

30.1. In 2021, Rs. 62,968,048/- has been received as advances from customers for future tours for Subsidiary Luxe Asia. However, due to the COVID-19 pandemic, the tours were not completed as at 31 March 2021 and hence it was recognised as a liability under Other payables. This balance was Rs. 64,323,590/- as at 31 March 2026.The said opening balance could not be verified for accuracy, completeness, and existence due to inadequate supporting documentation.

30.2. The increase in other payables is primarily attributable to rent payable of Rs. 31.5 million relating to the Bandaranaike International Airport (BIA) Departure and Arrival locations for March 2026, which remained outstanding at the reporting date.

30.3. Comparative Information - Restatement due to Reclassification

Comparative information of the Company/Group's Trade and Other Payables has been restated to correct the prior-year presentation of accrued dividends on Optionally Convertible Cumulative Redeemable Preference Shares (OCRPS), which were previously included within trade and other payables as seperate caption "Dividend payable" amounting to Rs. 5,302,500/- (Refer Note 31).

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31 Restatement due to Reclassification - OCRPS equity classification and retrospective restatement

During 2026, based on the reassessment of the feathers specified in the agreement of the Optionally Convertible Cumulative Redeemable Preference Shares (OCRPS) issued on 25 June 2024, it was noted that the said instrument has been incorrectly classified in the prior year as a compound financial instrument with a liability component and related finance costs due to unavailability of all details and the formal agreement as at 31 March 2025. Upon obtaining and reassessing the complete share subscription agreement, the management concluded, in accordance with LKAS 32 Financial Instruments: Presentation, that the OCRPS do not impose a contractual obligation to deliver cash and may be settled by issuing a fixed number of the Company's ordinary shares (3:1) anytime during the next 20 years at the discretion of the issuer, the Company; Accordingly, the OCRPS have been concluded as equity instruments. In accordance with LKAS 8 Accounting Policies, Changes in Accounting Estimates and Errors, the error has been corrected by retrospectively restating each affected financial statement line item for the comparative period. Under the corrected accounting treatment, no finance cost is recognised in profit or loss in respect of the OCRPS, and distributions to OCRPS holders are recognised directly in equity as dividends payable, presented through retained earnings (or accumulated losses, as applicable). The following table summarises the impacts on the Company's/Group's financial statements.

31.1 Statement Of Profit Or Loss And Other Comprehensive Income

	Impact of error correction			Impact of error correction		
	Company			Group		
For the year ended 31st March,	As previously reported 2025 Rs.	Adjustments Rs.	Restated 2025 Rs.	As previously reported 2025 Rs.	Adjustments Rs.	Restated 2025 Rs.
Revenue	232,318,890	-	232,318,890	232,318,890	-	232,318,890
Administrative and other operating expenses	(338,206,415)	-	(338,206,415)	(357,990,221)	-	(357,990,221)
Loss from operations	**(105,887,525)**	**-**	**(105,887,525)**	**(125,671,331)**	**-**	**(125,671,331)**
Other income	3,177,518	-	3,177,518	3,385,829	-	3,385,829
Net finance income (Including accrual of dividend -Note 31.1.1)	3,089,444	5,329,600	8,419,044	3,070,118	5,329,600	8,399,718
Operating loss before impairment losses	**(99,620,563)**	**5,329,600**	**(94,290,963)**	**(119,215,384)**	**5,329,600**	**(113,885,784)**
Impairment charge for other losses	(2,686,327)	-	(2,686,327)	(153,920)	-	(153,920)
Share of loss of equity accounted investee, net of tax	-	-	-	(165,039)	-	(165,039)
Loss before tax	**(102,306,890)**	**5,329,600**	**(96,977,290)**	**(119,534,343)**	**5,329,600**	**(114,204,743)**
Income tax reversal / (charge)	111,082	-	111,082	111,082	-	111,082
Loss for the year	**(102,195,808)**	**5,329,600**	**(96,866,208)**	**(119,423,261)**	**5,329,600**	**(114,093,661)**
Other comprehensive income, net of tax						
Items that will never be reclassified to profit or loss						
Remeasurement gain on defined benefit plan	370,275	-	370,275	370,275	-	370,275
Less: Deferred tax charge on Remeasurement gain	(111,082)	-	(111,082)	(111,082)	-	(111,082)
Net Remeasurement gain on defined benefit plans	**259,193**	**-**	**259,193**	**259,193**	**-**	**259,193**
Total other comprehensive income for the year	**259,193**	**-**	**259,193**	**259,193**	**-**	**259,193**
Total comprehensive income for the year	**(101,936,615)**	**5,329,600**	**(96,607,015)**	**(119,164,068)**	**5,329,600**	**(113,834,468)**

31.2 Statement Of Financial Position

	Impact of error correction			Impact of error correction		
	Company			Group		
As at 31st March,	As previously 2025 Rs.	Adjustments Rs.	Restated 2025 Rs.	As previously 2025 Rs.	Adjustments Rs.	Restated 2025 Rs.
ASSETS						
Non-current assets	21,745,133	-	21,745,133	21,745,133	-	21,745,133
Current assets	256,920,763	-	256,920,763	257,265,391	-	257,265,391
Total assets	**278,665,896**	**-**	**278,665,896**	**279,010,524**	**-**	**279,010,524**
EQUITY AND LIABILITIES						
EQUITY						
Stated capital	107,679,780	-	107,679,780	107,679,780	-	107,679,780
Redeemable preference shares - Equity (Note 27)	3,886,223	46,113,777	50,000,000	3,886,223	46,113,777	50,000,000
Accumulated losses	(336,377,720)	(74,592)	(336,452,312)	(429,753,938)	(74,592)	(429,828,530)
Total Equity	**(224,811,717)**	**46,039,185**	**(178,772,532)**	**(318,187,935)**	**46,039,185**	**(272,148,750)**
LIABILITIES						
Employee benefits	9,221,852	-	9,221,852	9,221,852	-	9,221,852
Deferred Tax Liability	-	-	-	-	-	-
Long term loans from related parties	196,628,084	-	196,628,084	196,628,084	-	196,628,084
Lease Liability	2,732,416	-	2,732,416	2,732,416	-	2,732,416
Redeemable preference shares - Liability	46,140,877	(46,140,877)	-	46,140,877	(46,140,877)	-
Non-current liabilities	**254,723,229**	**(46,140,877)**	**208,582,352**	**254,723,229**	**(46,140,877)**	**208,582,352**
Amount due to related companies	181,992,216	-	181,992,216	181,992,216	-	181,992,216
Dividend payable on Preference Shares (Note 30.3)	-	5,404,192	5,404,192	-	5,404,192	5,404,192
Lease Liability	2,995,646	-	2,995,646	2,995,646	-	2,995,646
Trade and other payables (Note 30.3)	12,584,913	(5,302,500)	7,282,413	106,305,759	(5,302,500)	101,003,259
Bank overdraft	51,181,609	-	51,181,609	51,181,609	-	51,181,609
Current liabilities	**248,754,384**	**101,692**	**248,856,076**	**342,475,230**	**101,692**	**342,576,922**
Total liabilities	**503,477,613**	**(46,039,185)**	**457,438,428**	**597,198,459**	**(46,039,185)**	**551,159,274**
Total Equity and Liabilities	**278,665,896**	**-**	**278,665,896**	**279,010,524**	**-**	**279,010,524**

31.1.1 This correction relates to reversal of interest expense relating to dividend accrued on OCRPS for the period reported and finance expense in the prior year. This has been reversed and recognised in the Changes in Equity Statement relating to prior year.

31.3 The comparative statement of cash flows has been restated for presentation and reconciliation purposes only. There is no impact on net cash flows, as the adjustments relate solely to the removal of non-cash finance costs and the reclassification of working capital movements, and no OCRPS dividends were paid during the period.

31.3 Statement of Cash Flows

	Impact of error correction Company			Impact of error correction Group		
	As previously reported	Adjustments	Restated	As previously reported	Adjustments	Restated
For the year ended 31st March,	2025 Rs.		2025 Rs.	2025 Rs.		2025 Rs.
Cash flows from Operating Activities						
Loss before taxation	(102,306,890)	(5,329,600)	(96,977,290)	(119,534,343)	(5,329,600)	(114,204,743)
Adjustment for :						
Depreciation of Property, plant and equipment	5,121,939	-	5,121,939	5,601,081	-	5,601,081
Impairment Charges for other losses	2,686,327	-	2,686,327	153,920	-	153,920
Provision for employee benefits	1,553,692	-	1,553,692	1,553,692	-	1,553,692
Interest income	(11,537,848)	-	(11,537,848)	(11,537,848)	-	(11,537,848)
Interest expense	12,243,163	-	12,243,163	12,243,163	-	12,243,163
Finance cost on preference shares	5,329,600	5,329,600	-	5,329,600	5,329,600	-
Foreign exchange (gain)/loss	(9,839,119)	-	(9,839,119)	(9,839,119)	-	(9,839,119)
Interest income from refundable deposit	(199,710)	-	(199,710)	(199,710)	-	(199,710)
Disposal gain	-	-	-	(208,311)	-	(208,311)
Share of loss of equity accounted investee	-	-	-	165,039	-	165,039
Operating profit/(loss) before working capital changes	**(96,948,846)**	-	**(96,948,846)**	**(116,272,836)**	-	**(116,272,835)**
(Increase) / Decrease in other receivables	(10,337,034)	-	(10,337,034)	(10,337,034)	-	(10,337,034)
(Increase) / Decrease in amounts due from related parties	-	-	-	-	-	-
(Increase) / Decrease in prepayments	(1,339,016)	-	(1,339,016)	(1,339,015)	-	(1,339,015)
Increase / (Decrease) in amount due to related party	23,228,307	-	23,228,307	23,228,307	-	23,228,307
Increase / (Decrease) in trade and other payables	(310,441)	-	(310,441)	16,178,636	-	16,178,636
Cash generated from operating activities	**(85,707,031)**	-	**(85,707,031)**	**(88,541,942)**	-	**(88,541,942)**
Employee benefit paid	(162,418)	-	(162,418)	(162,418)	-	(162,418)
Interest Expense Paid	(11,852,672)	-	(11,852,672)	(11,852,672)	-	(11,852,672)
Net cash generated from operating activities	**(97,722,120)**	-	**(97,722,120)**	**(100,557,032)**	-	**(100,557,032)**
Cash flows from investing activities						
Purchase of property plant and equipment	(3,431,556)	-	(3,431,556)	(3,431,556)	-	(3,431,556)
Proceed from disposal of property plant and equipment	-	-	-	430,000	-	430,000
Interest received	18,539,603	-	18,539,603	18,539,603	-	18,539,603
Investing on Fixed Deposits	(20,202,147)	-	(20,202,147)	(20,202,147)	-	(20,202,147)
Net cash used in investing activities	**(5,094,100)**	-	**(5,094,100)**	**(4,664,100)**	-	**(4,664,100)**
Cash flows from financing activities						
Lease payments	(3,940,169)	-	(3,940,169)	(3,940,169)	-	(3,940,169)
Loan Granted and other Accruals to Related Party	(2,686,327)	-	(2,686,327)	(318,959)	-	(318,959)
Loan recieved from Related Party	52,292,741	-	52,292,741	52,292,741	-	52,292,741
Issue of preference share capital	49,731,625	-	49,731,625	49,731,625	-	49,731,625
Net cash used in financing activities	**95,397,870**	-	**95,397,870**	**97,765,238**	-	**97,765,238**
Net increase / (decrease) in cash and cash equivalents	(7,418,350)	-	(7,418,350)	(7,455,894)	-	(7,455,894)
Cash and cash equivalents at the beginning of the year	55,006,670	-	55,006,670	55,521,455	-	55,521,455
Cash and cash equivalents at the end of the year (Note 21)	**47,588,320**	-	**47,588,320**	**48,065,561**	-	**48,065,561**

31.3.1 This correction relates to reversal of interest expense relating to dividend accrued on OCRPS for the period reported and finance expense in the prior year. This has been reversed and recognised in the Changes in Equity Statement relating to prior year.

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32. Related party transactions

The Group carried out transactions in the ordinary course of its business with parties who are defined as related parties in LKAS 24 - Related Party Disclosures. The details of which are given below.

32.1 Key Management Personnel (KMP)

Key Management Personnel (KMP) are those persons having authority and responsibility for planning, directing and controlling the activities of the Company/Group directly or indirectly.

Thomas Cook (India) Limited, being the Parent Company, the Board of Directors of the Company have been classified as KMP as they have the authority and responsibility for planning, directing, and controlling the activities of the entity directly or indirectly. Emoluments paid to key management personnel (Board of Directors) are as follow.

Key Management Personnel compensation

For the year ended	Company		Group	
	2026 Rs.	2025 Rs.	2026 Rs.	2025 Rs.
Short term employee benefits	NIL	NIL	NIL	NIL
Post employment benefits	NIL	NIL	NIL	NIL

32.2 Transactions with the Related companies

Company

Name of the Company	Relationship	Nature of the transaction	Transaction Amount 2026 Rs.	Transaction Amount 2025 Rs.
Thomas Cook India Limited	Parent Company	License fee – SAP and Mudra	-	5,683,434
		Loan granted	115,678,692	52,292,741
		Interest on loans	16,356,098	8,909,226
		Recovery of board management	-	82,639
		Group resource cost	-	7,610,594
Luxe Asia (Pvt) Limited	Subsidiary	Container rent	-	944,000
		Reimbursement of expenses	-	448,220
		Professional fee	693,136	1,646,440
		Other expenses	-	43,235
		Employee compensation	21,100,424	-
		Interest charged on loan receivable	17,213,394	15,017,454
		Reversal of interest charged on loan receivable	(17,213,394)	(15,017,454)
		Storage fee	165,837	165,914
Sita World Travels Limited	Associate	Professional fee	652,532	306,265
		Other expenses	-	12,634
SOTC Travel Limited	Affiliate Entity	Group resource cost	-	957,894

Group

Name of the Company	Relationship	Nature of the transaction	Transaction Amount 2026 Rs.	Transaction Amount 2025 Rs.
Thomas Cook India Limited	Parent Company	License fee – SAP and Mudra	-	5,683,434
		Management consultancy fee	-	-
		Loan granted	115,678,692	52,292,741
		Interest on loans	16,356,098	8,909,226
		Recovery of board management	-	82,639
		Group resource cost	-	7,610,594
SOTC Travel Limited	Affiliate entity	Group resource cost	-	957,894
Sita World Travels Limited	Associate	Professional fee	652,532	306,265
		Other expenses	-	12,634

The Parent Company, Thomas Cook (India) Limited has provided a comfort letter dated 20 July 2026, confirming their attention to continue to provide financial and other support necessary for Luxe Asia (Pvt) Ltd to continue in business operations and meet its liabilities in the foreseeable future. Further, the Thomas Cook India Pvt Ltd has acknowledged that there are no current plans for payables to be called from Thomas Cook Lanka (Pvt) Ltd for a minimum period of 12 months from the date of signing the 31 March 2026 financial statements, however, should they be called within the 12 months period referred to above, payments will be only be required to the extent that they do not impact the Company's ability to meet its financial obligations as and when they fall due and payable.

Amounts due from and due to related entities as at reporting date are disclosed under Notes 18,26 and 28 to the Financial Statements respectively.

For the year ended 31st March,

33 Fair Values of Financial Instruments

33.1 Fair value of financial instruments carried at amortized cost

The following table shows the carrying amounts and fair values of financial assets and financial liabilities of the Company/Group.

As at 31 March 2026	Company		Group	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
	Rs.	Rs.	Rs.	Rs.
Financial assets				
Other investments	149,454,000	149,454,000	149,454,000	149,454,000
Amount due from related companies	-	-	-	-
Other receivables	16,706,792	16,706,792	16,706,792	16,706,792
Prepayments	3,483,863	3,483,863	3,483,863	3,483,863
Cash and cash equivalents	57,000,114	57,000,114	57,458,443	57,458,443
	226,644,769	**226,644,769**	**227,103,098**	**227,103,098**
Financial liabilities				
Amount due to related companies	174,920,470	174,920,470	174,920,470	174,920,470
Long term loans from related parties	346,039,069	346,039,069	346,039,069	346,039,069
Dividend payable on Preference Shares	12,474,192	12,474,192	12,474,192	12,474,192
Trade and other payables	36,716,148	36,716,148	112,869,481	112,869,481
Bank overdraft	41,945,889	41,945,889	41,945,889	41,945,889
	612,095,768	**612,095,768**	**688,249,100**	**688,249,100**

As at 31 March 2025	Company		Group	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
	Rs.	Rs.	Rs.	Rs.
Financial assets				
Other investments	137,795,437	137,795,437	137,795,437	137,795,437
Amount due from related companies	-	-	-	-
Other receivables	13,684,742	13,684,742	13,684,742	13,684,742
Prepayments	5,327,164	5,327,164	5,327,164	5,327,164
Cash and cash equivalents	98,769,929	98,769,929	99,247,170	99,247,170
	255,577,272	**255,577,272**	**256,054,513**	**256,054,513**
Financial liabilities				
Amount due to related companies	181,992,216	181,992,216	181,992,216	181,992,216
Long term loans from related parties	196,628,084	196,628,084	196,628,084	196,628,084
Dividend payable on Preference Shares	5,404,192	5,404,192	5,404,192	5,404,192
Trade and other payables	7,282,413	7,282,413	101,003,259	101,003,259
Bank overdraft	51,181,609	51,181,609	51,181,609	51,181,609
	442,488,514	**442,488,514**	**536,209,360**	**536,209,360**

For the year ended 31st March 2026,

34. Financial risk management

34.1 Overview

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

1. Credit risk
2. Liquidity risk
3. Market risk
4. Operational risk.

34.2 Risk management framework

The Board of Directors has overall responsibility for the establishment and oversight of the Company/Group's risk management framework. The Board is responsible for developing and monitoring the Group's risk management policies.

For the year ended 31st March,

34. Financial risk management (Cont.)

34.2 Risk management framework (Cont.)

The Group's risk management policies are established to identify and analyze the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

34.3 Credit risk

Credit risk is the risk of financial loss to the Group, if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from Group's receivable from customers and other investments.

Trade receivables and contract assets

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the demographics of the Group's customer base, including the default risk of the industry and country in which customers operate, as these factors may have an influence on credit risk, particularly in the currently deteriorating economic circumstances. However, geographically there is no concentration of credit risk.

The Management Committee has established a credit policy under which each new customer is analyze individual for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes external ratings, when available, and in some cases bank references. Purchase limits are established for each customer, which represents the maximum open amount without requiring approval from the Management Committee; these limits are reviewed quarterly. Customers that fail to meet the Group's benchmark creditworthiness may transact with the Group only on a prepayment basis.

Cash and cash equivalents

The Group held cash and equivalents in the form of cash at bank and cash in hand. Hence the Group is exposed to risk that such counterparties fail meet to the contractual obligation.

The Group minimize the credit risk by monitoring the creditworthiness of the counterparty periodically.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was;

As at 31st March,	Company		Group	
	2026	2025	2026	2025
	Rs.	Rs.	Rs.	Rs.
Other receivables (Note 20)	16,706,792	13,684,742	16,706,792	13,684,742
Amount due from related companies (Note 18)	-	-	-	-
Other investments (Note 17)	149,454,000	137,795,437	149,454,000	137,795,437
Cash and cash equivalents (Note 21)	57,000,114	98,769,929	57,458,443	99,247,170
	223,160,906	**250,250,108**	**223,619,235**	**250,727,349**

34.4 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, 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 Group's reputation.

The Group uses standard costing to cost its services, which assists it in monitoring cash flow requirements and optimizing its cash return on investments.Typically the Group ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 60 days, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

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34. Financial risk management (Cont.)

34.4 Liquidity risk (Cont.)

Exposure to liquidity risk

The table below summarizes the maturity profile of the financial liabilities as at the end of the reporting year based on contractual undiscounted payments.

Company

As at 31st March 2026	Carrying amount	Contractual cash flows		
		Up to 3 months	3-12 months	More than a year
	Rs.	Rs.	Rs.	Rs.
Amount due to related companies	174,920,470	-	174,920,470	-
Trade and other payables	36,716,148	36,716,148	-	-
Long term loans from related parties	346,039,069	-	-	346,039,069
Dividend payable on Preference Shares	12,474,192	-	7,070,000	5,404,192
Lease Liability	4,233,812	1,141,444	2,983,333	333,481
Bank overdraft	41,945,889	41,945,889	-	-
	616,329,580	**79,803,481**	**184,973,803**	**351,776,742**

As at 31st March 2025	Carrying amount	Contractual cash flows		
		Up to 3 months	3-12 months	More than a year
	Rs.	Rs.	Rs.	Rs.
Amount due to related companies	181,992,216	-	181,992,216	-
Trade and other payables	7,282,413	7,282,413	-	-
Long term loans from related parties	196,628,084	-	-	196,628,084
Dividend payable on Preference Shares	5,404,192	-	5,404,192	-
Lease Liability	5,728,062	859,042	2,433,797	3,058,259
Bank overdraft	51,181,609	51,181,609	-	-
	448,216,576	**59,323,064**	**189,830,205**	**199,686,343**

Group

As at 31st March 2026	Carrying amount	Contractual cash flows		
		Up to 3 months	3-12 months	More than a year
	Rs.	Rs.	Rs.	Rs.
Amount due to related companies	174,920,470	-	174,920,470	-
Trade and other payables	112,869,481	112,869,481	-	-
Long term loans from related parties	346,039,069	-	-	346,039,069
Dividend payable on Preference Shares	12,474,192	-	7,070,000	5,404,192
Lease Liability	4,233,812	1,141,444	2,983,333	333,481
Bank overdraft	41,945,889	41,945,889	-	-
	692,482,912	**155,956,814**	**184,973,803**	**351,776,742**

As at 31st March 2025	Carrying amount	Contractual cash flows		
		Up to 3 months	3-12 months	More than a year
	Rs.	Rs.	Rs.	Rs.
Amount due to related companies	181,992,216	-	181,992,216	-
Trade and other payables	101,003,259	101,003,259	-	-
Long term loans from related parties	196,628,084	-	-	196,628,084
Dividend payable on Preference Shares	5,404,192	-	5,404,192	-
Lease Liability	5,728,062	859,042	2,433,797	3,058,259
Bank overdraft	51,181,609	51,181,609	-	-
	541,937,422	**153,043,910**	**189,830,205**	**199,686,343**

Management of liquidity risk

The Group'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 Group's reputation. The Group's policy is to hold cash and undrawn overdraft facilities at a level sufficient to ensure that the Group has available funds to meet its liabilities.

Liquidity reserves

As part of the management of liquidity risk arising from financial liabilities, the Group holds liquid assets comprising of mainly cash and cash equivalents which can be readily sold to meet liquidity requirements

For the year ended 31st March	Company		Group	
	2026	2025	2026	2025
	Rs.	Rs.	Rs.	Rs.
Cash and cash equivalents	57,000,114	98,769,929	57,458,443	99,247,170
Other investments	149,454,000	137,795,437	149,454,000	137,795,437
	206,454,114	**236,565,366**	**206,912,443**	**237,042,607**

KPMG Chartered Accountants

For the year ended 31st March,

34. Financial risk management (Cont.)

34.5 Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group'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.

34.5.1 Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates . As protection against exchange rate fluctuations, the Group backs its commitments in local currency. The Group has minimised invested or borrowed in foreign currencies. The Group does not use any derivative financial instruments to hedge the risk. The currency risk attached to financial instruments is minimal as it represents local currency.

34.5.2 Exposure to currency risk

The following significant exchange rates were applied during the year:

	Average rate		Reporting date spot rate	
As at 31 March,	2026	2025	2026	2025
	Rs.	Rs.	Rs.	Rs.
USD	305.23	297.76	315.19	296.35
EURO	354.45	319.26	361.74	319.86
INR	3.44	3.52	3.32	3.46

34.5.3 Interest rate risk

Interest rate risk is the risk to the Group's earnings and economic value of equity ("EVE") arising from adverse movements in interest rates.

34.6 Operational risk

Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with the Group's processes, personnel, technology and infrastructure, and from external factors other than credit, market and liquidity risks such as those arising from legal and regulatory requirements and generally accepted standards of corporate behaviour. Operational risks arise from all of the Group's operations.

- Requirements for appropriate segregation of duties, including the independent authorization of transactions
- Requirements for the reconciliation and monitoring of transactions
- Compliance with regulatory and other legal requirements.
- Documentation of controls and procedures
- Requirements for the periodic assessment of operational risks faced, and the adequacy of controls and procedures to address the risks identified requirements for the reporting of operational losses and proposed remedial action.
- Development of contingency plans
- Training and professional development
- Ethical and business standards
- Risk mitigation, including insurance when this is effective.

Compliance with Group standards is supported by a programme of periodic reviews undertaken by Internal Audit. The results of Internal Audit reviews are discussed with the management of the business unit to which they relate, with summaries submitted to the Board of Directors and senior management of the Group.

35. Events occurring after the reporting date

There were no material events occurring after the reporting date that require adjustments to or disclosure in the Financial Statements except for the following;

Subsequent to the reporting date, the Company continued the process relating to the proposed conversion of a portion of the inter-Company loan due to Thomas Cook (India) Limited (Parent) into Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS). The outstanding inter-company loan balance subject to the proposed conversion amounts to USD 972,491 (equivalent to Rs. 306,520,314/-) as at 31 March 2026, of which USD 415,000 was approved by the Board of Directors through a Board Resolution dated 22 March 2024, while the conversion of the remaining USD 557,491 was approved through a resolution dated 20 March 2026. However, as at the date of approval of these Financial Statements, the proposed conversion has not been completed as the relevant agreements have not been executed and the required approval from the Central Bank of Sri Lanka has not been obtained. Accordingly, the inter-company loan continues to be recognised as a liability of the Company as at 31 March 2026, and the proposed conversion remains subject to the completion of the necessary contractual arrangements and regulatory approvals.

36. Capital commitments

As disclosed in Note 17.1, the Group/Company have been pledged fixed deposits for the purpose of obtaining banking facilities, comprising of Overdraft facility and other pecuniary Aid, Assistance.

There were no contract for capital expenditure of material amounts approved or contracted for as at the reporting date.

KPMG ★ Chartered Accountants ★

For the year ended 31st March,

37. Contingent liabilities

Certain tax-related balances continue to appear as outstanding on the relevant tax portal(s). Management believes that these balances do not represent obligations of the Company and are expected to be resolved through reconciliation and system-level adjustments by the tax authorities. Accordingly, no provision has been recognized, as no probable outflow of economic benefits is expected in respect of these matters. Details of the relevant tax assessments are set out below;

37.1 Value Added Tax (VAT) on Financial Service

The following tax assessments are outstanding, against which the Company duly appealed to Commissior General of Inland Revenue;
A).VAT on Financial Services for the year of assessment 2017/18 amounting to Rs.4,823,182.01 on Assessment No.7501718001.
B).VAT on Financial Services for the year of assessment 2018/19 amounting to Rs.494,577.53 on Assessment No.7501819001.
C).VAT on Financial Services for the year of assessment 2018/19 amounting to Rs.1,242,692.69 on Assessment No.7501819002.
D).VAT on Financial Services for the year of assessment 2019/20 amounting to Rs.193,287.79 on Assessment No.7501920001.
E).VAT on Financial Services for the year of assessment 2023/24 amounting to Rs.1,301,346.84 on Assessment No.7502324001.

37.2 Withholding Tax (WHT)/Advance Income Tax (AIT)

The following tax assessments are outstanding, against which the Company duly appealed to Commissior General of Inland Revenue;
A).Withholding Tax for the year of assessment 2023/24 amounting to Rs.3,302,136.58 on Assessment No.4202324001.

37.3 PAYE/Advance Personal Income Tax (APIT)

The following tax assessments are outstanding, against which the Company duly appealed to Commissior General of Inland Revenue;
A).PAYE Tax for the year of assessment 2016/17 amounting to Rs.53,161.22 on Assessment No.0301617001.
B).PAYE Tax for the year of assessment 2023/24 amounting to Rs.3,454.94 on Assessment No.0302324001.

37.4 Corporate Income Tax (CIT)

The following tax assessments are outstanding, against which the Company duly appealed to Commissior General of Inland Revenue;
A).Corporate Income Tax for the year of assessment 2015/16 amounting to Rs.2,717,449.86 on Assessment No.0301617001.
B).Corporate Income Tax for the year of assessment 2016/17 amounting to Rs.1,758,358.03 on Assessment No.0201617001.
C).Corporate Income Tax for the year of assessment 2018/19 amounting to Rs.4,878,547.37 on Assessment No.0201819001.

38. Litigation and claim

There were no pending litigation or claims as at the reporting date.

39. Directors Assessment on Going Concern

The Group and Company have incurred a net loss of Rs.175,824,746/- and Rs.193,373,346/- respectively for the year ended 31 March 2026 (2025 - Group's restated net loss - Rs.114,093,661/-, Company's restated net loss - Rs.96,866,208/-), and as of that date the Group's and Company's accumulated loss was Rs.612,668,716/- and Rs.536,841,099/- (2025 Group restated- Rs.429,828,530/-, Company restated- Rs.336,452,312/-). Further, as at 31 March 2026, Group's and Company's current liabilities exceeded its current assets by Rs.112,393,110/- and 36,565,493/- (2025 Group restated- Rs.85,311,531/-) and Group's and Company's total liabilities exceeded its total assets by Rs.454,988,936/- and Rs.379,161,319/-, resulting a negative equity position. The Company is also facing a serious loss of capital situation.

Notwithstanding this, the financial statements have been prepared on a going concern basis due to reliance on letter of support, dated 20 July 2026 provided by the Directors of the parent Company, Thomas Cook India Limited. Through this letter of support parent company confirms that they will be providing the financial support and assistance as may be required to ensure that the Group/Company can meet its obligations as and when they fall due and payable for a period of at least 12 months from the date of signing these financial statements. Further, the Thomas Cook India Limited has acknowledged that there are no current plans for payables to be called for a minimum period of 12 months from the date of signing the 31 March 2026 financial statements, however, should they be called within the 12 months period referred to above, payments will be only be required to the extent that they do not impact the Company's ability to meet its financial obligations as and when they fall due and payable.

Further, Thomas Cook India Limited has confirmed its commitment to support the Company financially and is in the process of strengthening the capital structure in order to support the business operations and reduce the interest burden through signed management assessment on going concern dated 20 July 2026.

Accordingly, the Board of Directors has a reasonable confidence level that the Group and Company have adequate resources to continue in operation for at least the next 12 months and that the going concern basis of accounting remains appropriate.

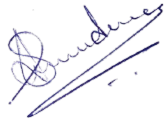
40. Directors responsibility for financial statements

The Board of Directors is responsible for the preparation and presentation of these Financial Statements in accordance with Sri Lanka Accounting Standards laid down by the Institute of Chartered Accountants of Sri Lanka and the Companies Act No. 7 of 2007.

KPMG Chartered Accountants

Asian Trails Holding Ltd.
Balance Sheet as of 31st Dec 2025

Balance sheet	YTD Actual USD
TAS1010 - Total Land and buildings	
AS2010 - Computer software	2,583,278.25
TAS2100 - Intangible Assets	**2,583,278.25**
AS2110 - Accumulated Amortisation Computer Software	(2,246,817.33)
TAS2200 - Amortization on Intangibles	**(2,246,817.33)**
TAS2000 - Net Intangible assets	**336,460.92**
TAS4500 - Total Net Fixed Assets	**336,460.92**
AS4015 - Loans Receivable IC	10,975,000.00
TAS4000 - Financial Assets	**10,975,000.00**
AS4050 - Investments IC	28,440,540.01
TAS4050 - Investments	**28,440,540.01**
TAS5000 - Total non-current assets	**39,752,000.93**
AS7010 - Cash	1,535,359.73
TAS7010 - Cash and cash equiv.	**1,535,359.73**
AS8015 - Accounts Receivable IC	5,959,759.27
AS8050 - Other Receivables	152,288.91
TAS8110 - Accounts receivable/other receivables	**6,112,048.18**
AS8030 - Advance Payments to Suppliers	25,793.60
AS8060 - Prepaid Expenses and Accrued Income -GOP	36,182.54
AS8070 - Prepaid Exp and Accr inc -Other Op. Exp.	32,449.50
TAS8060 - Prepaid Expenses	**94,425.64**
TAS8000 - Total current assets	**7,741,833.55**
TAS9000 - Total assets	**47,493,834.48**
LB1010 - Share capital	125,000.00
LB1032 - ESOP Reserve	2,146,142.00
Cumulative RE balance & FCTR	**-**
LB1060 - Profit or loss brought forward	12,669,740.31
LB1070 - Net profit or loss	873,871.76
TLB1000 - Total equity	**15,814,754.07**
TLB2000 - Total equity incl. minority share	**15,814,754.07**
LB6415 - Loans Payable IC	18,220,462.65
TLB6900 - Total Financial Debts non-current	**18,220,462.65**
TLB6000 - Total non-current liabilities	**18,220,462.65**
LB7040 - Accounts Payable Third	156,166.30
LB7042 - Accounts Payable IC	12,270,682.01
LB7050 - Other Liabilities	170,354.50
TLB7020 - Accounts payable/other payables	**12,597,202.81**
LB7074 - Accrued Liabilities - Others (Op. Exp.)	525,207.95
LB7083 - SP year end bonus	336,207.00
TLB7080 - Short Term Provisions	**336,207.00**
TLB7070 - Accrued Expenses	**861,414.95**
TLB7000 - Total current liabilities	**13,458,617.76**
TLB9000 - Total equity and liabilities	**47,493,834.48**

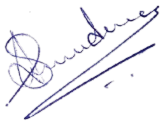


Sebastian Mendonca
CFO, Asian Trails Holding

Asian Trails Holding Ltd.

Profit and Loss Statement - Jan - Dec 2025

Detailed Profit & Loss	YTD Actual USD
PL2115 - Bonus/Variable salaries/incentive wages	(408,188.00)
TPL2100 - Staff costs	**(408,188.00)**
PL2345 - IT Expenses	(809,962.10)
PL2350 - Travel / Entertainment	(14,677.11)
PL2370 - Miscellaneous Expenses	(460,291.73)
PL2380 - TCI Group IC Income	1,911,788.00
TPL2300 - Other operating expenses	**626,857.06**
TPL2400 - Total operating expenses	**218,669.06**
TPL2500 - Operating result	**218,669.06**
TPL2800 - EBITDA	**218,669.06**
PL2902 - Amortizations of Intangible Asset	(213,661.00)
TPL2900 - Depreciations	**(213,661.00)**
TPL2970 - EBITAR	**5,008.06**
TPL2950 - Operating EBITA	**5,008.06**
TPL3000 - EBIT	**5,008.06**
PL3310 - Investment Income IC	1,538,000.00
PL3510 - Non-Operational Exchange differences	(428.71)
PL3610 - Interest Income Third	260.25
PL3615 - Interest Income IC	1,154,285.89
PL3625 - Interest Expenses IC	(1,717,806.98)
PL3210 - Management Fee Received	586,547.91
PL3220 - Management Fee Paid	(538,994.66)
TPL4000 - Result before taxes	**1,026,871.76**
PL4210 - Deferred Income Tax Result	(153,000.00)
TPL4300 - Income Taxes	**(153,000.00)**
TPL6900 - Net Result	**873,871.76**
TPL7000 - NR attributable to parent	**873,871.76**



Sebastian Mendonca
CFO, Asian Trails Holding

500FT Investment LLC
Balance Sheet as at 31st Dec, 2025

Currency - AED

Particulars	Notes	As at 31st Dec, 2025	As at 31st Dec, 2024
ASSETS:			
Non-current assets:			
Property, plant and equipment	3	9,095,117	12,882,525
Financial assets:-			
- Non current investments		-	-
- Loans		-	-
- Trade receivables		-	-
- Other financial assets	4	42,318	39,760
Other non-current assets		-	-
Non Current Tax assets		-	-
Deferred tax assets (net)		-	-
Total non-current assets		**9,137,435**	**12,922,285**
Current assets:			
- Inventories	5	248,879	269,811
Financial assets:-			
- Investment		-	-
- Trade receivables	6(a)	677,849	141,838
- Cash and cash equivalents	6(b)	938,160	576,527
- Bank balances other than cash and cash equivalents		-	-
Current Tax Assets (Net)		-	-
Other current assets	7	716,369	1,188,759
Total current assets		**2,581,256**	**2,176,935**
TOTAL ASSETS		**11,718,692**	**15,099,220**
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	8(a)	300,000	300,000
Other equity			
Reserve and surplus	8(b)	(17,088,725)	(11,101,617)
Total Equity		**(16,788,725)**	**(10,801,617)**
LIABILITIES			
Non-current liabilities			
Financial Liabilities			
- Borrowings		-	-
-Lease liabilities		-	
- Other financial liabilities		-	-
Provisions		-	-
Provisions		-	-
Deferred tax liabilities (net)		-	-
Other non-current liabilities		-	-
Total non-current liabilities		**-**	**-**
Current liabilities			
Financial liabilities			
- Borrowings		-	-
-Lease liabilities		-	
- Trade payables	9(a)	28,507,417	25,592,594
- Other financial liabilities	9(b)	-	308,243
Provisions		-	-
Current Tax Liabilities		-	-
Other current liabilities		-	-
Total current liabilities		**28,507,417**	**25,900,838**
TOTAL LIABILITIES		**28,507,417**	**25,900,838**
TOTAL EQUITY AND LIABILITIES		**11,718,692**	**15,099,220**

500FT Investment LLC
Statement of Profit And Loss for the year ended 31st Dec, 2025

Currency - AED

Particulars	Notes	year ended 31st Dec, 2025	year ended 31st Dec, 2024
Income			
Revenue from operations	10	5,100,424	5,276,369
Other income		2,000	-
Other gains (net)		-	-
Total income		**5,102,424**	**5,276,369**
Expenses			
Cost of services		161,284	107,045
Revenue share		957,601	1,055,274
Employee benefits expense	11	2,944,881	3,574,781
Finance Cost	12	110,961	119,464
Depreciation and amortisation expense	13	3,983,611	4,152,933
Other expenses	14	2,558,808	2,120,777
Total expenses		**10,717,146**	**11,130,274**
Profit before exceptional item		**(5,614,722)**	**(5,853,905)**
Add Exceptional items:			
Less Exceptional items:		-	
(Loss)/Profit before tax		**(5,614,722)**	**(5,853,905)**
Less : Tax expense		-	
Current tax		-	-
Deferred tax		-	-
Total tax expenses		**-**	**-**
(Loss)/Profit for the year (A)		**(5,614,722)**	**(5,853,905)**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations		-	
Income tax relating to items that will not be reclassified to profit or loss			
Total other comprehensive income for the year, net of taxes (B)		**-**	**-**
Total comprehensive income for the year (A+B)		**(5,614,722)**	**(5,853,905)**
Earnings/(Loss) per equity share (Face value of INR 1 each)			
- Basic earnings/(loss) per share		(18,716)	(19,513)
- Diluted earnings/(loss) per share		(18,716)	(19,513)

500FT Investment LLC

Notes forming part of the Financial Statements as at and for the year ended 31st Dec, 2025

Note 3: Property, plant and equipment:

Currency - AED

Particulars	Leasehold Improvements	Furniture and Fixtures	Computer	Plant and Machinery	Total
Opening as at 1st Jan, 2025	11,664,121	788,733	407,801	6,979,426	19,840,081
Additions	-	190,372	5,831	-	196,203
Disposals/transfer		-	-		-
Pre Acquisition Movement-		-	-		-
FCTR		-	-		-
Closing gross carrying amount	**11,664,121**	**979,105**	**413,632**	**6,979,426**	**20,036,284**
Accumulated depreciation		-			
Opening as at1st Jan, 2024	6,415,267	456,177	231,299	3,838,424	10,941,166
Depreciation charge during the year		-			-
Disposals					
Pre Acquisition Movement					
Change in Dep Policy					
FCTR					
Closing accumulated depreciation	**6,415,267**	**456,177**	**231,299**	**3,838,424**	10,941,166
Net carrying amount as at 31st Dec, 2024	4,706,565	788,733	407,801	6,979,426	**12,882,525**
Net carrying amount as at 31st Dec, 2025	**5,248,854**	**522,928**	**182,333**	**3,141,002**	**9,095,117**

500FT Investment LLC
Notes forming part of the Financial Statements as at and for the year ended 31st Dec, 2025

Note 4 : Other financial Assets

Particulars	Non-current	Current	Non-current	Current
	31st Dec, 2025	31st Dec, 2025	31st Dec, 2024	31st Dec, 2024
Security Deposits	9,650	-	51,750	-
Others	32,668			
Total Other Financial Assets	**42,318**	-	**51,750**	-

Note 5 : Inventories

Particulars	31st Dec, 2025	31st Dec, 2024
Finished goods (mention types of goods)	248,879	308,623
Total	**248,879**	**308,623**

Note 6 : Financial Assets

6(a)Trade receivables

Particulars	31st Dec, 2025	31st Dec, 2024
Trade receivables	677,849	724,403
Less : Allowance for doubtful debts	-	-
Total receivables	**677,849**	**724,403**
Break up of Security Details		
Secured, considered good	-	-
Unsecured, considered good	677,849	724,403
Total	**677,849**	**724,403**
Less : Allowance for doubtful debts	-	-
Total Trade Receivables	**677,849**	**724,403**

6(b) Cash and cash equivalents

Particulars	31st Dec, 2025	31st Dec, 2024
Balances with banks :		
In current accounts	921,160	100,955
Fixed Deposits with original maturity of less than three months*	-	-
Balance in EEFC accounts		
Remittance in Transit (including foreign currencies- Notes and paid documents)		
Cheques on hand		
Cash on hand (including foreign currencies- Notes and paid documents)	17,000	8,154
Total Cash and cash equivalents	**938,160**	**109,109**

500FT Investment LLC
Notes forming part of the Financial Statements as at and for the year ended 31st Dec, 2025

Note 7: Other Current Assets:

Currency - AED

Particulars	31st Dec, 2025	31st Dec, 2024
Advance to Suppliers		
Unsecured, considered good	195,984	859,588
Unsecured ,considered Doubtful	-	
Less: Allowance for doubtful advances	-	
Advance to Employees	-	
Unsecured, considered good	24,073	11,000
Unsecured, considered Doubtful	-	
Less: Allowance for doubtful advances	-	
Prepaid expenses	76,687	215,994
Balances receivables from Govt. authorities	419,625	504,789
Total	**716,369**	**1,591,370**

500FT Investment LLC
Notes forming part of the Financial Statements as at and for the year ended 31st Dec, 2025

Note 8(a) Share Capital and Other Equity:

Particulars	Equity Share Capital#		Preference Share Capital*	
	No of Shares	Amount	No of Shares	Amount
AUTHORISED				
As at 1st Jan, 2024	300	300,000	300	300,000
Increase/(Decrease) during the period				
As at 31st Dec, 2023	300	300,000	300	300,000

500FT Investment LLC
Notes forming part of the Financial Statements as at and for the year ended 31st Dec, 2025

Note 8(b) Reserves and surplus

Particulars	31st Dec, 2025	31st Dec, 2024
OCI	-	-
Retained Earnings	(17,088,725)	(11,474,002)
Total reserves and surplus	**(17,088,725)**	**(11,474,002)**

(vii) Retained Earnings

Particulars	31st Dec, 2025	31st Dec, 2024
Opening Balance Jan 1, 2025	(11,474,002)	(5,620,098)
Net Profit For the period	(5,614,722)	(5,853,905)
OCI during the year	-	
Closing Balance	**(17,088,725)**	**(11,474,002)**

500FT Investment LLC

Notes forming part of the Financial Statements as at and for the year ended 31st Dec, 2025

Note 9: Financial Liabilities:

9(a) Other Financial Liabilities

Particulars	31st Dec, 2025		31st Dec, 2024	
	Non-Current	Current	Non-Current	Current
Current				
Liabilities against expense		-		307,845
Employees benefit payable		-		399
Others		-		
Total Other Financial Liabilities	-	-	-	**308,243**

9(b)Trade Payables

Particulars	31st Dec, 2025	31st Dec, 2024
-Dues of micro enterprises and small enterprises	-	
-Dues of creditors other than micro enterprises and small enterprises		
(i) Acceptances		
(ii) Trade pyable to Related Parties	-	-
(iii) Trade pyable to Inter companies	-	
(iv) Other Trade Payable	28,507,417	25,592,594
Preacquisition Impact on Retained Earning		-
Total Trade Payables	**28,507,417**	**25,592,594**

500FT Investment LLC
Notes forming part of the Financial Statements as at and for the year ended 31st Dec, 2025

Note 10: Revenue from Operations

Particulars	31st Dec, 2025	31st Dec, 2024
Sale of Services	5,100,424	5,276,369
Total	**5,100,424**	**5,276,369**

Note 11: Employee Benefit Expense

Particulars	31st Dec, 2025	31st Dec, 2024
Salaries Wages and Bonus	2,598,864	2,804,107
Contribution to Provident and Other Funds	-	58,813
Gratuity	32,568	27,942
Staff Welfare Expenses	171,984	568,354
Staff Training, Recruitment and Other Costs	113,953	108,044
Incentives to Staff	27,513	7,522
Total	**2,944,881**	**3,574,781**

Note 12: Depreciation and Amortisation Expense

Particulars	31st Dec, 2025	31st Dec, 2024
Depreciation on Tangible Assets	3,983,611	4,152,933
Amortisation on Intangible Assets	-	
Depreciation and amortisation expense (Right of Use Assets)	-	
Total	**3,983,611**	**4,152,933**

Note 14: Other Expenses

Particulars	31st Dec, 2025	31st Dec, 2024
Rent	337,874	105,000
Advertisment & Business pramotions	558,422	249,954
Stores and tools consumed	331	28
Electricity	95,240	98,845
Repairs to Others	18,728	-
Insurance	201,628	290,409
Licence Fees	178,273	130,314
Travelling Expenses	71,334	61,613
Vehicle Running and Maintenance Expenses	-	21
Legal and Professional Charges (refer note 21 (a))	58,878	156,879
Payment to Auditors - As Auditors Statutory and limited review	3,000	2,000
Printing and Stationery	4,899	10,771
Communication expenses	37,115	60,156
Exchange loss other than in the normal course of business as an authorised foreign exchange dealer	25,155	6,374
Miscellaneous Expenses	967,931	948,413
Total	**2,558,808**	**2,120,777**

Note 13: Finance Costs

Particulars	31st Dec, 2025	31st Dec, 2024
Interest and finance charges on financial liabilities not at fair value through profit and loss	-	
Other Finance Charges	110,961	119,464
Interest Expenses ROU Liabilitiy	-	
Total	**110,961**	**119,464**

500ft SPV Limited
Balance Sheet as at 31st Dec, 2025

Currency - AED

Particulars	Notes	As at 31st Dec, 2025	As at 31st Dec, 2024
ASSETS:			
Non-current assets:			
Property, plant and equipment		-	-
Investment in subsidiaries		300,000	300,000
Financial assets:-			
- Non current investments		-	-
- Loans		-	-
- Other financial assets		-	-
Other non-current assets		-	-
Non Current Tax assets		-	-
Deferred tax assets (net)		-	-
Total non-current assets		**300,000**	**300,000**
Current assets:			
Inventories		-	-
Financial assets:-			
- Investments			-
- Trade receivables	2(a)	24,155,136	23,889,432
- Cash and cash equivalents	2(b)	11,452	14,234
- Bank balances other than cash and cash equivalents		-	-
-Loan		-	-
- Other financial assets		-	-
Other current assets	3	2,126	1,146
Total current assets		**24,168,713**	**23,904,812**
TOTAL ASSETS		**24,468,713**	**24,204,812**
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	4(a)	2,569,000	2,569,000
Preference share capital		-	-
Other equity			
Share application money pending allotment		-	-
Reserve and surplus	4(b)	(79,518)	(53,814)
Total Equity		**2,489,482**	**2,515,186**
LIABILITIES			
Non-current liabilities			
Financial Liabilities		-	
Deferred tax liabilities (net)		-	-
Other non-current liabilities		-	-
Total non-current liabilities		**-**	**-**
Current liabilities			
Financial liabilities			
- Borrowings		-	-
Finance lease liabilities			
- Trade payables	5(a)	21,979,231	21,685,626
- Other financial liabilities	5(b)	-	4,000
Provisions		-	-
Employee Benefit Payable		-	-
Current Tax Liabilities		-	-
Other current liabilities		-	-
Total current liabilities		**21,979,231**	**21,689,626**
TOTAL LIABILITIES		**21,979,231**	**21,689,626**
TOTAL EQUITY AND LIABILITIES		**24,468,713**	**24,204,812**

500ft SPV Limited
Statement of Profit And Loss for the For the period 31st December, 2025

Currency - AED

Particulars	Notes	For the year ended as on	
		Dec 31, 2025	Dec 31, 2024
Income			
Revenue from operations		-	-
Other income		-	-
Other gains (net)		-	-
Total income		-	-
Expenses			
Finance Cost	6	2,670	2,420
Other expenses	7	23,034	23,105
Total expenses		**25,704**	**25,525**
Profit before exceptional item		**(25,704)**	**(25,525)**
Add Exceptional items:			
Less Exceptional items:		-	
(Loss)/Profit before tax		**(25,704)**	**(25,525)**
Less : Tax expense			
Current tax		-	-
Deferred tax		-	-
Total tax expenses		-	-
(Loss)/Profit for the year (A)		**(25,704)**	**(25,525)**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations		-	
Income tax relating to items that will not be reclassified to profit or loss			
Total other comprehensive income for the year, net of taxes (B)		-	-
Total comprehensive income for the year (A+B)		**(25,704)**	**(25,525)**
Earnings/(Loss) per equity share (Face value of INR 1 each)			
- Basic earnings/(loss) per share		(1.53)	(0.04)
- Diluted earnings/(loss) per share		(1.53)	(0.04)

Note 2: Finance Assets

2(a): Trade receivables

Particulars	31st Dec, 2025	31st March, 2024
Trade receivables	**24,155,136**	23,889,432
Less : Allowance for doubtful debts	-	-
Total receivables	**24,155,136**	**23,889,432**
Break up of Security Details		
Secured, considered good	850,000	850,000
Unsecured, considered good	23,305,136	23,039,432
Unsecured, considered doubtful	-	-
Total	**24,155,136**	**23,889,432**
Less : Allowance for doubtful debts	-	-
Total Trade Receivables	**24,155,136**	**23,889,432**

2(b) Cash and cash equivalents

Particulars	31st Dec, 2025	31st March, 2024
Balances with banks :		
In current accounts	11,452	14,234
Cash on hand (including foreign currencies- Notes and paid documents)	-	-
Total Cash and cash equivalents	**11,452**	**14,234**

Note 3: Other Current Assets:

Particulars	31st Dec, 2025	31st March, 2024
Prepaid expenses	-	-
Balances receivables from Govt. authorities	2,126	1,146
Total	**2,126**	**1,146**

500ft SPV Limited
Notes forming part of the Financial Statements as at and for the For the period 31st December, 2025

Note 8(a) Share Capital and Other Equity:

	Equity Share Capital#		Preference Share Capital*	
Particulars	**No of Shares (In lakhs)**	**Amount**	**No of Shares (In lakhs)**	**Amount**
AUTHORISED				
As at 1st Jan, 2024	7	2,569,000	-	-
Shares issued		-		
As at 31st Dec, 2024	**7**	**2,569,000**	-	-

#Consists of following:
700,000 Equity Shares of 1/- each

Particulars	**Equity share capital**		**Preference Share Capital**	
Less: Share Forfeited		-		
Add: Addition on account of stock options allotment		-		
Add: exercise of options-proceeds received		-		
As at 31st Dec, 2024	-	-	-	-

500ft SPV Limited
Notes forming part of the Financial Statements as at and for the For the period 31st December, 2025

Note 8(b) Reserves and surplus

Particulars	31st Dec, 2025	31st Dec, 2024
Capital Reserve	-	-
Capital Redemption Reserve	-	-
Debenture Redemption Reserve	-	-
Share Option Outstanding Amount	-	-
OCI	-	-
General Reserve	-	-
Foreign currency translation reserve	-	-
Retained Earnings	(79,518)	(53,814)
Total reserves and surplus	**(79,518)**	**(53,814)**

(vii) Retained Earnings

Particulars	31st Dec, 2025	31st Dec, 2024
Opening Balance [Jan 01, 2023]	(53,814)	(28,290)
Net Profit For the period	(25,704)	(25,525)
Closing Balance	**(79,518)**	**(53,814)**

500ft SPV Limited
Notes forming part of the Financial Statements as at and for the For the period 31st December, 2025

Note 5: Financial Liabilities:

5(a) Other Financial Liabilities

Particulars	31st Dec, 2025		31st Dec, 2024	
	Non-Current	Current	Non-Current	Current
Liabilities against expense		-		4,000
Others				-
Total Other Financial Liabilities	**-**	**-**	**-**	**4,000**

5(b)Trade Payables

Particulars	31st Dec, 2025		31st Dec, 2024	
	Non-Current	Current	Non-Current	Current
-Dues of micro enterprises and small enterprises		-		-
-Dues of creditors other than micro enterprises and small enterprises				
(i) Acceptances				
(ii) Trade pyable to Related Parties		-		-
(iii) Trade pyable to Inter companies				-
(iv) Other Trade Payable		21,979,231		21,685,626
Total Trade Payables	**-**	**21,979,231**		**21,685,626**

Note 6: Finance Costs

Particulars	31st Dec, 2025	31st Dec, 2024
Interest and finance charges on financial liabilities not at fair value through profit and loss	-	-
Other Finance Charges	2,670	2,420
Interest Expenses ROU Liabilitiy	-	-
Total	**2,670**	**2,420**

Note 7: Other Expenses

Particulars	31st Dec, 2025	31st Dec, 2024
Licence Fees	5,684	-
Legal and Professional Charges (refer note 21 (a))	17,350	19,105
Payment to Auditors - As Auditors Statutory and limited review	-	4,000
Total	**23,034**	**23,105**

BDC Digiphoto Imaging Solutions Private Limited
Management Accounts as at 31st December, 2025

Currency - INR

Particulars	Notes	As at 31st December, 2025	As at 31st December, 2024
ASSETS:			
Non-current assets:			
Property, plant and equipment	3	21,499,866	28,026,854
Development			
Capital work-in-progress	3	-0	767,856
Right-Of-Use Assets		-	6,066,977
Goodwill	4	-	-
Other intangible Assets	4	731,478	1,709,821
Intangible assets under development		-	-
Investment accounted for using equity method	5	-	-
Investment in subsidiaries	5	-	-
Financial assets:-			
- Non current investments	5	-	-
- Loans		750,000	2,292,420
- Other financial assets	6(e)	-	-
Other non-current assets	7	-	-
Non Current Tax assets	9	71,781	-
Deferred tax assets (net)	16	-	-
Total non-current assets		**23,053,125**	**38,863,929**
Current assets:			
Inventories		8,355,311	8,290,558
Financial assets:-			
- Investments	6(a)	-	-
- Trade receivables	6(b)	37,026,289	81,013,029
- Cash and cash equivalents	6(c)	9,161,658	7,067,378
- Bank balances other than cash and cash equivalents	6(d)	4,381,687	3,096,559
- Loans		4,442,736	4,488,753
- Other financial assets	6(e)	-	719,825
Current Tax Assets (Net)			
Other current assets	8	19,585,999	26,050,824
Total current assets		**82,953,680**	**130,726,926**
TOTAL ASSETS		**106,006,806**	**169,590,855**
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	10(a)	100,000	100,000
Other equity			
Share application money pending allotment		-	-
Reserve and surplus	10(b)	-220,054,974	-215,347,508
Total Equity		**-219,954,974**	**-215,247,508**
LIABILITIES			
Non-current liabilities			
Financial Liabilities			
- Borrowings	11(a)	-	-
- Other financial liabilities	11(c)	-	-
Provisions	14	-	-
Employee Benefit Obligations	15	8,101,294	6,298,005
Deferred tax liabilities (net)	16	-	-
Other non-current liabilities	12	-	-
Total non-current liabilities		**8,101,294**	**6,298,005**
Current liabilities			
Financial liabilities			
- Borrowings	11(b)	-	-
Finance lease liabilities		-	6,775,383
- Trade payables	11(d)	295,117,113	357,411,669
- Other financial liabilities	11(c)	4,723,090	8,549,779
Provisions	14	-	-
Employee Benefit Payable	15	990,649	739,773
Current Tax Liabilities	9		-
Other current liabilities	13	17,029,633	5,063,754
Total current liabilities		**317,860,486**	**378,540,358**
TOTAL LIABILITIES		**325,961,780**	**384,838,363**
TOTAL EQUITY AND LIABILITIES		**106,006,806**	**169,590,855**

BDC Digiphoto Imaging Solutions Private Limited
Statement of Profit And Loss for the 12 months ended 31st December, 2025

Currency - INR

Particulars	Notes	12 months ended 31st December, 2025	12 months ended 31st December 2024
Income			
Revenue from operations	17	123,011,491	130,770,737
Other income	18(a)	99,712,530	89,500,992
Other gains (net)	18(b)	-	-
Total income		**222,724,021**	**220,271,729**
Expenses			
Cost of services		59,696,358	67,643,025
Employee benefits expense	19	99,488,273	101,931,452
Finance Cost	22	1,988,843	2,473,999
Advertisement Expenses		228,302	1,364,865
Depreciation and amortisation expense	20	10,228,788	9,068,293
Depreciation - Right of Use Assets - Buildings		6,066,973	6,837,426
Other expenses	21	50,649,000	36,001,685
Total expenses		**228,346,536**	**225,320,744**
Profit before exceptional item		**-5,622,515**	**-5,049,014**
Add Exceptional items:			
Less Exceptional items:		-	-
(Loss)/Profit before tax		**-5,622,515**	**-5,049,014**
Less : Tax expense		-	-
Current tax	23	-	-
Deferred tax	23	-	-
Total tax expenses		**-**	**-**
(Loss)/Profit for the year (A)		**-5,622,515**	**-5,049,014**
Other comprehensive income		-	-
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations		**915,049**	**244,586**
Income tax relating to items that will not be reclassified to profit or loss			
Total other comprehensive income for the year, net of taxes (B)		**915,049**	**244,586**
Total comprehensive income for the year (A+B)		**-4,707,466**	**-4,804,428**
Earnings/(Loss) per equity share (Face value of INR 1 each)	34		
- Basic earnings/(loss) per share		- 94.15	- 96.09
- Diluted earnings/(loss) per share		- 94.15	- 96.09

BDC Digiphoto Imaging Solutions Private Limited
Notes forming part of the Financial Statements as at and for the 12 months ended 31st December, 2025

Note 3: Property, plant and equipment:

Currency - INR

Particulars	Office Building	Leasehold Improvements	Furniture and Fixtures	Computers	Office equipments	Vehicles	Plant and Machinery	Total	Capital work in progress
Gross carrying amount									
Opening as at 1st January, 2025			7,245,299	79,728,518	-	62,850		87,036,667	767,856
Additions			327,756	2,789,236	-	-		3,116,992	-
Disposals/transfer			(417,600)	-	-	-		(417,600)	(767,856)
Pre Acquisition Movement-			-	-	-	-		-	
FCTR			-	-	-	-		-	
Closing gross carrying amount	-	-	**7,155,455**	**82,517,754**	-	**62,850**		**89,736,059**	-0
Accumulated depreciation									
Opening as at1st January, 2025			5,041,045	53,910,241	-	58,530		59,009,816	
Depreciation charge during the year			641,446	8,706,863	-	1,178		9,349,487	
Disposals			(123,110)	-	-	-		(123,110)	
Pre Acquisition Movement			-	-	-	-		-	
Change in Dep Policy			-	-	-	-		-	
FCTR			-	-	-	-		-	
Closing accumulated depreciation	-	-	**5,559,381**	**62,617,104**	-	**59,709**		**68,236,193**	-
Net carrying amount as at 31st December, 2025	-	-	**1,596,074**	**19,900,650**	-	**3,142**		**21,499,866**	-0

i) Leased Assets

Propoerty, Plant and Equipments includes the following amounts where the company is a lessee under a finance lease:

Particulars	31st December, 2025							
	Office Building	Leasehold Improvements	Furniture and Fixtures	Computers	Office equipments	Vehicles	Plant and Machinery	Total
Cost/Deemed Cost - Opening	22,023,919		-	-	-	-	-	22,023,919
Addition	-		-	-	-	-	-	-
Disposals/transfer	-		-	-	-	-	-	-
FCTR	-0		-	-	-	-	-	-0
Closing gross carrying amount	22,023,919	-	-	-	-	-	-	22,023,919
Accumulated Depreciation -Opening	15,956,943		-	-	-	-	-	15,956,943
Depreciation charge during the year	6,066,976	-	-	-	-	-	-	6,066,976
Disposals	-	-	-	-	-	-	-	-
FCTR	-	-	-	-	-	-	-	-
Closing accumulated depreciation	22,023,919	-	-	-	-	-	-	22,023,919
Net Carrying Amount	-	-	-	-	-	-	-	-

BDC Digiphoto Imaging Solutions Private Limited
Notes forming part of the Financial Statements as at and for the 12 months ended 31st December, 2025

Note 4: Intangible Assets:

Currency - INR

Particulars	Computer Software	Goodwill
Gross carrying amount		
Opening as at 1st January, 2025	11,258,489	
Additions	185,952	
Disposals	-	
Pre Acquisition Movement	-	
FCTR	-	
Closing gross carrying amount	**11,444,441**	-
Accumulated amortisation		
Opening as at 1st January, 2025	9,548,665	
Amortisation charge for the year	1,164,298	
Disposals	-	
Pre Acquisition Movement	-	
Change in acc policy - Dep for the year	-	
FCTR		
Closing accumulated amortisation	**10,712,963**	-
Net carrying amount as at 31st December, 2025	**731,478**	-

BDC Digiphoto Imaging Solutions Private Limited
Notes forming part of the Financial Statements as at and for the 12 months ended 31st December, 2025
Note 6: Loans Non-Current

Particulars	31st December, 2025	31st December, 2024
Loans to Related Parties- Non current - Unsecured	-	-
Loans to Inter Company- Non current - Unsecured	-	-
Security deposits [Loans] - Non current - Unsecured	750,000	2,292,420
Aggregate Amount of impairment in the value of investments	750,000	2,292,420

Note 6: Loans Current

Particulars	-	-
Security deposits [Loans] - Current - Unsecured	4,442,736	4,488,753
	-	-
Aggregate Amount of impairment in the value of investments	4,442,736	4,488,753

Note 6: Financial Assets

6(b)Trade receivables

Particulars	31st December, 2025	31st December, 2024
Trade receivables	37,026,289	81,013,029
Less : Allowance for doubtful debts	-	-
Total receivables	37,026,289	81,013,029
Break up of Security Details		
Secured, considered good	-	-
Unsecured, considered good	37,026,289	81,013,029
Total	37,026,289	81,013,029
Less : Allowance for doubtful debts	-	-
Total Trade Receivables	37,026,289	81,013,029
Trade recievables from Related Parties	21,056,585	

6(c) Cash and cash equivalents

Particulars	31st December, 2025	31st December, 2024
Balances with banks :		
In current accounts	8,307,877	5,693,115
Cheques on hand		
Cash on hand (including foreign currencies- Notes and paid documents)	853,780	1,374,264
Total Cash and cash equivalents	9,161,658	7,067,378

6(d) Bank balances other than cash and cash equivalents

Particulars	31st December, 2025	31st December, 2024
Fixed Deposits with original maturity of more than three months but less than 12 months*	4,381,687	3,096,559
Unclaimed dividend	-	-
Total Cash and cash equivalents	4,381,687	3,096,559

6(e) Other financial Assets

Particulars	Non-current	Current	Non-current	Current
	31st December, 2025	31st December, 2025	31st December, 2024	31st December, 2024
Fixed deposits with maturity for more than 12 months*	-	-	-	-
Security Deposits	-	-	-	
Others	-			
Total Other Financial Assets	-	-	-	719,825

BDC Digiphoto Imaging Solutions Private Limited
Notes forming part of the Financial Statements as at and for the 12 months ended 31st December, 2025

Note 8: Other Current Assets:

Particulars	31st December, 2025	31st December, 2024
Advance to Suppliers		
Unsecured, considered good	201,979	1,289,784
Unsecured ,considered Doubtful	-	-
Less: Allowance for doubtful advances	-	-
Advance to Employees	-	-
Unsecured, considered good	143,690	49,253
Unsecured, considered Doubtful	-	-
Less: Allowance for doubtful advances	-	-
Prepaid expenses	446,597	165,719
Balances receivables from Govt. authorities	18,793,733	24,546,068
Total	**19,585,999**	**26,050,824**

Note 9: Non- Current Tax Assets / Current Tax Liabilities:

Particulars	31st December, 2025	31st December, 2024
Opening Balance	-	
Less: Current Tax payable for the year		
Add: Taxes Paid	-	-
Closing Balances	-	-
Disclosed as:		
Non-Current Tax Assets (as per Balance sheet)	71,781	-
Current Tax Liability (as per Balance sheet)	-	-

Inventories

Particulars	31st December, 2025	31st December, 2024
Raw material, consumables and other supplies	8,355,311	8,290,558
Raw material, consumables and other supplies [in transit]	-	-
Finished goods (mention types of goods)		
Stock-in-trade (in respect of goods acquired for trading);		
Total	**8,355,311**	**8,290,558**

BDC Digiphoto Imaging Solutions Private Limited
Notes forming part of the Financial Statements as at and for the 12 months ended 31st December, 2025

Note 10(a) Share Capital and Other Equity:

Particulars	Equity Share Capital#		Preference Share Capital*	
	No of Shares (In lakhs)	Amount	No of Shares (In lakhs)	Amount
AUTHORISED				
As at 1st Jan, 2025	50,000	100,000		
Increase/(Decrease) during the period				
As at 31st December, 2025	50,000	100,000	-	-

Note 10(b) Reserves and surplus

Currency - INR

Particulars	31st December, 2025	31st December, 2024
Capital Reserve	-	-
Capital Redemption Reserve	-	-
Debenture Redemption Reserve	-	-
Share Option Outstanding Amount	-	-
OCI	3,638,402	2,723,353
General Reserve	-	-
Foreign currency translation reserve	-	-
Retained Earnings	(223,693,376)	(218,070,861)
Total reserves and surplus	**(220,054,974)**	**(215,347,508)**

(v) OCI

Particulars	31st December, 2025	31st December, 2024
Opening Balance [April 1, 2019]	2,723,353	2,478,767
Add: Addition in OCI During the year	915,049	244,586
Add: Transfer	-	-
	-	-
Closing Balance	**3,638,402**	**2,723,353**

(vii) Retained Earnings

Particulars	31st December, 2025	31st December, 2024
Opening Balance [April 1, 2019]	(218,070,861)	(213,021,846)
Net Profit For the period	(5,622,515)	(5,049,014)
Preacquisition Impact on Retained Earning	-	-
Retained Earning on ROU Assets (Dep)	-	
		-
Dividends, including dividend distribution tax	-	-
Transfer to capital redemption reserve	-	-
Transfer to debenture redemption reserve	-	-
Closing Balance	**(223,693,376)**	**(218,070,861)**

BDC Digiphoto Imaging Solutions Private Limited
Notes forming part of the Financial Statements as at and for the
12 months ended 31st December, 2025

Note 11: Financial Liabilities: INR

11(c) Other Financial Liabilities

Particulars	31st December, 2025		31st December, 2024	
	Non-Current	Current	Non-Current	Current
Current				
Current maturities of Redeemable long term debentures / Term Loan (Refer 11(a))	-	-	-	-
Current maturities of Long term Inter Company Loan	-	-	-	
Current maturities of finance lease obligations (Refer 11(a))	-	-	-	-
ROU Lease Liability	-	-	-	6,775,383
Deposits received from vendor		-		
Dividend Payable		-		-
Unpaid Dividend @				
Interest accrued		-		
Liabilities against expense		4,723,090		8,549,781
Liabilities against Fixed Assets [Capital Creditors]		-		
Interest payable to Related parties		-		-
Derivative financial liabilities		-		
Guarantees given to bank and others on behalf of subsidiaries		-		
Other financial liabilities - Inter Company - Current		-		-1
Other financial liabilities - Related Parties - Current		-		
Others		-		
Total Other Financial Liabilities	**-**	**4,723,090**	**-**	**15,325,162**

11(d)Trade Payables

Particulars	31st December, 2025	31st December, 2024
-Dues of micro enterprises and small enterprises	-	
-Dues of creditors other than micro enterprises and small enterprises		
(i) Acceptances		
(ii) Trade pyable to Related Parties	-	
(iii) Trade pyable to Inter companies	-	
(iv) Other Trade Payable	295,117,113	357,411,669
Total Trade Payables	**295,117,113**	**357,411,669**

BDC Digiphoto Imaging Solutions Private Limited
Notes forming part of the Financial Statements as at and for the 12 months ended 31st December, 2025

Note 13: Other Current Liabilities

Particulars	31st December, 2025	31st December, 2024
Income Received in Advance		
Advance receipts from Customers for which value is still to be given	-	10,325
Statutory Dues	17,029,633	5,053,429
Rent Equalisation Reserve		
Fractional entitlement on Bonus Share Refund Accounts		
Others		
Total	17,029,633	5,063,754

Note 15: Employee Benefit Obligations

Particulars	31st December, 2025		31st December, 2024	
	Non-Current	Current	Non-Current	Current
Leave Entitlement	-		-	
Gratuity	8,101,294		6,298,005	
Other Employee benefits payable	-	990,649	-	739,773
Total	8,101,294	990,649	6,298,005	739,773

Note 17: Revenue from Operations

Particulars	31st December, 2025	31st December, 2024
Sale of Services	123,011,491	130,770,737
Other Operating Revenue	-	-
-Liabilities no longer required written back		
-Education and Training Revenue		
-Miscellaneous Receipts	-	-
Total	**123,011,491**	**130,770,737**

Note 18: Other Income and other gains/(losses)
(a) Other Income

Particulars	31st December, 2025	31st December, 2024
Interest Income		
-On Bank Deposits	590,688	257,307
Group Resource Income [GRC]	98,810,469	88,744,218
Miscellaneous Income	311,373	499,467
Total	**99,712,530**	**89,500,992**

Note 19: Employee Benefit Expense

Particulars	31st December, 2025	31st December, 2024
Salaries Wages and Bonus	83,275,845	89,424,091
Contribution to Provident and Other Funds	6,531,545	6,994,935
Gratuity	2,949,829	1,595,997
Staff Welfare Expenses	5,444,891	2,195,274
Staff Training, Recruitment and Other Costs	550,653	886,318
Incentives to Staff	735,509	834,837
Total	**99,488,273**	**101,931,452**

Note 20: Depreciation and Amortisation Expense

Particulars	31st December, 2025	31st December, 2024
Depreciation on Tangible Assets	9,064,490	8,968,396
Amortisation on Intangible Assets	1,164,298	99,898
Depreciation and amortisation expense	6,066,973	6,837,426
Total	**16,295,761**	**15,905,719**

Note 21: Other Expenses

Particulars	31st December, 2025	31st December, 2024
Rent	1,544,370	363,485
Stores and tools consumed	606,589	417,800
Electricity	776,249	867,369
Repairs to Others	384,216	1,267,650
Insurance	359,143	328,783
Licence Fees	6,549,375	6,434,659
Travelling Expenses	3,668,835	5,328,014
Vehicle Running and Maintenance Expenses	481	486
Legal and Professional Charges (refer note 21 (a))	11,037,775	8,166,218
Payment to Auditors - As Auditors Statutory and limited review	338,102	147,490
Printing and Stationery	35,436	88,909
Communication expenses	1,349,281	1,306,975
Exchange loss other than in the normal course of business as an authorised foreign exchange dea	21,270,266	9,366,669
Bad Debts and Advances Written Off	1,188,454	-
Loss on sale of property, plant and equipment (Net)	39,490	-
Miscellaneous Expenses	1,500,938	1,917,178
Total	**50,649,000**	**36,001,685**

Legal and professional charges includes payment to auditors

Note 22: Finance Costs

Particulars	31st December, 2025	31st December, 2024
Interest and finance charges on financial liabilities not at fair value through profit and loss	472,484	927,696
Other Finance Charges	1,516,359	1,546,303
Interest Expenses ROU Liabilitiy	-	-
Total	**1,988,843**	**2,473,999**

Financial Statements

Digiphoto SAE
For the year ended 31 December 2025

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Auditor’s Report on Separate Financial Statements

Digiphoto SAE
For the year ended 31 December 2025

Report on the Financial Statements

We have audited the accompanying financial statements of Digiphoto SAE (‘the Company’), represented in statement of financial position as of 2025 , and the related statements of profit or loss, comprehensive income, cash flow and the changes in equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management’s Responsibility for the Financial Statement

The financial statements are the responsibility of the Company's Management, as Management is responsible for the preparation and fair presentation of the financial statements in accordance with Egyptian Accounting Standards and applicable Egyptian laws. Management responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. This responsibility also includes selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances

Auditor’s Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Egyptian Standards on Auditing and applicable Egyptian laws. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance that the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's professional judgment, include the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making these risk assessments, the auditor consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purposes of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on these financial statements.

Opinion

In our opinion the financial statements refereed to above, give true and fair view, in all material respects, of the separate financial position of Digiphoto SAE as of 2025, and its financial performance and its cash flow for the period from 1 January 2025 till 31 December 2025 in accordance with Egyptian Accounting Standards and the related applicable Egyptian laws and regulations.

Report on other Legal and Regulatory Requirements

The company maintains proper accounting records that comply with the laws and the Company's articles of association and the financial statements agree with the Company's records.

The financial information included in the Management Report, prepared in accordance with Law No. 159 of 2981 and its executive regulation, is in agreement with the books of the Company insofar as such information recorded therein._

Ramy Shalash

RAA 26825

Cairo, 29 April 2026

Separate Statement of Financial Position

Digiphoto SAE

As at 31 December 2025

	31 DEC 2025	31 DEC 2024
Assets		
Fixed assets		
Computer Equipment	2,843,256	2,469,230
Less Accumulated Depreciation on Computer Equipment	(2,166,656)	(1,988,030)
Fixture & Fittings	346,741	346,741
Less Accumulated Depreciation on Fixture & Fittings	(346,223)	(345,787)
Total Fixed assets	**677,117**	**482,155**
Non-Current Assets	2,000	-
Current Assets		
Cash and Cash Equivalents		
Cash and cash equivalents		
CIB EGP	17,151,756	7,280,344
Petty Cash	8,924	9,075
CIB_CPS	4,525	8,391
Paymob	36,931	269
Total Cash and cash equivalents	**17,202,136**	**7,298,079**
Total Cash and Cash Equivalents	**17,202,136**	**7,298,079**
Trade and Other Receivables		
Trade receivables		
Accounts Receivable	3,585,620	9,552,341
Total Trade receivables	**3,585,620**	**9,552,341**
Prepayments		
Prepayments	4,464	57,666
Total Prepayments	**4,464**	**57,666**
Total Trade and Other Receivables	**3,590,085**	**9,610,008**
Current Tax Asset	1,856,604	1,147,752
Inventories		
Inventories	1,968,350	422,220
Total Inventories	**1,968,350**	**422,220**
Other Current Assets		
Current assets	111,061	-
Total Other Current Assets	**111,061**	**-**
Total Current Assets	**24,728,235**	**18,478,058**
Total Assets	**25,407,353**	**18,960,214**
Equity and Liabilities		
Equity		
Share Capital		

	31 DEC 2025	31 DEC 2024
Share capital	62,500	62,500
Total Share Capital	**62,500**	**62,500**
Retained Earnings	(18,469,865)	(24,950,807)
Total Equity	**(18,407,365)**	**(24,888,307)**
Liabilities		
Non-Current Liabilities		
Other Non-Current Liabilities	8,926,275	13,634,464
Total Non-Current Liabilities	**8,926,275**	**13,634,464**
Current Liabilities		
Trade and Other Payables		
Trade payables	27,756,945	22,880,850
Related party payables (current)	4,681,288	4,681,288
Total Trade and Other Payables	**32,438,233**	**27,562,138**
Current Tax Liability		
Tax		
Payroll Tax Payable FT	6,395	(36,891)
Social Insurance Payable	17,841	16,345
Withholding Tax Payable (WHT)	1,901,202	1,909,803
Value Added Tax Payable (VAT)	244,494	145,897
Total Tax	**2,169,932**	**2,035,154**
Total Current Tax Liability	**2,169,932**	**2,035,154**
Other Current Liabilities		
Current liabilities		
Accrued Expenses	250,331	586,817
Rounding	-	-
Suspense	29,946	29,946
Total Current liabilities	**280,277**	**616,763**
Total Other Current Liabilities	**280,277**	**616,763**
Total Current Liabilities	**34,888,442**	**30,214,056**
Total Liabilities	**43,814,717**	**43,848,520**
Total Equity and Liabilities	**25,407,353**	**18,960,214**

Exchange rates used to convert foreign currency into EGP are shown below. Rates are provided by XE.com unless otherwise stated.

- **31 Dec 2025**
  - 0.0770015 AED (United Arab Emirates Dirham)
  - 1.88451 INR (Indian Rupee)
  - 0.0209670 USD (United States Dollar)
- **31 Dec 2024**
  - 0.0722386 AED (United Arab Emirates Dirham)
  - 1.68329 INR (Indian Rupee)
  - 0.0196701 USD (United States Dollar)

Separate Statement of Profit or Loss

Digiphoto SAE

For the year ended 31 December 2025

	2025	2024
Revenue		
Revenue	25,127,407	21,999,056
Total Revenue	**25,127,407**	**21,999,056**
Cost of Sales		
Revenue Share	3,492,644	3,268,766
Direct Labour	4,008,564	3,276,624
Direct Material	2,776,251	4,807,886
Direct Marketing and Projects	-	11,000
Direct IT and Telco	126,283	156,090
Direct Others	68,430	120,398
Direct Depreciation	179,063	159,790
Total Cost of Sales	**10,651,235**	**11,800,554**
Gross Profit	**14,476,172**	**10,198,502**
Other Income		
Other Income	340,649	-
Total Other Income	**340,649**	**-**
Expenses		
Operating Expenses		
IT and Telco	665,787	527,415
Travel and Entertainment	-	457,933
Marketing and Advertising	34,469	12,541
Postage and Stationary	-	12,552
Legal and Professional	897,438	839,103
Bank and Credit Card Charges	69,305	41,579
Misc Exp	2	23,835
Rates and Taxes	63,058	76,685
Central Service Fee	9,467,289	5,083,609
Overhead Allocation	-	703,263
Unrealised foreign currency gains and losses	(7,625,156)	12,854,027
Realised foreign currency gains and losses	4,763,686	-
Total Operating Expenses	**8,335,879**	**20,632,541**
Total Expenses	**8,335,879**	**20,632,541**
Profit (Loss) Before Tax	**6,480,942**	**(10,434,039)**
Profit (Loss) for the Period from Continuing Operations	**6,480,942**	**(10,434,039)**
Profit (Loss) for the Period	**6,480,942**	**(10,434,039)**
Total Comprehensive Income for the Period	**6,480,942**	**(10,434,039)**

Statement of Cash Flows - Indirect Method

Digiphoto SAE

For the year ended 31 December 2025

	2025	2024
Operating Activities		
Profit after taxation	6,480,942	(10,434,039)
Adjustments for non-cash items		
Depreciation	179,063	159,790
Changes in operating assets and liabilities		
Accounts receivable	5,966,721	(7,162,416)
Inventory	(1,546,130)	174,219
Other current assets	(708,853)	(276,990)
Accounts payable	7,935,851	7,262,849
Other current liabilities	(336,486)	211,601
Net cash provided by operating activities	**17,971,108**	**(10,064,986)**
Investing Activities		
Proceeds from sale of property, plant & equipment		
Computer Equipment	194,439	-
Fixture & Fittings	-	131,250
Payment for property, plant & equipment	(439,689)	(441,717)
Other cash items from investing activities		
Prepayments	53,202	28,772
Net cash provided by investing activities	**(192,048)**	**(281,696)**
Financing Activities		
Other cash items from financing activities		
Payroll Tax Payable PT	(8,526)	6,697
Vendors FX Revaluation	(4,701,548)	7,014,805
Veterans Fund	1,885	1,491
Snow Settlement	-	-
Net cash provided by financing activities	**(4,708,189)**	**7,022,992**
Net Cash Flows	**13,070,871**	**(3,323,689)**
Cash and Cash Equivalents		
Cash and cash equivalents at beginning of period	7,298,079	4,780,872
CIB EGP	9,871,412	2,565,762
Petty Cash	(152)	(40,527)
CIB_CPS	(3,866)	(7,070)
Paymob	36,662	(957)
Cash and cash equivalents at end of period	17,202,136	7,298,079
Net change in cash for period	**9,904,057**	**2,517,208**

Notes to the Separate Financial Statements

Digiphoto SAE
For the year ended 31 December 2025

1. Introduction

Digiphoto Company (S.A.E) (the company) is an Egyptian joint stock company incorporated on 20 July 2016 under the provisions of companies' law No. 159 for the year 1981. The company was registered in the commercial register under registration No. 95340 on 20 JULY 2016.

The purpose of the company is photography, general trading and distribution. The Company may have interest or participate by any means with corporates and others, which practice business simitar to its business or which may assist it to achieve its purpose ln Egypt or abroad, as it may merge in the aforementioned bodies or acquire it and this is according to provisions of law and its executive regulation.

The company registered office is at 18 El Obour Buildings, Salah Salem Street. Nasr City, Cairo, Egypt

The company's parent is UAE company DEI HOLDINGS LIMITED.

2. Accounting Policies

The following is a summary of the most significant accounting policies applied in the preparation of these separate financial statements:

2-1 BASIS OF PREPARATION

The separate financial statements of the company are prepared in accordance with Egyptian Accounting Standards (“EAS”) and the related applicable laws and regulations.

The financial statement shave been prepared in Egyptian pounds (LE), which is the Company’s functional and presentation currency.

The financial statement shave been prepared under the going concern assumption on a historical cost basis.

2-2 SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of these financial statements requires management to make judgments and estimates that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures and the disclosure of contingent liabilities at the reporting date. Uncertainty about these assumption sand estimates could result in outcomes that require a material adjustment to the carrying amount of the assets or liabilities affected in future periods.

Estimate sand their underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised.

The key judgement and estimates that have significant impact on the financial statement of the Company are discussed below:

Judgement

The general personal judgments for implementation of the company accounting policies:

In general the application of the company's accounting policies does not require from management the use of personal judgment (except relating to significant accounting estimate and judgments described below which might have a major impact on the value recognized at the financial statement).

Estimations

Estimates and adjustments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, rarely equal the related actual results. The estimates and assumptions that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined below:

Taxes

The Company is subject to income taxes in Egypt. Significant judgment is required to determine the total provision for current and deferred taxes. The Company established provisions,based on reasonable estimates, for possible consequences of audits by the tax authorities in Egypt. The amount of such provision is based on various factors,such as experience of previous tax audits and differing interpretations of tax regulations by the Company and the responsible tax authority. Such differences of interpretations may arise on a wide variety of issues depending on the conditions prevailing in Egypt.

2-3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Foreign currencies

Transactions in foreign currencies rerecorded at the rate prevailing at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated using the exchange rate prevailing at the balance sheet date. All differences are recognized in the statement of income.

Non monetary items that are measured at historical cost in foreign currency are translated using the exchange rates prevailing at the dates of the initial recognition.

Non monetary items measured at fair value in a foreign currency are translated using the exchange rates prevailing at the date when the fair values determined.

Accounts receivable and other debit balances

Accounts receivable and other debit balances are stated at original invoice amount less any impairment losses.

Provision for impairment of trade receivables is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of receivables.Impairment losses are measured as the difference between the receivables carrying amount and the present value of estimated future cash flows.

Suppliers and accrued expenses

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

Trade parables are generally carried at the value of goods or services received from others, whether invoiced or not. Trade parables are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

Trades payable are recognized initially at fair value, and subsequently measured at amortized cost using the effective interest method, where material.

Expenses

All expenses including operating expenses,general and administrative expenses and other expenses are recognized and charged to the statement of income in the financial year in which these expenses were incurred.

Related party transactions

Related parties represent in parent company ,associated companies, major shareholders, directors and key management personnel of the Company, and entities controlled, jointly controlled or significantly influenced by such parties. Pricing policies and terms of these transactions are approved by the boards of directors.

Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash in hand, bank balances, and short-term deposits with an original maturity of three months less bank overdrafts.

Statement of cash flows

The statement of cash flows is prepared using the indirect method.

FAIR VALUE MEASUREMENT

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. The fair value measurements based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or the most advantageous market for the asset or liability.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For assets traded in an active market, fair value is determined by reference to quoted market bid prices.

The fair value of interest-bearing items is estimated based on discounted cash flows using interest rates for items with similar terms and risk characteristics.

For unquoted assets, fair value is determined by reference to the market value of similar asset or is based on the expected discounted cash flows.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservant inputs.

All assets and liabilities for which fair values measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

· Level 1 – Fair value measurements are those derived from quoted prices in an active market (that are adjusted) for identical assets or liabilities.

· Level 2 – Fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e.derived from prices).

· Level 3 – Fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that aren't based on observable market data (unobservant inputs).

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-categorization at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

3. Capital

The Company's authorized capital amounts LE 2,500,000, the issued capital is LE 250,000, shares are divided over 2,500 of par value LE 100 each while the Company's paid up capital amounts LE 62,500 as follows:

Shareholder	No. shares	Participation %	Issued Capital LE	Paid up Capital LE
RAMAKRISHNAN KALAPATHY SHANKAR	25	1%	2,500	625
SANGHAMITRA RAMAKRISHNAN KALPATHY	25	1%	2,500	625
DEI HOLDINGS LIMITED	2,450	98%	245,000	61,250
Total	2,500	100%	250,000	62,500

4. Fair Values of Financial Instruments

Financial instruments comprise financial assets and financial liabilities.

Financial assets of the company include bank balances and cash, trade receivables, prepayments and due from related parties.Financial liabilities of the company include trade and accrued expenses, due to related parties and tax liability.

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

5. Related Parties

Forthe purpose of these financial statements, parties are considered to be relatedto the Company, if the Company has the ability, directly or indirectly, tocontrol the party or exercise significant influence over the party in makingfinancial and operating decisions, or vice versa, or where the Company and theparty are subject to common control. Related parties may be individuals orother entities.

Transactions with related parties represent transactions with theultimate shareholders and their associates and subsidiaries.

Year end balances arising from transactions with related partiesare summarized below :

6. Tax Position

Due to the nature of the procedures for estimating tax liabilities in the Arab Republic of Egypt, the final results of this estimate by the tax authority may not be realistic. Therefore, there may be additional contingent liabilities arising from the tax assessment of the Company's tax payable. The following is a summary of the tax position of the Company as of date.

Corporate income tax
The Company submitted its tax return on regular basis since inception till date according to the tax law no. 91/2005. The Company's books currently under inspection.

Payroll tax
The company deducted the salaries tax according to tax law no. 91/2005 and the Company's books has been inspected since company establishment till 2022 and the company paid the original tax differences due.

Value Added Tax

The Company submit VAT returns on regular basis since inception till date. The Company's books have not been inspected yet.

Withholding tax
The Company applies the withholding tax provision on its transaction with private sector according to tax law no. 91/2005 and the Company's books have not been inspected yet.

Stamp Tax
The Company books has been inspected since company establishment till December 2021 and the company paid the original tax differences due.

DIGIPHOTO IMAGING (MACAU) LIMITED

REPORT AND FINANCIAL STATEMENTS

31 December 2025

HO MEI VA
Certified Public Accountant

DIGIPHOTO IMAGING (MACAU) LIMITED

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何美華執業會計師
HO MEI VA Auditor de Contas
HO MEI VA Certified Public Accountant

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INDEPENDENT AUDITOR'S REPORT

TO THE MANAGEMENT OF
DIGIPHOTO IMAGING (MACAU) LIMITED
(Incorporated in Macau with limited liability)

I have audited the financial statements of the Digiphoto Imaging (Macau) Limited (the "Company") set out on pages 3 to 16, which comprise the statement of financial position as at 31 December 2025, and the statement of profit or loss and other comprehensive income, the statement of changes in equity and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Management's responsibility for the financial statements

The management of the Company is responsible for the preparation and the true and fair presentation of these financial statements in accordance with Financial Reporting Standards issued by the Government of Macau Special Administrative Region. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; making accounting estimates that are reasonable in the circumstances; and maintaining proper and accurate accounting records.

Auditor's responsibility

My responsibility is to express an opinion on these financial statements based on my audit and to report my opinion solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. I do not assume responsibility towards or accept liability to any other person for the contents of this report. I conducted my audit in accordance with the General Auditing Standards issued by the Government of Macau Special Administrative Region. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and the true and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

何 美 華 執 業 會 計 師

HO MEI VA Auditor de Contas

HO MEI VA Certified Public Accountant

INDEPENDENT AUDITOR'S REPORT (continued)

TO THE MANAGEMENT OF
DIGIPHOTO IMAGING (MACAU) LIMITED
(Incorporated in Macau with limited liability)

Opinion

In my opinion, the financial statements give a true and fair view, in all material respects, of the financial position of Digiphoto Imaging (Macau) Limited as at 31 December 2025 and of its operating results and cash flows for the year then ended in accordance with Financial Reporting Standards of Macau Special Administrative Region.

Use of report

This report has been prepared solely for the management purpose of the Company and is not intended for any other purpose.

Ho Mei Va
Certified Public Accountant

Macau, 30 June 2026

DIGIPHOTO IMAGING (MACAU) LIMITED
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
Year ended 31 December 2025

	Notes	2025 MOP	2024 MOP
REVENUE	5	23,976,650	22,959,215
Other income		74,733	-
		24,051,383	22,959,215
Partner revenue share		(11,143,592)	(10,983,115)
Direct operating expenses	6	(10,736,800)	(9,618,990)
Depreciation		(104,974)	(96,133)
Other operating and administrative expenses		(5,829,026)	(2,826,314)
LOSS BEFORE TAX	7	(3,763,009)	(565,337)
Taxation	8 (a)	482,295	-
TOTAL COMPREHENSIVE EXPENSE FOR THE YEAR		(3,280,714)	(565,337)

DIGIPHOTO IMAGING (MACAU) LIMITED
STATEMENT OF FINANCIAL POSITION
31 December 2025

	Notes	2025 MOP	2024 MOP
ASSETS			
NON-CURRENT ASSETS			
Plant and equipment	9	616,475	364,175
Deferred tax assets	8 (c)	482,295	-
		1,098,770	364,175
CURRENT ASSETS			
Amount due from immediate holding company	10	25,000	25,000
Amounts due from fellow subsidiaries	11	893,950	246,655
Inventories	12	912,368	719,504
Accounts receivable		1,988,396	1,574,280
Prepayments, deposits and other receivables		26,666	30,628
Cash and bank balances		714,494	1,485,077
		4,560,874	4,081,144
TOTAL ASSETS		5,659,644	4,445,319
EQUITY AND LIABILITIES			
CAPITAL AND RESERVES			
Share capital	13	25,000	25,000
Legal reserve	14	12,500	12,500
Accumulated losses		(13,543,424)	(10,262,710)
		(13,505,924)	(10,225,210)
CURRENT LIABILITIES			
Accounts payable		1,092,987	509,398
Other payables and accruals		1,068,937	871,100
Amounts due to fellow subsidiaries	11	17,003,644	13,290,031
		19,165,568	14,670,529
TOTAL EQUITY AND LIABILITIES		5,659,644	4,445,319

Director

Director

DIGIPHOTO IMAGING (MACAU) LIMITED
STATEMENT OF CHANGES IN EQUITY
Year ended 31 December 2025

	Share capital MOP	Legal reserve MOP	Accumulated losses MOP	Total MOP
At 1 January 2024	25,000	12,500	(9,697,373)	(9,659,873)
Total comprehensive expense for the year	-	-	(565,337)	(565,337)
At 31 December 2024 and 1 January 2025	25,000	12,500	(10,262,710)	(10,225,210)
Total comprehensive expense for the year	-	-	(3,280,714)	(3,280,714)
At 31 December 2025	25,000	12,500	(13,543,424)	(13,505,924)

DIGIPHOTO IMAGING (MACAU) LIMITED
STATEMENT OF CASH FLOWS
Year ended 31 December 2025

	2025 MOP	2024 MOP
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before tax	(3,763,009)	(565,337)
Adjustments for:		
Depreciation	104,974	96,133
Written off of amount due to a related company	(74,733)	-
	(3,732,768)	(469,204)
(Increase) / decrease in amounts due from fellow subsidiaries	(647,295)	1,392,152
(Increase) / decrease in inventories	(192,864)	330,839
Increase in accounts receivable	(414,116)	(302,245)
Decrease / (increase) in prepayments, deposits and other receivables	3,962	(25,389)
Increase in accounts payable	583,589	101,864
Increase / (decrease) in other payables and accruals	197,837	(12,776)
Increase in amounts due to fellow subsidiaries	3,788,346	153,454
Net cash (used in) / from operating activities	(413,309)	1,168,695
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of plant and equipment	(357,274)	(411,327)
Net cash used in investing activities	(357,274)	(411,327)
NET (DECREASE) / INCREASE IN CASH AND CASH EQUIVALENTS	(770,583)	757,368
Cash and cash equivalents at beginning of year	1,485,077	727,709
CASH AND CASH EQUIVALENTS AT END OF YEAR	714,494	1,485,077

1. GENERAL INFORMATION

Digiphoto Imaging (Macau) Limited (the "Company") is a limited liability company incorporated in Macau on 26 February 2014. The address of its registered office is Calcada de Santo Agostinho, no.19, 7 andar, Macau. The principal activities of the Company are provision of services of souvenir photography and sales of photos and products related with photography.

The Company's immediate holding company is DEI Holdings Limited, a company incorporated in United Arab Emirates. The Directors consider Fairfax Financial Holdings Limited, a company incorporated in Canada, to be the Company's ultimate holding company.

2. BASIS OF PREPARATION

The financial statements of the Company are prepared in accordance with the financial reporting standards of Macau SAR, pursuant to the Dispatch No. 44/2020 of Secretary of Economy and Finance of Macau SAR. These financial statements are prepared solely to report to the shareholders as a whole. These financial statements have been prepared under the historical cost convention, except for certain financial instruments that are measured at fair values.

As at 31 December 2025, the Company's current liabilities exceeded its total assets by approximately MOP13,420,000. In the opinion of the Directors, as the Company's immediate holding company has agreed to provide adequate funds for the Company to meet its liabilities as and when they fall due, accordingly these financial statements have been prepared on the going concern basis.

Pursuant to the Announcement No. 2/2024/CPC, Professional Committee of Accountants of Macau SAR has issued the new Accounting Standards of Macau SAR. The new Accounting Standards which include a new set of financial reporting standards will be effective for early adoption for accounting periods beginning on or after 1 January 2026, and the mandatory effective date will be on or after 1 January 2028. The Company has not early applied the new financial reporting standards for the financial statements, and is in the process of making an assessment of the impact of these new financial reporting standards upon initial application which would affect the presentation, disclosure and measurement of the financial statements of the Company.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Company and when the revenue can be measured reliably, on the following bases:

i) Revenue in respect of services and goods sold is recognised in the period in which the souvenir photography services are rendered;
ii) Interest income is recognised on a time proportion basis, taking into account the principal amounts outstanding and the interest rate applicable.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Plant and equipment

Plant and equipment are stated at cost less accumulated depreciation and impairment losses. Depreciation of plant and equipment is calculated using straight-line method to write off cost to their residual values over their estimated useful lives as follows:

Computer equipment	3 - 5 years
Furniture and fixtures	3 - 5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each financial year end.

Gains or losses arising from disposal or retirement are determined as the difference between the net sales proceeds and the carrying amounts of the assets and are recognised in profit or loss on the date of the assets' disposal or retirement.

Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If such indication exists, the Company makes an estimate of the asset's recoverable amount.

The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the assets. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. A reversal of the impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. The reversal of the impairment loss is credited to profit or loss in the year in which it arises.

Inventories

Inventories of materials and consumables are stated at the lower of cost and net realisable value, and are expensed when consumed in operations. Cost is determined on a weighted average basis.

Provisions and contingent liabilities

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

Where it is not probable that outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligations are disclosed as contingent liabilities, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Taxation

Taxation represents current income tax expense. Income tax payable represents the anticipated amount payable to the tax authorities, using the tax rates that have been substantively enacted by the statement of financial position.

Deferred tax is provided using the liability method on temporary differences at the date of statement of financial position arising between the tax bases of assets and liabilities and their carrying amounts for the financial reporting purposes. Deferred tax liabilities are provided in full while deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Cash and cash equivalents

Cash and cash equivalents include cash on hand and deposits held at call with banks. For the purpose of the statement of cash flows, cash and cash equivalents include cash in hand, and other short term highly liquid investments with original maturities of three months or less when acquired.

Employee benefit

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees.

The Company made contributions to the social security fund in accordance with the provisions of Macau Law No. 4/2010 "Social Security System", which are recognised in the profit or loss when incurred.

Foreign currency translation

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

4. CRITICAL ACCOUNTING JUDGEMENT AND ESTIMATES

The preparation of the financial statements requires the management to make judgments, estimates and assumptions that affect the carrying amounts of revenues, expenses, assets and liabilities and their disclosures, as well as the disclosure of contingent liabilities at the date of the statement of financial position. However, the consequences of uncertainties in these assumptions and estimates could result in material adjustments which affected carrying amounts of assets or liabilities in the future.

4. CRITICAL ACCOUNTING JUDGEMENT AND ESTIMATES (continued)

Estimation uncertainty

The following are key assumptions at the date of the statement of financial position and other key sources of estimation uncertainty, which may result in material adjustments regarding the amount of assets and liabilities in further accounting periods.

Useful lives of plant and equipment
Plant and equipment are depreciated on a straight-line basis over their expected useful lives, taking into account of their residual values. Management regularly reviews the expected useful lives of assets to determine the amount of depreciation to be recognised in each reporting period. The expected useful life is determined by the company based on the past experience of similar assets with expected changes in technology. Any changes in the expected useful lives would affect profit or loss in future years.

5. REVENUE

The revenue represents the gross service income for the provision of services of souvenir photography and sales of photos and products related with photography during the year.

6. DIRECT OPERATING EXPENSES

	2025 MOP	2024 MOP
Cost of materials and consumables	2,604,763	3,058,224
Direct and outsourced labour costs	8,019,969	6,481,794
Other direct expenses	112,068	78,972
	10,736,800	9,618,990

7. LOSS BEFORE TAX

Loss before tax is arrived at after charging / (crediting):

	2025 MOP	2024 MOP
Depreciation	104,974	96,133
Written off of amount due to a related company	(74,733)	-
Exchange difference, net	746,731	(242,874)

8. TAXATION

(a) No Macau complementary tax has been provided as the Company did not generate any assessable profit attributable to its operations during the year (2024: Nil). Taxation in the statement of profit or loss and other comprehensive income represents:

	2025 MOP	2024 MOP
Macau complementary tax		
- Provision for current year	-	-
Deferred tax		
- Origination and reversal of temporary differences	(482,295)	-
	(482,295)	-

(b) Reconciliation between tax credits and accounting loss in the financial statements is as follows:

	2025 MOP	2024 MOP
Loss before tax	(3,763,009)	(565,337)
Tax at the applicable tax rate of 12% (2024: 12%)	(451,561)	(67,840)
Effect of non-taxable income	-	(52,042)
Effect of non-taxable expenses	88,066	-
Effect of deductible temporary differences not previously recognised for deferred tax purposes	557	526
Effect of tax losses not recognised	362,938	119,356
Origination of deferred tax assets resulting from unused tax losses	(482,295)	-
Tax credits for the year	(482,295)	-

(c) The components of deferred tax assets and liabilities recognised in the statement of financial position and the movement during the year are as follows:

	Tax losses MOP
At 1 January 2025	-
Credited to profit or loss	(482,295)
At 31 December 2025	(482,295)

9. PLANT AND EQUIPMENT

	Computer equipment MOP	Furniture and fixtures MOP	Total MOP
Cost			
At 1 January 2024	1,279,930	526,684	1,806,614
Additions	376,727	34,600	411,327
At 31 December 2024	1,656,657	561,284	2,217,941
Additions	178,049	179,225	357,274
At 31 December 2025	1,834,706	740,509	2,575,215
Accumulated depreciation			
At 1 January 2024	1,252,556	505,077	1,757,633
Charge for the year	72,679	23,454	96,133
At 31 December 2024	1,325,235	528,531	1,853,766
Charge for the year	88,914	16,060	104,974
At 31 December 2025	1,414,149	544,591	1,958,740
Net book value			
At 31 December 2025	420,557	195,918	616,475
At 31 December 2024	331,422	32,753	364,175

10. AMOUNT DUE FROM IMMEDIATE HOLDING COMPANY

The amount due from immediate holding company is unsecured, interest free and has no fixed terms of repayment.

11. AMOUNTS DUE FROM / (TO) FELLOW SUBSIDIARIES

The amounts due from / (to) fellow subsidiaries are unsecured, interest free and have no fixed terms of repayment.

12. INVENTORIES

	2025 MOP	2024 MOP
Materials and consumables, at cost	912,368	719,504

13. SHARE CAPITAL

	2025 MOP	2024 MOP
Registered quota share capital Two quota shares of MOP12,500 each	25,000	25,000

14. LEGAL RESERVE

In accordance with the provisions of Macau Commercial Code, the Company is required to transfer a minimum of 25% of its annual net profit to a legal reserve until the balance of such reserve equals 50% of the registered share capital. This reserve is not distributable in form of dividends or otherwise to the shareholders of the Company.

15. RETIREMENT BENEFITS SCHEMES

Employees of the Company in Macau SAR are members of government-managed social benefits schemes operated by the Macau SAR government. The Company is required to pay a monthly fixed contribution to the social benefits schemes to fund the benefits. The only obligation of the Company with respect to the social benefits schemes operated by the Macau SAR government is to make the required contributions under the schemes.

16. CAPITAL RISK MANAGEMENT

The Company manages its capital to ensure that the entity will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance.

The capital structure of the Company consists of cash at banks and cash in hand and equity attributable to owners of the Company, comprising share capital and reserves as disclosed in these financial statements. The Company's overall strategy remains unchanged from the prior year.

The Company's operation is mainly financed by the fellow subsidiaries. In this connection, the immediate holding company of the Company has agreed to provide adequate fund through fellow subsidiaries to enable the Company to meet in full its financial obligations as and when they fall due in the foreseeable future and not to demand for repayment of the balances due from the Company until it is in a financial position to do so.

The management of the Company reviews the capital structure regularly. The Company considers the cost of capital and the risks associated with each class of capital, and will balance its overall capital structure.

17. FINANCIAL INSTRUMENTS

Financial risk management objectives

Financial instruments are fundamental to the Company's daily operations. The risks associated with financial instruments and the policies on how to mitigate these risks are set out below. Details of these financial instruments are disclosed in the respective notes. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Categories of financial instruments

	2025 MOP	2024 MOP
Financial assets		
- Amortised cost / loans and receivables (including cash and cash equivalents)	3,630,976	3,339,568
Financial liabilities		
Amortised costs	19,165,568	14,670,529

Currency risk

Most of the revenue and expenses of the Company are recognised in their respective functional currencies. The Company is exposed to foreign exchange risk from net monetary assets and liabilities that are denominated in a currency that is not the Company's functional currency. Those risk-related currencies are Hong Kong Dollars ("HKD"). As the exchange rate of MOP is stable as well as HKD, the Company expects there will not be any significant currency risk regarding the movement of exchange rate of those currencies. Therefore, the management considers the risk of movements in exchange rates between MOP and HKD to be insignificant.

The Company currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

Interest rate risk

Bank balances at floating interest rate are exposed to cash flow interest rate risk. In the opinion of the management, the Company has minimal exposure to interest rate risk.

Credit risk

The Company's maximum exposure to credit risk which will cause a financial loss to the Company due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the statement of financial position.

The credit risk of short term bank deposits and bank balances is limited because these counterparties are banks with high credit–rating assigned by international credit–rating agencies. Thus, the Company does not have significant credit risk.

17. FINANCIAL INSTRUMENTS (continued)

Liquidity risk

In the management of the liquidity risk, the Company monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance its operations and mitigate the effects of fluctuations in cash flows. The Company also considers that the Company's holding of bank balances and cash, bank deposits, together with net cash flow from operating activities and committed credit facilities, can provide adequate sources of funding to enable the Company to meet in full its financial obligations due for the foreseeable future and manage its liquidity position.

Fair value measurement of financial instruments

The management of the Company determines the appropriate valuation techniques and inputs for fair value measurements.

Some of the Company's financial assets are measured at fair value at the end of each reporting period. The level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3).

(a) Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;

(b) Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

(c) Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The management considers that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the financial statements approximate their fair values at 31 December 2025 and 31 December 2024.

18. RELATED PARTY TRANSACTIONS

(a) Except as disclosed elsewhere in the financial statements, the significant related party transactions, which were carried out in the normal course of the business, are as follows:

Relationship	Nature of transactions	2025 MOP	2024 MOP
Fellow subsidiary	Service fee	4,221,961	2,461,291

(b) The directors of the Company consider that they are the only key management personnel of the Company. No directors' remuneration was paid for the financial year.

19. OPERATING LEASE COMMITMENTS

The Company leases its office under operating lease arrangement with term of one year. At 31 December 2025, the Company had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	2025 MOP	2024 MOP
Within one year	-	45,309

20. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved by the Company's directors on 30 June 2026.

DIGIPHOTO ENTERTAINMENT IMAGING SDN. BHD.

Registration No. 200801015899 (817189-P)
(Incorporated in Malaysia)

REPORTS AND FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025

SFAI MALAYSIA PLT
202206000021 (LLP0031758-LCA) & AF 002216
Chartered Accountants

Registration No. 200801015899 (817189-P)

DIGIPHOTO ENTERTAINMENT IMAGING SDN. BHD.

(Incorporated in Malaysia)

REPORTS AND FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025

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Registration No. 200801015899 (817189-P)

DIGIPHOTO ENTERTAINMENT IMAGING SDN. BHD.

(Incorporated in Malaysia)

CORPORATE INFORMATION

Board of Directors	:	Kalapathy Shankar Ramakrishnan Wong Kat Hoong
Secretary	:	Wong Kat Hoong (MIA 23525)
Registered Office	:	Unit 10 & 10-1, Level 1 Wisma Academy No. 4A, Jalan 19/1 46300 Petaling Jaya Selangor Darul Ehsan
Business Address	:	Unit 10 & 10-1, Level 1 Wisma Academy No. 4A, Jalan 19/1 46300 Petaling Jaya Selangor Darul Ehsan
Auditors	:	SFAI MALAYSIA PLT 202206000021 (LLP0031758-LCA) & AF002216 Chartered Accountants

DIGIPHOTO ENTERTAINMENT IMAGING SDN. BHD.
(Incorporated in Malaysia)

DIRECTORS' REPORT

The directors hereby submit their report together with the audited financial statements of the Company for the financial year ended 31 December 2025.

PRINCIPAL ACTIVITY

The principal activity of the Company is provision of customised imaging solutions to theme parks, resorts and entertainment arenas.

There have been no significant changes in this activity during the financial year.

FINANCIAL RESULTS

	RM
Profit for the financial year	717,392

DIVIDENDS

No dividends have been paid or declared by the Company since the end of the previous financial year and the directors do not recommend any dividend for the current financial year.

RESERVES AND PROVISIONS

There were no material transfers to or from reserves or provisions during the financial year.

ISSUES OF SHARES AND DEBENTURES

There were no issues of shares in or debentures of the Company during the financial year.

SHARE OPTIONS

There were no share options granted to any person to take up unissued shares in the Company during the financial year.

DIRECTORS

The directors of the Company in office at any time during the financial year and since the end of the financial year up to the date of this report are:

Kalapathy Shankar Ramakrishnan
Wong Kat Hoong

DIGIPHOTO ENTERTAINMENT IMAGING SDN. BHD.
(Incorporated in Malaysia)

DIRECTORS' REPORT (CONT'D)

DIRECTORS' BENEFITS

During and at the end of the financial year, no arrangements subsisted to which the Company is a party, with the object or objects of enabling directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Since the end of the previous financial year, no director has received or become entitled to receive any benefit by reason of a contract made by the Company or a related corporation with the director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest.

DIRECTORS' REMUNERATIONS

None of the directors or past directors of the Company have received any remunerations from the Company during the financial year.

None of the directors or past directors of the Company have received any other benefits otherwise than in cash from the Company during the financial year.

No payment has been paid to or payable to any third party in respect of the services provided to the Company by the directors or past directors of the Company during the financial year.

INDEMNITY AND INSURANCE COSTS

No indemnity was given to or insurance effected for any directors or auditors of the Company.

DIRECTORS' INTERESTS

None of the directors in office at the end of the financial year had any interest in shares in the Company or its related corporations during the financial year.

OTHER STATUTORY INFORMATION

Before the financial statements were made out, the directors took reasonable steps:

I. to ascertain that action had been taken in relation to the writing-off of bad debts and the making of provision for doubtful debts and satisfied themselves that all known bad debts had been written-off and that adequate provision had been made for doubtful debts; and

II. to ensure that any current assets which were unlikely to be realised in the ordinary course of business including the value of current assets as shown in the accounting records of the Company have been written down to an amount which the current assets might be expected so to realise.

At the date of this report, the directors are not aware of any circumstances:

DIGIPHOTO ENTERTAINMENT IMAGING SDN. BHD.
(Incorporated in Malaysia)

DIRECTORS' REPORT (CONT'D)

OTHER STATUTORY INFORMATION (CONT'D)

I. which would render the amount written-off for bad debts or the amount of the provision for doubtful debts inadequate to any substantial extent; or

II. which would render the values attributed to current assets in the financial statements misleading; or

III. which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Company misleading or inappropriate; or

IV. not otherwise dealt with in this report or financial statements which would render any amount stated in the financial statements misleading.

At the date of this report, there does not exist:

I. any charge on the assets of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or

II. any contingent liability which has arisen since the end of the financial year.

No contingent or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the directors, will or may affect the ability of the Company to meet its obligations when they fall due.

In the opinion of the directors:

I. the results of the operations of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature; and

II. there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Company for the financial year in which this report is made.

HOLDING COMPANY

The Company is a wholly-owned subsidiary of DEI Holdings Limited, a company incorporated in United Arab Emirates, which is also regarded by the directors as the holding company.

DIGIPHOTO ENTERTAINMENT IMAGING SDN. BHD.
(Incorporated in Malaysia)

DIRECTORS' REPORT (CONT'D)

AUDITORS' REMUNERATIONS

The total amount paid to or receivable by the auditors as remuneration for their services for the current financial year as auditors of the Company is RM15,000.

DIGIPHOTO ENTERTAINMENT IMAGING SDN. BHD.
(Incorporated in Malaysia)

DIRECTORS' REPORT (CONT'D)

AUDITORS

The auditors, Messrs. SFAI MALAYSIA PLT have expressed their willingness to accept re-appointment.

Signed in accordance with a resolution of the directors.

WONG KAT HOONG
Director

KALAPATHY SHANKAR RAMAKRISHNAN
Director

Seri Kembangan, Selangor
Dated: 09 JUN 2026

DIGIPHOTO ENTERTAINMENT IMAGING SDN. BHD.
(Incorporated in Malaysia)

STATEMENT BY DIRECTORS
Pursuant to Section 251 (2) of the Companies Act 2016

In the opinion of the directors, the financial statements are drawn up in accordance with Malaysian Private Entities Reporting Standard and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Company as at 31 December 2025 and of its financial performance and cash flows for the financial year then ended.

Signed in accordance with a resolution of the directors.

WONG KAT HOONG
Director

KALAPATHY SHANKAR RAMAKRISHNAN
Director

Seri Kembangan, Selangor
Dated: 09 JUN 2026

STATUTORY DECLARATION
Pursuant to Section 251 (1) (b) of the Companies Act 2016

I, **WONG KAT HOONG** (NRIC No. 770619-14-5221), the director primarily responsible for the financial management of **DIGIPHOTO ENTERTAINMENT IMAGING SDN. BHD.**, do solemnly and sincerely declare that the financial statements are to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by the abovenamed, **WONG KAT HOONG** at Seri Kembangan in the State of Selangor on this date of 09 JUN 2026

WONG KAT HOONG

Before me,

PESURUHJAYA SUMPAH
B1033
TANG LEE YEE
BC/T/1843
07.04.2026 - 31.12.2028
MALAYSIA

COMMISSIONER FOR OATHS
No. 21-3, Jalan BS 4/2,
Taman Bukit Serdang, Seksyen 4,
43300 Seri Kembangan,
Selangor.

SFAI MALAYSIA PLT

202206000021 (LLP0031758-LCA) & (AF 002216) Chartered Accountants

Office Address : Block C2-G, Ground Floor, Setiawalk, Persiaran Wawasan, 47160 Puchong, Selangor.

Telephone Number : 03-7802 9000

INDEPENDENT AUDITORS' REPORT TO THE MEMBER OF DIGIPHOTO ENTERTAINMENT IMAGING SDN. BHD.

Registration No. 200801015899 (817189-P)

(Incorporated in Malaysia)

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of DIGIPHOTO ENTERTAINMENT IMAGING SDN. BHD., which comprise the statement of financial position as at 31 December 2025, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 11 to 36.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2025, and of its financial performance and its cash flows for the financial year then ended in accordance with Malaysian Private Entities Reporting Standard and the requirements of the Companies Act 2016 in Malaysia.

Basis for Opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence and Other Ethical Responsibilities

We are independent of the Company in accordance with the *By-Laws (on Professional Ethics, Conduct and Practice)* of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

INDEPENDENT AUDITORS' REPORT (CONT'D)
TO THE MEMBER OF DIGIPHOTO ENTERTAINMENT IMAGING SDN. BHD.

Registration No. 200801015899 (817189-P)

(Incorporated in Malaysia)

Information Other than the Financial Statements and Auditors' Report Thereon

The directors of the Company are responsible for the other information. The other information comprises the Directors' Report but does not include the financial statements of the Company and our auditors' report thereon.

Our opinion on the financial statements of the Company does not cover the Directors' Report and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements of the Company, our responsibility is to read the Directors' Report and, in doing so, consider whether the Directors' Report is materially inconsistent with the financial statements of the Company or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of the Directors' Report, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Statements

The directors of the Company are responsible for the preparation of financial statements of the Company that give a true and fair view in accordance with Malaysian Private Entities Reporting Standard and the requirements of the Companies Act 2016 in Malaysia. The directors are also responsible for such internal control as the directors determine is necessary to enable the preparation of financial statements of the Company that are free from material misstatement, whether due to fraud or error.

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

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements of the Company 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 approved standards on auditing in Malaysia and International Standards on Auditing 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.

INDEPENDENT AUDITORS' REPORT (CONT'D)
TO THE MEMBER OF DIGIPHOTO ENTERTAINMENT IMAGING SDN. BHD.

Registration No. 200801015899 (817189-P)

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Auditors' Responsibilities for the Audit of the Financial Statements (Cont'd)

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

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

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

We communicate with the directors 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.

INDEPENDENT AUDITORS' REPORT (CONT'D)
TO THE MEMBER OF DIGIPHOTO ENTERTAINMENT IMAGING SDN. BHD.

Registration No. 200801015899 (817189-P)
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Other Matter

This report is made solely to the member of the Company, as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

SFAI MALAYSIA PLT
202206000021 (LLP0031758-LCA) & AF002216
Chartered Accountants

ONG HAN CHENG
3895/05/2027 J
Chartered Accountant

Dated: 0 9 JUN 2026
Puchong, Selangor

DIGIPHOTO ENTERTAINMENT IMAGING SDN. BHD.

(Incorporated in Malaysia)

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2025

	Note	2025 RM	2024 RM
NON-CURRENT ASSETS			
Property, plant and equipment	6	**1,949,596**	2,125,498
Deferred tax assets	13	**350,566**	-
Total non-current assets		**2,300,162**	2,125,498
CURRENT ASSETS			
Inventories	7	**2,791,250**	3,186,224
Trade and other receivables	8	**12,203,831**	14,021,083
Current tax assets		**1,225,234**	689,234
Fixed deposits with licensed bank	9	**48,510**	46,150
Cash and bank balances	10	**648,452**	1,258,851
Total current assets		**16,917,277**	19,201,542
TOTAL ASSETS		**19,217,439**	21,327,040
EQUITY			
Share capital	11	**1,000,000**	1,000,000
Retained earnings	12	**9,171,130**	8,453,738
TOTAL EQUITY		**10,171,130**	9,453,738
CURRENT LIABILITIES			
Trade and other payables	14	**9,046,309**	11,873,302
Total current liabilities		**9,046,309**	11,873,302
TOTAL LIABILITIES		**9,046,309**	11,873,302
TOTAL EQUITY AND LIABILITIES		**19,217,439**	21,327,040

The accompanying notes form an integral part of the financial statements.

DIGIPHOTO ENTERTAINMENT IMAGING SDN. BHD.

(Incorporated in Malaysia)

STATEMENT OF COMPREHENSIVE INCOME
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025

	Note	2025 RM	2024 RM
Revenue	15	**32,274,314**	36,893,331
Cost of sales		**(17,657,338)**	(20,465,069)
Gross profit		**14,616,976**	16,428,262
Other operating income		**534,018**	268,367
Administrative expenses		**(14,414,072)**	(17,708,672)
Selling and distribution expenses		**(242,842)**	(456,482)
Other operating expenses		**(127,254)**	(708,417)
Profit/(Loss) before tax	16	**366,826**	(2,176,942)
Tax income/(expense)	18	**350,566**	(40,211)
Profit/(Loss) for the financial year representing total comprehensive income/(expense) for the financial year		**717,392**	(2,217,153)

The accompanying notes form an integral part of the financial statements.

DIGIPHOTO ENTERTAINMENT IMAGING SDN. BHD.

(Incorporated in Malaysia)

STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025

	Share Capital RM	Retained Earnings RM	Total RM
At 01 January 2024	1,000,000	10,670,891	11,670,891
Loss for the financial year	-	(2,217,153)	(2,217,153)
At 31 December 2024 / 01 January 2025	**1,000,000**	**8,453,738**	**9,453,738**
Profit for the financial year	**-**	**717,392**	**717,392**
At 31 December 2025	**1,000,000**	**9,171,130**	**10,171,130**

The accompanying notes form an integral part of the financial statements.

DIGIPHOTO ENTERTAINMENT IMAGING SDN. BHD.

(Incorporated in Malaysia)

STATEMENT OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025

	Note	2025 RM	2024 RM
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit/(Loss) before tax		**366,826**	(2,176,942)
Adjustment for:			
Depreciation of property, plant and equipment		**702,438**	672,052
Reversal of impairment loss on receivable		**(77,135)**	-
Unrealised gain on foreign exchange		**(453,535)**	(266,361)
Interest income		**(2,360)**	(2,006)
Operating profit/(loss) before working capital changes		**536,234**	(1,773,257)
Changes in inventories		**394,974**	(297,950)
Changes in receivables		**1,894,387**	3,295,007
Changes in payables		**(2,826,993)**	603,451
Net change in operations		**(1,398)**	1,827,251
Tax paid		**(536,000)**	(1,098,336)
Interest received		**2,360**	2,006
Net change in operating activities		**(535,038)**	730,921
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment		**(533,007)**	(826,532)
Proceeds from disposal of property, plant and equipment		**6,471**	-
Net change in investing activities		**(526,536)**	(826,532)
NET CHANGE IN CASH AND CASH EQUIVALENTS		**(1,061,574)**	(95,611)
EFFECT OF FOREIGN EXCHANGE RATE CHANGES		**453,535**	266,361
CASH AND CASH EQUIVALENTS BROUGHT FORWARD		**1,305,001**	1,134,251
CASH AND CASH EQUIVALENTS CARRIED FORWARD		**696,962**	1,305,001

The accompanying notes form an integral part of the financial statements.

DIGIPHOTO ENTERTAINMENT IMAGING SDN. BHD.
(Incorporated in Malaysia)

STATEMENT OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025 (CONT'D)

NOTE

I. Cash and cash equivalents

Cash and cash equivalents included in the statement above comprise the following amounts:

	2025	2024
	RM	RM
Cash and bank balances	**648,452**	1,258,851
Fixed deposits with licensed bank	**48,510**	46,150
	696,962	1,305,001

The accompanying notes form an integral part of the financial statements.

DIGIPHOTO ENTERTAINMENT IMAGING SDN. BHD.

(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025

1. GENERAL INFORMATION

The Company is a private limited liability company, incorporated and domiciled in Malaysia.

The registered office and its principal place of business is located at Unit 10 & 10-1, Level 1, Wisma Academy, No. 4A, Jalan 19/1, 46300 Petaling Jaya, Selangor Darul Ehsan.

The principal activity of the Company is provision of customised imaging solutions to theme parks, resorts and entertainment arenas. There have been no significant changes in this activity during the financial year.

The holding company of the Company is DEI Holdings Limited, a company registered and domiciled in United Arab Emirates.

The financial statements are presented in Ringgit Malaysia (RM), which is the Company's functional currency. All financial information is presented in RM unless otherwise stated.

2. COMPLIANCE WITH FINANCIAL REPORTING STANDARDS AND THE COMPANIES ACT 2016

The financial statements of the Company have been prepared in compliance with the Malaysian Private Entities Reporting Standard ("MPERS") issued by the Malaysian Accounting Standards Board ("MASB") and the requirements of the Companies Act 2016 in Malaysia.

3. BASIS OF PREPARATION

The financial statements of the Company have been prepared on the historical cost basis except as otherwise stated in the financial statements.

Management has used estimates and assumptions in measuring the reported amounts of assets and liabilities at the end of the reporting period and the reported amounts of revenues and expenses during the reported period. Judgements and assumptions are applied in the measurement, and hence, the actual results may not coincide with the reported amounts. The areas involving significant judgements and estimation uncertainties are disclosed in Note 5 to the financial statements.

4. SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted are set out below:

DIGIPHOTO ENTERTAINMENT IMAGING SDN. BHD.

(Incorporated in Malaysia)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.1 Property, Plant and Equipment

Operating tangible assets that are used for more than one accounting period in the production and supply of goods and services, for administrative purposes are recognised as property, plant and equipment when the Company obtains control of the asset. These assets are measured on the cost model. The assets, including major spares, stand-by equipment and servicing equipment, are classified into appropriate classes based on their nature. Any subsequent replacement of a significant component in an existing asset is capitalised as a new component in the asset and the old component is derecognised.

All property, plant and equipment are initially measured at cost. For a purchased asset, cost comprises purchase price plus all directly attributable costs incurred in bringing the asset to its present location and condition for management's intended use. For a self-constructed asset, cost comprises all direct and indirect costs of construction (including provision for restoration and cost of major inspection) but excludes internal profits. For an exchange of non-monetary asset that has a commercial substance, cost is measured by reference to the fair value of the asset received. For an asset transferred from a customer or a grantor, cost is measured by reference to the fair value of the asset.

All property, plant and equipment are subsequently measured at cost less accumulated depreciation and accumulated impairment losses.

All property, plant and equipment are depreciated by allocating the depreciable amount of a significant component or of an item over the remaining useful life. The depreciation is provided on straight-line method so as to write off the depreciation amount of the following assets based on the depreciation rates as follows:

	Rate
Computer and printer	20% - 33%
Furniture and fittings	20 %

At the end of each reporting period, the residual values, useful lives and depreciation methods for the property, plant and equipment are reviewed for reasonableness. Any change in estimate of an item is adjusted prospectively over its remaining useful life, commencing in the current period.

4.2 Impairment of Non-Financial Assets

An impairment loss arises when the carrying amount of a Company's asset exceeds its recoverable amount.

At the end of each reporting date, the Company assesses whether there is any indication that a stand-alone asset or a cash-generating unit may be impaired by using external and internal sources of information. If any such indication exists, the Company estimates the recoverable amount of the asset or cash-generating unit.

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.2 Impairment of Non-Financial Assets (Cont'd)

If an individual asset generates independent cash inflows, it is tested for impairment as a stand-alone asset. If an asset does not generate independent cash inflows, it is tested for impairment together with other assets in a cash-generating unit, at the lowest level in which independent cash inflows are generated and monitored for internal management purposes.

The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs to sell and the value in use. The Company determines the fair value less costs to sell of an asset or a cash-generating unit in a hierarchy based on: (i) price in a binding sale agreement; (ii) market price traded in an active market; and (iii) estimate of market price using the best information available. The value in use is estimated by discounting the net cash inflows (by an appropriate discount rate) of the asset or unit, using reasonable and supportable management's budgets and forecasts of five years and extrapolation of cash inflows for periods beyond the five-year forecast or budget.

For an asset measured on a cost-based model, any impairment loss is recognised in profit or loss.

For a cash-generating unit, any impairment loss is allocated to the assets of the unit pro rata based on the relative carrying amounts of the assets.

The Company reassesses the recoverable amount of an impaired asset or a cash-generating unit if there is any indication that an impairment loss recognised previously may have reversed. Any reversal of impairment loss for an asset carried at a cost-based model is recognised in profit or loss, subject to the limit that the revised carrying amount does not exceed the amount that would have been determined had no impairment loss been recognised previously.

4.3 Inventories

All inventories are measured at the lower of cost and net realisable value (which is the estimated selling price less costs to complete and sell). Cost comprises purchase price and directly attributable costs of bringing the inventories to their present location and condition. Cost is determined on the first in first out basis. Net realisable value is determined on an item-by-item basis or on group of similar items basis.

4.4 Financial Instruments

I. Initial Recognition and Measurement

The Company recognises a financial asset or a financial liability (including derivative instruments) in the statement of financial position when, and only when, an entity in the Company becomes a party to the contractual provisions of the instrument.

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.4 Financial Instruments (Cont'd)

I. Initial Recognition and Measurement (Cont'd)

On initial recognition, all financial assets and financial liabilities are measured at fair value, which is generally the transaction price, plus transaction costs if the financial asset or financial liability is not measured at fair value through profit or loss. For instruments measured at fair value through profit or loss, transaction costs are expensed to profit or loss when incurred.

II. Derecognition of Financial Instruments

A financial asset is derecognised when, and only when, the contractual rights to receive the cash flows from the financial asset expire, or when the Company transfers the contractual rights to receive cash flows of the financial asset, including circumstances when the Company acts only as a collecting agent of the transferee, and retains no significant risks and rewards of ownership of the financial asset or no continuing involvement in the control of the financial asset transferred.

A financial liability is derecognised when, and only when, it is legally extinguished, which is either when the obligation specified in the contract is discharged or cancelled or expires. A substantial modification of the terms of an existing financial liability is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. For this purpose, the Company considers a modification as substantial if the present value of the revised cash flows of the modified terms discounted at the original effective interest rate is different by 10% or more when compared with the carrying amount of the original liability.

III. Subsequent Measurement of Financial Assets

For the purpose of subsequent measurement, the Company classifies financial assets into two categories, namely: (i) financial assets at fair value through profit or loss, and (ii) financial assets at amortised cost.

After initial recognition, the Company measures investments in preference shares, ordinary shares and derivatives that are assets at their fair values by reference to the active market prices, if observable, or otherwise by a valuation technique, without any deduction for transaction costs it may incur on sale or other disposal.

Investments in debt instruments, whether quoted or unquoted, are subsequently measured at amortised cost using the effective interest method. Investments in unquoted equity instruments and whose fair value cannot be reliably measured are measured at cost.

Other than financial assets measured at fair value through profit or loss, all other financial assets are subject to review for impairment in accordance with Note 4.4(VII).

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.4 Financial Instruments (Cont'd)

IV. Subsequent Measurement of Financial Liabilities

After initial recognition, all financial liabilities are measured at amortised cost using the effective interest method.

V. Fair Value Measurement of Financial Instruments

The fair value of a financial asset or a financial liability is determined by reference to the quoted market price in an active market, and in the absence of an observable market price, by a valuation technique using reasonable and supportable assumptions.

VI. Recognition of Gains and Losses

Fair value changes of financial assets and financial liabilities classified as at fair value through profit or loss are recognised in profit or loss when they arise.

For financial assets and financial liabilities carried at amortised cost, a gain or loss is recognised in profit or loss only when the financial asset or financial liability is derecognised or impaired, and through the amortisation process of the instrument.

VII. Impairment and Uncollectibility of Financial Assets

At the end of each reporting period, the Company examines whether there is any objective evidence that a financial asset or a group of financial assets is impaired. Evidences of trigger loss events include: (i) significant difficulty of the issuer or obligor; (ii) a breach of contract, such as a default or delinquency in interest or principal payment; (iii) granting exceptional concession to a customer, (iv) it is probable that a customer will enter bankruptcy or other financial reorganisation, (v) the disappearance of an active market for that financial asset because of financial difficulties; or (vi) any observable market data indicating that there may be a measurable decrease in the estimated future cash flows from a group of financial assets.

For a non-current loan and receivable carried at amortised cost, the revised estimated cash flows are discounted at the original effective interest rate. Any impairment loss is recognised in profit or loss and a corresponding amount is recorded in an allowance account. Any subsequent reversal of impairment loss of the financial asset is reversed in profit or loss with a corresponding adjustment to the allowance account, subject to the limit that the reversal should not result in the revised carrying amount of the financial asset exceeding the amount that would have been determined had no impairment loss been recognised previously.

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.4 Financial Instruments (Cont'd)

VII. Impairment and Uncollectibility of Financial Assets (Cont'd)

For short-term trade and other receivables, where the effect of discounting is immaterial, impairment loss is tested for each individually significant receivable wherever there is any indication of impairment. Individually significant receivables for which no impairment loss is recognised are grouped together with all other receivables by classes based on credit risk characteristics and aged according to their past due periods. A collective allowance is estimated for a class group based on the Company's experience of loss ratio in each class, taking into consideration current market conditions.

For an unquoted equity investment measured at cost less impairment, the impairment is the difference between the asset's carrying amount and the best estimate (which will necessarily be an approximation) of the amount (which might be zero) that the Company expects to receive for the asset if it were sold at the reporting date. The Company may estimate the recoverable amount using an adjusted net asset value approach.

4.5 Share Capital and Distributions

I. Share Capital

Ordinary shares issued that carry no put option and no mandatory contractual obligation: (i) to deliver cash or another financial asset; or (ii) to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the Company, are classified as equity instruments.

When ordinary shares and other equity instruments are issued in private placement or in a rights issue to existing shareholder, they are recorded at the issue price. For ordinary shares and other equity instruments issued in exchange for non-monetary assets, they are measured by reference to the fair values of the assets received.

When ordinary shares and other equity instruments are issued as consideration transferred in a business combination or as settlement of an existing financial liability, they are measured at fair value at the date of the exchange transaction.

Transaction costs of an equity transaction are accounted for as a deduction from equity, net of any related income tax effect.

II. Distributions

Distributions to holders of an equity instrument are debited directly in equity, net of any related income tax effect.

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.5 Share Capital and Distributions (Cont'd)

II. Distributions (Cont'd)

A dividend declared is recognised as a liability only after it has been appropriately authorised, which is the date when the Board of Directors declares an interim dividend, or in the case of a proposed final dividend, the date the shareholder of the Company approve the proposed final dividend in an annual general meeting of shareholder. For a distribution of non-cash assets to owners, the Company measures the dividend payable at the fair value of the assets to be distributed.

4.6 Provisions

The Company recognises a liability as a provision if the outflows required to settle the liability are uncertain in timing or amount.

A provision for warranty costs, restoration costs, restructuring costs, onerous contracts or lawsuit claims is recognised when the Company has a present legal or constructive obligation as a result of a past event, and of which the outflows of resources on settlement are probable and a reliable estimate of the amount can be made. No provision is recognised if these conditions are not met.

Any reimbursement attributable to a recognised provision from a counter-party (such as an insurer) is not off-set against the provision but recognised separately as an asset when, and only when, the reimbursement is virtually certain.

A provision is measured at the best estimate of the expenditure required to settle the present obligation at the end of the reporting period. For a warranty provision, a probability-weighted expected outcome of the resources required to settle the obligation is applied, taking into account the Company's experience of similar transactions and supplemented with current facts and circumstances. For a restoration provision, where a single obligation is being measured, the Company uses the individual most likely outcome as the best estimate of the liability by reference to current prices that contractors would charge to undertake such obligations, and taking into account likely future events that may affect the amount required to settle an obligation. For an onerous contract, a provision is measured based on the amount by which costs to fulfil the contract exceed the benefits. For a lawsuit provision, a probability-weighted expected outcome is applied in the measurement, taking into account past court judgements made in similar cases and advice of legal experts.

A provision is measured at the present value of the expenditures expected to be required to settle the obligation using a discount rate that reflects the time value of money and the risk that the actual outcome might differ from the estimate made. The unwinding of the discount is recognised as an interest expense.

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4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.7 Income Recognition

The Company measures revenue from sale of goods or service transactions at the fair value of the consideration received or receivable, which is usually the invoice price, net of any trade discounts and volume rebates given to the customer.

I. Revenue from a sale of goods is recognised when:
(a) the Company has transferred to the buyer the significant risks and rewards of the ownership of the goods;
(b) the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control the goods sold;
(c) the amount of revenue can be measured reliably;
(d) it is probable that the economic benefits associated with the transaction will flow to the Company; and
(e) the costs incurred or to be incurred in respect of the transaction can be measured reliably.

II. Revenue from a service transaction is recognised upon performance of services and customer acceptance, when
(a) the amount of the revenue can be measured reliably;
(b) it is probable the economics benefits associated with the transaction will flow to the Company; and
(c) the costs incurred or to be incurred in respect of the transaction can be measured reliably

Other income items of the Company are recognised using the following bases:

I. Interest income from a debt instrument is recognised using the effective interest method.

4.8 Employment Benefits

The Company recognises a liability when an employee has provided service in exchange for employee benefits to be paid in the future and an expense when the Company consumes the economic benefits, arising from service provided by an employee in exchange for employee benefits.

I. Short-Term Employee Benefits

Wages and salaries are usually accrued and paid on a monthly basis and are recognised as expenses, unless they relate to cost of producing inventories or other assets.

Paid absences (annual leave, maternity leave, paternity leave, sick leave etc.) are accrued in each period if they are accumulating paid absences that can be carried forward, or in the case of non-accumulating paid absences, recognised as and when the absences occur.

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.8 Employment Benefits (Cont'd)

I. Short-Term Employee Benefits (Cont'd)

Profit sharing and bonus payments are recognised when, and only when, the Company has a present legal or constructive obligation to make such payments as a result of past events and a reliable estimate of the obligation can be made.

II. Post-Employment Benefits - Defined Contribution Plans

The Company makes statutory contributions to approved provident funds and the contributions made are charged to profit or loss in the period to which they relate. When the contributions have been paid, the Company has no further payment obligations.

4.9 Cash and Cash Equivalents

Cash and cash equivalents consist of cash and bank balances.

4.10 Tax Assets and Tax Liabilities

A current tax for current and prior periods, to the extent unpaid, is recognised as a current tax liability. If the amount already paid in respect of current and prior periods exceeds the amount due for those periods, the excess is recognised as a current tax asset. A current tax liability (asset) is measured at the amount the entity expects to pay (recover) using tax rates and laws that have been enacted or substantially enacted by the reporting date.

A deferred tax liability is recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from: (a) the initial recognition of goodwill; or (b) the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit (or tax loss). The exceptions for initial recognition differences include items of property, plant and equipment that do not qualify for capital allowances and acquired intangible assets that are not deductible for tax purposes.

A deferred tax asset is recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised, unless the deferred tax asset arises from the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction, affect neither accounting profit nor tax taxable profit (or tax loss). The exceptions for the initial recognition differences include non-taxable government grants received and reinvestment allowances and investment tax allowances on qualifying property, plant and equipment.

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.10 Tax Assets and Tax Liabilities (Cont'd)

A deferred tax asset is recognised for the carry-forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised. Unused tax credits do not include unabsorbed reinvestment allowances and unabsorbed investment tax allowances because the Company treats these as part of initial recognition differences.

Deferred taxes are measured using tax rates (and tax laws) that have been enacted or substantially enacted by the end of the reporting period. The measurement of deferred taxes reflect the tax consequences that would follow from the manner in which an entity in the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets or liabilities. For an investment property measured at fair value, the Company does not have a business model to hold the property solely for rental income, and hence, the deferred liability on the fair value gain is measured based on the presumption that the property is recovered through sale at the end of the reporting period.

At the end of each reporting period, the carrying amount of a deferred tax asset is reviewed, and is reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of that deferred tax to be utilised. Any such reduction will be reversed to the extent that it becomes probable that sufficient taxable profit will be available.

A current or deferred tax is recognised as income or expense in profit or loss for the period. For items recognised directly in equity, the related tax effect is also recognised directly in equity.

4.11 Finance and Operating Lease

The Company recognises a lease whenever there is an agreement, whether explicitly stated as a lease or otherwise, whereby the lessor conveys to the lessee in return for a payment or series of payments the right to use an asset for an agreed period of time. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership. Title may or may not eventually be transferred. All other leases that do not meet this criterion are classified as operating leases.

If an entity in the Company is a lessee, it capitalises the underlying asset and the related lease liability in a finance lease. The amount recognised at the commencement date is the fair value of the underlying leased asset or, if lower, the present value of the minimum lease payments, each determined at the inception of the lease. The discount rate used in calculating the present value of the minimum lease payments is the interest rate implicit in the lease, if this is practicable to determine; if not, the lessee's incremental borrowing rate is used. Any initial direct costs of the lease are added to the amount recognised as an asset.

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.11 Finance and Operating Lease (Cont'd)

Minimum lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability. Contingent rents are charged as expenses in the periods in which they are incurred.

Capitalised leased assets are classified by nature and accounted for in accordance with applicable Standard in MPERS. If there is no reasonable certainty that the lessee will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the lease term and its useful life.

For operating lease, a lessee in the Company does not capitalise the underlying leased asset or recognise a lease liability. Instead, lease payments under an operating lease are recognised as an expense on the straight-line basis over the lease term unless another systematic basis is more representative of the time pattern of the user's benefit.

4.12 Foreign Currency

I. Foreign Currency ~ Foreign Currency Transactions

The Company determines its functional currency (a currency of the primary economic environment in which the entity operates) and measures its results and financial position in that functional currency.

Translation of Foreign Currency Transactions

The transactions denominated in foreign currencies are translated and recorded at the rates of exchange prevailing at the respective dates of transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the end of the period (i.e. the closing rates). Non-monetary items carried at fair values that are denominated in foreign currencies are retranslated at the rates prevailing at the dates the fair values were determined. Non-monetary items that are measured at their historical cost amounts continue to be translated at their respective historical rated and are not retranslated.

All exchange differences arising on settled transactions and on unsettled monetary items are recognised in profit or loss in the period except for: (i) loans and advances that form part of the net investment in a foreign operation; and (ii) transactions entered into in order to hedge foreign currency risks of net investments in foreign operations.

5. CRITICAL JUDGEMENTS AND ESTIMATION UNCERTAINTIES

5.1 Judgements and Assumptions Applied

In the selection of accounting policies for the Company, the areas that require significant judgements and assumptions are as follows:

5. CRITICAL JUDGEMENTS AND ESTIMATION UNCERTAINTIES (CONT'D)

5.1 Judgements and Assumptions Applied (Cont'd)

I. Classification of Finance and Operating Lease

The Company classifies a lease as a finance lease or an operating lease based on the criterion of the extent to which significant risks and rewards incident to ownership of the underlying asset lie. As a lessee, the Company recognises a lease as a finance lease if it is exposed to significant risks and rewards incident to ownership of the underlying asset. In applying judgements, the Company considers whether there is significant economic incentive to exercise a purchase option and any optional renewal periods. A lease is classified as a finance lease if the lease term is for at least 75% of the remaining economic life of the underlying asset, the present value of lease payments is at least 90% of the fair value of the underlying asset, or the identified asset in the lease is a specialised asset which can only be used substantially by the lessee. All other leases that do not result in a significant transfer of risks and rewards are classified as operating leases. The Company classifies a lease of land as a finance lease if the fair value of the leasehold land is 90% or more of the fair value of an equivalent freehold land or if the lease period, determined at the inception of the lease, is 50 years or more. Leases of land that do not meet any of these criteria are classified as operating leases.

5.2 Sources of Estimation Uncertainties

The measurement of some assets and liabilities requires management to use estimates based on various observable inputs and other assumptions. The areas or items that are subject to significant estimation uncertainties of the Company are as follows:

I. Measurement of a Provision

The Company uses a "best estimate" as the basis for measuring a provision. Management evaluates the estimates based on the Company's historical experiences and other inputs or assumptions, current developments and future events that are reasonably possible under the particular circumstances. In the case when a provision relates to large population of customers (such as a warranty provision), a probability-weighted estimate of the outflows required to settle the obligation is used. In the case of a single estimate (such as a provision for environmental restoration costs), a referenced contractor's price or market price is used as the best estimate. If an obligation is to be settled over time, the expected outflows are discounted at a rate that takes into account the time value of money and the risk that the actual outcome might differ from the estimates made. The actual outcome may differ from the estimate made and this may have a significant effect on the Company's financial position and results.

5. CRITICAL JUDGEMENTS AND ESTIMATION UNCERTAINTIES (CONT'D)

5.2 Sources of Estimation Uncertainties (Cont'd)

II. Determining the Value-in-Use

In determining the value-in-use of a stand-alone asset or cash-generating unit, management uses reasonable and supportable inputs about sales, cost of sales and other expenses based upon past experience, current events and reasonably possible future developments. Cash flows are projected based on those inputs and discounted at an appropriate discount rate(s). The actual outcome or event may not coincide with the inputs or assumptions and the discount rate applied in the measurement, and this may have a significant effect on the Company's financial position and results.

III. Impairment or Write-Down of Slow-Moving and Obsolete Inventories

The Company writes down its slow-moving and obsolete inventories based on assessment of their fair value less costs to sell. Inventories are written down when events and circumstances indicate that the carrying amounts may not recoverable. Management uses its judgement to analyse past sales trend and current economic trends to evaluate the adequacy of the impairment loss for slow-moving and obsolete inventories. The actual impairment loss can only be confirmed in any subsequent sales of those inventories and this may differ from the estimates made earlier. This may affect the Company's financial position and results.

IV. Loss Allowances of Financial Assets

The Company recognises impairment losses for loans and receivables using the incurred loss model. Individually significant loans and receivables are tested for impairment separately by estimating the cash flows expected to be recoverable. All other loans and receivables are categorised into credit risk classes and tested for impairment collectively, using the Company's past experience of loss statistics, ageing of past due amounts and current economic trends. The actual eventual losses may be different from the allowance made and this may affect the Company's financial position and results.

V. Depreciation of Property, Plant and Equipment

The cost of an item of property, plant and equipment is depreciated on the straight-line method or another systematic method that reflects the consumption of the economic benefits of the asset over its useful life. Estimates are applied in the selection of the depreciation method, the useful lives and the residual values. The actual consumption of the economic benefits of the property, plant and equipment may differ from the estimates applied and this may lead to a gain or loss on an eventual disposal of an item of property, plant and equipment.

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5. CRITICAL JUDGEMENTS AND ESTIMATION UNCERTAINTIES (CONT'D)

5.2 Sources of Estimation Uncertainties (Cont'd)

VI. Measurement of Income Taxes

Significant judgement is required in determining the Company's provision for current and deferred taxes because the ultimate tax liability for the Company is uncertain. When the final outcome of the taxes payable is determined with the tax authorities, the amounts might be different for the initial estimates of the taxes payables. Such differences may impact the current and deferred taxes in the period when such determination is made. The Company will adjust for the differences as over or under-provision of current or deferred taxes in the current period in which those differences arise.

6. PROPERTY, PLANT AND EQUIPMENT

	At 01.01.2025 RM	Additions RM	Disposals RM	At 31.12.2025 RM
Cost				
Computer and printer	4,586,890	505,888	(14,947)	**5,077,831**
Furniture and fittings	1,298,321	27,119	-	**1,325,440**
	5,885,211	533,007	(14,947)	**6,403,271**

	At 01.01.2025 RM	Current Charge RM	Disposals RM	At 31.12.2025 RM
Accumulated Depreciation				
Computer and printer	3,011,850	556,617	(8,476)	**3,559,991**
Furniture and fittings	747,863	145,821	-	**893,684**
	3,759,713	702,438	(8,476)	**4,453,675**

	2025 RM	2024 RM
Carrying Amount		
Computer and printer	**1,517,840**	1,575,040
Furniture and fittings	**431,756**	550,458
	1,949,596	2,125,498

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7. INVENTORIES

	2025 RM	2024 RM
At cost:		
- Trading goods	**2,791,250**	3,186,224
Inventories recognised as an expense	**3,585,054**	4,255,430

8. TRADE AND OTHER RECEIVABLES

	2025 RM	2024 RM
Trade receivables	**3,058,499**	2,756,380
Non-trade receivables	**8,371,718**	10,593,700
Deposits	**738,295**	732,795
Prepayments	**35,319**	16,499
	12,203,831	14,099,374
Allowance for impairment	**-**	(78,291)
	12,203,831	14,021,083

Included in the above are the following related party balances:

	2025 RM	2024 RM
Non-trade receivables		
- Owing by related companies	**8,217,882**	10,379,928

The related party balances are unsecured, interest-free and repayable on demand.

The normal trade credit terms granted to the customers range from 30 to 90 (2024: 30 to 90) days. Other credit term is assessed and approved on a case-by-case basis. The Company has no significant concentration of credit risk that arise from exposure to a single debtor or to groups of debtors.

9. FIXED DEPOSITS WITH LICENSED BANK

The fixed deposits have a maturity period of 12 months (2024: 12 months).

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10. CASH AND BANK BALANCES

The Company's cash management policy is to use cash and bank balances to manage cash flows to ensure sufficient liquidity to meet the Company's obligations.

	2025 RM	2024 RM
Cash balance	**126,305**	122,124
Bank balance	**522,147**	1,136,727
	648,452	1,258,851

11. SHARE CAPITAL

	2025		2024	
	Number of Shares Unit	**Amount of Shares RM**	Number of Shares Unit	Amount of Shares RM
Issued and fully paid ordinary shares:				
At beginning and end of the financial year	**1,000,000**	**1,000,000**	1,000,000	1,000,000

12. RETAINED PROFITS

The retained profits of the Company are available for distributions by way of cash dividends or dividends in specie.

13. DEFERRED TAX ASSETS

	2025 RM	2024 RM
Recognised in comprehensive income	**350,566**	-
Balance carried forward	**350,566**	-

Movement in temporary differences during the financial year:

	01.01.2025 RM	**Recognised in comprehensive income RM**	**31.12.2025 RM**
Deferred tax assets			
Unabsorbed business losses	-	350,566	**350,566**
	-	350,566	**350,566**

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14. TRADE AND OTHER PAYABLES

	2025 RM	2024 RM
Trade payables	**386,052**	1,281,282
Non-trade payables	**7,430,158**	9,063,230
Accruals	**1,230,099**	1,528,790
	9,046,309	11,873,302

Included in the above are the following related party balances:

	2025 RM	2024 RM
Non-trade payables		
- Owing to related companies	**7,379,826**	8,874,867

The related party balances are unsecured, interest-free and repayable on demand.

The normal trade credit terms granted to the Company range frm 30 to 90 (2024: 30 to 90) days.

Trade payables, which are denominated in foreign currency, are converted into Ringgit Malaysia as follow:

	2025 RM	2024 RM
United Arab Emrates Dirham	**1,768,951**	637,155
Indian Rupee	**132,208**	83,999
Hong Kong Dollar	**-**	8,544
Singapore Dollar	**5,394,128**	7,521,574
Thai Baht	**8,453**	4,136
Indonesian Rupiah	**24,442**	19,626
United States Dollar	**49,087**	429,846
Chinese Yuan Renminbi	**2,497**	-

15. REVENUE

Revenue represents the net invoiced value of goods sold and services rendered less returns and discounts allowed.

	2025 RM	2024 RM
Sales	**32,364,695**	37,152,774
Sales discount and return	**(90,381)**	(259,443)
	32,274,314	36,893,331

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16. PROFIT/(LOSS) BEFORE TAX

Profit/(Loss) before tax is arrived at:

	2025 RM	2024 RM
After charging:		
- Auditors' remuneration	**15,000**	15,000
- Depreciation of property, plant and equipment	**702,438**	672,052
- Employee benefits expenses (Note 17)	**6,350,950**	7,484,538
- Realised loss on foreign exchange	**127,254**	708,417
- Rental	**298,361**	318,236
and crediting:		
- Interest income	**(2,360)**	(2,006)
- Other income	**(988)**	-
- Reversal of impairment loss on receivable	**(77,135)**	-
- Unrealised gain on foreign exchange	**(453,535)**	(266,361)

17. EMPLOYEE BENEFITS EXPENSES

	2025 RM	2024 RM
Staff EPF, SOCSO and EIS contributions	**651,973**	668,649
Staff short-term benefits	**5,698,977**	6,815,889
	6,350,950	7,484,538

The number of employees (excluding directors) as at financial year end is 160 (2024: 147).

18. TAX INCOME/(EXPENSE)

	2025 RM	2024 RM
Income tax:		
- Under provision in prior year	**-**	40,211
Deferred tax:		
- Current year	**(350,566)**	-
	(350,566)	40,211

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18. TAX INCOME/(EXPENSE) (CONT'D)

The significant differences between the tax expense and accounting profit/(loss) multiplied by the statutory tax rate are due to the tax effects arising from the following items:

	2025 **RM**	2024 RM
Profit/(Loss) before tax	**366,826**	(2,176,942)
Tax at Malaysian statutory tax rate of 24%	**88,038**	(522,466)
Non-deductible expenses	**203,485**	167,587
Income not subject to tax	**(121,918)**	(63,927)
Deferred tax asset not recognised	**-**	418,806
Transferred of deferred tax	**(350,566)**	-
Utilisation of capital allowances	**(169,605)**	-
Under provision of income tax in prior year	**-**	40,211
	(350,566)	40,211

Under the amendment of Income Tax Act 1967 by the Finance Act 2023 and with effect from year of assessment 2023, companies with paid-up capital of RM2.5 million or less, and with annual business income of not more than RM50 million are subject to Small and Medium Enterprise Corporate Tax at 15% on first chargeable income of RM150,000 and 17% on remaining chargeable income up to RM600,000. However, 24% corporate tax rate shall be applicable on an excess of RM600,000.

Furthermore, with effect from year of assessment 2024, the Small and Medium Enterprise Corporate Tax shall not be applicable to a company if more than 20% of its paid-up capital in respect of ordinary shares is directly or indirectly owned by one or more companies incorporated outside Malaysia or owned by one or more individuals who are not citizens of Malaysia.

19. UNRECOGNISED DEFERRED TAX ASSETS

The following deferred tax assets have not been recognised because it is not probable that future taxable profit will be available against which the Company can utilise the benefits there from.

	2025 **RM**	2024 RM
Unabsorbed business losses	**-**	286,100
Unutilised capital allowance	**-**	163,800
	-	449,900

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19. UNRECOGNISED DEFERRED TAX ASSETS (CONT'D)

The unutilised business losses are only allowed to be carried forward for a maximum period of ten (10) consecutive years of assessment. The breakdown of the unutilised business losses accumulated as at end of the year are disclosed as follows:

	2025 RM	2024 RM
Unutilised business losses to be expired:		
Year of assessment 2024	**1,192,098**	1,192,098
	1,192,098	1,192,098

These amounts are subject to the confirmation from the Inland Revenue Board.

20. CATEGORIES OF FINANCIAL INSTRUMENTS

The table below provides an analysis of financial instruments categorised as follows:

(a) Financial assets and financial liabilities measured at amortised cost (AC).

	AC RM	Carrying Amount RM
2025		
Financial Assets		
Trade and other receivables	**12,168,512**	**12,168,512**
Cash and bank balances	**648,452**	**648,452**
Fixed deposit with licensed bank	**48,510**	**48,510**
Total financial assets	**12,865,474**	**12,865,474**
Financial Liabilities		
Trade and other payables	**9,046,309**	**9,046,309**
Total financial liabilities	**9,046,309**	**9,046,309**
2024		
Financial Assets		
Trade and other receivables	14,004,584	14,004,584
Cash and bank balances	1,258,851	1,258,851
Fixed deposit with licensed bank	46,150	46,150
Total financial assets	15,309,585	15,309,585
Financial Liabilities		
Trade and other payables	11,873,302	11,873,302
Total financial liabilities	11,873,302	11,873,302

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21. RELATED PARTY DISCLOSURES

I. Control Relationships

As disclosed in Note 1, the Company's parent is DEI Holdings Limited (registered and domiciled in United Arab Emirates), which owns 100.00% of the Company's ordinary shares.

II. Related Party Transaction

	2025 RM	2024 RM
Related companies		
- Central service fee	**3,232,846**	3,951,630
- Regional overhead allocation	**2,018,001**	3,310,468
	5,250,847	7,262,098

22. AUTHORISATION FOR ISSUE OF FINANCIAL STATEMENTS

The financial statements have been authorised for issue by the Board of Directors in accordance with a Directors' Resolution dated 09 June 2026.

Registration No. 200801015899 (817189-P)

DIGIPHOTO ENTERTAINMENT IMAGING SDN. BHD.

(Incorporated in Malaysia)

DETAILED STATEMENT OF COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025

	2025 RM	2024 RM
REVENUE		
Sales	**32,364,695**	37,152,774
Sales discount and return	**(90,381)**	(259,443)
	32,274,314	36,893,331
COST OF SALES		
Opening inventories	**(3,186,224)**	(2,888,274)
Purchases	**(3,190,080)**	(4,553,380)
Revenue sharing	**(14,072,284)**	(16,209,639)
	(20,448,588)	(23,651,293)
Closing inventories	**2,791,250**	3,186,224
	(17,657,338)	(20,465,069)
GROSS PROFIT	**14,616,976**	16,428,262
OTHER OPERATING INCOME		
Interest income	**2,360**	2,006
Other income	**988**	-
Reversal of impairment loss on receivable	**77,135**	-
Unrealised gain on foreign exchange	**453,535**	266,361
	534,018	268,367
OPERATING EXPENSES		
Administrative expenses	**(14,414,072)**	(17,708,672)
Selling and distribution expenses	**(242,842)**	(456,482)
Other operating expenses	**(127,254)**	(708,417)
	(14,784,168)	(18,873,571)
PROFIT/(LOSS) BEFORE TAX	**366,826**	(2,176,942)

This Statement is prepared for the purpose of the Management's use only and does not form part of the statutory audited financial statements.

Registration No. 200801015899 (817189-P)

DIGIPHOTO ENTERTAINMENT IMAGING SDN. BHD.

(Incorporated in Malaysia)

SCHEDULE TO DETAILED STATEMENT OF COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025

	2025 RM	2024 RM
ADMINISTRATIVE EXPENSES		
Advertisement and marketing expenses	**36,587**	47,663
Auditors' remuneration	**15,000**	15,000
Bank charges	**43,774**	24,368
Central service fee	**3,232,846**	3,951,630
Consultancy fees	**122,455**	133,477
Credit card charges	**129,370**	117,474
Depreciation of property, plant and equipment	**702,438**	672,052
Entertainment	**214,313**	292,345
Event expenses	**2,910**	-
Food and beverage	**12,669**	41,218
Gift and donation	**18,222**	24,158
Insurance	**58,265**	24,724
IT support and maintenance fee	**101,872**	-
Legal and professional fees	**86,041**	139,959
Licence fees	**(1,674)**	16,606
Medical fees	**29,984**	13,016
Penalty	**-**	2,069
Postage and courier	**2,038**	4,750
Printing and stationery	**50,757**	24,105
Regional overhead allocation	**2,018,001**	3,310,468
Rental	**298,361**	318,236
Sales and service tax	**-**	1,476
Site expenses	**73,465**	107,951
Staff EPF, SOCSO and EIS contributions	**651,973**	668,649
Staff short-term benefits	**5,698,977**	6,815,889
Staff welfare and refreshment	**5,026**	184,140
Sundry expenses	**5,591**	7,608
Telephone and internet charges	**25,027**	27,955
Training and recruitment fees	**91,482**	50,304
Travelling and accommodation	**55,676**	1,408
Uniform	**24,382**	68,170
Upkeep of furniture and fittings	**23,110**	44,275
Upkeep of IT equipment and software	**547,607**	499,204
Upkeep of office and office equipment	**11,469**	26,202
Water and electricity	**26,058**	32,123
	14,414,072	17,708,672

This Statement is prepared for the purpose of the Management's use only and does not form part of the statutory audited financial statements.

DIGIPHOTO ENTERTAINMENT IMAGING SDN. BHD.

(Incorporated in Malaysia)

SCHEDULE TO DETAILED STATEMENT OF COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025 (CONT'D)

	2025 RM	2024 RM
SELLING AND DISTRIBUTION EXPENSES		
Advertisement and marketing expenses	**6,013**	5,331
IT support and maintenance fee	**2,870**	139,535
Telephone and internet charges	**176,201**	138,684
Transportation charges	**31,820**	117,278
Upkeep of IT equipment and software	**25,938**	55,654
	242,842	456,482
OTHER OPERATING EXPENSES		
Realised loss on foreign exchange	**127,254**	708,417

This Statement is prepared for the purpose of the Management's use only and does not form part of the statutory audited financial statements.

Digiphoto Entertainment Imaging Co.,Ltd.

Annual Financial Statements

For the year ended 31 December 2025

Independent Auditor's Report

To the Shareholders of Digiphoto Entertainment Imaging Co., Ltd.

Opinion

I have audited the financial statements of Digiphoto Entertainment Imaging Co., Ltd. (the Company), which comprise the statement of financial position as at December 31, 2025, and the statement of income, and statement of changes in equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2025, and its financial performance for the year then ended in accordance with Thai Financial Reporting Standards for Non-Publicly Accountable Entities (revised 2022).

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report. I am independent of the Company in accordance with the *Code of Ethics for Professional Accountants including Independence Standards* issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards for Non-Publicly Accountable Entities (revised 2022), 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.

Auditor's Responsibilities for the Audit of the Financial Statements

My 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 my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgment and maintain professional skepticism throughout the audit . I 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 my 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 I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my 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 achieves fair presentation.

I communicate with management regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

(Suvit Chanamporn)
CPA No. 3800
April 18, 2026
Tsedeq Accounting and Tax Co., Ltd.
98/162 Soi Ramkhamheang 39, Wangthonglang, Bangkok

Digiphoto Entertainment Imaging Co., Ltd

Statement of Financial Positions

As at December 31, 2025

Assets

	Note	Baht	
Current assets		**2025**	**2024**
			(Restated)
Cash and Cash equivalent	*5*	1,016,435.36	2,037,311.82
Accounts Receivable and other current receivable		2,082,194.12	2,745,599.22
Inventories		1,362,033.03	1,647,594.87
Other current assets		255,722.23	314,549.31
Total current assets		4,716,384.74	6,745,055.22
Non current assets			
Long term loan to related person	*6*	21,812,450.72	21,812,450.72
Property, Plant and Equipment	*7*	2,131,357.97	2,304,641.60
Deferred tax assets	*9*	1,451,617.26	1,296,890.04
Total non current assets		25,395,425.95	25,413,982.36
Total assets		30,111,810.69	32,159,037.58

The statutory financial statements were approved by The Annual Meeting of Shareholders on 30 April 2026.

.....

(Mr Ramakrishnan Kalapathy Shankar)

Director

The accompanying notes are an integral part of these financial statements

Digiphoto Entertainment Imaging Co., Ltd

Statement of Financial Positions

As at December 31, 2025

Liabilities and Shareholders' equity

	Note	Baht	
Current liabilities		**2025**	**2024**
			(Restated)
Account Payable and other current payable	*8*	44,003,297.01	44,635,122.15
Other Current Liabilities		80,965.85	135,319.35
Total current liabilities		44,084,262.86	44,770,441.50
Total liabilities		44,084,262.86	44,770,441.50
Shareholders' equity			
Share capital			
Registered			
20,000 ordinary shares of baht 1,000 each		20,000,000.00	20,000,000.00
Issued, and fully Paid-up			
20,000 ordinary shares of baht 1,000 each		20,000,000.00	20,000,000.00
Retained earning (deficit)		(33,972,452.17)	(32,611,403.92)
Total shareholders' equity		(13,972,452.17)	(12,611,403.92)
Total liabilities and shareholders' equity		30,111,810.69	32,159,037.58

.....

(Mr Ramakrishnan Kalapathy Shankar)

Director

The accompanying notes are an integral part of these financial statements

Digiphoto Entertainment Imaging Co., Ltd

Statements of income

For year ended December 31, 2025

		Baht	
Revenue		**2025**	**2024**
			(Restated)
Service income		15,591,763.95	18,647,353.42
Other income		2,287,881.77	1,857,273.72
Total revenue		17,879,645.72	20,504,627.14
Cost and Expenses			
Cost of Service		10,999,594.68	11,955,524.47
Selling expenses		66,790.05	462,186.87
Administrative expenses		8,329,036.46	7,198,790.22
Total cost and expenses		19,395,421.19	19,616,501.56
Profit before income tax expenses		(1,515,775.47)	888,125.58
Income tax expenses	*9*	(154,727.22)	329,865.09
Net profit (loss) for the year		(1,361,048.25)	558,260.49

.....

(Mr Ramakrishnan Kalapathy Shankar)

Director

The accompanying notes are an integral part of these financial statements

Digiphoto Entertainment Imaging Co., Ltd

Statements of changes in shareholders' equity

For year ended December 31, 2025

in baht

	Issued and paid up ordinary shares	Retained earnings (deficit)	Total equity of the Company's shareholders
Balance as at 31 December 2023 - as previouly reported	20,000,000.00	(34,796,419.54)	(14,796,419.54)
Cumulative effect of change in the basis of financial statements preparation(Note 3)	-	1,626,755.13	1,626,755.13
Balance as at 31 December 2023 - as restated	20,000,000.00	(33,169,664.41)	(13,169,664.41)
Profit for the year - restated	-	558,260.49	558,260.49
Balance as at 31 December 2024 - as restated	20,000,000.00	(32,611,403.92)	(12,611,403.92)
Balance as at 31 December 2023 - as previouly reported			
Cumulative effect of change in the basis of financial statements preparation(Note 3)	20,000,000.00	(33,908,293.96)	(13,908,293.96)
	-	1,296,890.04	1,296,890.04
Balance as at 31 December 2024 - as restated	20,000,000.00	(32,611,403.92)	(12,611,403.92)
Net loss for the year	-	(1,361,048.25)	(1,361,048.25)
Balance as at 31 December 2025	20,000,000.00	(33,972,452.17)	(13,972,452.17)

.....

(Mr Ramakrishnan Kalapathy Shankar)

Director

The accompanying notes are an integral part of these financial statements

Digiphoto Entertainment Imaging Co., Ltd

Notes to financial statements

As at December 31, 2025

1 General Information

Digiphoto Entertainment Imaging Co., Ltd "the Company", is incorporated in Thailand on August 21, 2012 and has its registered office at 19 Soi Therdthai 77, Bangwa, Pasricharoen District, Bangkok.
The company has registration number 0105555122356

The principal activities of the Company is providing customized imaging solutions to theme parks, resorts and entertainment arenas as well as retail sale of accessories and frames.

2 Basis of preparation of financial statements

2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards for Non-Publicly Accountable Entities (Revised 2022); guidelines promulgated by the Federation of Accounting Professions. And their presentation has been made in compliance with the stipulations of the announcement of the Departmen of Business Development on the abbreviation of items required in the financial statements for B.E. 2566 (2023) issued under the Accounting Act B.E. 2543 (2000).

2.2 New finance reporting standards

During the year, the Company changed its accounting policy relating to income taxes from a tax payable basis to recognition in accordance with Thai Accounting Standard (TAS) 12, Income Taxes, in order to comply with the relevant financial reporting standards, and as a result of this change in the basis of preparation of the financial statements, the Company is required to present the financial statements and disclose additional information in accordance with the requirements of such financial reporting standards, and the effects of adopting such financial reporting standards are disclosed in Note 3 to the financial statements.

3 Cumulative effects of Change in basis of financial statements preparation

During the year, the Company changed its accounting policy relating to income taxes from a tax payable basis to preparation in accordance with the financial reporting standards as described in Note 2.2 to the financial statements, and the Company has applied the change retrospectively by restating the statement of financial position as at 31 December 2567, the statement of comprehensive income, and the statement of changes in equity, and the cumulative effects of this change in the basis of preparation of the financial statements have been presented as a separate line item in the statement of changes in equity.

The amounts of adjustments affecting the statement of financial position and the income statement are summarised below.

(Unit: Baht)

Statement of financial position	As at 31 December 2024 Increase(Decrease)	As at 1 January 2024 Increase(Decrease)
Asset		
Deferred tax assets	1,296,890.04	1,626,755.13
Liabilities and Shareholders'equity		
Retained earnings - unappropriated	1,296,890.04	1,626,755.13

(Unit: Baht)

	Profit for the year ended 31 December 2024 Increase(Decrease)
Income statement	
Profit or loss:	
Income tax expenses	329,865.09

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(Mr Ramakrishnan Kalapathy Shankar)

Director

4 Significant accounting policies

(a) Foreign currency transactions

Transactions in foreign currencies are translated to Thai Baht at the foreign exchange rates ruling at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies at the statement of financial position date are translated to Thai Baht at the foreign exchange closing rates ruling for the period then ended. Foreign exchange differences arising on translation are recognized in the statement of income.

(b) Cash and cash equivalents

Cash and cash equivalents consist of cash balances, current accounts and call deposits.

(c) Trade accounts receivable

Trade accounts receivable are stated at their invoice value less allowance for doubtful accounts.

Any allowance for loss on doubtful account is assessed primarily on analysis of payment histories and future expectations of customer payments. Allowance made are based on historical write-off patterns and the aging of accounts receivable. Bad debts are written off when incurred.

(d) Inventories

Inventories are stated at the lower of cost and net realizable value.

Cost is calculated using the weighted-average.

(e) Property, plant and equipment; and Depreciation

- Property is stated at cost, while plant and equipment are stated at cost less accumulated depreciation and allowance for decline in value (if any).

Depreciation

Depreciation is charged to the statement of income on a straight-line basis over the estimated useful lives of each part of an item of property and equipment. The estimated depreciation rates are 3-5 years.

(f) Provision

A provision is recognised when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Employee benefit

Obligations for retired benefits are recognised using the best estimated method at the reporting date.

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(Mr Ramakrishnan Kalapathy Shankar)

Director

(g) Revenues

Revenue excludes value added taxes and is arrived at after deduction of trade discounts.

Services rendered

Service income is recognised as services are provided.

(h) Income tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

Current tax

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

Deferred tax

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Company recognises deferred tax liabilities for all taxable temporary differences while it recognises deferred tax assets for all deductible temporary differences to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences can be utilised.

At each reporting date, the Group reviews and reduces the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Company records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

5 Cash and cash equivalents

	Baht	
	2025	**2024**
Cash on hand	10,000.00	9,999.81
Cash deposit in current account	1,006,435.36	2,027,312.01
Total	1,016,435.36	2,037,311.82

6 Long term loan to related person

The Company has long-term loan to director amounting to 20 million baht with no interest charge since 2016.

There is no specific date of repayment and no colleateral against loan.

The balance of loan comprise of the following:-

	Baht	
	2025	**2024**
Principal of loan	20,000,000.00	20,000,000.00
Accrued interest	1,812,450.72	1,812,450.72
Total	21,812,450.72	21,812,450.72

.....

(Mr Ramakrishnan Kalapathy Shankar)

Director

7 Property, Plant and Equipment

	Baht			
	1 January 2023	**Increase**	**Decrease**	**31 December 2025**
Cost				
Computer & Equipment	7,839,968.03	298,973.83	-	8,138,941.86
Fixtures&Fittings	748,058.00	232,017.35	-	980,075.35
Total	8,588,026.03	530,991.18	-	9,119,017.21
Accumulated Depreciation				
Computer & Equipment	5,576,217.30	654,115.73	-	6,230,333.03
Fixtures&Fittings	707,167.13	50,159.08	-	757,326.21
Total	6,283,384.43	704,274.81	-	6,987,659.24
Net Book Value	2,304,641.60			2,131,357.97

8 Account Payable and other current payable

	Baht	
	2025	**2024**
Trade payable to related parties	43,476,187.24	42,700,348.43
Others payable	527,109.77	1,934,773.72
Total	44,003,297.01	44,635,122.15

9 Income tax

Income tax expenses for the years ended 31 December 2025 and 2024 are made up as follows:

	Baht	
	2025	**2024**
Current income tax:		
Current income tax charge	-	-
Deferred tax:		
Relating to origination and reversal of temporary differences	(154,727.22)	329,865.09
Income tax expense reported in profit or loss	(154,727.22)	329,865.09

The reconciliation between accounting profit and income tax expense is shown below.

	Baht	
	2025	**2024**
Accounting profit before tax	(1,515,775.47)	888,125.58
Applicable tax rate	20%	20%
Accounting profit before tax multiplied by income tax rate	(303,155.09)	177,625.12
Effects of:		
Interest income from loans to director	120,000.00	120,000.00
Non-deductible expenses	28,427.87	32,239.97
Total	148,427.87	152,239.97
Income tax expense reported in profit or loss	(154,727.22)	329,865.09

.....

(Mr Ramakrishnan Kalapathy Shankar)

Director

9 Income tax (Continue)

The components of deferred tax assets are as follows:

	Baht	
	2025	**2024**
Deferred tax assets		
Tax loss carryforward - 2021	648,230.72	648,230.72
Tax loss carryforward - 2022	648,659.32	648,659.32
Tax loss carryforward - 2025	154,727.22	-
	1,451,617.26	1,296,890.04

Deferred tax assets arising from tax loss carryforwards were recognised as management believes that sufficient future taxable profits will be available to utilise such tax losses. The deferred tax assets were calculated at the corporate income tax rate of 20%.

10 Reclassification of financial statements

The Company has reclassified some items in the 2024 financial statements for comparative purposes to be consistent with the presentation in the 2025 financial statements, without any effect on the financial position and results of operations.

11 The approval of financial statement

The financial statements were authorised for issue by the directors on 18 April 2026.

.....

(Mr Ramakrishnan Kalapathy Shankar)

Director

Gulf Dunes L.L.C

Financial statements
31 December 2025

Gulf Dunes L.L.C

Financial statements

31 December 2025

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Directors' Report

The directors submit their report together with the audited financial statements of **Gulf Dunes L.L.C** for the year ended 31st December 2025.

LEGAL STATUS

Gulf Dunes L.L.C is a limited liability company (the "Company") registered with the Department of Tourism and Commerce Marketing, Government of Dubai and Department of Economic Development. The principal activity of the Company organizing and managing Meetings, Incentives, Conferences, and Events (MICE). The Company started its operations in May 1995.

The registered office of the Gulf Dunes LLC, Dubai is P.O. Box no. 124174, Dubai, United Arab Emirates.

The ultimate parent and ultimate controlling party of the Company is Fairfax Financial Holdings Limited, a company registered in Toronto, Ontario, Canada.

SHARE HOLDINGS

The shareholding pattern of the Company as at 31st December 2025 and 31st December 2024 is as follows:

Name of the shareholder	**Shareholding %**
Travel Circle International (Mauritius) Limited	100%

The ultimate parent and ultimate controlling party of the Company is Fairfax Financial Holdings Limited, a company registered in Toronto, Ontario, Canada.

FINANCIAL PERFORMANCE

The results of the Company for the year ended 31st December 2025 and 31st December 2024 are stated below:

Financial highlights	**2025**	2024
	AED	AED
Net profit	**5,062,177**	1,366,040
Total equity	**515,588**	(4,546,589)

SUBSEQUENT EVENT:

Subsequent to the reporting date, geopolitical tensions in the Middle East have escalated, resulting in increased regional uncertainty. While no adjustments have been made to the financial statements, the Company has experienced a decline in business volumes due to reduced inbound tourism demand following the onset of the conflict.

Management continues to monitor the situation closely and, with the support of its parent entity, believes the Company will be able to continue its operations and benefit from a recovery in travel demand once conditions stabilize.

AUDITORS

KPMG Lower Gulf Limited was appointed as the independent auditor for the year ended 31 December 2025. The firm is eligible for reappointment for the financial year 2026 and has expressed its willingness to continue in office. The Director recommends the reappointment of KPMG Lower Gulf Limited as the Company's auditor for the year ending 31 December 2026.

On behalf of the Board

Peter Payet
Chief Executive Officer

Salim Sikander
Chief Financial Officer

Date: 24 June 2026

KPMG Lower Gulf Limited
The Offices 5 at One Central
Level 4, Office No: 04.01
Sheikh Zayed Road, P.O. Box 3800
Dubai, United Arab Emirates
Tel. +971 (4) 4030300, www.kpmg.com/ae

Independent auditors' report

To the Shareholder of Gulf Dunes L.L.C

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Gulf Dunes L.L.C ("the Company"), which comprise the statement of financial position as at 31 December 2025, the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising material accounting policies and other explanatory information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2025, and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards).

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' International Code of Ethics for Professional Accountants (including International Independence Standards) (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.

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Other Information

Management is responsible for the other information. The other information comprises the Directors' Report which is set out on Page 1.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards and their preparation in compliance with the applicable provisions of the UAE Federal Decree Law No. 32 of 2021, as amended, 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 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 auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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Auditors' Responsibilities for the Audit of the Financial Statements (continued)

- 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 auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

Further, as required by the UAE Federal Decree Law No. 32 of 2021, as amended, we report that for the year ended 31 December 2025:

i) we have obtained all the information and explanations we considered necessary for the purposes of our audit;

ii) the financial statements have been prepared and comply, in all material respects, with the applicable provisions of the UAE Federal Decree Law No. 32 of 2021, as amended;

iii) the Company has maintained proper books of account;

iv) the financial information included in the Directors' report is consistent with the books of account of the Company;

v) as disclosed in note 1 to the financial statements, the Company has not purchased any shares during the year ended 31 December 2025;

vi) note 12 to the financial statements discloses material related party transactions and the terms under which they were conducted; and

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 31 December 2025 any of the applicable provisions of the UAE Federal Decree Law No. 32 of 2021, as amended, or its Articles of Association, which would materially affect its activities or its financial position as at 31 December 2025.

KPMG Lower Gulf Limited

Abdul Qadir
Registration No.: 5837
Dubai, United Arab Emirates
Date: 24 JUN 2026

KPMG Professional License No.: 113869

KPMG Lower Gulf Limited
P.O. Box: 3800, Dubai – UAE
Tel: 04 - 4030300

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Gulf Dunes L.L.C

Statement of profit or loss and other comprehensive income

For the year ended 31 December

	Notes	**2025**	2024
		AED	AED
Revenue	*6*	**69,169,384**	26,514,765
Direct costs	*7*	**(57,120,439)**	(20,422,880)
Gross profit		**12,048,945**	6,091,885
Administrative and general expenses	*8*	**(6,672,806)**	(4,870,612)
Recovery of bad debts		**91,372**	-
Finance income	*9*	**430,459**	251,329
Finance cost	*9*	**(1,450)**	(6,997)
Profit before tax		**5,896,520**	1,465,605
Income tax expense	*19*	**(834,343)**	(99,565)
Profit after tax		**5,062,177**	1,366,040
Other comprehensive income		**-**	-
Total comprehensive income for the year		**5,062,177**	1,366,040

The notes on pages 9 to 34 are an integral part of these financial statements.

The independent auditors' report is set out on pages 2 - 4.

Gulf Dunes L.L.C

Statement of financial position

As at 31 December 2025

	Notes	**2025**	2024
		AED	AED
Assets			
Property and equipment	*10*	**71,736**	42,168
Right-of-use asset	*18*	**-**	74,501
Non-current assets		**71,736**	116,669
Trade and other receivables	*11*	**8,536,339**	30,638,333
Due from related parties	*12*	**4,357,019**	6,303,024
Cash and cash equivalents	*17*	**427,440**	1,587,002
Current assets		**13,320,798**	38,528,359
Total assets		**13,392,534**	38,645,028
Equity and Liabilities			
Equity			
Share capital	*15*	**300,000**	300,000
Statutory reserve	*16*	**150,000**	150,000
Retained earnings / (accumulated losses)		**65,588**	(4,996,589)
Total equity		**515,588**	(4,546,589)
Liabilities			
Employees' end of service benefits	*14*	**411,527**	333,743
Tax liability-non current	*19*	**353,791**	-
Non-current liabilities		**765,318**	333,743
Trade and other payables	*13*	**8,487,442**	1,838,509
Contract liabilities	*13*	**2,843,685**	40,064,999
Due to a related party	*12*	**299,949**	771,700
Tax liability-current	*19*	**480,552**	99,565
Lease liability – current	*18*	**-**	83,102
Current liabilities		**12,111,628**	42,857,875
Total liabilities		**12,876,946**	43,191,617
Total equity and liabilities		**13,392,534**	38,645,028

To the best of our knowledge, the financial statements fairly present, in all material respects, the financial position, results of operation and cash flows of the Company as of, and for, the year ended 31 December 2025. These financial statements were authorized for issue on behalf of the Company's shareholders on 24 June 2026.

Peter Payet
Chief Executive Officer

Salim Sikander
Chief Financial Officer

The notes on pages 9 to 34 are an integral part of these financial statements.
The independent auditors' report is set out on pages 2 - 4

Gulf Dunes L.L.C

Statement of cash flows

For the year ended 31 December

	Notes	**2025**	2024
		AED	AED
Cash flows from operating activities			
Profit for the year		**5,062,177**	1,366,040
Adjustments for:			
Depreciation and amortization	*8*	**22,033**	6,572
Depreciation on right-of-use assets	*8*	**74,501**	74,501
Provision for employees' end of service benefits	*14*	**101,309**	107,163
Reversal of impairment loss on trade receivables	*21*	**(91,372)**	
Interest expense on lease liability	*18*	**1,450**	6,997
Tax expense	*19*	**834,343**	99,565
Net cash flows before working capital changes		**6,004,441**	1,660,838
Changes in:			
Trade and other receivables		**22,193,366**	(27,982,384)
Due from related parties		**1,946,005**	(6,303,024)
Due to a related party		**(471,751)**	(913,688)
Trade and other payables		**-**	97,641
Contract liability		**(30,671,946)**	34,463,808
Cash (used in) / generated from operating activities		**(900,320)**	1,023,191
Income tax paid	*19*	**(99,565)**	-
Payment of employees' end of service benefits	*14*	**(23,525)**	(2,600)
Net cash (used in) / from operating activities		**(1,023,410)**	1,020,591
Cash flows from investing activity			
Acquisition of property and equipment	*10*	**(51,600)**	(36,975)
Net cash used in investing activity		**(51,600)**	(36,975)
Cash flows from financing activity			
Payment of lease liabilities	*18*	**(84,552)**	(81,300)
Cash used in financing activities		**(84,552)**	(81,300)
Net (decrease) / increase in cash and cash equivalents		**(1,159,562)**	902,316
Cash and cash equivalents at the beginning of the year		**1,587,002**	684,686
Cash and cash equivalents at end of the year	*17*	**427,440**	1,587,002

The notes on pages 9 to 34 are an integral part of these financial statements.
The independent auditors' report is set out on pages 2 - 4.

Gulf Dunes L.L.C

Statement of changes in equity
For the year ended 31 December

	Share capital AED	Statutory reserve AED	Accumulated Losses AED	Total AED
Balance at 1 January 2024	300,000	150,000	(6,362,629)	(5,912,629)
Total comprehensive income for the year				
Profit for the year	-	-	1,366,040	1,366,040
Balance at 31 December 2024	300,000	150,000	(4,996,589)	(4,546,589)
Balance at 1 January 2025	**300,000**	**150,000**	**(4,996,589)**	**(4,546,589)**
Total comprehensive income for the year				
Profit for the year	-	-	5,062,177	5,062,177
Balance at 31 December 2025	**300,000**	**150,000**	**65,588**	**515,588**

The notes on pages 9 to 34 are an integral part of these financial statements.

The independent auditors' report is set out on pages 2 - 4.

1 Reporting entity

Gulf Dunes L.L.C, Dubai is a limited liability Company (‘‘the Company’’) registered with the Department of Economy and Tourism, Government of Dubai under commercial license number 237864. The principal business activity of the Company is organizing and managing incentive trips, conferences and meetings for groups.

The shareholding pattern of the Company as at 31st December 2025 and 31st December 2024 is as follows:

Name of the shareholder	**Shareholding %**
Travel Circle International (Mauritius) Limited (“the Holding Company”)	100%

The ultimate parent and ultimate controlling party of the Company is Fairfax Financial Holdings Limited, a company registered in Toronto, Ontario, Canada.

The registered office of the Gulf Dunes L.L.C, Dubai is P.O. Box no. 124174, Dubai, United Arab Emirates.

The Company did not purchase any shares during the year.

2 Basis of preparation

a) Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”) as issued by International Accounting Standard Board (IASB) and the applicable provision of UAE Federal Decree Law no. 32 of 2021, as amended.

b) Basis of measurement

These financial statements have been prepared under the historical cost basis.

c) Functional and presentation currency

These financial statements are presented in UAE Dirham (“AED”), which is the Company’s functional currency.

d) Use of estimates and judgments

In preparing these financial statements, management has made judgments, 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. Revision to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. Information about significant areas of estimation uncertainty and critical judgments in applying policies that have the most significant effect on the amounts recognised in these financial statements are described in note 23.

3 Material accounting policies

The Company has consistently applied the following accounting policies to all periods presented in these financial statements, except if mentioned otherwise.

Revenue from contract with customers

The Company renders a wide range of tourism and related services (hotel bookings, transport and visa services, excursion and travel related services) to groups. Invoices are usually payable within 30 days.

Any expected discounts to the customers are estimated and are netted off against transaction price as per the requirements of the accounting standard. Terms of cancellations vary depending on the timing of the season during the year. The services are generally short-term in nature, and the lead time between booking confirmation, invoicing and delivery of the related travel service is typically short. Revenue is recognized when the customer travels, checks in, or otherwise consumes the relevant service or package.

Principal versus agent assessment

Management has assessed whether the Company acts as a principal or an agent in these arrangements in accordance with IFRS 15. The Company is acting as a principal, as it has primary responsibility for fulfilling the promise to the customer, is responsible for coordinating and delivering the overall travel experience, bears service-related risks, and has discretion in establishing prices. Customers contract directly with the Company, and the Company remains responsible for addressing service issues or arranging alternative services where required. Accordingly, revenue from these arrangements is recognized on a gross basis, with the full amount of consideration received from customers recognized as revenue and the related supplier costs recognized separately as cost of sales**.**

3 Material accounting policies (continued)

Financial instruments

Recognition and initial measurement

Trade receivables are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized 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, 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 and measured at: amortized cost; FVOCI – debt investment; FVOCI – equity investment; or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis. Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

3 Material accounting policies (continued)

Financial instruments (continued)

Classification and subsequent measurement (continued)

Financial assets – Subsequent measurement and gains and losses:

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.
Financial assets at amortized cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

Derecognition

Financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. The Company enters into transactions whereby it transfers assets recognized in its statement of financial position but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognized.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expired. The Company also derecognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred, or liabilities assumed) is recognized in profit or loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

3 Material accounting policies (continued)

Foreign currency transactions

Transactions in foreign currencies are translated to AED and recorded at the rates of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to AED at the foreign exchange rate ruling at that date. Non-monetary items in a foreign currency that are measured in terms of historical cost are translated into AED using the exchange rates at the date of the transaction. Foreign exchange differences arising on translation are recognised in profit or loss.

Property and equipment

Items of property and equipment are measured at cost less accumulated depreciation and accumulated impairment losses (if any).
If significant part of an item of property and equipment have different useful lives, then they are accounted for as items (major components) of property and equipment.

Any gain or loss on disposal of an item of property and equipment is recognised in profit or loss.

Subsequent expenditure

Subsequent expenditure is capitalized only when it is probable that the future economic benefits associated with the expenditure will flow to the Company.

Depreciation

Depreciation is calculated to write off the cost of items of property and equipment less their estimated residual value and is recognised in profit or loss. Depreciation on additions is calculated on a pro-rata basis from the day of addition and on disposal up to and including the month of disposal of the asset. The estimated useful lives of property and equipment for current and comparative period are as follows:

	Years
Motor vehicles	4
Furniture, fixtures and office equipment	2 to 5
Leasehold improvements	10

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Impairment

Non-derivative financial assets

Financial instruments

The Company recognizes loss allowances for Expected Credit Losses (ECLs) on financial assets measured at amortized cost. The Company measures loss allowances at an amount equal to lifetime ECLs, except for bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables and due from related parties are always measured at an amount equal to lifetime ECLs.

3 Material accounting policies (continued)

Impairment (continued)

Non-derivative financial assets (continued)

Financial instruments (continued)

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 and including forward-looking information.

The Company assumes that the credit risk on trade receivables has increased significantly if it is more than 90 days past due i.e. 120 days from the invoice date.

The Company considers trade receivables to be in default when:
- the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realizing security (if any is held); or
- the financial asset is more than 90 days past due

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive).

ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortized cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:
- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise; or
- it is probable that the borrower will enter bankruptcy or other financial reorganization

Presentation of allowance for ECL in the statement of financial position

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

3 Material accounting policies (continued)

Impairment (continued)

Non-derivative financial assets (continued)

Financial instruments (continued)

Presentation of allowance for ECL in the statement of financial position (continued)

Financial assets not classified as at FVTPL were assessed at each reporting date to determine whether there was objective evidence of impairment.

Objective evidence that financial assets were impaired included:
- default or delinquency by a debtor;
- restructuring of an amount due to the Company on terms that the Company would not consider otherwise;
- indications that a debtor or issuer would enter bankruptcy;
- adverse changes in the payment status of borrowers or issuers;
- observable data indicating that there was a measurable decrease in the expected cash flows from a group of financial assets.

Financial assets measured at amortized cost

The Company considered evidence of impairment for these assets at both an individual asset and a collective level. All individually significant assets were individually assessed for impairment. Those found not to be impaired were then collectively assessed for any impairment that had been incurred but not yet individually identified. Assets that were not individually significant were collectively assessed for impairment. Collective assessment was carried out by grouping together assets with similar risk characteristics.

In assessing collective impairment, the Company used historical information on the timing of recoveries and the amount of loss incurred and made an adjustment if current economic and credit conditions were such that the actual losses were likely to be greater or lesser than suggested by historical trends.

An impairment loss was calculated as the difference between an asset's carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses were recognized in profit or loss and reflected in an allowance account. When the Company considered that there were no realistic prospects of recovery of the asset, the relevant amounts were written off. If the amount of impairment loss subsequently decreased and the decrease was related objectively to an event occurring after the impairment was recognized, then the previously recognized impairment loss was reversed through profit or loss.

Non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets, investment property and inventories 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 whenever the carrying amount of the asset exceeds the recoverable amount. Impairment losses, if any, are recognized in the statement of profit or loss.

3 Material accounting policies (continued)

Impairment (continued)

Non-financial assets (continued)

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.
The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment losses are recognized in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis. An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment losses are recognized in profit or loss. Impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognized.

Write-off

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. For individual customers, the Company has a policy of writing off the gross carrying amount when the financial asset is past due based on historical experience of recoveries of similar assets. For corporate customers, the Company individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Company expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

Provision for employees' end of service benefits

The provision is made for the amount of end of service benefits due to employees in accordance with the UAE Labour Law and is based on the current remuneration and the period of service of the employees at the end of the reporting period. The provision has been classified as a non-current liability.

Share capital

Ordinary shares are classified as equity. Balances which represent a residual interest in the net assets of the Company are presented within equity.

3 Material accounting policies (continued)

Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- The contract involves the use of an identified asset – this may be specified explicitly or implicitly and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified; and
- The Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use.

The Company has the right to direct the use of the asset. The Company has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Company has the right to direct the use of the asset if either:
- the Company has the right to operate the asset; or
- the Company designed the asset in a way that predetermines how and for what purpose it will be used.

As a lessee

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate. The Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased. Lease payments included in the measurement of the lease liability comprise fixed payments, including in-substance fixed payments. The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, or if there is a revised in-substance fixed lease payment. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

3 Material accounting policies (continued)

Leases (continued)

As a lessee (continued)

Short-term leases and leases of low-value assets

The Company has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Contract liability

A contract liability is an entity's obligation to transfer goods or services to a customer for which the Company has received consideration (or the amount is due) from the customer.

Income tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for the Company. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no

3 Material accounting policies (continued)

Income tax (continued)

Deferred tax (continued)

longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset only if certain criteria are met.

4 Accounting standards issued but not yet effective

a) IFRS 18 Presentation and Disclosure in Financial Statements

IFRS 18 will replace IAS 1 Presentation of Financial Statements and applies for annual reporting periods beginning on or after 1 January 2027. The new standard introduces the following key new requirements.

- Entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to present a newly-defined operating profit subtotal. Entities' net profit will not change.
- Management-defined performance measures (MPMs) are disclosed in a single note in the financial statements.
- Enhanced guidance is provided on how to group information in the financial statements.

In addition, all entities are required to use the operating profit subtotal as the starting point for the statement of cash flows when presenting operating cash flows under indirect method.

The Company is still in the process of assessing the impact of the new standard, particularly with respect to the structure of the Company's statement of profit or loss, the statement of cash flows and the additional disclosures required for MPMs. The Company is also assessing the impact on how information is grouped in the financial statements, including for items currently labelled as "other".

b) Other accounting standards

The following new and amended standards are not expected to have a significant impact on the Company's financial statements.

- Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7) and
- Contracts Referencing Nature-dependent Electricity (Amendments to IFRS 9 and IFRS 7).

4 Accounting standards issued but not yet effective (continued)

New standards or amendments and forthcoming requirements

Below is a list of recent changes to the Accounting Standards that are required to be applied by an entity with an annual reporting period beginning on 1 January 2025 which had no significant impact on the financial statements.

- Lack of Exchangeability – Amendments to IAS 21 (1 January 2025)

Below is a list of recent changes to the Accounting Standards that are required to be applied for annual reporting periods beginning after 1 January 2025 and that are available for early adoption in annual reporting periods beginning on 1 January 2025.

- Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7 (1 January 2026)
- Contract Referencing Nature-dependent Electricity - Amendments to IFRS 9 and IFRS 7 (1 January 2026)
- Annual Improvements to IFRS Accounting Standards – Volume 11 (1 January 2026)
- IFRS 18 Presentation and Disclosure in Financial Statements (1 January 2027)
- IFRS 19 Subsidiaries without Public Accountability: Disclosures (1 January 2027)
- Sale or Contribution of Assets between an Investor and its Associate or Joint Venture Amendments to IFRS 10 and IAS 28 (effective date deferred indefinitely)

5 Financial risk management

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

- Credit risk;
- Liquidity risk;
- Market risk.

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. Further quantitative disclosures are included in note 21 of these financial statements.

Risk management framework

Management of the Company has overall responsibility for the establishment and oversight of the Company's risk management framework and is responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyse the risk faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

5 Financial risk management *(Continued)*

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 and arises principally from the Company's cash at bank, trade and other receivables (excluding prepayments and advances to suppliers) and due from related parties. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the Company's customer base, including the default risk of the industry and country, in which customers operate, has less of an influence on credit risk.

The Company establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade receivables. The main component of this allowance is a specific loss component that relates to individually significant exposures in respect of losses that have been incurred but not yet identified. The Company's cash is placed with bank of good repute.

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. Liquidity risk mainly relates to trade and other payables (excluding advances from customers), and due to related parties. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company maintains adequate reserves, by continuous monitoring, forecast and actual cash flows.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and fluctuations in fair value 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.

Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to foreign currency risk on purchases that are denominated in a currency other than its functional currency, primarily the US Dollar (USD). Since USD is currently pegged to AED, the Company does not hedge the currency risk in respect of its foreign currency exposure.

Interest rate risk

Interest rate risk is the risk of loss from fluctuations of future cash flows because of a change in market interest rates.

5 Financial risk management (Continued)

Market risk(continued)

Other market price risk

Price risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to the individual instrument or its issuer or factors affecting all instruments traded in the market.

Capital management

The Company's objectives when managing capital is to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain a strong capital structure to reduce the cost of capital. The Company is not subject to externally imposed capital requirements.

6 Revenue

The Company's revenue is generated by providing a wide range of tourism and related services (hotel bookings, transport and visa services, excursion and travel related services).

	2025	2024
	AED	AED
Tourism and related services	**69,169,384**	26,514,765
	69,169,384	26,514,765
Geographical markets		
United Arab Emirates	**69,169,384**	26,514,765
Timing of revenue recognition		
Revenue recognized at a point in time	**69,169,384**	26,514,765
Contract balances		
Trade receivables	**1,328,858**	1,452,231
Contract liabilities	**(2,843,685)**	(40,064,999)

7 Direct Costs

Direct costs comprise hotel bookings, transport and visa services, excursion and travel related services.

	2025	2024
	AED	AED
Hotel bookings	**34,272,263**	12,253,728
Food and beverages	**14,280,110**	5,105,720
Transport and other services	**8,568,066**	3,063,432
	57,120,439	20,422,880

8 Administrative and general expenses

	2025	2024
	AED	AED
Staff salaries and benefits	**4,041,220**	3,660,963
Intercompany recharges*	**1,392,911**	-
Business promotion expenses	**419,248**	462,658
Overseas representative office charges	**330,507**	359,384
Depreciation on right-of-use assets	**74,501**	74,501
Communication expense	**37,099**	36,023
Bank charges	**32,583**	30,712
Legal and professional charges	**113,445**	141,538
Rent expense	**10,840**	10,840
Depreciation	**22,033**	6,572
Other expenses	**198,419**	87,421
	6,672,806	4,870,612

*****The Company receives management and support services from a related party under an intercompany services arrangement. The related costs are allocated and recharged to the Company based on agreed allocation criterias, including headcount, time utilization, service usage and benchmarking methodologies.

9 Finance income / (costs)

	2025	2024
	AED	AED
Foreign exchange gain	**75,729**	200,871
Interest income (refer to note 12)	**354,730**	50,458
Total finance income	**430,459**	251,329
Finance costs		
Interest expense on lease liability	**(1,450)**	(6,997)
Net finance income recognized in profit or loss	**429,009**	244,332

10 Property and equipment

	Furniture, Fixtures and office equipment AED	Leasehold improvements AED	Total AED
Cost			
Balance as at 1 January 2024	267,704	25,000	292,704
Addition during the year	11,928	25,047	36,975
Balance as at 31 December 2024	**279,632**	**50,047**	**329,679**
Balance as at 1 January 2025	**279,632**	**50,047**	**329,679**
Addition during the year	51,600	-	51,600
Balance as at 31 December 2025	331,232	50,047	381,279
Balance as at 1 January 2024	255,938	25,000	280,938
Charge for the year	6,363	209	6,572
Balance as at 31 December 2024	262,301	25,209	287,510
Balance as at 1 January 2025	**262,301**	**25,209**	**287,510**
Charge for the year	19,528	2,505	22,033
Balance as at 31 December 2025	281,829	27,714	309,543
Net book value			
At 31 December 2024	17,331	24,838	42,169
At 31 December 2025	**49,403**	**22,333**	**71,736**

11 Trade and other receivables

	2025 AED	2024 AED
Trade receivables	**1,237,486**	1,543,603
Reversal / (provision) for impairment loss on trade receivables	**91,372**	(91,372)
	1,328,858	1,452,231
Prepayments	**394,881**	145,368
Deposits and other receivables	**240,986**	240,986
Advances to suppliers & others	**6,571,614**	28,799,748
	8,536,339	30,638,333

12 Related parties

The Company in normal course of business, enter into transactions with other business entities which fall within the definition of related party contained in International Accounting Standard 24. Such transactions are on terms and conditions mutually agreed between them. Significant related party transactions during the year ended 31 December 2025 and 31 December 2024 were as follows:

	Relationship	**2025**	2024
		AED	AED
Interest income	Affiliate Company	**354,730**	50,458
Revenue	Affiliate Company	**118,584**	-
Direct Costs	Affiliate Company	**2,426,673**	1,237,874
Intercompany recharges	Affiliate Company	**1,392,911**	-

Due from related parties

	Relationship	**2025**	2024
		AED	AED
Desert Adventures Tourism LLC*	Affiliate Company	**4,238,435**	6,303,024
Travel Corporation (India) Limited	Fellow subsidiaries	**13,176**	-
SOTC Travel Limited	Intermediate parent	**13,176**	-
Thomas Cook (India) Limited	Intermediate parent	**26,352**	-
Travel Circle International Ltd	Fellow subsidiaries	**6,588**	-
Digiphoto Entertainment Imaging	Fellow subsidiaries	**13,176**	-
Asian Trails Limited	Fellow subsidiaries	**13,176**	-
Horizon Travel Services LLC	Fellow subsidiaries	**13,176**	-
Kuoni Private Safaris (Pty.) Limited	Fellow subsidiaries	**13,176**	-
Private Safaris (East Africa) Limited	Fellow subsidiaries	**6,588**	-
		4,357,019	6,303,024

*Outstanding balances at the year-end are unsecured and settlement occurs in cash and arise in normal course of business. The amount due from the Desert Adventure Tourism LLC is subject to interest rate of 8.77%. There have been no guarantees provided or received for any related party receivables. For the year ended 31 December 2025, the Company has not recorded any allowance for expect credit losses of amounts owed by related parties.

Due to a related party

	Relationship	**2025**	2024
		AED	AED
Gulf Dunes LLC – Oman	Affiliate Company	**299,949**	771,700
		299,949	771,700

12 Related parties (continued)

Below is the detail of Key management personnel compensation:

Key management personnel compensation

	2025	2024
	AED	AED
Short-term employee benefits	**616,433**	566,428
Post-employment benefits	**24,675**	24,675
	=========	=========

13 Trade and other payables

	2025	2024
	AED	AED
Trade payables	**583,082**	506,839
Accruals and other payables	**7,904,360**	1,331,670
Contract liabilities	**2,843,685**	40,064,999
	----------	----------
	11,331,127	41,903,508
Less: Contract liabilities*	**(2,843,685)**	(40,064,999)
	----------	----------
	8,487,442	1,838,509
	========	========

*The contract liabilities primarily relate to the advance consideration received from customers for the services, for which revenue is recognized over time.

14 Employees' end of service benefits

	2025	2024
	AED	AED
Balance at 01 January	**333,743**	229,180
Provision during the year	**101,309**	107,163
Payments made during the year	**(23,525)**	(2,600)
	----------	----------
Balance at 31 December	**411,527**	333,743
	========	========

15 Share capital

	2025	2024
	AED	AED
Authorised, issued and fully paid-up capital		
100 shares of AED 3,000 each	**300,000**	300,000
	=======	=======

16 Statutory reserves

In accordance with UAE Federal Law No. 32 of 2021, a minimum of 5% of the net profits of the Company is required to be allocated to a statutory reserve, which is not distributable. Such allocations may be ceased when the statutory reserve equals half of the paid-up share capital of the Company. During the year no transfers were made to this reserve as the amount of the reserve has reached to the threshold (2024: AED Nil).

17 Cash and cash equivalents

	2025	2024
	AED	AED
Cash in hand	**80,385**	4,366
Cash at bank	**347,055**	1,582,636
	427,440	1,587,002

18 Leases

(a) The statement of financial position shows the following amounts relating to leases:

	2025	**2024**
	AED	**AED**
Right of use asset		
Office premises	**-**	-
Lease liability		
Current	**-**	83,102
Non-current	**-**	-
	-	83,102

(b) The movement of right-of-use asset and lease liability during the period is given below:

	2025	2024
	AED	AED
Right of use asset		
At 01 January	**74,501**	149,002
Addition during the period	**-**	-
Depreciation for the period	**(74,501)**	(74,501)
At 31 December	**-**	74,501
Lease liability		
At 01 January	**83,102**	157,405
Addition during the period	**-**	-
Interest expense	**1,450**	6,997
Repayment of lease liability	**(84,552)**	(81,300)
At 31 December	**-**	83,102

18 Leases (continued)

(c) Amounts recognized in the statement of profit or loss:

	2025 **AED**	2024 AED
Depreciation on Right-of-use asset	**74,501**	74,501
Finance cost	**1,450**	6,997
	75,951	81,498

(d) Amounts recognized in the statement of cash flows:

	2025 **AED**	2024 AED
Principal payment	**83,102**	74,303
Add: Finance cost paid	**1,450**	6,997
Total lease payments	**84,552**	81,300

(e) Maturity analysis of lease liabilities, showing un-discounted lease payments to be paid after the reporting date and related unwinding of finance cost is given below:

	Future minimum lease payments **AED**	**Unwinding of finance cost** **AED**	**Present value of minimum lease payments** **AED**
Less than one year	-	-	-
	-	**-**	**-**

19 Income tax expense

The tax charge for year ended 31 December 2025 is AED 834,343, representing the effective tax rate of 14.15%.

Pillar two

Recently, in order to align with OECD's Global Minimum Tax effort (Pillar Two), the UAE Ministry of Finance (MoF) has introduced a Domestic Minimum Top-Up Tax of 15% for Multinational Enterprises (MNEs) with effect from financial years starting on or after 1st January 2025. The Company is in scope of Pillar Two legislation as it operates in jurisdictions that have enacted or substantively enacted Pillar Two legislation and its consolidated revenue exceeds Euro 750 million threshold. Top up taxes payable by the Company under such laws are included in Current taxes.

19 Income tax expense (continued)

	Effective tax rate	2025 AED	2024 AED
Current tax expense		**834,343**	**99,565**
Reconciliation of effective tax rate			
Profit before tax		**5,896,520**	**1,465,605**
Tax using the Company base tax rate	**9.00%**	**530,687**	**131,904**
Less effect of standard exemption	**(0.95%)**	**(56,250)**	**(33,750)**
		474,437	**98,154**
Add: Non-deductible Expenditure	**0.10%**	**6,115**	**1,411**
		480,552	**99,565**
Top up tax expense	**6.00%**	**353,791**	**-**
Tax expense for the year	**14.15%**	**834,343**	**99,565**

Income tax expense

	2025 AED	2024 AED
Corporate tax expense	**480,552**	99,565
Top up tax expense	**353,791**	-
Total income tax expense	**834,343**	-

Tax liabilities included in statement of financial positions as at the reporting date:

	2025 AED	2024 AED
Corporate tax liability	**480,552**	99,565
Top up tax liability	**-**	-
Current	**480,552**	99,565
Top up tax liability	**353,791**	-
Non-current	**353,791**	-

20 Contingencies and commitments

There are no capital commitments and contingent liabilities of the Company as at 31 December 2025 (31 December 2024: AED Nil).

21 Financial instruments

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, and arises principally from the Company's cash at bank, trade and other receivables and amounts due from related parties.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate. The Company establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables.

The Company's cash and cash equivalents are held with bank and financial institution counterparties, which have good market credibility and stability.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	2025	2024
	AED	AED
Trade and other receivables (excluding prepayments and advances to suppliers)	**1,569,844**	1,693,217
Due from related parties	**4,357,019**	6,303,024
Cash at bank	**347,055**	1,582,636
	6,273,918	9,578,877

21 Financial instruments (continued)

Credit risk (continued)

The aging of trade receivables at the reporting date was:

	31 December 2025		31 December 2024	
	Gross AED	Provision AED	Gross AED	Provision AED
Not due	1,328,858		1,452,231	-
Over 90 days past due	-	-	91,372	91,372
	1,328,858	**-**	**1,543,603**	**91,372**

The movement in the impairment loss for trade receivables is as follows:

	2025	2024
	AED	AED
At 1 January	**91,372**	91,372
Reversal during the year	**(91,372)**	-
At 31 December	**-**	91,372

At 31 December 2025, the Company's exposure of credit risk to trade receivables by geographical region was as follows:

	2025	2024
	AED	AED
Geographical regions		
Europe	**303,320**	803,675
Commonwealth of Independent States	**286,258**	119,217
Middle east and others	**739,280**	620,711
Grand total	**1,328,858**	1,543,603

Cash at Banks

The Company held cash at banks of AED 347,055 at 31 December 2025 (2024: AED 1,582,636). The cash at banks are held with banks, which are rated A1 to A3, based on Mood's ratings. Impairment on cash and cash equivalents has been measured on a 12-month expected loss basis and reflects the short maturities of the exposures. The Company considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties.

21 Financial instruments (continued)

Credit risk (continued)

Other receivables

The company's exposure to credit risk on other receivable from third parties influence mainly by the individual characteristics of each party. Other receivable as at 31 December 2025 include deposits and other receivable of AED 240,986 (2024: AED 240,986) for which management believes that there is no significant credit risk associated at reporting date.

Due from related parties

For receivables from related parties, the Company as determined Probability of Debt (PD) that is applicable for outstanding related party receivables PD has been determined in accordance with Moody's PD rating scale by considering external credit ratings and adjusting the PDs so determined for macroeconomic factors. The Company has also considered a standard Loss Given Default (LGD) percentage of 45% for all unsecured outstanding exposures in accordance with foundation approach of Basel guidelines in the absence of the Group's historical experience. The Company does not require collateral in respect of its amount due from a related party. The Company does not have amounts for which no loss allowance is recognized because of collateral. At the reporting date there was no significant concentrations of credit risk.

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 have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company aims to maintain the level of cash and cash equivalents at an amount in excess of

expected cash outflows on financial liabilities by continuous monitoring of forecast and actual cash outflows. The following are the contractual maturities of financial liability based on contractual undiscounted payments including interest payment and excluding impact of netting:

	Carrying Amount AED	Contractual cash outflows AED	1 year or less AED	More than 1 year AED
31 December 2025				
Trade and other payables (excluding advances from customers)	**8,487,442**	**(8,487,442)**	**(8,487,442)**	**-**
Due to a related party	**299,949**	**(299,949)**	**(299,949)**	**-**
	8,787,391	**(8,787,391)**	**(8,787,391)**	**-**

21 Financial instruments (continued)

Liquidity risk(continued)

	Carrying Amount AED	Contractual cash outflows AED	1 year or less AED	More than 1 year AED
31 December 2024				
Trade and other payables (excluding advances from customers)	1,838,509	(1,838,509)	(1,838,509)	-
Lease liability	83,102	(84,314)	(84,314)	-
Due to related parties	771,700	(771,700)	(771,700)	-
	2,693,311	(2,694,523)	(2,694,523)	-

Market risk

Foreign exchange risk

The Company has no significant exposure to foreign currency risk as the transactions in foreign currencies (if any) are mainly made in USD which is informally pegged to AED.

Interest rate risk

The Company has no borrowings and is not exposed to interest rate risk.

Fair values

The fair values of the Company's financial assets and financial liabilities approximate their carrying amounts due to the short-term nature of these instruments.

22 Fair value hierarchy

The Company does not have financial instruments which are measured at fair value as at the reporting date. Accordingly, the fair value hierarchy disclosures are not applicable to the Company.

23 Significant accounting estimates and judgments

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

The following are the critical accounting estimates and judgments used by management in the preparation of these financial statements:

23 Significant accounting estimates and judgments (continued)

Impairment losses on trade receivables

The measurement of the expected credit loss allowance for financial assets measured at amortized cost is an area that requires the use of complex models and significant assumptions about future economic conditions and credit behavior (e.g. the likelihood of customers defaulting and the resulting losses). Explanation of the inputs, assumptions and estimation techniques used in measuring ECL is further detailed in note 21.

Elements of the ECL models that are considered accounting judgments and estimates include:

- Development of ECL models, including various formulas and choice of inputs
- The segmentation of financial assets when their ECL is assessed on a collective basis; and
- Determination of associations between macroeconomic scenarios and, economic inputs, and their effect on probability of default (PDs), exposure at default (EADs) and loss given default (LGDs).

Selection of forward-looking macroeconomic scenarios and their probability weightings, to derive the economic inputs into the ECL models. The Company's policy is to regularly review its models in the context of actual loss experience and adjust when necessary.

24 Comparatives

Certain comparative figures have been reclassified to conform to the presentation adopted in these financial statements. These reclassifications do not impact on profit, assets and equity.

25 Subsequent events

Subsequent to the reporting date, geopolitical tensions in the Middle East have escalated, resulting in increased regional uncertainty across the Arabian Gulf region. The situation remains dynamic and continues to evolve.

As these events occurred after the reporting date, no adjustments have been made to the amounts recognized in the financial statements as at 31 December 2025. Management of the Company continues to closely monitor developments, particularly considering the potential impact on the tourism sector, including travel demand and customer activity.

As at the date of this report, the Company continues to operate; however, business volumes have declined significantly following the onset of the conflict, resulting in reduced inbound tourism demand. Management and the Board of Directors are of the view that the Company will be able to continue its operations, supported by financial assistance from its parent entity.

Furthermore, management believes that, once the regional situation stabilizes, the Company is likely to benefit from a recovery in travel demand initially driven by the local, CIS, and Sub-continent markets which are expected to contribute positively to business volumes in the short term, until traditional markets return to their normal levels.

To

The Members of

Horizon Travel Services LLC

Report on the Audit of the Special Purpose Financial Statements

Opinion

We have audited the accompanying financial statements of Horizon Travel Services LLC (the "Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and notes to the financial statements including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 as amended (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and its profit, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the special financial statements in accordance with the Standards on Auditing (SAs) as specified under section 143(10) of the Act. Our responsibilities under those SAs 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 Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Management and Board of Director's Responsibility for the Special Purpose Financial Statements

The Company's Management and Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the

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SHAH MULEWA & ASSOCIATES
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Chartered Accountants

financial statements that give a true and fair view and 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 and Board of Directors 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.

Auditor's Responsibilities for the Audit of the Special Purpose 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 SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our 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 achieves fair presentation.

- 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 auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern; and

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

We communicate with 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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Restriction on distribution or use

This report is intended solely for the information and use of the Board of Directors of the Company and its ultimate holding company, including their boards of directors for foreign entities in India. It should not be used, referred to, or distributed for any other purpose or to any other party without our prior written consent. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company, its Board of Directors, and the ultimate holding company's Board of Directors for our audit work, this report, or the opinions expressed herein.

For Shah Mulewa & Associates
Chartered Accountants

CA Abhishek Shah
Partner
Mem no. 158892
Date: 29/07/2026
UDIN: 26158892UMXQBU8858

Place: Mumbai

Horizon Travel Services LLC
Balance Sheet as at 31 March 2026
(Amount in USD, unless otherwise stated)

	Notes	As at 31 March 2026	As at 31 March 2025
ASSETS			
Non-current assets			
a. Property, plant and equipment	2	7,546	19,966
b. Right of use assets	3	6,15,498	8,00,153
c. Other intangible assets	4	25,44,673	25,45,662
d. Financial assets:			
i. Investments	5	40,337	40,337
ii. Other financial Assets	6	38,698	36,925
e. Income tax assets (net)	7	3,509	1,437
f. Deferred tax assets (net)	23	10,12,108	14,07,867
g. Other non-current assets	8	3,880	5,543
Total non-current assets		**42,66,249**	**48,57,890**
Current assets			
a Financial assets			
i. Trade receivables	9	9,66,493	7,06,172
ii. Cash and cash equivalents	10	29,31,505	28,88,653
iii. Bank balances other than cash and cash equivalent		-	-
iii. Other financial assets	6	6,01,281	3,77,367
b Other current assets	8	13,34,039	17,41,428
Total current assets		**58,33,317**	**57,13,620**
Total assets		**1,00,99,567**	**1,05,71,509**
EQUITY AND LIABILITIES			
Equity			
a. Equity share capital	11	9,75,000	9,75,000
b. Other equity	12	(32,44,069)	(52,69,227)
Total equity		**(22,69,069)**	**(42,94,227)**
Liabilities			
Non-current liabilities			
a. Financial liabilities:			
i. Lease Liabilities	24	5,88,790	8,18,945
ii. Other financial liabilities	14	4,87,164	4,82,151
Total non-current liabilities		**10,75,954**	**13,01,096**
Current liabilities			
a. Financial liabilities			
i Borrowings	24b	34,20,000	47,70,000
ii Lease Liabilities	24	2,30,156	2,17,866
iii. Trade payables	13		
- total outstanding dues of micro enterprises and small enterprises		-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises		29,49,961	28,16,831
iv Other financial liabilities	14	27,90,423	22,56,259
b. Other current liabilities	15	19,02,141	35,03,684
Total current liabilities		**1,12,92,681**	**1,35,64,640**
Total liabilities		**1,23,68,635**	**1,48,65,736**
Total equity and liabilities		**1,00,99,566**	**1,05,71,509**
		0.43	0.54

See accompanying notes to the financial statements 1-29
The accompanying notes are an integral part of the financial statements.
As per our report of even date

For Shah Mulewa & Associates
Chartered Accountants
Firm Registration No.: 0143170W

Abhishek Shah
Partner
Membership No. 158892

Place: Mumbai
Date: 29/07/2026

For and on behalf of the Board of Directors of
Horizon Travel Services LLC

Sameer Shelar
Chief Financial Officer

Place: Mumbai
Date: 29/07/2026

Horizon Travel Services LLC
Statement of Profit and Loss for the year 31 March 2026
(Amount in USD, unless otherwise stated)

	Notes	Year ended 31 March 2026	Year ended 31 March 2025
Income			
Revenue from operations	16	6,31,04,022	6,15,55,287
Other income	17	23,53,471	14,64,099
Total income		**6,54,57,493**	**6,30,19,386**
Expenses			
Cost of services	18	5,65,63,978	5,42,68,263
Employee benefits expense	19	36,22,206	34,02,811
Finance costs	20	4,65,453	8,00,313
Depreciation and amortization expense	21	2,33,676	2,42,480
Other expenses	22	20,56,833	19,58,281
Total expenses		**6,29,42,146**	**6,06,72,149**
Profit before exceptional items and tax		**25,15,347**	**23,47,237**
Exceptional losses/ (gains)		-	-
Profit before tax		**25,15,347**	**23,47,237**
Income Tax expense			
Current tax	23	94,429	78,243
Adjustment of tax relating to earlier periods	23	-	-
Deferred tax	23	3,95,759	3,74,570
Total income tax expense		**4,90,189**	**4,52,813**
Profit for the year		**20,25,158**	**18,94,424**
Total comprehensive income for the year, net of tax		**20,25,158**	**18,94,424**

See accompanying notes to the financial statements 1-29
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For Shah Mulewa & Associates
Chartered Accountants
Firm Registration No.: 0143170W

Abhishek Shah
Partner
Membership No. 158892

Place: Mumbai
Date: 29/07/2026

For and on behalf of the Board of Directors of
Horizon Travel Services LLC

Sameer Shelar
Chief Financial Officer

Place: Mumbai
Date: 29/07/2026

Horizon Travel Services LLC
Statement of cash flows for the year ended 31 March 2026
(Amount in USD, unless otherwise stated)

	Year ended 31 March 2026	Year ended 31 March 2025
Cash flow from operating activities		
Profit after tax	**20,25,158**	**18,94,424**
Adjustments for:		
Depreciation, amortisation and impairment - property, plant and equipment	49,020	57,824
Depreciation and impairment - right of use asset	1,84,656	1,84,656
Provision for doubtful debts and advances	-	-
Non-cash interest expense Inter company	2,77,547	4,95,954
Deferred Income Taxes	3,95,759	3,74,570
Operating profit/loss before working capital changes	**29,32,140**	**30,07,428**
Adjustments for (increase)/decrease in operating assets:		
Trade receivables	(2,60,321)	5,05,468
Deferred Revenue	(2,25,687)	(1,33,860)
Other Assets	4,09,052	(95,463)
Adjustments for increase/(decrease) in operating liabilities:		
Trade payables	1,33,130	(7,82,454)
Other Long Term liabilities	5,013	(25,000)
Movement in ROU liabilities	(2,17,866)	(2,06,232)
Accrued expenses	(16,01,543)	(1,05,415)
Cash generated from operations	**11,73,919**	**21,64,472**
Net Income tax (paid)/ refund	(2,072)	5,954
Net cash inflows/used from/in operating activities (A)	**11,71,847**	**21,70,426**
Cash flow from investing activities		
Capital expenditure on property, plant and equipment	(35,613)	(12,774)
Proceeds from sale of property, plant and equipment	-	-
Investment in subsidiary company	-	-
Net cash inflows/used from/in investing activities (B)	**(35,613)**	**(12,774)**

Horizon Travel Services LLC
Statement of cash flows for the year ended 31 March 2026
(Amount in USD, unless otherwise stated)

	Year ended 31 March 2026	Year ended 31 March 2025
Cash flow from financing activities		
Repayment of inter company loan short	2,56,618	17,357
inter company loan short	(13,50,000)	(23,00,000)
Net cash inflows/used from/in financing activities (C)	**(10,93,382)**	**(22,82,643)**
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	**42,853**	**(1,24,991)**
Cash and cash equivalents at the beginning of the year	28,88,653	**30,13,644**
Cash and cash equivalents at the end of the year	**29,31,506**	**28,88,653**
Reconciliation of cash and cash equivalents as per the cash flow statement		
Cash and cash equivalents comprise (Refer note 9)		
Balances with banks:		
in current accounts	29,31,505	28,88,653
Cash on hand	-	-
Total	**29,31,505**	**28,88,653**

The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standa Cash flows'.

See accompanying notes to the financial statements
The accompanying notes are an integral part of the financial statements.
As per our report of even date

For Shah Mulewa & Associates
Chartered Accountants
Firm Registration No.: 0143170W

SHAH MULEWA & ASSOCIATES Mumbai FRN:143170W Chartered Accountants

Abhishek Shah
Partner
Membership No. 158892

Place: Mumbai
Date: 29/07/2026

For and on behalf of the Board of Directors of
Horizon Travel Services LLC

Sameer Shelar
Chief Financial Officer

Place: Mumbai
Date: 29/07/2026

Horizon Travel Services LLC
Statement of changes in equity for the year ended March 31, 2026
(Amount in USD, unless otherwise stated)

(A) Equity share capital

Equity shares capital issued, subscribed and fully paid

	Note No.	Amount
Balance as at 01 April 2024	11	**9,75,000**
Changes in Equity Share Capital during the current year		-
Balance as at 01 April 2025		**9,75,000**
Equity shares issued to holders of share warrants		-
Balance as at 31 March 2026		**9,75,000**

(B) Other equity

For the year ended 31 March 2026

Particulars	Surplus/ (deficit) in the Statement of Profit and Loss		Total
Balance as at 01 April 2024	**(71,63,651)**		**(71,63,651)**
Profit for the year	18,94,424		18,94,424
Other comprehensive income	-		-
Total Comprehensive Income	**18,94,424**		**18,94,424**
warrant application money received	-		-
Balance as at 01 April 2025	**(33,74,804)**		**(33,74,804)**
Profit for the year	20,25,159		20,25,159
Other comprehensive income	-		-
Total Comprehensive Income	**20,25,159**		**20,25,159**
Equity shares issued to holders of share warrants			-
Dividends paid on equity shares	-		-
Balance as at 31 March 2026	**(13,49,645)**		**(13,49,645)**

See accompanying notes to the financial statements
The accompanying notes are an integral part of the financial statements.
As per our report of even date

For Shah Mulewa & Associates
Chartered Accountants
Firm Registration No.: 0143170W

Abhishek Shah
Partner
Membership No. 158892

Place: Mumbai
Date: 29/07/2026

For and on behalf of the Board of Directors of
Horizon Travel Services LLC

Sameer Shelar
Chief Financial Officer

Place: Mumbai
Date: 29/07/2026

Horizon Travel Services LLC
Notes forming part of the Financial Statements for the year ended 31 March 2026

1.1 General Information

Horizon Travel Services, LLC (the "Company") was formed in the State of Delaware in 2017 and is a wholly owned subsidiary of Thomas Cook India Limited. The Company's office is located in New York. The Company works on B2B business model and primarily provide travel products and services to tour and travel providers from across the globe for tours in United States.

1.2 Significant accounting policies

Significant accounting policies adopted by the company are as under:

Basis of Preparation of Financial Statements

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the IND AS

(a) **Statement of Compliance with Ind AS**

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") read together with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act.

Accounting policies have been consistently applied to all the years presented unless otherwise stated. (except where a newly issued Indian accounting standard is initially adopted or a revision to an existing Indian accounting standard requires a change in the accounting policy hitherto in use). The Financial Statements are presented in USD (Which is also the functional currency of the Company).

Accounting Estimates

The Company use's estimates and assumptions in the preparation of our financial statements in accordance with accounting principles generally accepted in the India ("Ind AS"). The Company's estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of our financial statements. These estimates and assumptions also affect the reported amount of net income or loss during any period. The actual financial results could differ significantly from these estimates. The significant estimates underlying our financial statements include revenue recognition; recoverability of current and long-lived assets, intangible assets and goodwill; income and transactional taxes, such as potential settlements related to occupancy and excise taxes; loss contingencies; deferred loyalty rewards; and provisions for credit losses, customer refunds.

Seasonality

The Company generally experiences seasonal fluctuations in the demand for our travel services. For example, traditional leisure travel bookings are generally the highest in the first three quarters as travelers plan and book their spring, summer, and winter holiday travel. The number of bookings typically decreases in the fourth quarter. The company receives advance bookings from its travel agents all throughout the year, however the revenue is recognized on the arrival i.e., Travel date.

Cash and Cash Equivalents

For the purposes of the statements of cash flows, the Company considers all highly liquid debt instruments and other similar short-term investments purchased with an original maturity of three months or less to be cash equivalents

Recent Accounting Pronouncements

Management does not believe that any recently issued, but not effective, accounting standards, if currently adopted, would have a material effect on the Company's financial statement.

Accounts Receivable from Customers and Allowance for Expected Credit Losses

Accounts receivables are reported net of expected credit losses. The Company estimates expected credit losses upon recognition of the financial assets. The Company has identified the relevant risk characteristics of its customers and the related receivables and prepayments, which include the following: size, type (alternative accommodations vs. hotels) or geographic location of the customer, or a combination of these characteristics. The Company considers the historical credit loss experience, current economic conditions, supportable forecasts of future economic conditions, and any recoveries in assessing the expected credit losses. Other key factors that influence the expected credit loss analysis include customer demographics, payment terms offered in the normal course of business to customers, the nature of competition, and industry-specific factors that could impact the Company's receivables.

Property and Equipment
Property and equipment are stated at cost. When assets are retired or disposed of, their costs and related accumulated depreciation are removed from the account and any gain or loss is included in earnings. Depreciation is computed primarily using the straight-line method over the estimated useful lives of the related assets. Repair and maintenance expenditures which do not extend the useful lives of the related assets are expensed as incurred.

Trademarks
Trademarks are recorded at cost and are amortized on a straight-line basis over their expected useful life of ten years. See note 4 for additional information.

Website and Internal-use Software Capitalization
Acquisition costs and certain direct development costs associated with website and internal-use software are capitalized and include external direct costs of services and payroll costs for employees devoting time to the software projects principally related to platform development, including support systems, software coding, designing system interfaces, and installation and testing of the software. These costs are recorded as property and equipment and are generally amortized beginning when the asset is substantially ready for use. Costs incurred for enhancements that are expected to result in additional features or functionalities are capitalized and amortized over the estimated useful life of the enhancements. Costs incurred during the preliminary project stage, as well as maintenance and training costs, are expensed as incurred. See note 4 for additional information.

Lease
On January 1, 2019, the Company adopted Accounting Standards Update 2016-02, "Leases", Ind AS 116 the accounting for leases. Under the new lease standard, lessees are required to recognize an operating lease right-of-use assets and a lease liability for substantially all leases. The new lease standard will continue to classify leases as either financing or operating, with classification affecting the pattern of expense recognition.
The Company determines if an arrangement is a lease, or contains a lease, when a contract is signed. The Company determines if a lease is an operating or finance lease and records a lease asset and a lease liability upon lease commencement, which is the date when the underlying asset is made available for use by the lessee. The Company has operating leases for office space. For office space, the Company has elected to combine the fixed payments to lease the asset and any fixed non-lease payments (such as maintenance or utility charges) when determining its lease payments.
The Company uses its incremental borrowing rate as its discount rate to determine the present value of its remaining lease payments to calculate its lease assets and lease liabilities because the rate implicit in the lease is not readily determinable. The incremental borrowing rate approximates the rate the Company would pay to borrow in the currency of the lease payments on a collateralized basis for the weightedaverage life of the lease. Operating lease assets also include any prepaid lease payments and lease incentives received prior to lease commencement.
The Company recognizes operating lease costs and the amortization of finance lease assets on a straight-line basis over the lease term. The interest component of a finance lease is recognized using the effective interest method over the lease term. Certain of the Company's lease agreements include rent payments which are adjusted periodically based on an index or rate. Any change in payments due to such adjustments are recognized as variable lease expenses as they are incurred. Variable lease expenses also include costs for property taxes, insurance, and services provided by the lessor which are charged based on usage or performance (such as maintenance or utility charges).

Impairment of Long-lived Assets
The Company reviews long-lived assets, including intangible assets and operating lease assets, whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. The assessment of possible impairment is based upon the Company's ability to recover the carrying value of the assets from the estimated undiscounted future net cash flows, before interest and taxes, of the related asset group. The amount of impairment loss, if any, is measured as the excess of the carrying value of the asset over the present value of estimated future cash flows, using a discount rate commensurate with the risks involved and based on assumptions representative of market participants. The Company has determined that there are no impairment losses for the year ending March 31, 2026.

Revenue

The Company recognizes revenue in accordance with Ind As 115 and as such, the Company identifies a contract with a customer, identifies the performance obligations in the contract, determines the transaction price, allocates the transaction price to each performance obligation in the contract and recognizes revenue when (or as) the Company satisfies a performance obligation

The company recognizes revenue upon transfer of control of our promised services in an amount that reflects the consideration we expect to be entitled to in exchange for those services.

We offer travel services on a stand-alone and package basis through the merchant business model. Under the merchant model, we facilitate the booking of hotel rooms, alternative accommodations, and destination services from our travel suppliers, and we are the merchant of record for such bookings.

Merchant Booking: Under this business model we provide our empaneled travel agents to access our booking platform "Premiere" to access hotel room reservations through our contracts with suppliers (lodging, sightseeing), which provide us with rates and availability information for rooms but for which we have no control over the rooms and do not bear inventory risk. Our travel agent pays us for merchant hotel transactions (VIP/FIT) before/after arrival dates depending on nature of contract signed with them. We record the payment in deferred merchant bookings until the stayed night occurs, at which point we recognize the revenue, as this is when our performance obligation is satisfied. Payments to suppliers are generally due within 30 days of check-in or stay. Cancellation fees are collected and remitted to the supplier, if applicable.

Groups/Escorted: They are generally prepaid to us, we send quotes to agencies depending on their travel requests, revenue from both groups and escorted are recognized at a point in time on arrival dates.

Prepaid Merchant Bookings: We classify payments made to suppliers in advance of performance obligations as prepaid

Disaggregation of Revenue:

The Company provide 3 types of tour services:

1. VIP Service: In this service individual travelers willing to travel US make the booking through the Company's authorized travel agents.
2. Group Service: In this service group travelers willing to travel US make the booking through the Company's authorized travel agents.
3. Escorted Services: In this service Company offers a comprehensive selection of multi-lingual and language exclusive escorted coach programs that represent the essence of both the natural and man-made wonders of the USA. Booking is done through the Company's authorized travel agents.

Fair Value Recognition, Measurement and Disclosure

The carrying amounts of cash and cash equivalents and restricted cash and cash equivalents reported on our balance sheet are approximately fair value as we maintain them with various high-quality financial institutions. The accounts receivables are short-term in nature and are generally settled shortly after the sale.

We disclose the fair value of our financial instruments based on the fair value hierarchy using the following three categories:

Level 1 — Valuations based on quoted prices for identical assets and liabilities in active markets.

Level 2 — Valuations based on observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data.

Level 3 — Valuations based on unobservable inputs reflecting the Company's own assumptions, consistent with reasonably available assumptions made by other market participants. These valuations require significant judgment.

Income Taxes

The Company, with the consent of its members, has elected to be treated as an "C" corporation under Section 1362 of the Internal Revenue Code. The Company records income taxes under the liability method. Deferred tax assets and liabilities reflect our estimation of the future tax consequences of temporary differences between the carrying amounts of assets and liabilities for book and tax purposes. We determine deferred income taxes based on the differences in accounting methods and timing between financial statement and income tax reporting. Accordingly, we determine the deferred tax asset or liability for each temporary difference based on the enacted tax rates expected to be in effect when we realize the underlying items of income and expense.

We consider many factors when assessing the likelihood of future realization of our deferred tax assets, including our recent earnings experience by jurisdiction, expectations of future taxable income, and the carryforward periods available to us for tax reporting purposes, as well as other relevant factors. We may establish a valuation allowance to reduce deferred tax assets to the amount we believe is more likely than not to be realized. Due to inherent complexities arising from the nature of our businesses, future changes in income tax law, tax sharing agreements or variances between our actual and anticipated operating results, we make certain judgments and estimates. Therefore, actual income taxes could materially vary from these estimates. All deferred income taxes are classified as long-term on our balance sheets.

Selling and Marketing Expenses

The Company's advertising expenses are reported in " Advertisement and marketing expenses" in the Statements of Profit & Loss. Advertisement and marketing expenses consist of performance marketing expenses. Performance marketing expenses are expenses generally measured by return on investment or an increase in bookings over a specified time period. These expenses consist primarily of the costs of: (1) search engine keyword purchases; (2) referrals from meta-search and travel research websites; (3) affiliate programs; (4) offline and online brand marketing;

Employee benefits expense

Employee benefits expenses consist of compensation to the Company's personnel, including salaries, stockbased compensation, bonuses, payroll taxes and employee health and other benefits.

The Company maintains a defined contribution 401(k) savings plan covering certain U.S. employees.

Goodwill

We assign the value of the consideration transferred to acquire a business to the tangible assets and identifiable intangible assets acquired and liabilities assumed on the basis of their fair values at the date of acquisition. Any excess purchase price over the fair value of the net tangible and intangible assets acquired is allocated to goodwill. During 2018, Thomas Cook India Limited acquired 100% shareholding of AlliedTPro which generated the goodwill amounted to $2,462,283.

Goodwill is evaluated for impairment on an annual basis. During FY 2025-26, the Company performed its annual goodwill impairment test and concluded that there was no impairment of goodwill.

Certain Risks and Concentrations

Our business is subject to certain risks and concentrations including dependence on relationships with travel suppliers and hotels, dependence on third-party technology providers, exposure to risks associated with online commerce security and payment related fraud. We also rely on global distribution system partners and third-party service providers for certain fulfillment services.

Financial instruments, which potentially subject us to concentration of credit risk, consist primarily of cash and cash equivalents. We maintain some cash and cash equivalents balances with financial institutions that are in excess of Federal Deposit Insurance Corporation insurance limits. Our cash and cash equivalents are primarily consisting of bank (both interest and non-interest bearing) account balances denominated in U.S. dollars.

Horizon Travel Services LLC
Notes forming part of the Financial Statements for the year ended March 31, 2026
(Amount in USD, unless otherwise stated)

2 Property, plant and equipment

Particulars	Freehold Land	Building	Leasehold Improvement	Plant and Machinery	Furniture and Fixtures	Computers	Vehicles	Total
Gross Block:								
As on 31 March 2024	**-**	**-**	**21,994**	**-**	**75,191**	**1,66,702**	**-**	**2,63,888**
Additions / Adjustment	-	-		-		3,501	-	3,501
Disposals / Adjustment	-	-	-	-	-	-	-	-
As on 31 March 2025	**-**	**-**	**21,994**	**-**	**75,191**	**1,70,203**	**-**	**2,67,388**
Additions	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-
As on 31 March 2026	**-**	**-**	**21,994**	**-**	**75,191**	**1,70,203**	**-**	**2,67,388**
Accumulated Depreciation:								
As on 01 April 2024	**-**	**-**	**21,995**	**-**	**75,191**	**1,37,460**	**-**	**2,34,646**
Charge for the year	-	-	-	-	-	12,776	-	12,776
Depreciation on Disposals	-	-	-	-	-	-	-	-
Impairment revesal	-	-		-			-	-
								-
As on 31 March 2025	**-**	**-**	**21,995**	**-**	**75,191**	**1,50,237**	**-**	**2,47,422**
Charge for the year	-	-	-	-	-	12,419	-	12,419
Depreciation on Disposals	-	-	-	-	-	-	-	-
As on 31 March 2026	**-**	**-**	**21,995**	**-**	**75,191**	**1,62,656**	**-**	**2,59,841**
Net Carrying Amount:								
As on 31 March 2025	**-**	**-**	**-0**	**-**	**0**	**19,966**	**-**	**19,966**
As on 31 March 2026	**-**	**-**	**-0**	**-**	**0**	**7,547**	**-**	**7,547**

3 Right-of-use Assets

Gross Carrying amount	Land	Buildings	Total
As on 01 April 2024		**19,08,090**	**19,08,090**
Additions / Adjustment		-	-
Disposals / Adjustment		-	-
classified as held for sale		-	
(impairment)/ reversal of impairment	-	-	-
As on 31 March 2025	**-**	**19,08,090**	**19,08,090**
Additions / Adjustment	-	-	-
Disposals / Adjustment	-	-	-
classified as held for sale	-	-	-
As on 31 March 2026	**-**	**19,08,090**	**19,08,090**
Accumulated depreciation			
As on 01 April 2024	**-**	**9,23,280**	**9,23,280**
Charge for the year	-	1,84,656	1,84,656
Depreciation on Disposals	-	-	-
(impairment)/ reversal of impairment	-	-	-
As on 31 March 2025	**-**	**11,07,936**	**11,07,936**
Charge for the year	-	1,84,656	1,84,656
Depreciation on Disposals	-	-	-
As on 31 March 2026	**-**	**12,92,592**	**12,92,592**
Net Carrying Amount			
As on 31 March 2025	**-**	**8,00,153**	**8,00,153**
As on 31 March 2026	**-**	**6,15,498**	**6,15,498**

SHAH MULEWA & ASSOCIATES
Mumbai
FRN:143170W
Chartered Accountants

Horizon Travel Services LLC
Notes forming part of the Financial Statements for the year ended March 31, 2026
(Amount in USD, unless otherwise stated)

4 Other Intangible Assets

Gross Carrying amount	Goodwill	Computer Softwares	Trademarks	Total
As on 01 April 2024	24,62,283	4,89,038	82,284	30,33,605
Additions / Adjustment		9,275	-	9,275
Disposals / Adjustment		-	-	-
As at 31 March 2025	24,62,283	4,98,313	82,284	30,42,880
Additions / Adjustment		35,613	-	35,613
Disposals / Adjustment		-	-	-
As on 31 March 2026	24,62,283	5,33,926	82,284	30,78,493
Accumulated Amortisation				
As on 01 April 2024	-	4,24,158	28,012	4,52,171
Additions / Adjustment	-	37,252	7,796	45,048
Disposals / Adjustment				
As at 31 March 2025	-	4,61,410	35,809	4,97,219
Additions / Adjustment	-	28,805	7,797	36,601
Disposals / Adjustment	-	-	-	-
As on 31 March 2026	-	4,90,215	43,605	5,33,820
Net Carrying Amount				
As at 31 March 2025	24,62,283	36,903	46,475	25,45,662
As at 31 March 2026	24,62,283	43,711	38,679	25,44,673

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Horizon Travel Services LLC
Notes forming part of the Financial Statements for the year ended March 31, 2026
(Amount in USD, unless otherwise stated)

5 Financial Assets- Investments

Non-current	As at 31 March 2026		As at 31 March 2025	
	Shares/Units	Amount	Shares/Units	Amount
Unquoted Investment carried at				
Investment in Equity instruments				
Investment In Subsidiary : A Evolution Leisure Inc 1,000 each fully paid	1,000	10,000	1,000	10,000
Less: Impaired	-	-	-	-
Investment In Subsidiary : AlliedTPro TR. CAD Ltd of 25,000 shares each fully paid of $1 CAD	25,000	20,337	25,000	20,337
Investment In Subsidiary : Allied New World, LLC of 500 units of $ 20 each	500	10,000	500	10,000
Total		**40,337**		**40,337**

SHAH MULEWA & ASSOCIATES
Mumbai
FRN:143170W
Chartered Accountants

6 Other financial assets

Non-current	**31 March 2026**	**31 March 2025**
Financial instruments at amortised cost		
Security and Other Deposits (unsecured)		
considered good	38,698	36,925
Total	**38,698**	**36,925**

Current	**31 March 2026**	**31 March 2025**
Security and Other Deposits		
considered good	96,500	1,06,501
credit impaired	-	
(less): allowance for doubtful receivables	-	-
Others - Other financial Assets (commission, rebates and costs recharge receivable)	5,04,781	2,70,866
	6,01,281	**3,77,367**

7 Income tax assets

	31 March 2026	**31 March 2025**
Opening Balance	**1,437**	7,391
Less: charged off during the year	(94,429)	(78,243)
Add: Taxes Paid	96,501	72,289
Closing Balances	**3,509**	**1,437**
Disclosed as:		
Non-Current Tax Assets (as per Balance sheet)	**3,509**	**1,437**
Current Tax Liability (as per Balance sheet)		
	3,509	**1,437**

8 Other assets

Non-current	**31 March 2026**	**31 March 2025**
Capital advance	-	-
Prepaid Expenses and other advances		
considered good	3,880	5,543
credit impaired	-	-
(less): allowance for doubtful receivables	-	-
Total other non-current assets	**3,880**	**5,543**

Current	**31 March 2026**	**31 March 2025**
Advance to suppliers and others	12,75,375	16,80,938
Prepaid Expenses and other advances	58,663	60,490
	13,34,039	**17,41,428**

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9 Trade receivables

	31 March 2026	31 March 2025
Secured, considered good	-	-
Unsecured		
-Considered good	9,68,407	7,62,095
-Considered doubtful	-	-
Receivables which have significant increase in Credit Risk	-	-
Receivables credit impaired	-	-
Total	9,68,407	7,62,095
Allowance for bad and doubtful debts		
Secured, considered good	-	-
Unsecured		
-Considered good	(1,914)	(55,924)
-Considered doubtful	-	-
Receivables which have significant increase in Credit Risk	-	-
Receivables credit impaired	-	-
Total	(1,914)	(55,924)
Total Trade Receivable	**9,66,493**	**7,06,172**

Ageing of Trade Receivables As on 31/03/2026

Particulars	Unbilled Dues	Not Due	Outstanding for following periods from due date of Receipts					
			Less than 6 months	6 months - 1 year	1-2 years years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	-	4,22,663	4,84,886	39,858	2,969	1,840	16,192	9,68,407
(ii) Undisputed Trade Receivables –which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Less: Allowance for bad and doubtful debts (Disputed + Undisputed)							(1,914)	(1,914)
Total	**-**	**4,22,663**	**4,84,886**	**39,858**	**2,969**	**1,840**	**14,278**	**9,66,493**

Ageing of Trade Receivables As on 31/03/2025

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Particulars	Unbilled Dues	Not Due	Outstanding for following periods from due date of Receipts					
			Less than 6 months	6 months - 1 year	1-2 years years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	-	4,00,828	1,73,669	98,779	25,619	42,027	21,174	7,62,097
(ii) Undisputed Trade Receivables –which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Less: Allowance for bad and doubtful debts (Disputed + Undisputed)	-	-	-	-	(6,707)	(36,538)	(12,680)	(55,925)
Total	**-**	**4,00,828**	**1,73,669**	**98,779**	**18,913**	**5,489**	**8,494**	**7,06,172**

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Notes forming part of the Financial Statements for the year ended March 31, 2026
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10 Cash and cash equivalents	**31 March 2026**	**31 March 2025**
Balances with banks:		
in current accounts	29,31,505	28,88,653
in Fixed deposit with original maturity of less than 3 months	-	
Cash on hand	-	
	29,31,505	**28,88,653**

For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:

Cash and cash equivalents	**31 March 2026**	**31 March 2025**
Balances with banks:		
in current accounts	29,31,505	28,88,653
Cash on hand	-	-
	29,31,505	**28,88,653**

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11 Share capital

Issued, subscribed and paid up		
Common Stock	9,75,000	9,75,000
Total	**9,75,000**	**9,75,000**

(i) outstanding at the beginning	**31-Mar-26**	**31-Mar-25**
	Amount	**Amount**
Outstanding at the beginning of the year	9,75,000	9,75,000
	-	-
Outstanding at the end of the year	**9,75,000**	**9,75,000**

Horizon Travel Services LLC
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12 Other equity

	31 March 2026	31 March 2025
Reserves and Surplus		
Surplus/(deficit) in the Statement of Profit and Loss	(32,44,069)	(52,69,227)
	(32,44,069)	**(52,69,227)**

(A) Surplus/(deficit) in the Statement of Profit and Loss

	31 March 2026	31 March 2025
Opening balance	(52,69,227)	(71,63,651)
Add: Profit for the current year	20,25,159	18,94,424
Less: Dividend declared	-	-
Closing balance	**(32,44,069)**	**(52,69,227)**

13 Trade payables

	31 March 2026	31 March 2025
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	29,49,961	28,16,831
Total trade payables	**29,49,961**	**28,16,831**

13.01 Disclosure relating to suppliers registered under MSMED Act based on the information available with the Company:

Particulars	31 March 2026	31 March 2025
(a) Principal amount and interest due theron remaining unpaid to any supplier as at the end of the accounting year		-
(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the pa	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyc	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the	-	-

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13.02 **Trade Payables ageing schedule**

31 March 2026 Particulars	Unbilled	Payables Not Due	Outstanding for following periods from due date of Payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME			-	-	-	-	-
(ii) Disputed dues – MSME		-	-	-	-	-	-
(iii) Others		-	29,45,648	4,237	81	-	29,49,966
(iv)Disputed dues - Others		-	-	-	-	-	-
Total		**-**	**29,45,648**	**4,237**	**81**	**-**	**29,49,966**

31 March 2025 Particulars	Unbilled	Payables Not Due	Outstanding for following periods from due date of Payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME		-	-	-	-	-	-
(ii) Disputed dues – MSME		-	-	-	-	-	-
(iii) Others	-	-	22,96,878	5,14,144	5,810	-	28,16,832
(iv)Disputed dues - Others		-	-	-	-	-	-
Total	**-**	**-**	**22,96,878**	**5,14,144**	**5,810**	**-**	**28,16,832**

14 Other financial liabilities	31 March 2026	31 March 2025
Non current		
Security deposits received	4,87,164	4,82,151
Liabilities against Fixed Assets [Capital Creditors]	-	-
	4,87,164	**4,82,151**
Current		
Interest payable to Related parties	24,51,861	21,74,432
Inter company Payables [OFL]	3,38,562	81,827
Total other financial liabilities	**27,90,423**	**22,56,259**

15 Other current liabilities	31 March 2026	31 March 2025
Others - Other Current Liabilities	21,511	6,77,362
Advances from customers	18,80,691	28,26,322
Statutory dues payable	-61	-
Total other current liabilities	**19,02,141**	**35,03,684**

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16 Revenue from operations	31 March 2026	31 March 2025
Sale of Services	6,18,19,275	6,04,54,141
Commission income	3,69,219	4,29,601
Amex Rebate	9,15,528	6,71,545
Total revenue from operations from continuing operations	**6,31,04,022**	**6,15,55,287**

17 Other income	31 March 2026	31 March 2025
Interest income:		
Interest Income	8,488	1,686
Other non operating income:		
Gain on sale/disposal of property, plant and equipment (net)	-	-
Miscellaneous income	13,09,023	9,37,714
Inter company other income	1,26,159	1,20,921
Provisions no loger required written back	9,09,801	4,03,778
Total other income	**23,53,471**	**14,64,099**

18 Cost of services

	31 March 2026	31 March 2025
Cost of services	5,65,63,978	5,42,68,263
Cost of services	**5,65,63,978**	**5,42,68,263**

19 Employee benefits expense	31 March 2026	31 March 2025
Salaries, wages, bonus and other allowances	26,57,271	25,08,503
Contribution to Provident Fund and other funds	3,90,220	3,54,345
Staff welfare expenses	2,37,467	2,22,105
Staff Training, Recruitment and Other Costs	16,493	17,049
Incentives to Staff	3,20,755	3,00,810
Total employee benefits expense	**36,22,206**	**34,02,811**

20 Finance costs	31 March 2026	31 March 2025
Interest on lease liabilities	50,358	61,991
Interest and finance charges on financial liabilities not at fair value through profit and loss	2,77,547	4,95,954
Other Finance Charges	1,37,548	2,42,368
Total finance costs	**4,65,453**	**8,00,313**

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21 Depreciation and amortization expense	31 March 2026	31 March 2025
Depreciation of property, plant and equipment	12,419	12,776
Amortization of intangible assets	36,601	45,048
Depreciation of Right-of-use assets	1,84,656	1,84,656
Total depreciation and amortization expense	**2,33,676**	**2,42,480**

22 Other expenses	31 March 2026	31 March 2025
Rent	14,218	47,345
Rates, taxes and license fees	634	430
Advertisement and marketing expenses	60,924	60,130
Repairs to Others	4,26,497	3,32,529
Travel and conveyance	89,119	1,35,837
Insurance	65,896	60,326
Legal and professional charges	8,82,014	8,38,929
Miscellaneous expenses	18,538	20,126
Group Resources Cost (GRC) I/C	1,84,540	1,66,323
Inter company other expenses	2,57,493	2,19,596
Printing and Stationery	23,014	23,039
Communication expenses	27,866	33,015
Provisions for doubtful debts and Advances (net off bad debt written off)	-	-
Exchange loss other than in the normal course of business as an authorised foreign exchange dealer	6,082	20,655
Misc balance written off	-	-
Total other expenses	**20,56,833**	**19,58,281**

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23 Income Tax and Deferred Tax

a. Income tax expense charged to the statement of profit or loss	31 March 2026	31 March 2025
Current tax	94,429	78,243
Adjustments in respect of current income tax of previous year	-	-
Deferred tax	3,95,759	3,74,570
Income tax expense reported in the statement of profit or loss	**4,90,189**	**4,52,813**

b. Income tax expense charged to OCI	31 March 2026	31 March 2025
Net loss/(gain) on remeasurements of defined benefit plans	-	-
Income tax charged to OCI	**-**	**-**

c. Income tax expense attributable to		
Profit from continuing operations	4,90,189	4,52,813
Profit from discontinued operation	-	-
	4,90,189	**4,52,813**

d. Deferred tax assets/ liabilities (net)

Year ended 31 March 2026	Opening Balance	Recognised/ (reversed) in Profit or loss	Recognised/ (reversed) in other comprehensive income	closing balance
Deferred tax assets				
On unabsorbed Business losses	14,07,867	(3,95,759)	-	10,12,108
	14,07,867	**(3,95,759)**	**-**	**10,12,108**
Deferred tax liabilities				
Right of Use assets	-	-	-	-
	-	-	-	-
Deferred tax assets, net	**14,07,867**	**(3,95,759)**	**-**	**10,12,108**

Year ended 31 March 2025	Opening Balance	Recognised/ (reversed) in Profit or loss	Recognised/ (reversed) in other comprehensive income	closing balance
Deferred tax assets				
On unabsorbed Business losses	17,82,437	(3,74,570)	-	14,07,867
	17,82,437	**(3,74,570)**	**-**	**14,07,867**
Deferred tax liabilities				
Right of Use assets	-	-	-	-
	-	-	-	-
Deferred tax assets, net	**17,82,437**	**(3,74,570)**	**-**	**14,07,867**

With the certainity of taxable income in future years the company has created deferred tax assets and deferred tax liability, as required.

Recognition of deferred tax asset to the extent of deferred tax liability

Balance sheet	31 March 2026	31 March 2025
Deferred tax asset	10,12,108	14,07,867
Deferred tax liabilities	-	-
Deferred tax assets/ (liabilities), net	**10,12,108**	**14,07,867**

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24 Changes in the Lease liabilities

Particulars	**Category of ROU Asset**		
	Land	**Buildings**	**Total**
As at 01 April 2024	-	12,43,045	12,43,045
Additions	-		-
Interest on lease liabilities during the year	-	61,991	61,991
(less) payments made during the year	-	(2,68,224)	(2,68,224)
(less) disposals during the year (cancellation of leases)			-
As at 31 March 2025	**-**	**10,36,812**	**10,36,812**
Additions	-	-	-
Interest on lease liabilities during the year	-	50,358	50,358
(less) payments made during the year	-	(2,68,224)	(2,68,224)
(less) disposals during the year (cancellation of leases)	-	-	-
As at 31 March 2026	**-**	**8,18,946**	**8,18,946**

24.01 Break-up of current and non-current lease liabilities

	31 March 2026	**31 March 2025**
Non-current Lease Liabilities	5,88,790	8,18,945
Current Lease Liabilities	2,30,156	2,17,866

24.02 Maturity analysis of lease liabilities

Particulars	**31 March 2026**	**31 March 2025**
Less than one year	2,30,156	2,17,866
One to five years	5,88,790	8,18,946
More than five years	-	-
Total	**8,18,946**	**10,36,812**

As per Para B11 of Ind AS 107 Financial Instruments: Disclosure, In preparing the maturity analyse an entity uses its judgement to determine an appropriate number of time bands.

24.03 Amounts recognised in statement of Profit and Loss account

Particulars	**31 March 2026**	**31 March 2025**
Interest on Lease Liabilities	2,77,546	4,95,954
Low-value and Short-term leases expensed	14,218	47,345
Total	**2,91,764**	**5,43,300**

24b **Borrowings**

Particulars	**31 March 2026**	**31 March 2025**
Inter Company Loan - Short Term	34,20,000	47,70,000
Total	**34,20,000**	**47,70,000**

25 **Segment reporting**

The Company derives its revenue primarily from the sale of tour packages. Detailed information regarding revenue from customers, including its composition and recognition, is disclosed under Note No. 16 of the financial statements.

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Horizon Travel Services LLC
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26 Related Party Disclosures

(a) Parent Entities

The Company is controlled by the following entity:

Name	Type	Place of Incorporation	Ownership Interest (%)
			31 March 2026
Thomas Cook (India) Limited [TCIL]	Parent entity	India	100.0%

(b) Name of the related party and related party relationship

Name of Entity	Place of Business/country of incorporation	Relationship
Thomas Cook (India) Limited [TCIL]	India	Holding Company
SOTC Travel Ltd [SOTC]	India	Fellow Subsidiary
TC Travel Services Limited [TC Travel]	India	Fellow Subsidiary
Desert Adventures Tourism LLC [DADUB]	Mauritius	Fellow Subsidiary
AlliedTPro Travel Canada Limited	Canada	Subsidiary
Private Safaris (East Africa) Ltd [PSEA]	Kenya	Fellow Subsidiary
Asian Trails Ltd [ATT]	Thailand	Fellow Subsidiary
Travel Corporation (India) Limited [TCI]	India	Fellow Subsidiary

26A Transaction with related parties:

Related Party Name	Nature of Transaction	Currency	Amount
Thomas Cook (India) Limited [TCIL]	Travel Related Service	USD	68,46,982
Thomas Cook (India) Limited [TCIL]	Group Resources Salary Expense	USD	1,81,293
Thomas Cook (India) Limited [TCIL]	Corporate Guarantee Fees Expense	USD	23,224
Thomas Cook (India) Limited [TCIL]	Other Expenses	USD	2,63,495
Thomas Cook (India) Limited [TCIL]	Interest expense	USD	2,77,429
SOTC Travel Ltd [SOTC]	Group Resources cost	USD	3,453
SOTC Travel Ltd [SOTC]	Other Income	USD	6,000
Asian Trails Ltd [ATT]	Other Income	USD	1,000
Desert Adventures Tourism LLC [DADUB]	Other Income	USD	6,000
SOTC Travel Ltd [SOTC]	Travel Related Service	USD	15,65,392
AlliedTPro Travel Canada Limited	Travel Related Service	USD	10,11,128
			91,74,267

26B Balances with related parties

Related Party Name	Nature of Transaction	Currency	Amount
Thomas Cook (India) Limited [TCIL]	Trade payables	USD	2,66,607
SOTC Travel Ltd [SOTC]	Trade payables	USD	2,521
AlliedTPro Travel Canada Limited	Trade payables	USD	5,52,292
Thomas Cook (India) Limited [TCIL]	Short Term Loan	USD	34,20,000
Travel Circle International (Mauritius) Ltd [TCIM]	Interest Payable	USD	4,16,765
Thomas Cook (India) Limited [TCIL]	Interest Payable	USD	20,35,096
SOTC Travel Ltd [SOTC]	Other Payables	USD	2,86,728
Asian Trails Ltd [ATT]	Other Payables	USD	51,160
Desert Adventures Tourism LLC [DADUB]	Other Payables	CAD	675
Thomas Cook (India) Limited [TCIL]	Trade receivables	USD	1,67,141
SOTC Travel Ltd [SOTC]	Trade receivables	USD	37,677
Asian Trails Ltd [ATT]	Trade receivables	USD	250
Desert Adventures Tourism LLC [DADUB]	Trade receivables	USD	7,500
AlliedTPro Travel Canada Limited	Trade receivables	USD	
			72,44,413

27 Other disclosures

a. The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property

b. The Management confirms that the Company is not declared a wilful defaulter (as defined by RBI Circular) by Any bank or financial Institution or other lender.

c. The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act,

d. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

e. The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

f. The Company does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the year (previous year) in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

g. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

h. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).

The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

28 Events after the reporting period

No Significant Subsequent events have been observed which may require an adjustments to the financial statements.

29 Prior year comparatives are regrouped / reclassified whereever necessery to conform to current period presentation.

As per our report of even date

For Shah Mulewa & Associates
Chartered Accountants
Firm Registration No.: 0143170W

SHAH MULEWA & ASSOCIATES Mumbai FRN:143170W Chartered Accountants

Abhishek Shah
Partner
Membership No. 158892

Place: Mumbai
Date: 29/07/2026

For and on behalf of the Board of Directors of
Horizon Travel Services LLC

Sameer Shelar
Chief Financial Officer

Place: Mumbai
Date: 29/07/2026

B S R & Co. LLP
Chartered Accountants

KRM Tower, 1st and 2nd Floors
No. 1, Harrington Road, Chetpet
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Independent Auditor's Report

To the Members of Nature Trails Resorts Private Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Nature Trails Resorts Private Limited (the "Company") which comprise the balance sheet as at 31 March 2026, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India relating to the liquidation basis of accounting, of the state of affairs of the Company as at 31 March 2026, and its loss and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs 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 Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Emphasis of Matter

a. We draw attention to Note 34 to the financial statements, which explains that in view of the sale of business operations of three resorts to Thomas Cook (India) Limited through a slump sale transaction, the going concern assumption is not appropriate for the preparation of financial statements of the Company as at and for the year ended 31 March 2026. Accordingly, the financial statements of the Company have been prepared on a liquidation basis i.e. assets are measured at lower of carrying amount and estimated net realisable values and liabilities are stated at their estimated settlement amounts in the financial statements.

   Our opinion is not modified in respect of this matter.

Management's and Board of Directors' Responsibilities for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India relating to the liquidation basis of accounting, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing

and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. In the present case, liquidation basis of accounting has been followed since the management has concluded that going concern basis of accounting is not appropriate in the facts and circumstances as stated in the note 34 to the financial statements.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's 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 SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements 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. In the present case, liquidation basis of accounting has been used since the Management and Board of Directors have concluded that the use of going concern basis is not appropriate in the facts and circumstances as stated in Note 34.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2 A. As required by Section 143(3) of the Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for the matter stated in the paragraph 2(B)(f) below on reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014.

   c. The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.

   d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act as applicable to liquidation basis of accounting.

   e. The matters described in the Basis for Disclaimer of Opinion paragraph in "Annexure B" with respect to adequacy and operating effectiveness of the internal financial controls with reference to financial statements of the Company, in our opinion, may have an adverse effect on the functioning of the Company.

   f. On the basis of the written representations received from the directors as on 31 March 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 from being appointed as a director in terms of Section 164(2) of the Act.

   g. the qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(e) above on reporting under Section 143(3)(f), paragraph 2A(b) above on reporting under Section 143(3)(b) and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

   h. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B."

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   a. The Company does not have any pending litigations which would impact its financial position.

   b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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d (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 36(iv) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 36(v) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The Company has neither declared nor paid any dividend during the year.

f. Based on our examination which included test checks, the Company has used accounting softwares from third party service providers for maintaining its books of account relating to general ledger, revenue and payroll. At the application level, the accounting softwares have a feature of recording audit trail (edit log) facility and the same has operated throughout the for all relevant transactions recorded in the software. Further, during the course of our audit, did not come across any instance of audit trail feature being tampered with. While the systems used for general ledger and revenue support audit trail functionality, we are unable to comment whether it was enabled at the database level due to the absence of relevant reporting in the independent auditor's report in relation to controls at service organization. With respect to the payroll software, based on the relevant reporting in the independent auditor's report in relation to controls at service organization, the audit trail (edit log) facility has been enabled at the database level and the same has operated throughout the for all relevant transactions recorded in the software. The Company has retained audit logs as per statutory requirements, except for the instances mentioned above.

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C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the Company has not paid any remuneration to its directors during the year. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

T H Mahadevan

Partner

Membership No.: 224352

ICAI UDIN:26224352OZAXFD2984

Place: Chennai

Date: 17 August 2026

Annexure A to the Independent Auditor's Report on the Financial Statements of Nature Trails Resorts Private Limited for the year ended 31 March 2026

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) According to the information and explanations provided to us and on basis of our examination of the records of the Company, the Company does not have any intangible assets. Accordingly, clause 3(i)(a)(B) of the Order is not applicable.

(i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable, and procedures and coverage as followed by management were appropriate. No discrepancies identified in the books of account.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, provisions of clauses 3(iii)(a) to 3(iii)(f) of the Order are not applicable to the Company.

(iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security and therefore the relevant provisions of Sections 185 and 186 of the Companies Act, 2013 ("the Act") are not applicable to the Company. Accordingly, clause 3(iv) of the Order is not applicable.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.

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Annexure A to the Independent Auditor's Report on the Financial Statements of Nature Trails Resorts Private Limited for the year ended 31 March 2026 *(Continued)*

(vii) (a) The Company does not have liability in respect of Service tax and Duty of excise during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax or Cess or other statutory dues have generally been regularly deposited with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax or Cess or other statutory dues were in arrears as at 31 March 2026 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues relating to Goods and Service Tax, Income-Tax Provident Fund, Employees State Insurance, or Cess or other statutory dues, which have not been deposited with the appropriate authorities on account of any dispute.

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) Loans amounting to INR 245.93 lakhs are repayable on demand and terms and conditions for payment of interest thereon have not been stipulated. According to the information and explanations given to us, such loans have not been demanded for repayment during the relevant financial year.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us, and the procedures performed by us and on an overall examination of the financial statements of the Company, we report that the Company has used funds raised on short-term basis aggregating to INR 191.48 lakhs for long-term purposes.

(e) The Company does not hold any investment in any subsidiaries, associates or joint ventures (as defined under the Act) during the year ended 31 March 2026. Accordingly, clause 3(ix)(e) is not applicable.

(f) The Company does not hold any investment in any subsidiaries, associates or joint ventures (as defined under the Act) during the year ended 31 March 2026. The Company has not raised any loans during the year. Accordingly, clause 3(ix)(f) is not applicable.

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company

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Annexure A to the Independent Auditor's Report on the Financial Statements of Nature Trails Resorts Private Limited for the year ended 31 March 2026 *(Continued)*

has been noticed or reported during the year.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) The requirements as stipulated by the provisions of Section 177 of the Act are not applicable to the Company. In our opinion and according to the information and explanations given to us and on the basis of our examination of records of the Company, transactions with the related parties are in compliance with Section 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) (a) In our opinion and based on the information and explanations provided to us, the Company does not have an Internal Audit system and is not required to have an internal audit system as per Section 138 of the Act.

(b) In our opinion and based on the information and explanations provided to us, the Company does not have an internal audit system and is not required to have an internal audit system as per Section 138 of the Act. Accordingly, clause 3(xiv)(b) of the Order is not applicable.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

(xvii) The Company has incurred cash losses of INR 58.40 lakhs in the current financial year and INR 358.31 lakhs in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) We draw attention to Note 34 of the financial statements which explains that the going concern assumption is no longer valid and these financial statements have been prepared on liquidation basis.

On the basis of the above and according to the information and explanations given to us during the course of audit and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, the aforesaid events or conditions indicate that that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

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Annexure A to the Independent Auditor's Report on the Financial Statements of Nature Trails Resorts Private Limited for the year ended 31 March 2026 *(Continued)*

(xx) The requirements as stipulated by the provisions of Section 135 are not applicable to the Company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

T H Mahadevan

Partner

Membership No.: 224352

ICAI UDIN:26224352OZAXFD2984

Place: Chennai

Date: 17 August 2026

Annexure B to the Independent Auditor's Report on the financial statements of Nature Trails Resorts Private Limited for the year ended 31 March 2026

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(h) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Disclaimer of Opinion

We were engaged to audit the internal financial controls with reference to financial statements of Nature Trails Resorts Private Limited ("the Company") as of 31 March 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

We do not express an opinion on internal financial controls with reference to financial statements of the Company. Because of the significance of the matter described in the Basis for Disclaimer of Opinion section of our report below, we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion whether the Company had adequate internal financial controls with reference to financial statements and whether such internal financial controls were operating effectively as at 31 March 2026.

We have considered the disclaimer reported above in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of the Company, and the disclaimer does not affect our opinion on the financial statements of the Company.

Basis for Disclaimer of Opinion

The system of internal financial controls with reference to financial statements of the Company as at 31 March 2026 was not made available to us to determine if the Company has established adequate internal financial controls with reference to financial statements and whether such internal financial controls were operating effectively as at 31 March 2026.

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit conducted in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements.

Because of the matter described in the Basis for Disclaimer of Opinion paragraph above, we were not able to obtain sufficient and appropriate audit evidence to provide a basis for an audit opinion on the internal financial controls with reference to financial statements of the Company.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to

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Annexure B to the Independent Auditor's Report on the financial statements of Nature Trails Resorts Private Limited for the year ended 31 March 2026 *(Continued)*

provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

T H Mahadevan

Partner

Membership No.: 224352

ICAI UDIN:26224352OZAXFD2984

Place: Chennai

Date: 17 August 2026

Nature Trails Resorts Private Limited
Balance Sheet as at March 31, 2026
(All amounts are in lakhs of Indian rupees, unless otherwise stated)

	Note	As at March 31, 2026	As at March 31, 2025
Assets			
Non-current assets			
Property, plant and equipment	2	39.55	42.05
Capital work-in-progress	3	-	-
Financial assets			
Other financial assets	4	2.04	2.04
Other tax assets (net)	5	3.04	14.88
Total non-current assets		**44.63**	**58.97**
Current assets			
Inventories	6	0.12	-
Financial assets			
i. Trade receivables	7	1.68	51.46
ii. Cash and cash equivalents	8	22.54	190.50
Other current assets	9	47.91	4.09
Total current assets		72.25	246.05
Total assets		116.88	305.02
Equity and liabilities			
Equity			
Equity share capital	10	147.58	147.58
Other equity			
Reserves and surplus	11	(294.43)	(233.53)
Total equity		**(146.85)**	**(85.95)**
Liabilities			
Current liabilities			
Financial liabilities			
i. Borrowings	13	245.93	205.76
ii. Trade payables			
(a) total outstanding dues of micro enterprises and small enterprises; and	14	-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	14	7.62	11.79
Other current liabilities	15	10.18	173.42
Total current liabilities		**263.73**	**390.97**
Total liabilities		**263.73**	**390.97**
Total equity and liabilities		**116.88**	**305.02**
Material accounting policies	1.3		

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached
for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

T H Mahadevan
Partner
Membership No.: 224352
Place: Chennai
Date: August 17, 2026

for and on behalf of the Board of Directors of
Nature Trails Resorts Private Limited
CIN: U55100MH2005PTC150901

Vikram Dayal Lalvani
Director
DIN: 07115464
Place: Chennai
Date: May 5, 2026

Krishna Kumar L
Director
DIN: 00420790
Place: Chennai
Date: May 5, 2026

Nature Trails Resorts Private Limited
Statement of Profit and Loss for the year ended March 31, 2026
(All amounts are in lakhs of Indian rupees, unless otherwise stated)

	Note	Year ended March 31, 2026	Year ended March 31, 2025
Income			
Revenue from operations	16	-	853.30
Other income	17	0.52	4.41
Total income		**0.52**	**857.71**
Expenses			
Cost of materials consumed	18	0.18	165.00
Employee benefits expense	19	1.47	303.29
Finance costs	20	22.39	314.85
Depreciation and amortisation expense	21	2.50	57.60
Other expenses	22	34.88	431.03
Total expenses		**61.42**	**1,271.77**
Loss before tax and exceptional item		**(60.90)**	**(414.06)**
Exceptional items	34	-	(268.81)
Loss before tax		**(60.90)**	**(682.87)**
Tax expense:			
Current tax	23	-	162.73
Deferred tax		-	(303.13)
Total tax expense		**-**	**(140.40)**
Loss for the year		**(60.90)**	**(542.47)**
Other comprehensive income / (loss)			
Items that will not be reclassified to profit or loss			
Remeasurements of defined benefit liability / (asset)		-	(17.68)
Income tax relating to items that will not be reclassified to profit or loss		-	-
Other Comprehensive (loss) / income for the year, net of tax		-	**(17.68)**
Total Comprehensive loss for the year		**(60.90)**	**(560.15)**
Earnings per equity share (Face value of INR 10 each)			
Basic and diluted earnings per share (in INR)	27	(41.27)	(367.58)
Material accounting policies	1.3		

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached
for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

T H Mahadevan
Partner
Membership No.: 224352
Place: Chennai
Date: August 17, 2026

for and on behalf of the Board of Directors of
Nature Trails Resorts Private Limited
CIN: U55100MH2005PTC150901

Vikram Dayal Lalvani
Director
DIN: 07115464
Place: Chennai
Date: May 5, 2026

Krishna Kumar L
Director
DIN: 00420790
Place: Chennai
Date: May 5, 2026

Nature Trails Resorts Private Limited
Statement of cash flows for the year ended March 31, 2026
(All amounts are in lakhs of Indian rupees, unless otherwise stated)

	Year ended March 31, 2026	Year ended March 31, 2025
Cash flow from operating activities		
Loss before tax	(60.90)	(682.87)
Adjustments for:		
Depreciation and amortisation expense	2.50	57.60
Finance costs	22.39	314.85
Provision no longer required written back	-	(1.85)
Income from termination of lease contracts	-	(2.56)
Loss on slump sale	-	268.81
Working capital adjustments:		
(Increase)/Decrease in trade receivables	49.78	(99.81)
(Increase)/Decrease in inventories	(0.12)	(10.17)
Increase in other financial assets	-	(13.50)
(Increase)/Decrease in other assets	(43.82)	(6.00)
Decrease in trade payables	(4.15)	99.91
Decrease in employee benefit obligations	-	5.56
Decrease in other financial liabilities	-	(63.48)
Decrease in other liabilities	(0.51)	(10.09)
Cash generated from (used in) operations	**(34.83)**	**(143.60)**
Income taxes paid	(150.89)	(3.38)
Net cash (used in) operating activities	**(185.72)**	**(146.98)**
Cash flows from investing activities		
Purchase of property, plant and equipment and intangible assets	-	(396.16)
Proceeds from sale of business undertaking	-	5,089.64
Net cash (used in) investing activities	-	4,693.48
Cash flows from financing activities		
Interest paid	(22.18)	(1,421.34)
Repayment of borrowings	(26.17)	(3,518.65)
Proceeds from borrowings	66.11	596.31
Payment of lease liability	-	(1.72)
Net cash generated from financing activities	17.76	(4,345.40)
Decrease in cash and cash equivalents due to slump sale	-	(31.64)
Net increase/(decrease) in cash and cash equivalents	**(167.96)**	**169.46**
Cash and cash equivalents at the beginning of the year	190.50	21.04
Cash and cash equivalents at end of the year	**22.54**	**190.50**

Reconciliation of cash and cash equivalents as per cash flow statement

Cash and cash equivalents comprises:	**As at March 31, 2026**	**As at March 31, 2025**
Balances with banks on current account	22.54	190.50
	22.54	**190.50**

Material accounting policies 1.3

The notes referred to above from an integral part of the financial statements.

As per our report of even date attached
for **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 101248W/W-100022

T H Mahadevan
Partner
Membership No.: 224352
Place: Chennai
Date: August 17, 2026

for and on behalf of the Board of Directors of
Nature Trails Resorts Private Limited
(CIN: U55100MH2005PTC150901)

Vikram Dayal Lalvani
Director
DIN: 07115464
Place: Chennai
Date: May 5, 2026

Krishna Kumar L
Director
DIN: 00420790
Place: Chennai
Date: May 5, 2026

Nature Trails Resorts Private Limited
Statement of changes in equity for the year ended March 31, 2026
(All amounts are in lakhs of Indian rupees, unless otherwise stated)

I) Equity share capital

	Amount
Balance as at April 1, 2025	**147.58**
Changes in equity share capital due to prior period errors	-
Restated balance as at 1 April 2025	**147.58**
Changes in equity share capital during the year	
Balance as at March 31, 2026	**147.58**
Balance as at April 1, 2024	**147.58**
Changes in equity share capital due to prior period errors	-
Restated balance as at 1 April 2024	**147.58**
Changes in equity share capital during the year	-
Balance as at March 31, 2025	**147.58**

II) Other equity

	Reserves and surplus				Other comprehensive income			
Particulars	**Securities premium**	**Retained earnings**	**Capital redemption reserve**	**Reserves and surplus Total**	**Remeasurements of defined benefit liability / (asset)**	**Revaulation reserve**	**OCI Total**	**Total**
Balance as at April 1, 2024	**1,366.29**	**(2,518.95)**	**10.00**	**(1,142.66)**	**-**	**1,469.28**	**1,469.28**	**326.62**
Loss for the year	-	(542.47)	-	(542.47)	-	-	-	(542.47)
Other comprehensive income for the year (net of tax)	-	-	-	-	(17.68)	-	(17.68)	(17.68)
Transfer to retained earnings - Actuarial gain / (loss) (Net of tax)	-	(17.68)	-	(17.68)	17.68	-	17.68	-
Transfer to retained earnings - On account of slump sale (Note 34)	-	1,469.28	-	1,469.28	-	(1,469.28)	(1,469.28)	-
Balance as at March 31, 2025	1,366.29	(1,609.82)	10.00	(233.53)	-	-	-	(233.53)
Balance as at April 1, 2025	**1,366.29**	**(1,609.82)**	**10.00**	**(233.53)**	**-**	**-**	-	**(233.53)**
Loss for the year	-	(60.90)	-	(60.90)	-	-	-	(60.90)
Balance as at March 31, 2026	**1,366.29**	**(1,670.72)**	**10.00**	**(294.43)**	**-**	**-**	-	**(294.43)**

Material accounting policies. Refer note 1.3

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached
for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

T H Mahadevan
Partner
Membership No.: 224352
Place: Chennai
Date: August 17, 2026

for and on behalf of the Board of Directors of
Nature Trails Resorts Private Limited
CIN: U55100MH2005PTC150901

Vikram Dayal Lalvani
Director
DIN: 07115464
Place: Chennai
Date: May 5, 2026

Krishna Kumar L
Director
DIN: 00420790
Place: Chennai
Date: May 5, 2026

1.1 Reporting entity

Nature Trails Resorts Private Limited ('the Company') is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is registered with the Ministry of Corporate Affairs under Corporate Identification Number (CIN) : U55100MH200PTC150901.

The Company's registered office is at Purva Primus, 4th Floor, 236, Okkiyampettai, Old Mahabalipuram Road, Thoraipakkam, Chennai - 600097. Sterling Holiday Resorts Limited ('Parent company') holds 100% of the share capital. The ultimate holding company is Fairfax Financial Holdings Limited, Canada.

The Board of Directors, vide board resolution dated February 3, 2025 entered into a Business transfer agreement with Thomas Cook India Limited for the sale and divestment of entire business operations of three resorts, as a going concern on a slump sale basis.

As the going concern basis of accounting is no longer appropriate, these financial statements have been prepared under liquidation basis of accounting whereby assets are valued at their estimated realizable value and the liabilities are valued at estimated payable values.

1.2 Basis of preparation

(a) Statement of compliance

These financial statements of have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act as amended from time to time.

The financial statements were approved for issue by the Company's Board of Directors on May 05, 2026.

Details of the Company's material accounting policies are included in note 1.3. The Company has consistently applied the accounting policies to all the periods present in these financial statements.

(b) Basis of measurement

These financial statements have been prepared on a historical cost basis and on an accrual basis, except for the following items:

Items	Measurement basis
Certain financial assets and liabilities	Fair value

(c) Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All the financial statements have been rounded-off to the nearest lakhs, or decimals thereof, unless otherwise indicated. Transactions and balances with values below the rounding off norm adopted by the Company have been reflected as "-" in the relevant notes in these financial statements.

(d) Use of estimates and judgements

In preparing these financial statements, management has made judgements and estimates 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 recognised prospectively.

Judgement

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties at the reporting date that have a significant risk of resulting in a significant adjustment to the carrying amounts of assets and liabilities within the next financial year is included in the following notes. Actual results may be different from these estimates.

Note 1.3 : Estimation of useful lives of property, plant and equipment and intangible assets
Note 1.3 (i) and Note 16: Revenue recognition: estimate of expected returns.
Note 24 : Determine the fair value of financial assets or liability based on unobservable inputs

(e) Measurement of fair values

A number of Company's accounting policies and disclosures require the measurement of fair values, for both financial and non financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values. The Company regularly reviews significant unobservable inputs and valuation adjustments, including level 3 fair values. If third party information is used to measure fair values, then the Company assesses the evidence obtained from the third parties to support the conclusion that these valuation meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.
- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. The inputs used to measure the fair value of assets or a liability fall into different levels of the fair value hierarchy. Accordingly, the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the low level input that is significant to the entire measurement.

Management uses various valuation techniques to determine fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management based on its assumptions on observable data as far as possible but where it not available, the management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date. The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

(f) Current and Non-current classification

Based on the nature of services / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

(g) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief operating decision maker. The Chairman – Whole Time Director (WTD) of the Company has been identified as the chief operating decision maker of the Company who assesses the financial performance and position of the Company and makes strategic decisions. Refer Note 26 for segment information presented.

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Nature Trails Resorts Private Limited

1.3 Material accounting policies

(a) Foreign currency transactions

Transactions in foreign currencies are translated into the functional currency of the Company, at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction. Foreign exchange gain and losses from settlement of these transactions are recognised in the statement of profit or loss.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate as at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of transaction. Exchange differences arising on translation are recognised in the statement of profit or loss.

(b) Financial instruments

(i) Recognition and initial measurement

Trade receivables 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.
However, if the Company has an unconditional right to an amount that differs from the transaction price (e.g. due to the Company's refund policy), the trade receivable will be initially measured at the amount of that unconditional right.

(ii) Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at:
- amortised cost;
- Fair value through other comprehensive income (FVOCI) – debt investment;
- Fair value through other comprehensive income (FVOCI) – equity investment; or
- Fair value through profit and loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition unless the company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

a) Non-derivative financial assets

Financial assets at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:
- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments at FVTOCI

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:
- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Equity instruments at FVTOCI

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.
Where the Company elects to designate an equity instrument at fair value through other comprehensive income (FVOCI), all changes in fair value, except for dividend income, are recognised in other comprehensive income and are not subsequently reclassified to the Statement of Profit or Loss.

Financial assets at FVTPL

All financial assets not classified as measured at amortised cost or FVTOCI as described above are measured at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on fair value basis are measured at FVTPL.

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1.3 Material accounting policies *(continued)*

(b) Financial instruments *(continued)*

(ii) Classification and subsequent measurement *(continued)*

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non- recourse features).

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest *(continued)*

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets – Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities – Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

(iii) De-recognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different, in which case, a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

(iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

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1.3 Material accounting policies *(continued)*

(c) Property, plant and equipment

(i) Recognition and measurement

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Items of property, plant and equipment (including capital-work-in progress) are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses.

Cost of an item of property, plant and equipment comprises:

a. purchase price, including import duties and non-refundable taxes on purchase (goods and service tax), after deducting trade discounts and rebates.

b. any directly attributable cost of bringing the item to its working condition for its intended use, estimated costs of dismantling and removing the item and restoring the site on which it is located.

Cost of a self-constructed item of property, plant and equipment comprises:

a. the cost of materials and direct labour;

b. any directly attributable cost of bringing the item to its working condition for its intended use, estimated costs of dismantling and removing the item and restoring the site on which it is located.

Any gain/ loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably.

(iii) Depreciation

Depreciation is calculated on the cost of items of property, plant and equipment less their estimated residual values over the estimated useful lives using the straight-line method and is generally recognised in the Statement of profit or loss. Freehold land is not depreciated.

Depreciation on property, plant and equipment is charged over the estimated useful life of the asset as evaluated on technical assessment on straight-line method, in accordance with Part A and C of Schedule II to the Companies Act, 2013.

The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as follows::

Asset	Management estimate of useful life	Useful life as per Schedule II
Plant and equipment	15	15
Electrical equipment	10	10
Office equipment	5	5
Furniture and fixtures	8 to 10	10
Computer equipments – Desktop, laptop and end-user items	3	3
Computer equipments – Servers and Network	6	6
Vehicles	8	8 - 10 years

Depreciation method, useful lives and residual values are reviewed at each financial period-end and adjusted if necessary, for each reporting period. Based on technical assessment and consequent advice, the management believes that its estimate of useful life as given above best represent the period over which management expects to use the asset.

On property, plant and equipment added/ disposed off during the period, depreciation is charged on pro-rata basis for the period from/up to which the asset is ready for use/disposed off.

(d) Inventories

Inventories are measured at the lower of cost and net realisable value.

Inventories comprising of provisions, perishables, beverages and operating supplies are stated at lower of cost and net realizable value. Cost is determined using the Weighted average method. The cost comprises of purchase price, non-refundable taxes and delivery handling cost incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. Inventories are written down for slow moving/ non-moving items, wherever necessary.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated costs necessary to make the sale. Raw materials and other supplies held for use in the production of finished products are not written down below cost except in cases when a decline in the price of materials indicates that the cost of the finished products shall exceed the net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

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1.3 Material accounting policies *(continued)*

(e) Impairment

(i) Impairment of financial instruments

The Company recognises loss allowances for expected credit losses on financial assets measured at amortised cost and contract assets.

The Company measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:
• debt securities and loans that are determined to have low credit risk at the reporting date; and
• other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECLs.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating expected credit losses is the maximum contractual
period over which the Company is exposed to credit risk.
When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, 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 and including forward looking information.

The Company considers a financial asset to be in default when:
- the recipient is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held); or

- the financial asset is more than 180 days past due.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).
ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Company assesses whether such financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:
- significant financial difficulty;
- a breach of contract such as a default or being more than 180 days past due;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. For individual customers, the Company has a policy of writing off the gross carrying amount when the financial asset is 180 days past due based on historical experience of recoveries of similar assets. For corporate customers, the Company individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Company expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

(ii) Impairment of non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than biological assets, inventories, contract assets and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an individual asset or CGU is the greater of its value in use and its fair value less costs of disposal. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.
Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

In respect of other assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss previously recognised is reversed only if there has been a change in the estimates used to determine the recoverable amount since the last impairment loss was recognised. Such a reversal is made only to the extent that the asset's carrying amount neither exceeds its recoverable amount nor the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

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Nature Trails Resorts Private Limited

1.3 Material accounting policies *(continued)*

(f) (i) Revenue recognition

The Company is engaged in providing holiday facilities to its members for a specified period each year over the tenure of the membership, along with operating hotels, holiday resorts, and offering hospitality services including room rentals, tour packages, and allied services.

Revenue is recognised in accordance with Ind AS 115, which requires revenue to be recognised in a manner that depicts the transfer of promised goods or services to customers at an amount that reflects the consideration to which the Company expects to be entitled. Accordingly, the Company follows the five-step model prescribed under Ind AS 115, which includes the identification of contracts with customers, identification of performance obligations, determination of the transaction price, allocation of the transaction price to the identified performance obligations, and recognition of revenue as and when such performance obligations are satisfied, either over time or at a point in time, as applicable.
Income from resort operations and maintenance services (being leisure hospitality services) comprising of sale of food and beverages, room rentals and other services are recognised when these are sold and when services are rendered.

(ii) Contract balances

^ Contract assets
A contract asset is the right to consideration in exchange for services rendered to the customer. If the Company renders services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

^ Contract liabilities
A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration has received consideration, or for which an amount of consideration is due from the customer. Contract liabilities are recognised as revenue when the Company performs under the contract.

(iii) Interest income or expense

Interest income or expense is recognised using the effective interest method.
The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:
- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability.
However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

(g) Provisions (other than for employee benefits), Contingent liabilities and Contingent assets

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Expected future operating losses are not provided for.

Where the Company expects some or all of the expenditure required to settle a provision will be reimbursed by another party, the reimbursement is recognised when, and only when, it is virtually certain that reimbursement will be received if the entity settles the obligation. The reimbursement is treated as a separate asset.

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

Onerous contracts

A contract is considered to be onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. A provision for onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract, which is determined based on the incremental costs of fulfilling the obligation under the contract and an allocation of other costs directly related to fulfilling the contract. Before such a provision is made, the Company recognises any impairment loss on the assets associated with that contract.

Contingent liabilities

Contingent liability is a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets

Contingent asset is not recognised in the financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognized.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

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1.3 Material accounting policies *(continued)*

(h) Income tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in Other comprehensive income.

The Company has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

(i) Current tax

Current tax comprises of the expected tax payable or receivable on the taxable income or loss for the period and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted at the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that:

(i) is not a business combination; and

(ii) at the time of the transaction;

a.) that affects neither accounting nor taxable profit or loss and

b.) does not give rise to equal taxable and deductible temporary differences.

- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for the Company. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

(i) Borrowing costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

(j) Earnings per share

a) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year (refer Note 27).

b) Diluted earnings per share

Diluted earnings per share is computed by dividing the profit (considered in determination of basic earnings per share) after considering the effect of interest and other financing costs or income (net of attributable taxes) associated with dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earnings per share adjusted for the weighted average number of equity shares that would have been issued upon conversion of all dilutive potential equity shares.

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1.3 Material accounting policies *(continued)*

(k) Cash flows Statement

Cash flows are reported using the indirect method, whereby profit / (loss) is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information. In cash flow statement, cash and cash equivalents include cash in hand, balances with banks in current accounts and other short-term highly liquid investments with original maturities of three months or less.

(l) Cash and cash equivalents (for the purpose of cash flow statement)

Cash comprises of cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

1.4 Recent pronouncements

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2026, MCA has notified the following:

Ind AS 1 - Presentation of Financial Statements

For accounting periods beginning on or after 1 April 2026, when an entity breaches any covenant of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand, it classifies the liability as current, even if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach. An entity classifies the liability as current because, at the end of the reporting period, it does not have the right to defer its settlement for at least 12 months after that date.

However, an entity classifies the liability as non-current if the lender agreed by the end of the reporting period to provide a period of grace ending at least 12 months after the reporting period, within which the entity can rectify the breach and during which the lender cannot demand immediate repayment. This amendment is to be applied retrospectively for annual reporting periods beginning on or after 1 April 2026, in accordance with Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors.

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2 Property, plant and equipment

(See accounting policy in note 1.3 (c))

Reconciliation of carrying amount for the year ended March 31, 2026:

Particulars	Land - freehold	Buildings	Computers	Plant and equiments	Furniture and fixtures	Office equipments	Vehicles	Electrical installations	Total
I. Gross Block									
Balance as at April 1, 2025	-	80.48	7.60	24.58	12.95	4.26	5.60	2.45	137.92
Additions	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2026	-	**80.48**	**7.60**	**24.58**	**12.95**	**4.26**	**5.60**	**2.45**	**137.92**
II. Accumulated depreciation									
Balance as at April 1, 2025	-	40.33	7.60	23.04	12.76	4.26	5.60	2.28	**95.87**
Depreciation for the year	-	2.13	-	0.29	0.03	-	-	0.05	**2.50**
Disposals	-	-	-	-	-	-	-	-	
Balance as at March 31, 2026	-	**42.46**	**7.60**	**23.33**	**12.79**	**4.26**	**5.60**	**2.33**	**98.37**
Net block (I-II)									
Balance as at March 31, 2026	-	38.02	-	1.25	0.16	-	-	0.12	39.55

Reconciliation of carrying amount for the year ended March 31, 2025:

Particulars	Land - freehold	Buildings	Computers	Plant and equiments	Furniture and fixtures	Office equipments	Vehicles	Electrical installations	Total
I. Gross Block									
Balance as at April 1, 2024	4,329.98	1,449.49	7.60	164.51	99.75	4.26	5.60	68.36	6,129.55
Additions	-	210	-	23	7	1	5	32	278.42
Disposals	4,329.98	1,579	-	163	94	1	5	98	6,270.05
Balance as at March 31, 2025	-	**80.48**	**7.60**	**24.58**	**12.95**	**4.26**	**5.60**	**2.45**	**137.92**
II. Accumulated depreciation									
Balance as at April 1, 2024	-	596.95	7.60	99.36	90.06	4.26	5.60	51.35	**855.18**
Depreciation for the year	-	39.30	-	11.14	1.80	0.11	-	5.25	**57.60**
Disposals	-	595.92	-	87.46	79.10	0.11	-	54.32	**816.91**
Balance as at March 31, 2025	-	**40.33**	**7.60**	**23.04**	**12.76**	**4.26**	**5.60**	**2.28**	**95.87**
Net block (I-II)									
Balance as at March 31, 2025	-	40.15	-	1.54	0.19	-	-	0.17	42.05

Refer note 34 for other current liabilities transferred on slump sale of business

3 Capital work in progress

Particulars	As at March 31, 2026	As at March 31, 2025
Balance as at April 1	-	1.47
Additions during the year	-	-
Capitalisation during the year	-	(1.47)
Balance as at March 31	-	-

Capital work in progress mainly comprises of resort properties under construction/renovation.

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	As at March 31, 2026	As at March 31, 2025
4 Other financial assets		
(See accounting policy in note 1.3 (h))		
Bank deposits under lien with remaining maturity period of more than 12 months from the reporting date	2.04	2.04
Total	**2.04**	**2.04**
5 Other tax assets		
Advance tax (net of provision for tax)	3.04	14.88
Total	**3.04**	**14.88**
6 Inventories		
(See accounting policy in note 1.3 (d))		
Operating supplies	0.12	-
Total	0.12	-
7 Trade receivables		
(See accounting policy in note 1.3 (h))		
Trade receivables considered good - unsecured	1.68	51.46
Trade receivables - credit impaired	-	-
	1.68	**51.46**
Less: Loss allowance	-	-
Total	1.68	**51.46**

Ageing of trade receivables
As at March 31, 2026

	Unbilled	Not due	Outstanding for following periods from due date of payment: Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed trade receivables								
Considered good	-	-	-	-	1.68	-	-	1.68
Significant increase in credit risk	-	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-	-
Disputed trade receivables								-
Considered good	-	-	-	-	-	-	-	-
Significant increase in credit risk	-	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-	-
	-	-	-	-	1.68	-	-	1.68

As at March 31, 2025

	Unbilled	Not due	Outstanding for following periods from due date of payment: Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed trade receivables								
Considered good	-	-	51.46	-	-	-	-	51.46
Significant increase in credit risk	-	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-	-
Disputed trade receivables								-
Considered good	-	-	-	-	-	-	-	-
Significant increase in credit risk	-	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-	-
	-	-	51.46	-	-	-	-	51.46

	As at March 31, 2026	As at March 31, 2025
8 Cash and cash equivalents		
(See accounting policy in Note 1.3 (h) and 1.3 (i))		
Balances with banks		
-on current account	22.54	190.50
Total	**22.54**	**190.50**
9 Other current assets		
Prepaid expenses	-	0.15
Advances to vendors	1.78	2.35
Advances to related parties	44.74	-
Balances with government authorities	1.38	1.59
	47.91	**4.09**

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	As at March 31, 2026	As at March 31, 2025
10 Equity share capital		
Authorised		
200,000 (March 31, 2025: 200,000) equity shares of INR 100 each	200.00	200.00
Issued, subscribed and fully paid up		
147,578 (March 31, 2025: 147,578) equity shares of INR 100 each	147.58	147.58
	147.58	**147.58**

(a) Reconciliation of shares outstanding at the beginning and at the end of the year

	As at March 31, 2026		As at March 31, 2025	
	Number of shares (in lakhs)	Amount (in lakhs)	Number of shares (in lakhs)	Amount (in lakhs)
Equity shares				
At the commencement of the year	147,578	147.58	147,578	147.58
Shares issued during the year	-	-	-	-
At the end of the year	**147,578**	**147.58**	**147,578**	**147.58**

(b) Rights, preferences and restrictions attached to equity shares

The company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the company's residual assets on winding up. The equity shares are entitled to receive dividend as declared from time to time. The dividend proposed, if any, by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting, except in case of interim dividend. The voting rights of an equity shareholder are in proportion to his/its share of the paid-up equity share capital of the company. On winding up of the company, the holders of equity shares will be entitled to receive the residual assets of the company, in proportion to the number of equity shares held.

(c) Shares held by holding/ultimate holding company (i.e., parent of the Group) and/or their subsidiaries/associates

	As at March 31, 2026		As at March 31, 2025	
	Number of shares	Amount	Number of shares	Amount
Equity shares of INR 100 each held by the Holding Company and its nominees	147,578	147.58	147,578	147.58

(d) Particulars of shareholders holding more than 5% shares of a class of shares

	As at March 31, 2026		As at March 31, 2025	
	Amount	% of total shares in class	Amount	% of total shares in class
Equity shares of INR 100 each held by				
Sterling Holiday Resorts Limited and its nominees (Holding Company)	147,578	100%	147,578	100%

(e) Shares reserved for issues under options

There are no shares reserved for issue under options and contracts/commitments for sales of shares/ disinvestment as at March 31, 2026 (March 31, 2025: Nil)

(f) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

-No bonus shares have been issued during the period of five years immediately preceding the reporting date.
-No shares have been issued for consideration other than cash during the period of 5 years immediately preceding the reporting date.
-No shares have been bought back during the period of five years immediately preceding the reporting date.

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	As at March 31, 2026	As at March 31, 2025
11 Other equity -Reserves and surplus		
Retained earnings	(1,670.72)	(1,609.82)
Securities premium	1,366.29	1,366.29
Capital redemption reserve	10.00	10.00
Total	**(294.43)**	**(233.53)**
Movement in reserves and surplus balances is as follows :		
a) Retained earnings		
Opening balance	(1,609.82)	(2,518.95)
Loss for the year	(60.90)	(542.47)
Items of other comprehensive income recognised directly in retained earnings		
- Remeasurements of post-employment benefit obligation (net of income tax)	-	(17.68)
Revaluation reserve (net of tax)	-	1,469.28
Closing balance	**(1,670.72)**	**(1,609.82)**
b) Securities premium		
Opening balance	1,366.29	1,366.29
Additions during the year	-	-
Closing balance	**1,366.29**	**1,366.29**
c) Capital redemption reserve		
Opening balance	10.00	10.00
Additions during the year	-	-
Closing balance	**10.00**	**10.00**

Retained earnings
Retained earnings represents the amount of accumulated losses of the Company

Securities premium
is used to record the premium on issue of shares. Securities premium can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

12 Other reserves

	Other reserves		
	Remeasurement of post employment benefit plans	Revaluation reserve	Total
As at April 1, 2024	-	1,469.28	1,469.28
Additions during the year	17.68	-	17.68
Transfer to retained earnings	(17.68)	(1,469.28)	(1,486.96)
As at March 31, 2025	-	-	-
Additions during the year	-	-	-
Transfer to retained earnings	-	-	-
As at March 31, 2026	-	-	-

Revaluation reserve
During the previous year, the Company had measured freehold land from cost model to revaluation model (w.e.f. April 1, 2018). Land has been fair valued by external independent valuers performed on March 31, 2025. Consequently, any increase in the carrying amount arising on revaluation of land are recognized, net of tax, in other comprehensive income and accumulated in other reserves in shareholders' equity. Refer note no 34

Movement in revaluation reserve	As at March 31, 2026	As at March 31, 2025
Opening balance	0.00	1,469.28
Transferred to retained earnings on account of slump sale	-	(1,469.28)
Closing balance	**0.00**	**0.00**

Remeasurement of defined benefit plans
Remeasurement of defined benefit plans represents remeasurement of the net defined benefit liabilities comprise of actuarial gain/loss.

	As at March 31, 2026	As at March 31, 2025
13 Borrowings		
Unsecured loan from holding company	245.93	205.76
	245.93	**205.76**

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	As at March 31, 2026	As at March 31, 2025
14 Trade payables		
(See accounting policy in note 1.3 (h))		
Total outstanding dues of micro enterprises and small enterprises (Refer note 33)	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	7.62	11.79
Total	**7.62**	**11.79**

Ageing Schedule as at March 31, 2026

Particulars	Outstanding for following periods from the date of transaction						
	Unbilled	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
MSME	-	-	-	-	-	-	-
Others	-	-	7.62	-	-	-	7.62
Disputed - MSME	-	-	-	-	-	-	-
Disputed - Other	-	-	-	-	-	-	-
	-	-	**7.62**	-	-	-	**7.62**

Ageing Schedule as at March 31, 2025

Particulars	Outstanding for following periods from the date of transaction						
	Unbilled	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
MSME	-	-	-	-	-	-	-
Others	-	-	11.79	-	-	-	11.79
Disputed - MSME	-	-	-	-	-	-	-
Disputed - Other	-	-	-	-	-	-	-
	-	-	11.79	-	-	-	11.79

	As at March 31, 2026	As at March 31, 2025
15 Other current liabilities		
Statutory liabilities	10.18	173.42
Total	**10.18**	**173.42**

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		Year ended March 31, 2026	Year ended March 31, 2025
16	**Revenue from operations**		
	(See accounting policy in note 1.3 (f))		
	Revenue from contract with customers		
	Income from resorts:		
	- Room rentals	-	641.79
	- Food and beverages	-	181.45
	- Others	-	30.06
	Total	**-**	**853.30**
	Disaggregation of revenue from contracts with customers		
	At a point in time	-	853.30
17	**Other income**		
	Provision / liabilities no longer required written back	-	1.85
	Interest income on income tax refund	0.52	-
	Income from termination of lease contracts	-	2.56
		0.52	**4.41**
18	**Cost of materials consumed**		
	Inventory at the beginning of the year	-	0.85
	Add: Purchases	0.18	164.15
	Less: Inventory at the end of the year	-	-
		0.18	**165.00**
19	**Employee benefits expense**		
	Salaries, wages and bonus	-	264.08
	Contribution to provident and other funds	-	23.54
	Gratuity	1.38	13.61
	Compensated absences	-	0.13
	Staff welfare expenses	0.09	1.93
		1.47	**303.29**
20	**Finance cost**		
	Interest on financial liabilities measured at amortized cost	22.39	314.22
	Interest on lease liabilities	-	0.63
		22.39	**314.85**
21	**Depreciation and amortisation expenses**		
	(See accounting policy in Note 1.3 (c)		
	Depreciation of property, plant and equipment	2.50	56.58
	Depreciation of right of use assets	-	1.02
		2.50	**57.60**

		Year ended March 31, 2026	Year ended March 31, 2025
22	**Other expenses**		
	Consumption of stores and spares	0.02	18.50
	Power and fuel	0.22	118.32
	Rent	-	6.74
	Repairs and maintenance	-	46.06
	Insurance	0.04	3.60
	Rates and taxes	0.12	19.62
	Guest supplies	0.02	5.33
	Laundry expenses	-	6.19
	Communication	0.04	8.67
	Travel and tours	-	38.49
	Legal and professional	16.76	14.70
	Subcontract charges	-	19.07
	Water charges	-	1.57
	Payment to statutory auditors:		
	- Statutory audit	6.00	7.92
	- Reimbursement of expenses	0.34	0.40
	Travel and conveyance	0.03	24.46
	Security charges	5.54	33.71
	Sales commission	-	12.21
	Sales promotion	-	1.41
	Business support expenses	-	32.46
	Bank charges	0.03	0.39
	Printing and stationery	-	1.86
	Miscellaneous expenses	5.72	9.35
		34.88	**431.03**

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		Year ended March 31, 2026	Year ended March 31, 2025
23	**Income tax expense**		
a)	**Amount recognised in profit or loss**		
	Current tax		
	Current tax for the year	-	162.73
		-	162.73
	Deferred tax expense		
	Origination and reversal of temporary differences	-	(303.13)
		-	**(303.13)**
	Total tax expense/(benefit)	-	**(140.40)**

b) Amount recognised in other comprehensive income

	As at March 31, 2026		
	Before Tax	**Tax expense**	**Net of tax**
Income tax relating to items that will not be subsequently reclassified to profit or loss			
Remeasurements of defined benefit plan	-	-	-
	-	-	-

	As at Mar 31, 2025		
	Before Tax	**Tax expense**	**Net of tax**
Income tax relating to items that will not be subsequently reclassified to profit or loss			
Remeasurements of defined benefit plan	(17.68)	-	(17.68)
	(17.68)	-	(17.68)

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24 Fair value measurements

Financial instruments by category

	As at March 31, 2026			As at March 31, 2025		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Trade receivables	-	-	1.68	-	-	51.46
Cash and cash equivalents	-	-	22.54	-	-	190.50
Other financial assets	-	-	2.04	-	-	2.04
Total financial assets	-	-	**26.26**	-	-	**244.00**
Financial liabilities						
Borrowings	-	-	245.93	-	-	205.76
Trade payables	-	-	7.62	-	-	11.79
Total financial liabilities	-	-	**253.55**	-	-	**217.55**

(i) Fair value hierarchy

There were no transfers between Level 1, Level 2 or Level 3 during the year ended March 31, 2025 and year ended March 31, 2026.

(ii) Fair value of financial assets and liabilities measured at amortised cost

The Company has not disclosed the fair values of financial instruments such as trade receivables, cash and cash equivalents, bank balances other than cash and cash equivalents, trade payables and certain other financial assets and liabilities, because their carrying amounts are a reasonable approximation of fair value.

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25 Financial risk management

The Company's activities expose it to market risk, liquidity risk and credit risk.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost.	Aging analysis and credit rating	Diversification of portfolio and Assessment of customer credit worthiness at inception and throught the credit period
Liquidity risk	Borrowings, trade payables and other liabilities	Cash flow forecasts	Availability of committed credit lines and borrowing facilities

The company's risk management is carried out by a central treasury department (group treasury) under policies approved by the board of directors. The board provides principles for overall risk management, as well as policies covering specific areas, such as interest rate risk, credit risk, non-derivative financial instruments and investment of excess liquidity.

(A) Credit risk

Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions, as well as credit exposures towards outstanding receivables.

(B) Liquidity risk

The Company manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities.

Maturities of financial liabilities

The tables below analyse the company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

a) all non-derivative financial liabilities, and

b) net and gross settled derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities:	Carrying amount	Less than 3 months	Within one year	Between 1 and 2 years	Between 2 and 5 years	Total
As at March 31, 2026						
Non-derivatives						
Borrowings (including interest accrued)	245.93	245.93	-	-	-	245.93
Lease liabilities	-	-	-	-	-	-
Trade payables	7.62	7.62	-	-	-	7.62
Other financial liabilities	-	-	-	-	-	-
Total non-derivative liabilities	**253.55**	**253.55**	-	-	-	**253.55**
As at March 31, 2025						
Non-derivatives						
Borrowings (including interest accrued)	205.76	205.76	-	-	-	205.76
Lease liabilities	-	-	-	-	-	-
Trade payables	11.79	11.79	-	-	-	11.79
Other financial liabilities	-	-	-	-	-	-
Total non-derivative liabilities	**217.55**	**217.55**	-	-	-	**217.55**

C) Market risk - 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 change in market interest rates.

The Company does not have any credit facilities from any banks or financial institutions. As a result, changes in interest rates are not likely to substantially affect its business or results of operations. The Company does not have any credit facilities from any banks or financial institutions. As a result, changes in interest rates are not likely to substantially affect its business or results of operations.

	March 31, 2026	March 31, 2025
Fixed rate borrowings	245.93	205.53

	March 31, 2026			March 31, 2025		
	Weighted average interest rate	Balance loan amount	% of total loans	Weighted average	Balance loan amount	% of total loans
Borrowings from Holding company	9.25%	245.93	100.00%	9.25%	205.53	0.00%

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Nature Trails Resorts Private Limited ★

26 Segment information

Description of segments and principal activities

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief operating decision maker. The Chairman-Whole Time Director (WTD) of the Company has been identified as the chief operating decision maker of Sterling Holiday Resorts Limited who assesses the financial performance and position of the Company, and makes strategic decisions. As the Company does not have any operations during the year, no reportable segments have been identified.

Geographical information

The geographic information analyses the Company's revenues and non-current assets by the Company's country of domicile (i.e. India) and other countries. The Company generated all its revenue from India and all the assets of the Company are located in India.

Major customer

The Company is not reliant on revenues from transactions with any single external customer and does not receive 10% or more of its revenues from transactions with any single external customer.

27 Earnings per share

(See accounting policy in note 1.3 (j))	As at March 31, 2026	As at March 31, 2025
Profit for the year attributable to the equity holders of the Company	(60.90)	(542.47)
Weighted average number of equity shares outstanding (in lakhs)	1.48	1.48
Basic and diluted earnings per share (INR)	**(41.27)**	**(367.58)**

	As at March 31, 2026	As at March 31, 2025
28 Contingent liabilities and Capital commitments		
The Company does not have contingent liabilities and capital expenditure contracted for at the end of the reporting period but not recognised as liabilities	-	-

29 Capital management

Risk management

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The Company manages its capital so as to safeguard their ability to continue as a going concern and to optimize returns to shareholders. The Capital structure of the Company is based on the management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor and creditor confidence.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The company monitors the capital using a gearing ratio, which is net debt divided by total equity. Net debt is calculated as total liabilities (as shown in the balance sheet) less cash and cash equivalents and other bank balances. The Company's net debt to equity ratio i.e., capital gearing ratio at March 31 2026, is as follows:

	As at March 31, 2026	As at March 31, 2025
Total financial liabilities	253.55	217.55
Less: Cash and cash equivalents and other bank balances	22.54	190.50
Adjusted net debt	276.09	408.05
Total equity	(146.85)	(85.95)
Adjusted net debt to equity ratio	**(1.88)**	**(4.75)**

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Nature Trails Resorts Private Limited ★

30 Related party transactions

(a) Parent entities

The Company is controlled by following entity:

Name of entity	
Fairfax Financial Holdings Limited, Canada	Ultimate holding company
Thomas Cook (India) Limited	Intermediate holding company
Sterling Holiday Resorts Limited	Holding company

(b) Directors of the Company including Key management personnel

Mr. Ramesh Shanmugam
Mr. Vikram Dayal Lalvani
Mr. L Krishna Kumar

(c) Transactions with related parties

Transactions with related parties are as follows:

	Year ended March 31, 2026	Year ended March 31, 2025
Business support income		
Sterling Holiday Resorts Limited	-	9.16
Interest on borrowings		
Sterling Holiday Resorts Limited	22.39	314.22
Business support expenses		
Sterling Holiday Resorts Limited	-	39.03
Reimbursement of expenses		
Thomas Cook (India) Limited	44.74	-
Loans and advances borrowed		
Sterling Holiday Resorts Limited	66.34	596.31
Loans and advances repaid		
Sterling Holiday Resorts Limited	26.17	3,518.65

(d) Outstanding balances at the year end

The following balances are outstanding at the end of the reporting period in relation to transactions with related parties:

Borrowings		
Sterling Holiday Resorts Limited	245.93	205.53
Interest payable		
Sterling Holiday Resorts Limited	-	0.23
Advances to related parties		
Thomas Cook (India) Limited	44.74	-
Trade receivables		
Sterling Holiday Resorts Limited	-	51.46

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Nature Trails Resorts Private Limited ★

31 Movement in right of use assets and lease liabilities as per Ind AS 116 Leases

As a lessee, the company leases many assets including land and building, vehicles

Right of use assets	**Land**
Balance at April 1, 2024	**5.23**
Addition to right of use assets	-
Depreciation charge for the year	(1.02)
Derecognition of right of uses assets	(4.21)
Balance at March 31, 2025	**-**
Addition to right of use assets	-
Depreciation charge for the year	-
Derecognition of right of uses assets	-
Balance at March 31, 2026	-

Lease Liabilities	**Amount**
Balance at April 1, 2024	**8.38**
Deletions	(7.29)
Finance cost accrued during the year	0.63
Discharge of lease liabilities	(1.72)
Balance at March 31, 2025	**-**
Additions	-
Deletions	-
Finance cost accrued during the year	-
Discharge of lease liabilities	-
Balance at March 31, 2026	-
Current	-
Non-current	-

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Nature Trails Resorts Private Limited

32 Ratio analysis and its elements

Ratio	Numerator	Denominator	March 31, 2026	March 31, 2025	% change	Reason for variance
Current ratio	Current assets	Current liabilities	0.27	0.63	-56%	The current ratio decreased primarily due to repayment of current liabilities during the year, coupled with a reduction in cash and cash equivalents.
Debt- equity ratio	Total debt	Shareholder's equity	NA	0.03	NA	Refer Note 1 below
Debt service coverage ratio (in times)	Earnings for debt service = Net profit after taxes + Non-cash operating expenses	Debt service = Interest and lease payments +principal repayments	(0.13)	(0.19)	-29%	The debt service coverage ratio remained negative owing to losses incurred during the year, resulting in insufficient earnings to cover debt servicing obligations
Return on equity ratio	Net Profits after taxes	Average shareholder's equity	NA	-279%	NA	Refer Note 1 below
Inventory turnover ratio	Cost of goods sold	Average inventory	NA	41.61	NA	Refer Note 1 below
Trade receivable turnover ratio	Net credit sales = Gross credit sales - sales return	Average trade receivables	NA	27.00	NA	Refer Note 1 below
Trade payable turnover ratio	Net credit purchases = Gross credit purchases - purchase return	Average trade payables	0.03	3.26	-99%	The trade payable turnover ratio decreased primarily due to timely settlement of trade payables during the year compared to the previous year.
Net capital turnover Ratio	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities	NA	(5.89)	NA	Refer Note 1 below
Net profit ratio	Net Profit	Net sales = Total sales - sales return	NA	-64%	NA	Refer Note 1 below
Return on capital employed	Earnings before interest and taxes	Capital Employed = Total Assets - Current Liabilities	NA	115%	NA	Refer Note 1 below

Note 1: The Company did not have any operations during the year resulting in deterioration of ratios during the year.

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Nature Trails Resorts Private Limited ★

33 Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2025-26, to the extent the Company has received intimation from the "Suppliers" regarding their status under the Act:

		As at March 31, 2026	As at March 31, 2025
i	Principal amount remaining unpaid to any supplier as at end of the year	-	-
ii	Interest due thereon remaining unpaid to any supplier as at end of the year	-	-
iii	Amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year	-	-
iv	Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006)	-	-
v	The amount of interest accrued and remaining unpaid at the end of the year	-	-
vi	The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act 2006	-	-

34 **Exceptional items**

Particulars	Year ending March 31, 2026	Year ending March 31, 2025
Loss on Slump Sale	-	268.81

Nature Trails Resorts Private Limited is engaged in business of operations, campsites and activity camps. The Company is a 100% subsidiary of Sterling Holiday Resorts Limited ('Holding company'). Thomas Cook India Limited ('TCIL') is the intermediate holding company and Fairfax Financial Holdings Limited, Canada, is the ultimate holding company.

Nature trails is focused on adventure-driven experiences, attracting activity-seeking travelers which is an emerging and fast-growing demographic for Thomas Cook India Limited in the domestic segment. Hence, the Company, along with TCIL decided to transfer Nature trails resorts business to TCIL to enable faster growth of such business through synergies, optimization of resources and enhanced services to customers.

The proposed transaction was approved by the board on 3rd February 2025 and Nature Trails Resorts Private Limited entered into a Business transfer agreement "BTA" with Thomas cook India Limited on March 19, 2025 for the sale and divestment of entire business operations of three resorts, as a going concern on a slump sale basis, for a consideration of approximately 522,500,000/-. The transaction was an all-cash deal.

As per BTA, the undertaking along with all related assets and liabilities (refer table below) stands transferred and vested in Thomas cook India Limited from 1 March 2025.

Particulars	Ref	Amount as at 1 March 2025
Assets		
Non-current assets		
Property plant and equipment		5,452.92
Capital work in progress		119.21
Other financial assets		14.46
Other non current assets		1.49
Current assets		
Inventories		18.10
Trade receivables		60.10
Cash & bank balances		31.64
Other current assets		41.74
Total	**A**	**5,739.65**
Liabilities		
Non-current liabilities		
Long term provisions		141.42
Financial liabilities		2.85
Current liabilities		-
Trade payables		225.37
Other financial liabilities		-
Other current liabilities		11.57
Total	**B**	**381.20**
Net assets transferred	**C=(A-B)**	5,358.45
Consideration received	**D**	5,225.00
Less: Gratuity adjusted	**E**	(135.36)
Net consideration	**F=(D-E)**	5,089.64
Loss on Slump sale	**(C-F)**	268.81

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Nature Trails Resorts Private Limited ★

35 Subsequent events

There are no significant subsequent events, that have occurred after the reporting period till the date of the signing of these financial statements.

36 Other statutory information

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
(ii) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current year or previous year.
(iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
(iv) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
(v) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
(vi) The Company has not entered into any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
(vii) The Company has not been declared as a willful defaulter by any bank or financial institution or government or any government authority.
(viii) The Company has complied with the number of layers prescribed under the Companies Act, 2013.
(ix) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
(x) The Company does not have any charge or satisfaction which is yet to be registered with Registrar of Companies (ROC) beyond statutory period
(xi) The Company neither has borrowings nor has been sanctioned working capital during the year from banks or financial institutions on the basis of security of current assets
(xii) The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.
(xiii) The Company does not have any loans or advances in the nature of loans granted to promoters, directors, key managerial personnel and the related parties either severally or jointly with any other person, that are (a) repayable on demand or (b) without specifying any terms or period of repayment.

As per our report of even date attached
for **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 101248W/W-100022

T H Mahadevan
Partner
Membership No.: 224352
Place: Chennai
Date: August 17, 2026

for and on behalf of the Board of Directors of
Nature Trails Resorts Private Limited
(CIN: U55100MH2005PTC150901)

Vikram Dayal Lalvani
Director
DIN: 07115464
Place: Chennai
Date: May 5, 2026

Krishna Kumar L
Director
DIN: 00420790
Place: Chennai
Date: May 5, 2026

Private Safaris Proprietary Limited
(Registration number 2002/030353/07)
Financial statements
for the year ended 31 December 2025

Private Safaris Proprietary Limited

(Registration number 2002/030353/07)
Financial Statements for the year ended 31 December 2025

General Information

Country of incorporation and domicile	South Africa
Nature of business and principal activities	Providing services as a destination management company
Directors	V Barnard MC Iyer
Registered office	Unit 114 First floor Block 2 Northgate Park Corner Section Street and Platinum Road Cape Town, South Africa 7405
Business address	Unit 114 First floor Block 2 Northgate Park Corner Section Street and Platinum Road Cape Town, South Africa 7405
Ultimate holding company	Fairfax Financial Holdings Group incorporated in Toronto, Canada
Bankers	Standard Bank of South Africa Limited
Reviewers	LPH Services Proprietary Limited Registered Auditors
Secretary	S Windust
Level of assurance	These financial statements have been independently reviewed in compliance with the applicable requirements of the Companies Act of South Africa.
Preparer	The financial statements were independently compiled by: J L du Preez, Du Preez & Vennote Inc. Chartered Accountants (S.A.)

Private Safaris Proprietary Limited

(Registration number 2002/030353/07)
Financial Statements for the year ended 31 December 2025

Contents

The reports and statements set out below comprise the financial statements presented to the shareholder:

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Directors' Responsibilities and Approval

The directors are required in terms of the Companies Act of South Africa to maintain adequate accounting records and are responsible for the content and integrity of the financial statements and related financial information included in this report. It is their responsibility to ensure that the financial statements fairly present the state of affairs of the company as at the end of the financial year and the results of its operations and cash flows for the period then ended, in conformity with IFRS Accounting Standards.

The financial statements are prepared in accordance with IFRS Accounting Standards and are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgements and estimates.

The directors acknowledge that they are ultimately responsible for the system of internal financial control established by the company and place considerable importance on maintaining a strong control environment. To enable the directors to meet these responsibilities, the directors set standards for internal control aimed at reducing the risk of error or loss in a cost-effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the company and all employees are required to maintain the highest ethical standards in ensuring the company's business is conducted in a manner that in all reasonable circumstances is above reproach. The focus of risk management in the company is on identifying, assessing, managing and monitoring all known forms of risk across the company. While operating risk cannot be fully eliminated, the company endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

The directors are of the opinion, based on the information and explanations given by management, that the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the financial statements. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss.

The directors have reviewed the company's cash flow forecast for the year to 31 December 2026 and, in light of this review and the current financial position, they are satisfied that the company has or had access to adequate resources to continue in operational existence for the foreseeable future.

The independent reviewer is responsible for independently reviewing and reporting on the company's financial statements. The financial statements have been examined by the company's independent reviewers and their report is presented on pages 6 to 7.

The financial statements set out on page 8, which have been prepared on the going concern basis, were approved by the directors on 9 June 2026 and were signed on their behalf by:

Approval of financial statements

V Barnard

MC Iyer

Directors' Report

The directors have pleasure in submitting their report on the financial statements of Private Safaris Proprietary Limited for the year ended 31 December 2025.

1. Nature of business

Private Safaris Proprietary Limited was incorporated in South Africa with interests in the Services industry. The company operates in South Africa.

There have been no material changes to the nature of the company's business from the prior year.

2. Review of financial results and activities

The financial statements have been prepared in accordance with IFRS Accounting Standards and the requirements of the Companies Act of South Africa. The accounting policies have been applied consistently compared to the prior year.

Full details of the financial position, results of operations and cash flows of the company are set out in these financial statements.

3. Share capital

There have been no changes to the authorised or issued share capital during the year under review.

4. Dividends

The company's dividend policy is to consider an interim and a final dividend in respect of each financial year. At its discretion, the directors may consider a special dividend, where appropriate. Depending on the perceived need to retain funds for expansion or operating purposes, the directors may pass on the payment of dividends.

Given the current state of the global economic environment, the directors believes that it would be more appropriate for the company to conserve cash and maintain adequate debt headroom to ensure that the company is best placed to withstand any prolonged adverse economic conditions. Therefore the directors has resolved not to declare a dividend for the financial year ended 31 December 2025.

The directors do not recommend the declaration of a dividend for the year.

5. Directorate

The directors in office at the date of this report are as follows:

Directors	Office	Designation
V Barnard	Chairperson	Executive
MC Iyer		Executive

Resignations

Directors	Cause of change	Designation	Date
MK Menon	Resignation	Executive	31 May 2025

6. Interests in associates and joint arrangements

Details of material interests in subsidiary companies are presented in the financial statements in note 5.

The interest of the company in the profits and losses of its subsidiaries for the year ended 31 December 2025 are as follows:

	Company	
	2025	2024
	R	R
Subsidaries		
Total profits before income tax	4,502,896	2,338,307

There were no significant acquisitions or divestitures during the year ended 31 December 2025.

Directors' Report

7. Ultimate holding company

The company's ultimate holding company is Fairfax Financial Holdings Group which is incorporated in Toronto, Canada.

8. Events after the reporting period

The directors are not aware of any material event which occurred after the reporting date and up to the date of this report.

9. Going concern

We draw attention to the fact that at 31 December 2025, the company had accumulated losses of R 4,415,482 (2024: R22,377,978) and that the company's total liabilities exceed its total assets by R 3,915,482 (2024: R21,877,978).

Consequently, the annual financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

The ability of the company to continue as a going concern has been confirmed through the intervention of the company's shareholder, which continues to provide financial support to enable the company to meet its liabilities in the ordinary course of business and which shall extend to at least the next financial year end.

Also, the fact that the total liabilities exceed the assets has not hindered the company's ability to pay its debts as they have become due in the normal course of business.

10. Review

The financial statements are subject to an independent review and have been reviewed by LPH Chartered Accountants Inc.

11. Secretary

The company secretary is Ms S Windust.

12. Employees

The average number of employees for the year under review was 36 (2024: 36).

Independent Reviewer's Report

To the Shareholder of Private Safaris Proprietary Limited

We have reviewed the financial statements of Private Safaris Proprietary Limited, set out on pages 8 to 40, which comprise the statement of financial position as at 31 December 2025, statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

Directors' Responsibility for the Financial Statements

The directors are responsible for the preparation and fair presentation of these financial statements in accordance with the International Financial Reporting Standards and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Independent Reviewer's Responsibility

Our responsibility is to express a conclusion on these financial statements. We conducted our review in accordance with the International Standard on Review Engagements (ISRE) 2400 (Revised), Engagements to Review Historical Financial Statements (ISRE 2400 (Revised)). ISRE 2400 (Revised) requires us to conclude whether anything has come to our attention that causes us to believe that the financial statements, taken as a whole, are not prepared in all material respects in accordance with the applicable financial reporting framework. This Standard also requires us to comply with relevant ethical requirements.

A review of financial statements in accordance with ISRE 2400 (Revised) is a limited assurance engagement. The independent reviewer performs procedures, primarily consisting of making inquiries of management and others within the entity, as appropriate, and applying analytical procedures, and evaluates the evidence obtained.

The procedures performed in a review are substantially less than those performed in an audit conducted in accordance with International Standards on Auditing. Accordingly, we do not express an audit opinion on these financial statements.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that these financial statements do not present fairly, in all material respects the financial position of Private Safaris Proprietary Limited as at 31 December 2025, and its financial performance and cash flows for the year then ended in accordance with IFRS Accounting Standards and the requirements of the Companies Act of South Africa.

LPH Chartered Accountants Incorporated
Registered Auditors
Registration No: 1998/020830/21
IRBA Practice No: 900537
LPH Services Proprietary Limited
Registration No: 2018/565454/07

tel: 021 448 1360
fax: 021 448 2157
email: info@lph.co.za
web: www.lph.co.za

Physical Address:
Old Warehouse Building
Black River Park, Fir Street
Observatory
Cape Town, 7925

Postal Address:
P O Box 14043
Mowbray 7705
Cape Town

Independent Reviewer's Report

Other Reports Required by the Companies Act of South Africa

The financial statements include the Directors' Report as required by the Companies Act of South Africa. The directors are responsible for the Directors' Report. Our conclusion on the financial statements does not cover the Directors' Report and we do not express any form of assurance conclusion thereon.

In connection with our independent review of the financial statements, we have read the Directors' Report and, in doing so, considered whether the Directors' Report is materially inconsistent with the financial statements or our knowledge obtained in the independent review, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of the Directors' Report, we will report that fact. We have nothing to report in this regard.

LPH

LPH Services Proprietary Limited
Registered Auditors
Per: ER Livesey
Chartered Accountant
Registered Auditor

30 June 2026
Cape Town

Statement of Financial Position as at 31 December 2025

Figures in Rand	Note(s)	2025	2024
Assets			
Non-Current Assets			
Property, plant and equipment	3	2,553,540	3,461,940
Intangible assets	4	274,158	261,580
Investments in subsidiaries	5	-	-
Deferred tax	6	9,267,150	-
		12,094,848	**3,723,520**
Current Assets			
Trade and other receivables	7	7,280,000	13,208,237
Prepayments	8	9,959,359	7,305,007
Current tax receivable		25,748	172,000
Cash and cash equivalents	9	18,976,398	11,491,119
		36,241,505	**32,176,363**
Total Assets		**48,336,353**	**35,899,883**
Equity and Liabilities			
Equity			
Share capital	10	500,000	500,000
Accumulated loss		(4,415,482)	(22,377,978)
		(3,915,482)	**(21,877,978)**
Liabilities			
Non-Current Liabilities			
Loans from group companies	11	-	11,512,683
Lease liabilities	12	1,105,066	2,067,812
		1,105,066	**13,580,495**
Current Liabilities			
Trade and other payables	13	43,588,031	38,545,024
Lease liabilities	12	893,321	747,297
Provisions	14	6,665,417	4,905,045
		51,146,769	**44,197,366**
Total Liabilities		**52,251,835**	**57,777,861**
Total Equity and Liabilities		**48,336,353**	**35,899,883**

Statement of Profit or Loss and Other Comprehensive Income

Figures in Rand	Note(s)	2025	2024
Revenue	15	183,540,262	157,563,443
Cost of sales		(146,110,893)	(133,460,288)
Gross profit		**37,429,369**	**24,103,155**
Other operating income	16	(6,031,111)	6,038,486
Other operating gains (losses)	17	735,757	(714,558)
Other operating expenses		(23,094,288)	(21,360,692)
Operating profit	18	**9,039,727**	**8,066,391**
Investment income	19	877,659	747,286
Finance costs	20	(594,531)	(1,278,288)
Profit (loss) before taxation		**9,322,855**	**7,535,389**
Taxation	21	8,639,641	(314,000)
Profit (loss) for the year		**17,962,496**	**7,221,389**
Other comprehensive income		-	-
Total comprehensive income (loss) for the year		**17,962,496**	**7,221,389**

Statement of Changes in Equity

Figures in Rand	Share capital	Accumulated loss	Total equity
Balance at 01 January 2024	**500,000**	**(29,599,367)**	**(29,099,367)**
Profit for the year	-	7,221,389	7,221,389
Other comprehensive income	-	-	-
Total comprehensive income for the year	**-**	**7,221,389**	**7,221,389**
Balance at 01 January 2025	**500,000**	**(22,377,978)**	**(21,877,978)**
Profit for the year	-	17,962,496	17,962,496
Other comprehensive income	-	-	-
Total comprehensive income for the year	**-**	**17,962,496**	**17,962,496**
Balance at 31 December 2025	**500,000**	**(4,415,482)**	**(3,915,482)**
Note(s)	10		

Private Safaris Proprietary Limited

(Registration number 2002/030353/07)
Financial Statements for the year ended 31 December 2025

Statement of Cash Flows

Figures in Rand		2025	2024
Cash flows from operating activities			
Cash generated from operations	22	20,294,434	5,320,787
Interest income	19	877,659	747,286
Finance costs	20	(594,531)	(1,278,288)
Tax paid	23	(481,257)	(432,000)
Net cash from operating activities		**20,096,305**	**4,357,785**
Cash flows from investing activities			
Purchase of property, plant and equipment	3	(239,619)	(8,129)
Proceeds from sale of property, plant and equipment	3	3,670	-
Purchases of intangible assets	4	(45,674)	(16,057)
Net movements on loans to/from related parties		-	(7,371,237)
Net cash from investing activities		**(281,623)**	**(7,395,423)**
Cash flows from financing activities			
Repayments of loans from group companies	11	(11,512,681)	-
Cash repayments on lease liabilities	12	(816,722)	(685,948)
Net cash from financing activities		**(12,329,403)**	**(685,948)**
Total cash movement for the year		**7,485,279**	**(3,723,586)**
Cash and cash equivalents at the beginning of the year		11,491,119	15,214,705
Cash and cash equivalents at the end of the year	9	**18,976,398**	**11,491,119**

Accounting Policies

1. Significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below.

1.1 Basis of preparation

The financial statements have been prepared on the going concern basis in accordance with, and in compliance with, IFRS Accounting Standards and FRIC Interpretations issued and effective at the time of preparing these financial statements and the Companies Act of South Africa as amended.

These financial statements comply with the requirements of the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council.

The financial statements have been prepared on the historic cost convention, unless otherwise stated in the accounting policies which follow and incorporate the material accounting policies set out below. They are presented in Rands, which is the company's functional currency.

These accounting policies are consistent with the previous period.

1.2 Material judgements and sources of estimation uncertainty

The preparation of financial statements in conformity with IFRS requires management, from time to time, to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. These estimates and associated assumptions are based on experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Critical judgements in applying accounting policies

The critical judgements made by management in applying accounting policies, apart from those involving estimations, that have the most significant effect on the amounts recognised in the financial statements, are outlined as follows:

Loans and receivables/impairment

The company assesses its loans and receivables for impairment at each balance sheet date. In determining whether an impairment loss should be recorded in the income statement, the company makes judgements as to whether there is observable data indicating a measurable decrease in the estimated future cash flows from a financial asset.

Key sources of estimation uncertainty

Fair value estimation

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques such as estimated discounted cash flows and are used to determine fair value of financial instruments. Discounting factors are based on assumptions that correlated to market conditions existing at each balance sheet date.

The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the company for similar financial instruments.

Useful lives of property, plant and equipment

Management assess the appropriateness of the useful lives of property, plant and equipment at the end of each reporting period. The useful lives of motor vehicles, furniture and computer equipment are determined based on company replacement policies for the various assets. Individual assets within these classes, which have a significant carrying amount are assessed separately to consider whether replacement will be necessary outside of normal replacement parameters. The useful life of manufacturing equipment is assessed annually based on factors including wear and tear, technological obsolescence and usage requirements.

When the estimated useful life of an asset differs from previous estimates, the change is applied prospectively in the determination of the depreciation charge.

Accounting Policies

1.2 Material judgements and sources of estimation uncertainty (continued)

Provisions

Provisions are inherently based on assumptions and estimates using the best information available. Additional disclosure of these estimates of provisions are included in note 14.

1.3 Property, plant and equipment

Property, plant and equipment are tangible assets which the company holds for its own use or for rental to others and which are expected to be used for more than one year.

An item of property, plant and equipment is recognised as an asset when it is probable that future economic benefits associated with the item will flow to the company, and the cost of the item can be measured reliably.

Property, plant and equipment is initially measured at cost. Cost includes all of the expenditure which is directly attributable to the acquisition or construction of the asset, including the capitalisation of borrowing costs on qualifying assets and adjustments in respect of hedge accounting, where appropriate.

Expenditure incurred subsequently for major services, additions to or replacements of parts of property, plant and equipment are capitalised if it is probable that future economic benefits associated with the expenditure will flow to the company and the cost can be measured reliably. Day to day servicing costs are included in profit or loss in the year in which they are incurred.

Property, plant and equipment is subsequently stated at cost less accumulated depreciation and impairment losses except for land which is not depreciated.

Depreciation of an asset commences when the asset is available for use as intended by management. Depreciation is charged to write off the asset's carrying amount over its estimated useful life to its estimated residual value, using a method that best reflects the pattern in which the asset's economic benefits are consumed by the company. Leased assets are depreciated in a consistent manner over the shorter of their expected useful lives and the lease term. Depreciation is not charged to an asset if its estimated residual value exceeds or is equal to its carrying amount. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale or derecognised.

The useful lives of items of property, plant and equipment have been assessed as follows:

Item	Depreciation method	Average useful life
Furniture and fixtures	Straight line	5 years
Motor vehicles	Straight line	5 years
Office equipment	Straight line	3 years
Computer equipment - PC	Straight line	5 years
Computer equipment - Server	Straight line	5 years
Leasehold improvements	Straight line	5 years
Right of use assets	Straight line	4 years

The residual value, useful life and depreciation method of each asset are reviewed at the end of each reporting year. If the expectations differ from previous estimates, the change is accounted for prospectively as a change in accounting estimate.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately.

The depreciation charge for each year is recognised in profit or loss unless it is included in the carrying amount of another asset.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its continued use or disposal. Any gain or loss arising from the derecognition of an item of property, plant and equipment, determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item, is included in profit or loss when the item is derecognised

Accounting Policies

1.4 Intangible assets

An intangible asset is recognised when:

- it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity; and
- the cost of the asset can be measured reliably.

Intangible assets are initially recognised at cost.

Intangible assets are carried at cost less any accumulated amortisation and any impairment losses.

The amortisation period and the amortisation method for intangible assets are reviewed every period-end.

The gain or loss arising from the derecognition of an intangible asset is included in profit or loss when the item is derecognised.The gain or loss arising from the derecognition of an intangible asset is determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item.

Amortisation is provided to write down the intangible assets, on a straight line basis, to their residual values as follows:

Item	Depreciation method	Average useful life
Computer software	Straight line	3 years

1.5 Investments in subsidiaries

Investments in subsidiaries are carried at cost less any accumulated impairment losses. This excludes investments which are held for sale and are consequently accounted for in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations.

The cost of an investment in a subsidiary is the aggregate of the fair value, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the company plus any costs directly attributable to the purchase of the subsidiary.

Accounting Policies

1.6 Financial instruments

Financial instruments held by the company are classified in accordance with the provisions of IFRS 9 Financial Instruments.

Broadly, the classification possibilities, which are adopted by the company, as applicable, are as follows:

Financial assets which are equity instruments:
- Mandatorily at fair value through profit or loss; or
- Designated as at fair value through other comprehensive income. (This designation is not available to equity instruments which are held for trading or which are contingent consideration in a business combination).

Financial assets which are debt instruments:
- Amortised cost. (This category applies only when the contractual terms of the instrument give rise, on specified dates, to cash flows that are solely payments of principal and interest on principal, and where the instrument is held under a business model whose objective is met by holding the instrument to collect contractual cash flows); or
- Fair value through other comprehensive income. (This category applies only when the contractual terms of the instrument give rise, on specified dates, to cash flows that are solely payments of principal and interest on principal, and where the instrument is held under a business model whose objective is achieved by both collecting contractual cash flows and selling the instruments); or
- Mandatorily at fair value through profit or loss. (This classification automatically applies to all debt instruments which do not qualify as at amortised cost or at fair value through other comprehensive income); or
- Designated at fair value through profit or loss. (This classification option can only be applied when it eliminates or significantly reduces an accounting mismatch).

Derivatives which are not part of a hedging relationship:
- Mandatorily at fair value through profit or loss.

Financial liabilities:
- Amortised cost; or
- Mandatorily at fair value through profit or loss. (This applies to contingent consideration in a business combination or to liabilities which are held for trading); or
- Designated at fair value through profit or loss. (This classification option can be applied when it eliminates or significantly reduces an accounting mismatch; the liability forms part of a group of financial instruments managed on a fair value basis; or it forms part of a contract containing an embedded derivative and the entire contract is designated as at fair value through profit or loss).

Note 26 Financial instruments and risk management presents the financial instruments held by the company based on their specific classifications.

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

The specific accounting policies for the classification, recognition and measurement of each type of financial instrument held by the company are presented below:

Loans receivable at amortised cost

Classification

Loans to group companies (note 11), are classified as financial assets subsequently measured at amortised cost.

They have been classified in this manner because the contractual terms of these loans give rise, on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding, and the company's business model is to collect the contractual cash flows on these loans.

Recognition and measurement

Loans receivable are recognised when the company becomes a party to the contractual provisions of the loan. The loans are measured, at initial recognition, at fair value plus transaction costs, if any.

They are subsequently measured at amortised cost.

Accounting Policies

1.6 Financial instruments (continued)

The amortised cost is the amount recognised on the loan initially, minus principal repayments, plus cumulative amortisation (interest) using the effective interest method of any difference between the initial amount and the maturity amount, adjusted for any loss allowance.

Application of the effective interest method

Interest income is calculated using the effective interest method, and is included in profit or loss in investment income (note 19).

The application of the effective interest method to calculate interest income on a loan receivable is dependent on the credit risk of the loan as follows:

- The effective interest rate is applied to the gross carrying amount of the loan, provided the loan is not credit impaired. The gross carrying amount is the amortised cost before adjusting for a loss allowance.
- If a loan is purchased or originated as credit-impaired, then a credit-adjusted effective interest rate is applied to the amortised cost in the determination of interest. This treatment does not change over the life of the loan, even if it is no longer credit-impaired.
- If a loan was not purchased or originally credit-impaired, but it has subsequently become credit-impaired, then the effective interest rate is applied to the amortised cost of the loan in the determination of interest. If, in subsequent periods, the loan is no longer credit impaired, then the interest calculation reverts to applying the effective interest rate to the gross carrying amount.

Impairment

The company recognises a loss allowance for expected credit losses on all loans receivable measured at amortised cost. The amount of expected credit losses is updated at each reporting date.

The company measures the loss allowance at an amount equal to lifetime expected credit losses (lifetime ECL) when there has been a significant increase in credit risk since initial recognition. If the credit risk on a loan has not increased significantly since initial recognition, then the loss allowance for that loan is measured at 12 month expected credit losses (12 month ECL).

Measurement and recognition of expected credit losses

The company makes use of a provision matrix as a practical expedient to the determination of expected credit losses on trade and other receivables. The provision matrix is based on historic credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current and forecast direction of conditions at the reporting date, including the time value of money, where appropriate.

The customer base is widespread and does not show significantly different loss patterns for different customer segments. The loss allowance is calculated on a collective basis for all trade and other receivables in totality. Details of the provision matrix is presented in note 8.

Trade and other receivables

Classification

Trade and other receivables, excluding, when applicable, VAT and prepayments, are classified as financial assets subsequently measured at amortised cost (note 7).

They have been classified in this manner because their contractual terms give rise, on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding, and the company's business model is to collect the contractual cash flows on trade and other receivables.

Recognition and measurement

Trade and other receivables are recognised when the company becomes a party to the contractual provisions of the receivables. They are measured, at initial recognition, at fair value plus transaction costs, if any.

They are subsequently measured at amortised cost.

Accounting Policies

1.6 Financial instruments (continued)

The amortised cost is the amount recognised on the receivable initially, minus principal repayments, plus cumulative amortisation (interest) using the effective interest method of any difference between the initial amount and the maturity amount, adjusted for any loss allowance.

Application of the effective interest method

For receivables which contain a significant financing component, interest income is calculated using the effective interest method, and is included in profit or loss in investment income (note 19).

The application of the effective interest method to calculate interest income on trade receivables is dependent on the credit risk of the receivable as follows:

- The effective interest rate is applied to the gross carrying amount of the receivable, provided the receivable is not credit impaired. The gross carrying amount is the amortised cost before adjusting for a loss allowance.
- If a receivable is a purchased or originated as credit-impaired, then a credit-adjusted effective interest rate is applied to the amortised cost in the determination of interest. This treatment does not change over the life of the receivable, even if it is no longer credit-impaired.
- If a receivable was not purchased or originally credit-impaired, but it has subsequently become credit-impaired, then the effective interest rate is applied to the amortised cost of the receivable in the determination of interest. If, in subsequent periods, the receivable is no longer credit impaired, then the interest calculation reverts to applying the effective interest rate to the gross carrying amount.

Impairment

The company recognises a loss allowance for expected credit losses on trade and other receivables, excluding VAT and prepayments. The amount of expected credit losses is updated at each reporting date.

The company measures the loss allowance for trade and other receivables at an amount equal to lifetime expected credit losses (lifetime ECL), which represents the expected credit losses that will result from all possible default events over the expected life of the receivable.

Measurement and recognition of expected credit losses

The company makes use of a provision matrix as a practical expedient to the determination of expected credit losses on trade and other receivables. The provision matrix is based on historic credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current and forecast direction of conditions at the reporting date, including the time value of money, where appropriate.

The customer base is widespread and does not show significantly different loss patterns for different customer segments. The loss allowance is calculated on a collective basis for all trade and other receivables in totality. Details of the provision matrix is presented in note 7.

An impairment gain or loss is recognised in profit or loss with a corresponding adjustment to the carrying amount of trade and other receivables, through use of a loss allowance account. The impairment loss is included in other operating expenses in profit or loss as a movement in credit loss allowance (note 18).

Borrowings and loans from related parties

Classification

Loans from group companies (note 11), are classified as financial liabilities subsequently measured at amortised cost.

Recognition and measurement

Borrowings and loans from related parties are recognised when the company becomes a party to the contractual provisions of the loan. The loans are measured, at initial recognition, at fair value plus transaction costs, if any.

They are subsequently measured at amortised cost using the effective interest method.

Accounting Policies

1.6 Financial instruments (continued)

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 (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Interest expense, calculated on the effective interest method, is included in profit or loss in finance costs (note 20.)

Borrowings expose the company to liquidity risk and interest rate risk. Refer to note 26 for details of risk exposure and management thereof.

Trade and other payables

Classification

Trade and other payables (note 13), excluding VAT and amounts received in advance, are classified as financial liabilities subsequently measured at amortised cost.

Recognition and measurement

They are recognised when the company becomes a party to the contractual provisions, and are measured, at initial recognition, at fair value plus transaction costs, if any.

They are subsequently measured at amortised cost using the effective interest method.

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 (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

If trade and other payables contain a significant financing component, and the effective interest method results in the recognition of interest expense, then it is included in profit or loss in finance costs (note 20).

Trade and other payables expose the company to liquidity risk and possibly to interest rate risk. Refer to note 26 for details of risk exposure and management thereof.

Cash and cash equivalents

Cash and cash equivalents are stated at carrying amount which is deemed to be fair value.

Bank overdrafts

Bank overdrafts are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method.

1.7 Tax

Current tax assets and liabilities

Current tax for current and prior periods is, to the extent unpaid, recognised as a liability. If the amount already paid in respect of current and prior periods exceeds the amount due for those periods, the excess is recognised as an asset.

Current tax liabilities (assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the tax authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Accounting Policies

1.7 Tax (continued)

Deferred tax assets and liabilities

A deferred tax liability is recognised for all taxable temporary differences except to the extent that the deferred tax liability arises from the initial recognition of an asset or liability in a transaction which at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

A deferred tax asset is recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. A deferred tax asset is not recognised when it arises from the initial recognition of an asset or liability in a transaction at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

A deferred tax asset is recognised for the carry forward of unused tax losses to the extent that it is probable that future taxable profit will be available against which they can be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Tax expenses

Current and deferred taxes are recognised as income or an expense and included in profit or loss for the period, except to the extent that the tax arises from:

- a transaction or event which is recognised, in the same or a different period, to other comprehensive income, or
- a business combination.

1.8 Leases

The company assesses whether a contract is, or contains a lease, at the inception of the contract.

A contract is, or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

In order to assess whether a contract is, or contains a lease, management determine whether the asset under consideration is "identified", which means that the asset is either explicitly or implicitly specified in the contract and that the supplier does not have a substantial right of substitution throughout the period of use. Once management has concluded that the contract deals with an identified asset, the right to control the use thereof is considered. To this end, control over the use of an identified asset only exists when the company has the right to substantially all of the economic benefits from the use of the asset as well as the right to direct the use of the asset.

In circumstances where the determination of whether the contract is or contains a lease requires significant judgement, the relevant disclosures are provided in the significant judgments and sources of estimation uncertainty section of these accounting policies.

Accounting Policies

1.8 Leases (continued)

Company as lessee

A lease liability and corresponding right-of-use asset are recognised at the lease commencement date, for all lease agreements for which the company is a lessee, except for short-term leases of 12 months or less, or leases of low value assets. For these leases, the company recognises the lease payments as an operating expense (note 18) on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Details of leasing arrangements where the company is a lessee are presented in note 12 Leases (company as lessee).

Right-of-use assets

Right-of-use assets are presented as a separate line item on the Statement of Financial Position.

Lease payments included in the measurement of the lease liability comprise the following:

- the initial amount of the corresponding lease liability;
- any lease payments made at or before the commencement date;
- any initial direct costs incurred;
- any estimated costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, when the company incurs an obligation to do so, unless these costs are incurred to produce inventories; and
- less any lease incentives received.

Right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. However, if a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the company expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. Depreciation starts at the commencement date of a lease.

For right-of-use assets which are depreciated over their useful lives, the useful lives are determined consistently with items of the same class of property, plant and equipment. Refer to the accounting policy for property, plant and equipment for details of useful lives.

1.9 Impairment of assets

The company assesses at each end of the reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset.

Irrespective of whether there is any indication of impairment, the company also:

- tests goodwill acquired in a business combination for impairment annually.

The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

If the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. That reduction is an impairment loss.

An impairment loss of assets carried at cost less any accumulated depreciation or amortisation is recognised immediately in profit or loss. Any impairment loss of a revalued asset is treated as a revaluation decrease.

An entity assesses at each reporting date whether there is any indication that an impairment loss recognised in prior periods for assets other than goodwill may no longer exist or may have decreased. If any such indication exists, the recoverable amounts of those assets are estimated.

The increased carrying amount of an asset other than goodwill attributable to a reversal of an impairment loss does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior periods.

A reversal of an impairment loss of assets carried at cost less accumulated depreciation or amortisation other than goodwill is recognised immediately in profit or loss. Any reversal of an impairment loss of a revalued asset is treated as a revaluation increase.

Accounting Policies

1.10 Share capital and equity

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Ordinary shares are classified as equity. Mandatorily redeemable preference shares are classified as liabilities.

If the company reacquires its own equity instruments, the consideration paid, including any directly attributable incremental costs (net of income taxes) on those instruments are deducted from equity until the shares are cancelled or reissued. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the company's own equity instruments. Consideration paid or received shall be recognised directly in equity.

1.11 Share based payments

Goods or services received or acquired in a share-based payment transaction are recognised when the goods or as the services are received. A corresponding increase in equity is recognised if the goods or services were received in an equity-settled share-based payment transaction or a liability if the goods or services were acquired in a cash-settled share-based payment transaction.

When the goods or services received or acquired in a share-based payment transaction do not qualify for recognition as assets, they are recognised as expenses.

For equity-settled share-based payment transactions the goods or services received and the corresponding increase in equity are measured, directly, at the fair value of the goods or services received provided that the fair value can be estimated reliably.

If the fair value of the goods or services received cannot be estimated reliably, or if the services received are employee services, their value and the corresponding increase in equity, are measured, indirectly, by reference to the fair value of the equity instruments granted.

For cash-settled share-based payment transactions, the goods or services acquired and the liability incurred are measured at the fair value of the liability. Until the liability is settled, the fair value of the liability is re-measured at each reporting date and at the date of settlement, with any changes in fair value recognised in profit or loss for the period.

Market conditions and non-vesting conditions are taken into account when estimating the fair value of the cash-settled share-based payment.

If the share based payments granted do not vest until the counterparty completes a specified period of service, company accounts for those services as they are rendered by the counterparty during the vesting period, (or on a straight line basis over the vesting period).

If the share based payments vest immediately the services received are recognised in full.

For share-based payment transactions in which the terms of the arrangement provide either the entity or the counterparty with the choice of whether the entity settles the transaction in cash (or other assets) or by issuing equity instruments, the components of that transaction are recorded, as a cash-settled share-based payment transaction if, and to the extent that, a liability to settle in cash or other assets has been incurred, or as an equity-settled share-based payment transaction if, and to the extent that, no such liability has been incurred.

As an exception, when the company is obligated, in terms of tax legislation, to withhold an amount of employees' tax associated with an equity-settled share-based payment transaction (thus creating a net settlement feature), the full transaction is still accounted for as an equity-settled share-based payment transaction.

Accounting Policies

1.12 Employee benefits

Short-term employee benefits

The cost of short-term employee benefits, (those payable within 12 months after the service is rendered, such as paid vacation leave and sick leave, bonuses, and non-monetary benefits such as medical care), are recognised in the period in which the service is rendered and are not discounted.

The expected cost of compensated absences is recognised as an expense as the employees render services that increase their entitlement or, in the case of non-accumulating absences, when the absence occurs.

The expected cost of profit sharing and bonus payments is recognised as an expense when there is a legal obligation to make such payments as a result of past performance.

1.13 Provisions and contingencies

Provisions are recognised when:

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

The amount of a provision is the present value of the expenditure expected to be required to settle the obligation.

Contingent assets and contingent liabilities are not recognised. Contingencies are disclosed in note .

1.14 Revenue from contracts with customers

The company recognises revenue from the following major sources:

- Fees received for travelling administration

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The company recognises revenue when it transfers control of a product or service to a customer.

1.15 Borrowing costs

All borrowing costs are recognised as an expense in the period in which they are incurred.

1.16 Translation of foreign currencies

Foreign currency transactions

A foreign currency transaction is recorded, on initial recognition in Rands, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

At the end of the reporting period:

- foreign currency monetary items are translated using the closing rate;
- non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction; and
- 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.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements are recognised in profit or loss in the period in which they arise.

Cash flows arising from transactions in a foreign currency are recorded in Rands by applying to the foreign currency amount the exchange rate between the Rand and the foreign currency at the date of the cash flow.

Accounting Policies

1.16 Translation of foreign currencies (continued)

Investments in subsidiaries, joint ventures and associates

The results and financial position of a foreign operation are translated into the functional currency using the following procedures:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each item of profit or loss are translated at exchange rates at the dates of the transactions; and
- all resulting exchange differences are recognised to other comprehensive income and accumulated as a separate component of equity.

Exchange differences arising on a monetary item that forms part of a net investment in a foreign operation are recognised initially to other comprehensive income and accumulated in the translation reserve. They are recognised in profit or loss as a reclassification adjustment through to other comprehensive income on disposal of net investment.

The cash flows of a foreign subsidiary are translated at the exchange rates between the functional currency and the foreign currency at the dates of the cash flows.

Notes to the Financial Statements

Figures in Rand	2025	2024

2. New Standards and Interpretations

2.1 Standards and interpretations not yet effective

The company has chosen not to early adopt the following standards and interpretations, which have been published and are mandatory for the company's accounting periods beginning on or after 01 January 2026 or later periods:

Standard/ Interpretation:	Effective date: Years beginning on or after	Expected impact:
• IFRS 19 Subsidiaries without Public Accountability: Disclosures	01 January 2027	Unlikely there will be a material impact
• IFRS 18 Presentation and Disclosure in Financial Statements	01 January 2027	Unlikely there will be a material impact
• Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards.	01 January 2026	Unlikely there will be a material impact
• Amendments to IFRS 7 Financial Instruments: Disclosures	01 January 2026	Unlikely there will be a material impact
• Amendments to IFRS 9 Financial Instruments	01 January 2026	Unlikely there will be a material impact
• Amendments to IFRS 10 Consolidated Financial Statements	01 January 2026	Unlikely there will be a material impact
• Amendments to IAS 10 Statement of Cash flows	01 January 2026	Unlikely there will be a material impact

Notes to the Financial Statements

3. Property, plant and equipment

	2025			2024		
	Cost or revaluation	Accumulated depreciation	Carrying value	Cost or revaluation	Accumulated depreciation	Carrying value
Furniture and fixtures	456,649	(456,486)	163	456,649	(456,486)	163
Computer equipment - PC	1,132,624	(720,138)	412,486	933,589	(564,771)	368,818
Computer equipment - Server	559,486	(535,009)	24,477	512,074	(512,074)	-
Leasehold improvements	953,344	(543,927)	409,417	953,344	(355,227)	598,117
Right of used asset	3,939,224	(2,232,227)	1,706,997	3,939,224	(1,444,382)	2,494,842
Total	**7,041,327**	**(4,487,787)**	**2,553,540**	**6,794,880**	**(3,332,940)**	**3,461,940**

Reconciliation of property, plant and equipment - 2025

	Opening balance	Additions	Depreciation	Total
Furniture and fixtures	163	-	-	163
Computer equipment - PC	368,818	211,191	(167,523)	412,486
Computer equipment - Server	-	28,428	(3,951)	24,477
Leasehold improvements	598,117	-	(188,700)	409,417
Right of use asset	2,494,842	-	(787,845)	1,706,997
	3,461,940	**239,619**	**(1,148,019)**	**2,553,540**

Reconciliation of property, plant and equipment - 2024

	Opening balance	Additions	Depreciation	Total
Furniture and fixtures	163	-	-	163
Computer equipment - PC	496,704	8,129	(136,015)	368,818
Computer equipment - Server	5,060	-	(5,060)	-
Leasehold improvements	786,818	-	(188,701)	598,117
Right of use asset	3,282,687	-	(787,845)	2,494,842
	4,571,432	**8,129**	**(1,117,621)**	**3,461,940**

Notes to the Financial Statements

4. Intangible assets

	2025			2024		
	Cost / Valuation	Accumulated amortisation	Carrying value	Cost / Valuation	Accumulated amortisation	Carrying value
Trademarks	366,316	(116,211)	250,105	320,642	(99,115)	221,527
Computer software	6,683,855	(6,659,802)	24,053	6,683,855	(6,643,802)	40,053
Total	**7,050,171**	**(6,776,013)**	**274,158**	**7,004,497**	**(6,742,917)**	**261,580**

Reconciliation of intangible assets - 2025

	Opening balance	Additions	Amortisation	Total
Trademarks	221,527	45,674	(17,096)	250,105
Computer software	40,053	-	(16,000)	24,053
	261,580	**45,674**	**(33,096)**	**274,158**

Reconciliation of intangible assets - 2024

	Opening balance	Additions	Amortisation	Total
Trademarks	223,220	16,058	(17,751)	221,527
Computer software	61,051	-	(20,998)	40,053
	284,271	**16,058**	**(38,749)**	**261,580**

5. Interests in subsidiaries

Name of company	Held by	% holding 2025	% holding 2024	Carrying amount 2025	Carrying amount 2024
Kuoni Private Safaris Namibia Proprietary Limited		100.00 %	100.00 %	-	-

The carrying amounts of subsidiaries are shown at cost net of impairment losses.

An amount of R4,200,000 was impaired in earlier years.

Notes to the Financial Statements

6. Deferred tax

Deferred tax asset

Property plant and equipment	(44)	(44)
Income received in advance	3,965,430	3,751,832
Provisions & lease liability	1,878,338	1,351,874
Prepayments	(1,731,213)	(288,154)
Investment	907,200	1,134,000
Deferred tax balance from temporary differences other than unused tax losses	5,019,711	5,949,508
Tax losses available for set off against future taxable income	4,247,439	-
	9,267,150	5,949,508
Total deferred tax asset	**9,267,150**	**5,949,508**

Reconciliation of deferred tax asset / (liability)

At beginning of year	-	-
Change in temporary difference on provisions	475,301	158,927
Change in temporary difference on prepayments	(1,443,059)	(288,154)
Change in temporary difference on income received in advance	213,598	580,681
Change in temporary difference on lease liability	51,164	(3,891)
Change in temporary difference on investment	(226,800)	-
Deferred tax asset not recognised	-	(447,563)
Change in assessed loss available for set off against future taxable income	4,247,439	-
Recognition of deferred tax asset previously not recognised	5,949,507	-
	9,267,150	**-**

Recognition of deferred tax asset

An entity shall disclose the amount of a deferred tax asset and the nature of the evidence supporting its recognition, when:

- the utilisation of the deferred tax asset is dependent on future taxable profits in excess of the profits arising from the reversal of existing taxable temporary differences; and
- the entity has suffered a loss in either the current or preceding period in the tax jurisdiction to which the deferred tax asset relates.

Deferred tax asset has now been recognised on the assessed loss as it is unlikely that this will be utilised over the next 12 months.

7. Trade and other receivables

Financial instruments:		
Trade receivables	4,624,990	11,546,575
Accrued income	418,491	523,263
Trade receivables at amortised cost	5,043,481	12,069,838
Other receivables	16,000	26,495
Non-financial instruments:		
VAT	2,220,519	1,111,904
Total trade and other receivables	**7,280,000**	**13,208,237**

Split between non-current and current portions

Current assets	7,280,000	13,208,237

Notes to the Financial Statements

7. Trade and other receivables (continued)

Financial instrument and non-financial instrument components of trade and other receivables

At amortised cost	5,059,481	12,096,333
Non-financial instruments	2,220,519	1,111,904
	7,280,000	**13,208,237**

Exposure to credit risk

Trade receivables inherently expose the company to credit risk, being the risk that the company will incur financial loss if customers fail to make payments as they fall due.

The credit quality of trade and other receivables that are neither past nor due nor impaired can be assessed by reference to external credit ratings (if available) or to historical information about counterparty default rates. Long standing trading relationships exist with most of the company's customers and the company reviews the credit history, predominantly based on its own records, on a cyclical basis. Based on this, the company considers the credit quality of all fully performing amounts as satisfactory.

There have been no significant changes in the credit risk management policies and processes since the prior reporting period.

A loss allowance is recognised for all trade receivables, in accordance with IFRS 9 Financial Instruments, and is monitored at the end of each reporting period. In addition to the loss allowance, trade receivables are written off when there is no reasonable expectation of recovery, for example, when a debtor has been placed under liquidation. Trade receivables which have been written off are not subject to enforcement activities.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

Exposure to currency risk

The net carrying amounts, in Rand, of trade and other receivables, excluding non-financial instruments, are denominated in the following currencies. The amounts have been presented in Rand by converting the foreign currency amount at the closing rate at the reporting date.

The net carrying amounts, in foreign currency of the above exposure was as follows:

Rand Amount		
US Dollar	526,464	381,661
Euro	-	(32,459)
	526,464	**349,202**

Rand per unit of foreign currency:		
US Dollar	16.570	18.870
Euro	19.460	19.539

Fair value of trade and other receivables

The fair value of trade and other receivables approximates their carrying amounts.

8. Prepayments

Prepayments consists of expenses relating to the provision of services paid in advanced to secure preferential rates and early confirmation from suppliers. Prepayments are not discounted and are recognised and subsequently measured at cost.

Notes to the Financial Statements

Figures in Rand	2025	2024

9. Cash and cash equivalents

Cash and cash equivalents consist of:

Cash on hand	60	60
Bank balances	1,986,575	8,040,796
Short-term deposits	16,989,763	3,450,263
	18,976,398	**11,491,119**

Cash and cash equivalents pledged as security

Total cash and cash equivalents pledged as security for bank facilities	554,175	554,175

The Standard Bank of South Africa Limited has issued guarantees to some of the company's trade creditors totalling ZAR 554,175 (2024: ZAR 554,175).

The guarantees serve to secure credit terms with some of the company's suppliers and become payable on default. There have been no defaults during the current or any preceding period to date.

10. Share capital

Authorised		
5,000 Ordinary shares of ZAR 100 each	500,000	500,000
Issued		
5,000 Ordinary shares of ZAR 100 each	500,000	500,000

The company is a private company and accordingly the right to transfer its shares is restricted and any invitation to the public to subscribe for any shares or debentures of the company is prohibited.

11. Loans from group companies

Holding company

Travel Circle International (Mauritius) Ltd	-	11,512,681

This loan comprises working capital loans issued as a result of the COVID-19 pandemic. The loan bears interest at 7.80% per annum. The loan is unsecured and has no fixed terms of repayment. The loan was repaid in full in the current financial year.

Exposure to currency risk

Loans from subsidiaries

The net carrying amounts, in Rand, of loans from subsidiaries, are denominated in the following currencies. The amounts have been presented in Rand by converting the foreign currency amount at the closing rate at the reporting date.

Foreign currency amount		
US Dollar	-	11,512,681

Notes to the Financial Statements

Figures in Rand	2025	2024

12. Leases (company as lessee)

Net carrying amounts of right-of-use assets

The carrying amounts of right-of-use assets are as follows:

PPE subject to operating lease arrangements	1,706,997	2,494,842

Interest and expenses related to the lease

Interest expense on lease liabilities	233,802	298,221
Depreciation	787,845	787,845

Lease liabilities

Lease liabilities have been included in the borrowings line item on the statement of financial position.

The maturity analysis of lease liabilities is as follows:

Within one year	893,321	747,297
Two to five years	1,105,066	2,067,812
	1,998,387	**2,815,109**
Non-current liabilities	1,105,066	2,067,812
Current liabilities	893,321	747,297
	1,998,387	**2,815,109**

13. Trade and other payables

Financial instruments:		
Trade payables	26,633,551	22,097,108
Brochure contributions	-	(8,439)
Accrued expense	2,045,899	2,352,446
Other payables	221,804	208,234
Non-financial instruments:		
Amounts received in advance	14,686,777	13,895,675
	43,588,031	**38,545,024**

Financial instrument and non-financial instrument components of trade and other payables

At amortised cost	28,901,254	24,649,349
Non-financial instruments	14,686,777	13,895,675
	43,588,031	**38,545,024**

Exposure to currency risk

The net carrying amounts, in Rand, of trade and other payables, excluding non-financial instruments, are denominated in the following currencies.

Figures in Rand	2025	2024

13. Trade and other payables (continued)

Rand Amount		
Rand	28,335,475	21,285,209
US Dollar	565,774	-
Euro	-	(344,547)
Yen	-	463,410
Other	-	70,052
	28,901,249	**21,474,124**

Fair value of trade and other payables

Credit purchases are accepted and, for the greater part, settled on normal trading terms, thus the carrying values reasonably approximate fair values.

14. Provisions

Reconciliation of provisions - 2025

	Opening balance	Additions	Utilised during the year	Total
Provision for assurance fees	542,410	577,910	(542,410)	577,910
Provision for credit notes	2,825,521	3,321,688	(2,825,521)	3,321,688
Short term employees benefits	269,769	279,324	(269,769)	279,324
Short term provision overheads	1,267,345	1,219,150	-	2,486,495
	4,905,045	**5,398,072**	**(3,637,700)**	**6,665,417**

Reconciliation of provisions - 2024

	Opening balance	Additions	Utilised during the year	Reversed during the year	Total
Provision for assurance fees	366,113	542,410	(366,113)	-	542,410
Provision for credit notes	1,865,945	826,326	133,250	-	2,825,521
Short term employees benefits	292,296	(269,769)	247,242	-	269,769
Short term provision overheads	1,152,678	818,148	(818,148)	114,667	1,267,345
	3,677,032	**1,917,115**	**(803,769)**	**114,667**	**4,905,045**

Notes to the Financial Statements

Figures in Rand	2025	2024
15. Revenue		
Revenue from contracts with customers		
Fees received for travelling administration	183,540,262	157,563,443
Disaggregation of revenue from contracts with customers		
The company disaggregates revenue from customers as follows:		
Rendering of services		
Fees received for travelling administration	183,540,262	157,563,443
Geographical split of revenue		
Africa (Southern)	1,008,907	643,632
Africa (Northern)	-	541,424
Africa (Eastern)	592,840	32,904
America (Northern)	7,948,865	8,740,306
America (Sourthern)	11,103,002	4,153,372
Asia (South Eastern)	-	54,257
Asia (Southern)	973,627	4,425,908
Asia (Southern Western)	-	80,630
Europe (Eastern)	2,480,432	1,638,556
Europe (Northern)	1,632,840	4,708,339
Europe (Sourthern)	1,132,290	1,234,510
Europe (Western)	148,205,108	124,579,817
Oceania	9,219,594	7,556,115
IRFS 15 Credit Note Accrual	(757,243)	(826,327)
	183,540,262	**157,563,443**
Timing of revenue recognition		
At a point in time		
Fees received for travelling administration	183,540,262	157,563,443
16. Other operating income		
Administration and management fees received	687,443	3,840,820
Commissions received	31,830	37,753
Other recoveries	-	(5,351)
Net gain/(loss) on cost of sales	(6,750,384)	2,165,264
	(6,031,111)	**6,038,486**

Notes to the Financial Statements

Figures in Rand		2025	2024
17. Other operating gains (losses)			
Gains (losses) on disposals, scrappings and settlements			
Property, plant and equipment	3	3,670	-
Foreign exchange gains (losses)			
Net foreign exchange gains (losses)		732,087	(714,558)
Total other operating gains (losses)		**735,757**	**(714,558)**
18. Operating profit (loss)			
Operating profit for the year is stated after charging (crediting) the following, amongst others:			
Professional services			
Assurance fees		222,000	382,797
Employee costs			
Salaries, wages, bonuses and other benefits		13,098,827	14,183,706
Other short-term costs and allowances		456,025	156,097
Long term incentive scheme		2,127,107	1,266,007
Total employee costs		**15,681,959**	**15,605,810**
Depreciation and amortisation			
Depreciation of property, plant and equipment		1,148,019	1,117,621
Amortisation of intangible assets		33,096	38,748
Total depreciation and amortisation		**1,181,115**	**1,156,369**
19. Investment income			
Interest income			
Investments in financial assets:			
Surplus funds		877,659	747,286
20. Finance costs			
Loans from group companies		360,773	979,441
Late payment of tax		(44)	-
Lease liability (right of use asset)		233,802	298,847
Total finance costs		**594,531**	**1,278,288**

Notes to the Financial Statements

Figures in Rand	2025	2024

21. Taxation

Major components of the tax income

Current		
Local income tax - current period	627,509	314,000
Deferred		
Originating and reversing temporary differences	(9,267,150)	-
	(8,639,641)	**314,000**

Reconciliation of the tax expense

Reconciliation between accounting profit and tax expense.

Accounting profit	9,322,855	7,535,389
Tax at the applicable tax rate of 27% (2024: 27%)	2,517,171	2,034,555
Tax effect of adjustments on taxable income		
Deferred tax effect income	(11,156,812)	(1,720,555)
	(8,639,641)	**314,000**

The estimated tax loss available for set off against future taxable income is R 15,731,256 (2024: R 25,027,688-).

22. Cash generated from operations

Profit before taxation	9,322,855	7,535,390
Adjustments for non-cash items:		
Depreciation and amortisation	1,181,115	1,156,369
Losses on disposals, scrappings and settlements of assets and liabilities	(3,670)	-
(Gains) losses on exchange differences	(732,087)	714,558
Movements in provisions	1,760,372	1,228,013
Adjust for items which are presented separately:		
Interest income	(877,659)	(747,286)
Finance costs	594,531	1,278,288
Changes in working capital:		
(Increase) decrease in trade and other receivables	6,660,325	(6,914,025)
(Increase) decrease in prepayments	(2,654,352)	(428,337)
Increase (decrease) in trade and other payables	5,043,004	1,497,817
	20,294,434	**5,320,787**

23. Tax paid

Balance at beginning of the year	172,000	54,000
Current tax recognised in profit or loss	(627,509)	(314,000)
Balance at end of the year	(25,748)	(172,000)
	(481,257)	**(432,000)**

Notes to the Financial Statements

Figures in Rand		2025	2024

24. Related parties

Relationships

Ultimate holding company	Fairfax Financial Holdings Group
Subsidiaries	Refer to note 5
Shareholder	Travel Circle International (Mauritius) Ltd
Parent companies	SOTC Travel Limited
Associates	Thomas Cook India Ltd
Fellow susidiaries	Desert Adventures Tourism LLC, Dubai, UAE
	Gulf Dunes LLC, Dubai
	Reem Tours & Travels LLC, Dubai
	Private Safaris (East Africa) Ltd. (Kenya)
	Kuoni Australia Holding Pty. Ltd.
	DEI Holdings Limited (UAE)
Members of key management	V Barnard
	S Windust

Related party balances

Loan accounts - Owing (to) by related parties		
Travel Circle International (Mauritius) Ltd	-	(11,512,681)
Amounts included in Trade receivable		
Kuoni Private Safaris Namibia Proprietary Limited	32,195	531,591
Private Safaris (East Africa) Limited	-	52,271
SOTC Travel Limited	-	183,237
Amounts included in Trade payables		
SOTC Travel Limited	37,116	-
Travel Corporation India Ltd	-	66,611
Thomas Cook India Ltd	-	70,052

Related party transactions

Sales		
Kuoni Private Safaris Namibia Proprietary Limited	5,921,344	182,791
Kuoni Private Safaris (East Africa) Limited	634,794	66,650
SOTC Travel Limited	-	3,087,866
Expenditure from related parties		
Kuoni Private Safaris Namibia Proprietary Limited	37,116	37,716
Travel Corporation India Ltd	-	108,691
Thomas Cook India Ltd	890,338	1,283,132
SOTC Travel Limited	38,950	-
Interest paid to related parties		
Travel Circle International (Mauritius) Ltd	360,733	-

Notes to the Financial Statements

Figures in Rand	2025	2024

25. Directors' emoluments

Executive

2025

Directors' emoluments	Emoluments	Total
V Barnard	1,610,000	1,610,000

2024

Directors' emoluments	Emoluments	Total
V Barnard	1,380,000	1,380,000

26. Financial instruments and risk management

Categories of financial instruments

Categories of financial assets

2025

	Note(s)	Amortised cost	Total	Fair value
Trade and other receivables	7	5,059,481	5,059,481	5,059,481
Cash and cash equivalents	9	18,976,398	18,976,398	18,976,398
		24,035,879	**24,035,879**	**24,035,879**

2024

	Note(s)	Amortised cost	Total	Fair value
Trade and other receivables	7	12,096,333	12,096,333	12,096,333
Cash and cash equivalents	9	11,491,119	11,491,119	-
		23,587,452	**23,587,452**	**12,096,333**

Notes to the Financial Statements

Figures in Rand	2025	2024

26. Financial instruments and risk management (continued)

Categories of financial liabilities

2025

	Note(s)	Amortised cost	Leases	Total	Fair value
Trade and other payables	13	28,901,254	-	28,901,254	28,901,254
Lease liabilities	12	-	1,998,387	1,998,387	1,998,387
		28,901,254	**1,998,387**	**30,899,641**	**30,899,641**

2024

	Note(s)	Amortised cost	Leases	Total	Fair value
Trade and other payables	13	24,649,349	-	24,649,349	24,649,349
Loans from group companies	11	11,512,681	-	11,512,681	11,512,681
Lease liabilities	12	-	2,815,109	2,815,109	2,815,109
		36,162,030	**2,815,109**	**38,977,139**	**38,977,139**

Capital risk management

The company's objective when managing capital are to safeguard the company's ability to continue as a going concern in order to provide returns for shareholder and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the company consists of debt, which includes the borrowings (excluding derivative financial liabilities) disclosed in notes 13, cash and cash equivalents disclosed in note 10, and equity as disclosed in the statement of financial position.

In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholder, return capital to shareholder, issue new shares or sell assets to reduce debt.

There are no externally imposed capital requirements.

There have been no changes to what the entity manages as capital, the strategy for capital maintenance or externally imposed capital requirements from the previous year.

The capital structure and gearing ratio of the company at the reporting date was as follows:

Loans from group companies	11	-	11,512,681
Lease liabilities		1,998,387	2,815,109
Trade and other payables	13	43,588,026	38,545,023
Total borrowings		**45,586,413**	**52,872,813**
Cash and cash equivalents	9	(18,976,398)	(11,491,119)
Net borrowings		**26,610,015**	**41,381,694**
Equity		(3,915,476)	(21,877,975)
Gearing ratio		(680)%	(189)%

Notes to the Financial Statements

Figures in Rand	2025	2024

26. Financial instruments and risk management (continued)

Financial risk management

Overview

The company is exposed to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk (currency risk, interest rate risk and price risk).

The company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the company's financial performance. Risk management is carried out under policies approved by the directors.

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 exposure arising on cash and cash equivalents is managed by the group through dealing with well-established financial institutions with high credit ratings.

Trade receivables comprise a widespread customer base. Management evaluated credit risk relating to customers on an ongoing basis. If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on internal or external ratingsin accordance with limits set by the board.

The utilisation of credit limits is regularly monitored. Credit loss allowances for expected credit losses are recognised for all debt instruments.

The maximum exposure to credit risk is presented in the table below:

		2025			2024		
		Gross carrying amount	**Credit loss allowance**	**Amortised cost / fair value**	**Gross carrying amount**	**Credit loss allowance**	**Amortised cost / fair value**
Trade and other receivables	7	7,280,000	-	7,280,000	13,208,237	-	13,208,237
Cash and cash equivalents	9	18,976,398	-	18,976,398	11,491,119	-	11,491,119
		26,256,398	**-**	**26,256,398**	**24,699,356**	**-**	**24,699,356**

Liquidity risk

The company's risk to liquidity is a result of the funds available to cover future commitments. The company manages liquidity risk through an ongoing review of future commitments and credit facilities.

Cash flow forecasts are prepared and adequate utilised borrowing facilities are monitored.

Foreign currency risk

The company operates internationally and is exposed to foreign exchange rate risk arising from various currency exposures. The company minimises exposure by purchasing and selling services through the use of current foreign currency accounts the company holds in all the major currencies it trades in.

The company does not hedge foreign exchange fluctuations. At year end the following items are uncovered:

Notes to the Financial Statements

Figures in Rand		2025	2024
26. Financial instruments and risk management (continued)			
Exposure in foreign currency amounts			
The net carrying amounts, in foreign currency of the above exposure was as follows:			
Foreign currency exposure:			
Current assets:			
Trade and other receivables - USD	7	565,774	381,661
Trade and other receivables - EUR	9	-	(32,459)
CFC bank accounts - USD		-	3,675,516
CFC bank accounts - EUR		-	5,632
Current liabilities:			
Trade creditors - EUR	9	39	(344,547)
Trade creditors - CHF		-	463,410
Trade creditors - INR		-	70,052
Net foreign currency exposure		**565,813**	**4,219,265**
Non-current liabilities:			
Loan from group companies	11	-	(11,512,681)
Exposure in foreign currency amounts			
The net carrying amounts, in foreign currency of the above exposure was as follows:			
Exchange rates			
Rand per unit of foreign currency:			
USD		16.570	18.870
EUR		19.461	19.539
AED		4.511	5.137
CHF		20.915	20.822
INR		0.184	0.220

Interest rate risk

The company is exposed to interest rate risk in South Africa and Namibia. The company does not make use of interest rate derivatives and is therefore only exposed to variable interest rates.

Change in market interest rates affect the interest income of non-derivative variable interest rate financial instruments, the interest payments are of which are not designated as hedged items of cash flow hedges against interest rate risks. As a consequence, they are included in the calculation of the income related sensitivity.

Figures in Rand	2025	2024

26. Financial instruments and risk management (continued)

Interest rate sensitivity analysis

The following sensitivity analysis has been prepared using a sensitivity rate which is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. All other variables remain constant. The sensitivity analysis includes only financial instruments exposed to interest rate risk which were recognised at the reporting date. No changes were made to the methods and assumptions used in the preparation of the sensitivity analysis compared to the previous reporting period.

	2025	2025	2024	2024
Increase or decrease in rate	**Increase**	**Decrease**	**Increase**	**Decrease**
Impact on profit or loss:				
Cash and cash equivalents (1%)	189,763	(189,763)	114,911	(114,911)

Detailed Income Statement

Figures in Rand	Note(s)	2025	2024
Revenue			
Rendering of services		183,540,262	157,563,443
Cost of sales			
Purchases		(146,110,893)	(133,460,288)
Gross profit		**37,429,369**	**24,103,155**
Other operating income			
Administration and management fees received		687,443	3,840,820
Commissions received		31,830	37,753
Other recoveries		-	(5,351)
Prior year GOP income		(6,750,384)	2,165,264
	16	**(6,031,111)**	**6,038,486**
Other operating gains (losses)			
Gains on disposal of assets or settlement of liabilities		3,670	-
Foreign exchange gains (losses)		732,087	(714,558)
	17	**735,757**	**(714,558)**
Expenses (Refer to page 42)		**(23,094,288)**	**(21,360,692)**
Operating profit	18	**9,039,727**	**8,066,391**
Investment income	19	877,659	747,286
Finance costs	20	(594,531)	(1,278,288)
Profit before taxation		**9,322,855**	**7,535,389**
Taxation	21	8,639,641	(314,000)
Profit for the year		**17,962,496**	**7,221,389**

Detailed Income Statement

Figures in Rand	Note(s)	2025	2024
Other operating expenses			
Accounting fees		(34,821)	(15,074)
Administration and management fees		(789,902)	1,406,469
Advertising		(165,098)	(204,250)
Amortisation		(33,096)	(38,748)
Assets < R7,500		(39,503)	(5,107)
Assurance fees	18	(222,000)	(382,797)
Bad debts		-	(2,035)
Bank charges		(406,663)	(289,096)
Consulting and professional fees		(8,000)	-
Depreciation		(1,148,019)	(1,117,621)
Donations		(10,562)	(24,429)
Employee costs		(15,681,959)	(15,605,810)
Entertainment		(4,982)	(23,206)
IT expenses		(2,902,230)	(2,911,111)
Insurance		(295,313)	(295,187)
Lease rentals on operating lease		(160,957)	(174,458)
Office expenses		(160,627)	(223,190)
Promotions		(820,169)	(1,223,016)
Repairs and maintenance		-	(14,997)
Security		(7,001)	(6,633)
Subscriptions		(61,959)	(23,127)
Sundry expenses		-	(4,293)
Travel - local		(20,490)	(89,490)
Travel - overseas		(120,937)	(93,486)
		(23,094,288)	**(21,360,692)**

PT DIGIPHOTO IMAGING INDONESIA

Laporan Keuangan
Untuk Tahun Yang Berakhir Pada Tanggal-Tanggal
31 Desember 2025 dan 2024
Dan
Laporan Auditor Independen/
Financial Statements
For The Years Ended
December 31, 2025 and 2024
And
Independent Auditor's Report

APPROVED BY:

Name	: Kalapathy Shankar Ramakrishnan
Title	: Director
Date	: August 20, 2026

PT DIGIPHOTO IMAGING Indonesia
LAPORAN KEUANGAN
UNTUK TAHUN YANG BERAKHIR PADA
TANGGAL-TANGGAL 31 DESEMBER 2025 DAN 2024

PT DIGIPHOTO IMAGING INDONESIA
FINANCIAL STATEMENTS
AND FOR THE YEARS ENDED
DECEMBER 31, 2025 AND 2024

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DEI
A FAIRFAX Compan

SURAT PERNYATAAN DIREKSI TENTANG TANGGUNG JAWAB ATAS LAPORAN KEUANGAN UNTUK TAHUN YANG BERAKHIR PADA TANGGAL 31 DESEMBER 2025 PT DIGIPHOTO IMAGING INDONESIA

Saya yang bertandatangan di bawah ini:

Nama	:	Kalapathy Shankar Ramakrishnan
Alamat Kantor	:	Soho Capital - Podomoro City Lt 16, Suite SC-1606A Jl. Letjen S. Parman Kavling 28, Tanjung Duren Selatan, Grogol Petamburan, Jakarta Barat, Indonesia 11470
Alamat domisili sesuai KTP	:	Tata Housing Colony, Type II/16A, Chembur Mumbai 400 074, India
No. Telepon	:	0361-731246
Jabatan	:	Direktur Utama

Menyatakan bahwa:

1. Saya bertanggung jawab atas penyusunan dan penyajian laporan keuangan PT Digiphoto Imaging Indonesia (Entitas).
2. Laporan keuangan Entitas telah disusun dan disajikan sesuai dengan Standar Akuntansi Keuangan di Indonesia.
3. a. Semua informasi dalam laporan keuangan Entitas telah dimuat secara lengkap dan benar.
   b. Laporan keuangan Entitas tidak mengandung informasi atau fakta material yang tidak benar dan tidak menghilangkan informasi atau fakta material.
4. Saya bertanggung jawab atas sistem pengendalian intern dalam Entitas.

Demikian pernyataan ini dibuat dengan sebenarnya.

DIRECTOR'S STATEMENT LETTER RELATING TO THE RESPONSIBILITY ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2025 PT DIGIPHOTO IMAGING INDONESIA

I, the undersigned:

Name	:	*Kalapathy Shankar Ramakrishnan*
Office Address	:	*Soho Capital - Podomoro City Lt 16, Suite SC-1606A Jl. Letjen S. Parman Kavling 28, Tanjung Duren Selatan, Grogol Petamburan, Jakarta Barat, Indonesia 11470*
Domicile address as stated in ID	:	*Tata Housing Colony, Type II/16A, Chembur Mumbai 400 074, India*
Phone Number	:	*0361-731246*
Position	:	*President Director*

State that:

1. *I am responsible for the preparation and presentation of the financial statements of PT Digiphoto Imaging Indonesia (the Entity).*
2. *The financial statements of the Entity have been prepared and presented in accordance with Indonesian Financial Accounting Standards.*
3. *a. All information contained in the financial statements of the Entity is complete and correct.*
   b. The financial statements of the Entity do not contain misleading material information or facts and do not omit material information or facts.
4. *I am responsible for the internal control system of the Entity.*

This statement letter is made truthfully.

Jakarta, 20 Agustus 2026 / *Jakarta, August 20, 2026*

Kalapathy Shankar Ramakrishnan
Direktur Utama/*President Director*

HADORI SUGIARTO ADI & REKAN

LAPORAN AUDITOR INDEPENDEN

Laporan No. 00237/3.0428/AU.1/05/0221-3/1/VIII/2026

Pemegang Saham, Dewan Komisaris dan Direksi
PT Digiphoto Imaging Indonesia

Opini

Kami telah mengaudit laporan keuangan PT Digiphoto Imaging Indonesia (Entitas) terlampir, yang terdiri dari laporan posisi keuangan tanggal 31 Desember 2025, serta laporan laba rugi dan penghasilan komprehensif lain, laporan perubahan ekuitas dan laporan arus kas untuk tahun yang berakhir pada tanggal tersebut, serta catatan atas laporan keuangan, termasuk informasi kebijakan akuntansi material.

Menurut opini kami, laporan keuangan terlampir menyajikan secara wajar, dalam semua hal yang material, posisi keuangan Entitas tanggal 31 Desember 2025, serta kinerja keuangan dan arus kas untuk untuk tahun yang berakhir pada tanggal tersebut, sesuai dengan Standar Akuntansi Keuangan di Indonesia.

Basis Opini

Kami melaksanakan audit kami berdasarkan Standar Audit yang ditetapkan oleh Institut Akuntan Publik Indonesia ("IAPI"). Tanggung jawab kami menurut standar tersebut diuraikan lebih lanjut dalam paragraf Tanggung Jawab Auditor terhadap Audit atas Laporan Keuangan pada laporan kami. Kami independen terhadap Entitas sesuai dengan Kode Etik Profesi Akuntan Publik yang ditetapkan oleh IAPI yang relevan dengan audit kami atas laporan keuangan Entitas dengan akuntabilitas publik di Indonesia, dan kami telah memenuhi tanggung jawab etika lainnya berdasarkan ketentuan tersebut. Kami yakin bahwa bukti audit yang telah kami peroleh adalah cukup dan tepat untuk menyediakan suatu basis bagi opini audit kami.

Tanggung Jawab Manajemen dan Pihak yang Bertanggung Jawab atas Tata Kelola terhadap Laporan Keuangan

Manajemen bertanggung jawab atas penyusunan dan penyajian wajar laporan keuangan tersebut sesuai dengan Standar Akuntansi Keuangan di Indonesia, dan atas pengendalian internal yang dianggap perlu oleh manajemen untuk memungkinkan penyusunan laporan keuangan yang bebas dari kesalahan penyajian material, baik yang disebabkan oleh kecurangan maupun kesalahan.

INDEPENDENT AUDITOR'S REPORT

Report No. 00237/3.0428/AU.1/05/0221-3/1/VIII/2026

The Stockholders, Board of Commissioners and Directors
PT Digiphoto Imaging Indonesia

Opinion

We have audited the accompanying financial statements of PT Digiphoto Imaging Indonesia (the Entity), which comprise the statement of financial position as of December 31, 2025, and the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Entity as of December 31, 2025 and its financial performance and cash flows for the year then ended, in accordance with Indonesian Financial Accounting Standards.

Basis for Opinion

We conducted our audit in accordance with Standards on Auditing established by the Indonesian Institute of Certified Public Accountants. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements paragraph of our report. We are independent of the Entity in accordance with the Code of Ethics for Public Accountants established by the Indonesian Institute of Certified Public Accountants that are relevant to our audits of the financial statements of public interest entities in Indonesia. We have also 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.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Indonesian Financial Accounting Standards, 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.

HADORI SUGIARTO ADI & REKAN

Dalam penyusunan laporan keuangan, manajemen bertanggung jawab untuk menilai kemampuan Entitas dalam mempertahankan kelangsungan usahanya, mengungkapkan, sesuai dengan kondisinya, hal-hal yang berkaitan dengan kelangsungan usaha, dan menggunakan basis akuntansi kelangsungan usaha, kecuali manajemen memiliki intensi untuk melikuidasi Entitas atau menghentikan operasi, atau tidak memiliki alternatif yang realistis selain melaksanakannya.

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

Pihak yang bertanggung jawab atas tata kelola bertanggung jawab untuk mengawasi proses pelaporan keuangan Entitas.

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

Tanggung Jawab Auditor terhadap Audit atas Laporan Keuangan

Auditor's Responsibilities for the Audit of the Financial Statements

Tujuan kami adalah untuk memperoleh keyakinan memadai tentang apakah laporan keuangan secara keseluruhan bebas dari kesalahan penyajian material, baik yang disebabkan oleh kecurangan maupun kesalahan, dan untuk menerbitkan laporan auditor yang mencakup opini kami. Keyakinan memadai merupakan suatu tingkat keyakinan tinggi, namun bukan merupakan suatu jaminan bahwa audit yang dilaksanakan berdasarkan Standar Audit yang ditetapkan oleh IAPI akan selalu mendeteksi kesalahan penyajian material ketika hal tersebut ada. Kesalahan penyajian dapat disebabkan oleh kecurangan maupun kesalahan dan dianggap material jika, baik secara individual maupun secara agregat, dapat diekspektasikan secara wajar akan mempengaruhi keputusan ekonomi yang diambil oleh pengguna berdasarkan laporan keuangan tersebut.

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 Standards on Auditing established by the Indonesian Institute of Certified Public Accountants 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.

Sebagai bagian dari suatu audit berdasarkan Standar Audit yang ditetapkan oleh IAPI, kami menerapkan pertimbangan profesional dan mempertahankan skeptisisme profesional selama audit. Kami juga:

As part of an audit in accordance with Standards on Auditing established by the Indonesian Institute of Certified Public Accountants, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Mengidentifikasi dan menilai risiko kesalahan penyajian material dalam laporan keuangan, baik yang disebabkan oleh kecurangan maupun kesalahan, merancang dan melaksanakan prosedur audit yang responsif terhadap risiko tersebut, serta memperoleh bukti audit yang cukup dan tepat untuk menyediakan basis bagi opini kami. Risiko tidak terdeteksinya kesalahan penyajian material yang disebabkan oleh kecurangan lebih tinggi dari yang disebabkan oleh kesalahan, karena kecurangan dapat melibatkan kolusi, pemalsuan, penghilangan secara sengaja, pernyataan salah, atau pengabaian pengendalian internal.
- Memperoleh suatu pemahaman tentang pengendalian internal yang relevan dengan audit untuk merancang prosedur audit yang tepat sesuai dengan kondisinya, tetapi bukan untuk tujuan menyatakan opini atas efektivitas pengendalian internal Entitas .
- Mengevaluasi ketepatan kebijakan akuntansi yang digunakan serta kewajaran estimasi akuntansi dan pengungkapan terkait yang dibuat oleh manajemen.

- *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 Entity's internal control.*
- *Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.*

HADORI SUGIARTO ADI & REKAN

- Menyimpulkan ketepatan penggunaan basis akuntansi kelangsungan usaha oleh manajemen dan, berdasarkan bukti audit yang diperoleh, apakah terdapat suatu ketidakpastian material yang terkait dengan peristiwa atau kondisi yang dapat menyebabkan keraguan signifikan atas kemampuan Entitas untuk mempertahankan kelangsungan usahanya. Ketika kami menyimpulkan bahwa terdapat suatu ketidakpastian material, kami diharuskan untuk menarik perhatian dalam laporan auditor kami ke pengungkapan terkait dalam laporan keuangan atau, jika pengungkapan tersebut tidak memadai, harus menentukan apakah perlu untuk memodifikasi opini kami. Kesimpulan kami didasarkan pada bukti audit yang diperoleh hingga tanggal laporan auditor kami. Namun, peristiwa atau kondisi masa depan dapat menyebabkan Entitas dan tidak dapat mempertahankan kelangsungan usaha.
- Mengevaluasi penyajian, struktur, dan isi laporan keuangan secara keseluruhan, termasuk pengungkapannya, dan apakah laporan keuangan mencerminkan transaksi dan peristiwa yang mendasarinya dengan suatu cara yang mencapai penyajian wajar.

Kami mengkomunikasikan kepada pihak yang bertanggung jawab atas tata kelola mengenai, antara lain, ruang lingkup dan saat yang direncanakan atas audit, serta temuan audit signifikan, termasuk setiap defisiensi signifikan dalam pengendalian internal yang teridentifikasi oleh kami selama audit.

- *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 Entity'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 Entity to cease to continue as a going concern.*
- *Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.*

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.

HADORI SUGIARTO ADI & REKAN

00237

Wahyu Wibowo
Nomor Registrasi Akuntan Publik AP. 0221/*Public Accountant Registered Number AP. 0221*
20 Agustus 2026/*August 20, 2026*

PT DIGIPHOTO IMAGING INDONESIA
LAPORAN POSISI KEUANGAN
31 DESEMBER 2025 DAN 2024
(Disajikan dalam Rupiah, kecuali dinyatakan lain)

PT DIGIPHOTO IMAGING INDONESIA
STATEMENTS OF FINANCIAL POSITION
DECEMBER 31, 2025 AND 2024
(Expressed in Rupiah, unless otherwise stated)

	Catatan/ *Notes*	2025	2024	
ASET				***ASSETS***
ASET LANCAR				***CURRENT ASSETS***
Kas dan bank	2, 4	4.334.542.040	5.249.131.157	*Cash on hand and in banks*
Piutang usaha – pihak ketiga – neto	2, 5	5.302.296.926	4.795.488.893	*Trade receivables – third parties – net*
Piutang lain-lain – pihak berelasi	2, 6, 24	4.722.405.658	4.878.569.955	*Other receivables – related parties*
Persediaan	2, 7	5.035.386.416	5.363.755.173	*Inventories*
Pajak dibayar di muka	2, 25	2.488.041.492	1.250.173.308	*Prepaid taxes*
Biaya dibayar di muka	2	142.340.664	89.942.673	*Prepaid expenses*
Uang muka	8	63.404.565	186.920.424	*Advances*
Piutang pihak berelasi	2, 24	25.671.374.100	23.926.910.741	*Due from related parties*
Jumlah Aset Lancar		47.759.791.861	45.740.892.324	*Total Current Assets*
ASET TIDAK LANCAR				***NON-CURRENT ASSETS***
Aset pajak tangguhan	2, 25	6.623.892	67.077.903	*Deferred tax assets*
Aset tetap – neto	2, 9	10.812.445.907	11.046.317.755	*Fixed assets – net*
Jaminan	2	14.000.000	11.000.000	*Security deposits*
Jumlah Aset Tidak Lancar		10.833.069.799	11.124.395.658	*Total Non-Current Assets*
JUMLAH ASET		58.592.861.660	56.865.287.982	***TOTAL ASSETS***

PT DIGIPHOTO IMAGING INDONESIA
LAPORAN POSISI KEUANGAN
(Lanjutan)
31 DESEMBER 2025 DAN 2024
(Disajikan dalam Rupiah, kecuali dinyatakan lain)

PT DIGIPHOTO IMAGING INDONESIA
STATEMENTS OF FINANCIAL POSITION
(Continued)
DECEMBER 31, 2025 AND 2024
(Expressed in Rupiah, unless otherwise stated)

	Catatan/ *Notes*	2025	2024	
LIABILITAS DAN EKUITAS				***LIABILITIES AND EQUITY***
LIABILITAS JANGKA PENDEK				***CURRENT LIABILITIES***
Utang usaha				*Trade payables*
Pihak berelasi	2, 10, 24	452.009.560	410.840.701	*Related party*
Pihak ketiga	2, 10	2.024.964.901	1.089.690.871	*Third parties*
Utang lain-lain – pihak berelasi	2, 11, 24	26.795.808.571	25.692.963.197	*Other payables – related parties*
Beban masih harus dibayar	2, 12	6.230.434.331	4.119.354.040	*Accrued expenses*
Utang pajak	2, 25	455.692.183	2.705.157.391	*Taxes payable*
Liabilitas jangka panjang yang jatuh tempo dalam satu tahun:				*Current portion of long-term liabilities:*
Liabilitas sewa	2, 14	79.420.049	102.883.588	*Lease liabilities*
Jumlah Liabilitas Jangka Pendek		36.038.329.595	34.120.889.788	*Total Current Liabilities*
LIABILITAS JANGKA PANJANG				***NON-CURRENT LIABILITIES***
Liabilitas diestimasi atas imbalan kerja	2, 13	1.061.842.641	818.052.562	*Estimated liabilities for employee benefits*
Liabilitas jangka panjang yang jatuh tempo dalam satu tahun:				*Long-term liabilities – less current portion:*
Liabilitas sewa	2, 14	68.740.175	148.160.224	*Lease liabilities*
Jumlah Liabilitas Jangka Panjang		1.130.582.816	966.212.786	*Total Non-Current Liabilities*
JUMLAH LIABILITAS		37.168.912.411	35.087.102.574	***TOTAL LIABILITIES***
EKUITAS				***EQUITY***
Modal saham – nilai nominal Rp 877.100 per saham				*Capital stock – par value Rp 877,100 per share*
Modal dasar, modal ditempatkan dan disetor penuh – 6.000 saham	2, 15	5.262.600.000	5.262.600.000	*Authorized, issued and fully paid capital – 6,000 shares*
Tambahan modal disetor	16	409.706.900	409.706.900	*Additional paid-in capital*
Saldo laba		15.898.861.663	16.144.333.974	*Retained earnings*
Komponen ekuitas lainnya	17	(147.219.314)	(38.455.466)	*Other equity component*
JUMLAH EKUITAS		21.423.949.249	21.778.185.408	***TOTAL EQUITY***
JUMLAH LIABILITAS DAN EKUITAS		58.592.861.660	56.865.287.982	***TOTAL LIABILITIES AND EQUITY***

Lihat Catatan atas Laporan Keuangan yang merupakan bagian yang tidak terpisahkan dari laporan keuangan secara keseluruhan.

See accompanying Notes to the Financial Statements which are an integral part of the financial statements.

PT DIGIPHOTO IMAGING INDONESIA
LAPORAN LABA RUGI DAN PENGHASILAN KOMPREHENSIF LAIN
UNTUK TAHUN YANG BERAKHIR PADA TANGGAL-TANGGAL 31 DESEMBER 2025 DAN 2024
(Disajikan dalam Rupiah, kecuali dinyatakan lain)

PT DIGIPHOTO IMAGING INDONESIA
STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(Expressed in Rupiah, unless otherwise stated)

	Catatan/ *Notes*	2025	2024	
PENJUALAN	2, 18	101.117.791.455	97.290.329.739	***SALES***
BEBAN POKOK PENJUALAN	2, 19	(69.169.106.561)	(66.630.440.312)	***COSTS OF SALES***
LABA KOTOR		31.948.684.894	30.659.889.427	***GROSS PROFIT***
Pendapatan lain-lain	2, 20	1.163.976.371	2.878.402.461	*Other income*
Beban penjualan	2, 21	(920.193.626)	(1.479.571.657)	*Selling expenses*
Beban umum dan administrasi	2, 22	(29.599.153.092)	(27.482.381.215)	*General and administrative expenses*
Beban lain-lain	2, 23	(2.317.710.964)	(940.723.309)	*Other expenses*
LABA SEBELUM MANFAAT (BEBAN) PAJAK PENGHASILAN		275.603.583	3.635.615.707	***INCOME BEFORE INCOME TAX BENEFIT (EXPENSE)***
MANFAAT (BEBAN) PAJAK PENGHASILAN				***INCOME TAX BENEFIT (EXPENSE)***
Kini	2, 25	(429.944.900)	(494.676.600)	*Current*
Tangguhan	2, 25	(91.130.994)	(134.495.359)	*Deferred*
Jumlah beban pajak penghasilan		(521.075.894)	(629.171.959)	*Total income tax expenses*
LABA (RUGI) TAHUN BERJALAN		(245.472.311)	3.006.443.748	***INCOME (LOSS) FOR THE YEAR***
PENGHASILAN (RUGI) KOMPREHENSIF LAIN				***OTHER COMPREHENSIVE INCOME (LOSS)***
Pos-pos yang tidak akan direklasifikasi ke laba rugi:				***Items not to be reclassified to profit and loss:***
Pengukuran kembali atas liabilitas imbalan kerja	2, 13	(139.440.831)	51.854.953	*Remeasurement of defined benefits obligation*
Pajak penghasilan terkait pos yang tidak akan direklasifikasi ke laba rugi	2, 25	30.676.983	(11.408.090)	*Income tax related to item not to be reclassified to profit or loss*
Jumlah penghasilan (rugi) komprehensif lain tahun berjalan – setelah pajak		(108.763.848)	40.446.863	*Total other comprehensive income (loss) for the year – net of tax*
LABA (RUGI) KOMPREHENSIF TAHUN BERJALAN		(354.236.159)	3.046.890.611	***COMPREHENSIVE INCOME (LOSS) FOR THE YEAR***

Lihat Catatan atas Laporan Keuangan yang merupakan bagian yang tidak terpisahkan dari laporan keuangan secara keseluruhan.

See accompanying Notes to the Financial Statements which are an integral part of the financial statements.

PT DIGIPHOTO IMAGING INDONESIA
LAPORAN PERUBAHAN EKUITAS
UNTUK TAHUN YANG BERAKHIR PADA TANGGAL-TANGGAL
31 DESEMBER 2025 DAN 2024
(Disajikan dalam Rupiah, kecuali dinyatakan lain)

PT DIGIPHOTO IMAGING INDONESIA
STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED
DECEMBER 31, 2025 AND 2024
(Expressed in Rupiah, unless otherwise stated)

	Modal Disetor/ *Share Capital*	Tambahan Modal Disetor/ *Additional Paid-in Capital*	Saldo Laba/ *Retained Earnings*	Komponen Ekuitas Lainnya/ *Other Equity Components*	Jumlah Ekuitas/ *Total Equity*	
Saldo 1 Januari 2024	5.262.600.000	409.706.900	13.137.890.226	(78.902.329)	18.731.294.797	*Balance as of January 1, 2024*
Laba komprehensif tahun berjalan	-	-	3.006.443.748	40.446.863	3.046.890.611	*Comprehensive income for the year*
Saldo 31 Desember 2024	5.262.600.000	409.706.900	16.144.333.974	(38.455.466)	21.778.185.408	*Balance as of December 31, 2024*
Rugi komprehensif tahun berjalan	-	-	(245.472.311)	(108.763.848)	(354.236.159)	*Comprehensive loss for the year*
Saldo 31 Desember 2025	5.262.600.000	409.706.900	15.898.861.663	(147.219.314)	21.423.949.249	*Balance as of December 31, 2025*

Lihat Catatan atas Laporan Keuangan yang merupakan bagian yang tidak terpisahkan dari laporan keuangan secara keseluruhan.

See accompanying Notes to the Financial Statements which are an integral part of the financial statements.

PT DIGIPHOTO IMAGING INDONESIA
LAPORAN ARUS KAS UNTUK TAHUN YANG BERAKHIR PADA TANGGAL-TANGGAL 31 DESEMBER 2025 DAN 2024
(Disajikan dalam Rupiah, kecuali dinyatakan lain)

PT DIGIPHOTO IMAGING INDONESIA
STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(Expressed in Rupiah, unless otherwise stated)

	2025	2024	
ARUS KAS DARI AKTIVITAS OPERASI			***CASH FLOWS FROM OPERATING ACTIVITIES***
Penerimaan dari pelanggan	100.488.459.212	96.467.882.811	*Cash received from customers*
Pembayaran kepada pemasok, karyawan, dan operasional	(95.919.815.890)	(93.336.105.075)	*Cash paid to suppliers, employees and operational*
Penerimaan bunga	1.008.151.831	859.163.414	*Interest received*
Kas yang diperoleh dari operasional	5.576.795.153	3.990.941.150	*Cash generated provided by operations*
Pembayaran pajak penghasilan	(2.679.410.108)	(361.303.198)	*Payment of taxes*
Kas Bersih Diperoleh dari Aktivitas Operasi	2.897.385.045	3.629.637.952	*Net Cash Flows Provided by Operating Activities*
ARUS KAS DARI AKTIVITAS INVESTASI			***CASH FLOWS FROM INVESTING ACTIVITY***
Perolehan aset tetap	(3.223.922.740)	(5.567.391.298)	*Acquisitions of fixed assets*
ARUS KAS DARI AKTIVITAS PENDANAAN			***CASH FLOWS FROM FINANCING ACTIVITIES***
Penerimaan piutang lain-lain – pihak berelasi	156.450.152	11.204.990.836	*Collection of other receivables – related parties*
Penambahan piutang pihak berelasi	(1.744.463.359)	(9.641.814.606)	*Addition of due from related parties*
Penambahan utang lain-lain – pihak berelasi	1.102.845.374	1.374.422.451	*Addition of other payables – related parties*
Pembayaran liabilitas sewa	(102.883.589)	(6.471.753)	*Payment of lease liabilities*
Kas Bersih Diperoleh dari (Digunakan untuk) Aktivitas Pendanaan	(588.051.422)	2.931.126.928	*Net Cash Provided by (Used in) Financing Activities*
KENAIKAN (PENURUNAN) BERSIH KAS DAN BANK	(914.589.117)	993.373.582	***NET INCREASE (DECREASE) IN CASH ON HAND AND IN BANKS***
KAS DAN BANK AWAL TAHUN	5.249.131.157	4.255.757.575	***CASH ON HAND AND IN BANKS AT BEGINNING OF THE YEAR***
KAS DAN BANK AKHIR TAHUN	4.334.542.040	5.249.131.157	***CASH ON HAND AND IN BANKS AT END OF THE YEAR***

Lihat Catatan atas Laporan Keuangan yang merupakan bagian yang tidak terpisahkan dari laporan keuangan secara keseluruhan.

See accompanying Notes to the Financial Statements which are an integral part of the financial statements.

1. UMUM

a. Pendirian Entitas dan Informasi Umum

PT Digiphoto Imaging Indonesia (Entitas) didirikan berdasarkan Akta Notaris No. 7, tanggal 23 Maret 2011 dari Notaris Hartono, S.H., Notaris di Bali. Akta pendirian ini telah disahkan oleh Menteri Hukum dan Hak Asasi Manusia Republik Indonesia dengan Surat Keputusan No. AHU-0028883.01.09 Tahun 2011, tanggal 12 April 2011 dan Pemberitahuan Persetujuan Presiden dari Badan Koordinasi Penanaman Modal (BKPM) No. 00723/I/PPM/PMA/2011, tanggal 15 Maret 2011.

Anggaran Dasar Perseroan telah mengalami beberapa kali perubahan, terakhir dengan Akta Notaris Hamidah Meutiasari, S.H., M.Kn. No. 5 tanggal 22 September 2015 tentang Perubahan Anggaran Dasar Perseroan. Perubahan ini telah disetujui oleh Menteri Hukum dan Hak Asasi Manusia Republik Indonesia dengan Surat Keputusan No. AHU-AH.01.03-0967421. Tahun 2015 tanggal 25 September 2015.

Sesuai dengan pasal 3 Anggaran Dasar Perseroan, ruang lingkup kegiatan Perseroan terutama bergerak dalam bidang perdagangan dan jasa.

Perusahaan berdomisili di Jakarta Barat dan berlokasi di kantor Soho Capital - Podomoro City Lt 16, Suite SC-1606A, Jl. S. Parman Kavling 28, Tanjung Duren Selatan, Grogol Petamburan, Jakarta Barat, Indonesia 11470. Operasional utama Entitas di Bali dan Jakarta.

Entitas beroperasi secara komersial sejak 2011.

b. Komisaris, Dewan Direksi, dan Karyawan

Anggota Komisaris dan Dewan Direktur Entitas pada tanggal 31 Desember 2025 dan 2024 adalah sebagai berikut:

Komisaris				
Komisaris	:	Kalapathy Sanghamitra R.	:	
Dewan Direksi				
Direktur Utama	:	Kalapathy Shankar R.	:	
Direktur	:	Yufendy	:	

Entitas memiliki 158 dan 186 karyawan tetap masing-masing pada tanggal 31 Desember 2025 dan 2024.

1. GENERAL

a. The Entity's Establishment and General Information

PT Digiphoto Imaging Indonesia (the Entity) was established on March 23, 2011 based on Notarial Deed No. 7 of Hartono, S.H., Notary in Bali. This deed was approved by Minister of law of the Republic of Indonesia under Decision Letter No. AHU-0028883.01.09 Tahun 2011, dated April 12, 2011 and Notifications of Presidential Approval from Capital Investment Coordinating Board (BKPM) No. 00723/I/PPM/PMA/2011, dated March 15, 2011.

The Articles of Association have been amended several times, most recently by Notarial Deed No. 5, dated September 22, 2015 of Hamidah Meutiasari, S.H., M.Kn., concerning the changes in the Entity's Articles of Association. This amendement was approved by the Minister of Law and Human Rights of the Republic of Indonesia in his Decision Letter No. AHU-AH.01.03-0967421. Tahun 2015, dated September 25, 2015.

In accordance with article 3 of the Entity's Articles of Association, the scope of its activities is to engage mainly in trading and services.

The Entity is domiciled in Jakarta Barat and its office is located at Soho Capital - Podomoro City Floor 16, Suite SC-1606A, Jl. S. Parman Kavling 28, Tanjung Duren Selatan, Grogol Petamburan, Jakarta Barat, Indonesia 11470. The Entity's operational is mainly in Bali and Jakarta.

The Entity is operating commercially since 2011.

b. Commissioners, Board of Director, and Employees

The members of the Entity's Commissioner and Board of Directors as of December 31, 2025 and 2024 are as follows:

Commissioner				
Commissioner	:	Kalapathy Sanghamitra R.	:	
Board of Directors				
President Director	:	Kalapathy Shankar R.	:	
Director	:	Yufendy	:	

The Entity has 158 and 186 permanent employees as of December 31, 2025 and 2024, respectively.

2. IKHTISAR KEBIJAKAN AKUNTANSI MATERIAL

a. Pernyataan Kepatuhan

Manajemen bertanggung jawab atas penyusunan dan penyajian laporan keuangan. Laporan keuangan telah disusun sesuai dengan Standar Akuntansi Keuangan di Indonesia yang mencakup Pernyataan Standar Akuntansi Keuangan (PSAK) dan Interpretasi Standar Akuntansi Keuangan (ISAK) yang dikeluarkan oleh Dewan Standar Akuntansi Keuangan Ikatan Akuntan Indonesia.

b. Dasar Penyusunan Laporan Keuangan

Laporan keuangan, kecuali untuk laporan arus kas, disusun berdasarkan pada saat terjadinya *(accrual basis)* dengan konsep biaya perolehan *(historical cost)*, kecuali beberapa akun tertentu disusun berdasarkan pengukuran lain sebagaimana diuraikan dalam kebijakan akuntansi masing-masing akun tersebut.

Biaya historis umumnya didasarkan pada nilai wajar dari imbalan yang diberikan dalam pertukaran barang dan jasa.

Nilai wajar adalah harga yang akan diterima untuk menjual suatu aset atau harga yang akan dibayar untuk mengalihkan suatu liabilitas dalam suatu transaksi teratur antara pelaku pasar pada tanggal pengukuran.

Laporan arus kas disajikan dengan metode langsung *(direct method)* dengan mengelompokkan arus kas dalam aktivitas operasi, investasi dan pendanaan.

Mata uang fungsional dan pelaporan yang digunakan dalam laporan keuangan adalah Rupiah (Rp).

Penyusunan laporan keuangan sesuai dengan Standar Akuntansi Keuangan di Indonesia mengharuskan penggunaan estimasi dan asumsi. Standar tersebut juga mengharuskan manajemen untuk membuat pertimbangan dalam proses penerapan kebijakan akuntansi Entitas. Area yang kompleks atau memerlukan tingkat pertimbangan yang lebih tinggi atau area di mana asumsi dan estimasi dapat berdampak material terhadap laporan keuangan diungkapkan di Catatan 3.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

a. Statement of Compliance

Management is responsible for the preparation and presentation of the financial statements, and have been prepared in accordance with the Indonesian Financial Accounting Standards (PSAK) which include Statements and Interpretations of Financial Accounting Standards (ISAK) issued by Financial Accounting Standards Board of the Indonesian Accountant Institute.

b. Basis of Preparation of Financial Statements

The financial statements except for the statements of cash flows, have been prepared on the accrual basis using historical cost concept of accounting, except for certain accounts which are measured on the bases described in the related accounting policies.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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.

The statements of cash flows are prepared using direct method by classifying cash flows into operating, investing and financing activities.

The functional and presentation currency used in the financial statements is Indonesian Rupiah (Rp).

The preparation of financial statements in conformity with Indonesian Financial Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Entity's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are material to the financial statements are disclosed in Note 3.

Penerapan dari amendemen dan revisi standar berikut yang berlaku pada tanggal 1 Januari 2025, tidak menimbulkan perubahan material terhadap kebijakan akuntansi Entitas dan efek material terhadap laporan keuangan:

- PSAK No. 221, mengenai "Pengaruh Perubahan Kurs Valuta Asing-Kekurangan Ketertukaran".

  Amendemen tentang kekurangan ketertukaran. Amendemen ini memperjelas pengaturan terkait kondisi ketika suatu mata uang tidak tertukarkan serta pengungkapannya.

- PSAK No. 117, mengenai "Kontrak Asuransi".

  PSAK No. 117 mengatur relaksasi beberapa ketentuan antara lain berupa penambahan pengecualian ruang lingkup, penyesuaian penyajian laporan keuangan, penerapan opsi mitigasi risiko dan beberapa modifikasi pada ketentuan transisi. PSAK No. 117 juga mensyaratkan pemisahan yang jelas antara pendapatan yang dihasilkan dari bisnis asuransi dengan yang berasal dari kegiatan investasi.

- PSAK No. 103, mengenai "Kombinasi Bisnis", PSAK No. 105, mengenai "Aset Tidak Lancar yang Dikuasai untuk Dijual dan Operasi yang Dihentikan", PSAK No. 107, mengenai "Instrumen Keuangan: Pengungkapan", PSAK No. 109, mengenai "Instrumen Keuangan", PSAK No. 115, mengenai "Pendapatan dari Kontrak dengan Pelanggan", PSAK No. 201, mengenai "Penyajian Laporan Keuangan", PSAK No. 207, mengenai "Laporan Arus Kas", PSAK No. 216, mengenai "Aset Tetap", PSAK No. 219, mengenai "Imbalan Kerja", PSAK No. 228, mengenai "Investasi pada Entitas Asosiasi dan Ventura Bersama", PSAK No. 232, mengenai "Instrumen Keuangan: Penyajian", PSAK No. 236, mengenai "Penurunan Nilai Aset", PSAK No. 237, mengenai "Provisi, Liabilitas Kontinjensi dan Aset Kontinjensi", PSAK No. 238, mengenai "Aset Takberwujud" dan PSAK No. 240, mengenai "Properti Investasi".

  Amendemen-amendemen tersebut sebagai konsekuensi atas berlaku efektifnya PSAK No. 117, mengenai "Kontrak Asuransi".

The implementation of the amended and revised standards which are effective on January 1, 2025 did not result in material changes to the accounting policies of the Entity and no material effect on the financial statements:

- *PSAK No. 221, regarding "The Impact of Changes in Foreign Exchange Rates-Lack of Exchangeability".*

  Amendments on non-convertibility. These amendments clarify the provisions regarding the conditions when a currency is non-convertible and the disclosure thereof.

- *PSAK No. 117 regarding "Insurance Contracts".*

  PSAK No. 117 regulates the relaxation of several provisions, including the addition of scope exceptions, adjustments to the presentation of financial statements, application of risk mitigation options and some modifications to transitional provisions. PSAK No. 117 also requires a clear separation between income generated from the insurance business and from investment activities.

- *PSAK No. 103, regarding "Business Combinations", PSAK No. 105, regarding "Non-Current Assets Held for Sale and Discontinued Operations", PSAK No. 107, regarding "Financial Instruments: Disclosures", PSAK No. 109, regarding "Financial Instruments", PSAK No. 115, regarding "Revenue from Contracts with Customers", PSAK No. 201, regarding "Presentation of Financial Statements", PSAK No. 207, regarding "Statements of Cash Flows", PSAK No. 216, regarding "Property, Plant and Equipment", PSAK No. 219, regarding "Employee Benefits", PSAK No. 228, regarding "Investments in Associates and Joint Ventures", PSAK No. 232, regarding "Financial Instruments: Presentation", PSAK No. 236, regarding "Impairment of Asset", PSAK No. 237, regarding "Provisions, Contingent Liabilities and Contingent Assets", PSAK No. 238, regarding "Intangible Assets" and PSAK No. 240, regarding "Investment Property".*

  These amendments resulted as a consequence of the effectiveness of PSAK No. 117, regarding "Insurance Contracts".

- PSAK No. 370, mengenai "Akuntansi Aset dan Liabilitas Pengampunan Pajak" dan ISAK No. 335, mengenai "Penyajian Laporan Keuangan Entitas Berorientasi Nonlaba".

  Amendemen-amendemen tersebut sebagai konsekuensi atas berlaku efektifnya SAK Indonesia untuk Entitas Privat.

- *PSAK No. 370, regarding "Accounting for Tax Amnesty Assets and Liabilities" and ISAK No. 335, regarding "Presentation of Financial Statements of Non-Profit Oriented Entities".*

  These amendments resulted as a consequence of the effectiveness of Indonesian SAK for Private Entities.

c. Instrumen Keuangan

Entitas melakukan penerapan PSAK No. 109, mengenai "Instrumen Keuangan".

Instrumen keuangan adalah setiap kontrak yang memberikan kenaikan nilai aset keuangan dari satu entitas dan liabilitas keuangan atau instrumen ekuitas dari entitas lainnya.

Aset Keuangan

Pengakuan Awal

Klasifikasi dan pengukuran aset keuangan harus didasarkan pada bisnis model dan arus kas kontraktual - apakah semata dari pembayaran pokok dan bunga (SPPI).

Aset keuangan diklasifikasikan dalam tiga kategori sebagai berikut:

1. Aset keuangan yang diukur pada biaya perolehan diamortisasi;
2. Aset keuangan yang diukur pada nilai wajar melalui laba rugi; dan
3. Aset keuangan yang diukur pada nilai wajar melalui penghasilan komprehensif lain.

Pengujian SPPI

Sebagai langkah pertama dari proses klasifikasi, Entitas menilai persyaratan kontraktual keuangan untuk mengidentifikasi apakah mereka memenuhi pengujian SPPI.

Nilai pokok untuk tujuan pengujian ini didefinisikan sebagai nilai wajar dari aset keuangan pada pengakuan awal dan dapat berubah selama umur aset keuangan (misalnya, jika ada pembayaran pokok atau amortisasi premi/diskon).

c. Financial Instruments

The Entity has applied PSAK No. 109 regarding "Financial Instruments".

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

Financial Assets

Initial Recognition

Classification and measurement of financial assets are based on business model and contractual cash flows - whether from solely payment of principal and interest (SPPI).

Financial assets are classified in the three categories as follows:

1. *Financial assets measured at amortized cost;*
2. *Financial assets measured at Fair Value Through Profit or Loss (FVTPL); and*
3. *Financial assets measured at Fair Value Through Other Comprehensive Income (FVOCI).*

SPPI Test

As a first step of its classification process, the Entity assesses the contractual terms of financial to identify whether they meet 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).

Elemen bunga yang paling signifikan dalam perjanjian biasanya adalah pertimbangan atas nilai waktu dari uang dan risiko kredit.

Untuk membuat penilaian SPPI, Entitas menerapkan pertimbangan dan memperhatikan faktor-faktor yang relevan seperti mata uang dimana aset keuangan didenominasikan dan periode pada saat suku bunga ditetapkan.

Sebaliknya, persyaratan kontraktual yang memberikan eksposur lebih dari *de minimis* atas risiko atau volatilitas dalam arus kas kontraktual yang tidak terkait dengan dasar pengaturan pinjaman, tidak menimbulkan arus kas kontraktual SPPI atas jumlah saldo. Dalam kasus seperti itu, aset keuangan diharuskan untuk diukur pada nilai wajar melalui laba rugi.

Penilaian Model Bisnis

Entitas menentukan model bisnisnya berdasarkan tingkat yang paling mencerminkan bagaimana Entitas mengelola aset keuangannya untuk mencapai tujuan bisnisnya.

Model bisnis Entitas tidak dinilai berdasarkan masing-masing instrumennya, tetapi pada tingkat portofolio secara agregat yang lebih tinggi dan didasarkan pada faktor-faktor yang dapat diamati seperti:

- Bagaimana kinerja model bisnis dan aset keuangan yang dimiliki dalam model bisnis tersebut dievaluasi dan dilaporkan kepada personel manajemen kunci;
- Risiko yang mempengaruhi kinerja model bisnis (dan aset keuangan yang dimiliki dalam model bisnis tersebut) dan, khususnya, bagaimana cara risiko tersebut dikelola;
- Frekuensi, nilai, dan waktu penjualan yang diharapkan, juga merupakan aspek penting dari penilaian Entitas.

Penilaian model bisnis didasarkan pada skenario yang diharapkan secara wajar tanpa mempertimbangkan skenario *"worst case"* atau *"stress case"*. Jika arus kas setelah pengakuan awal direalisasikan dengan cara yang berbeda dari yang awal diharapkan, Entitas tidak mengubah klasifikasi aset keuangan dimiliki yang tersisa dalam model bisnis tersebut, tetapi memasukkan informasi tersebut dalam melakukan penilaian atas aset keuangan yang baru atau yang baru dibeli selanjutnya.

The most significant elements of interest within an arrangement are typically the consideration for the time value of money and credit risk.

To make the SPPI assessment, the Entity 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.

In contrast, contractual terms that introduce a more than de minimis exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement, do not give rise to contractual cash flows that are solely payments of principal and interest on the amount outstanding. In such cases, the financial asset is required to be measured as FVTPL.

Business Model Assessment

The Entity determines its business model at the level that best reflects how it manages the Entity's financial assets to achieve its business objective.

The Entity'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 entity'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;*
- *The expected frequency, value, and timing of sales are also important aspects of the Entity assessment.*

The business model assessment is based on reasonably expected scenarios without taking "worst case" or "stress case" scenarios into account. If cash flows after initial recognition are realised in a way that is different from original expectations, the Entity does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

Aset keuangan yang diukur pada biaya perolehan diamortisasi jika aset keuangan dikelola dalam model bisnis yang bertujuan untuk memiliki aset keuangan dalam rangka mendapatkan arus kas kontraktual dan persyaratan kontraktual dari aset keuangan yang pada tanggal tertentu meningkatkan arus kas yang semata dari pembayaran pokok dan bunga (SPPI) dari jumlah pokok terutang.

Financial assets are measured at amortized cost if the financial asset is managed in a business model aimed at owning a financial asset in order to obtain a contractual cash flow and the contractual requirements of a financial asset that on a given date increases the cash flow solely from the principal and interest payments (SPPI) of the amount owed.

Pada saat pengakuan awal, aset keuangan yang diukur pada biaya perolehan diamortisasi diakui pada nilai wajarnya ditambah biaya transaksi dan selanjutnya diukur pada biaya perolehan diamortisasi dengan menggunakan suku bunga efektif.

At initial recognition, the financial assets measured at amortized cost are recognized at the fair value plus the transaction fee and subsequently measured at amortized cost by using the effective interest rate.

Pendapatan bunga dari aset keuangan yang diukur pada biaya perolehan diamortisasi dicatat dalam laporan laba rugi dan penghasilan komprehensif lain dan diakui sebagai "Pendapatan Keuangan". Ketika penurunan nilai terjadi, kerugian penurunan nilai diakui sebagai pengurang dari nilai tercatat aset keuangan dan diakui didalam laporan keuangan sebagai "Rugi Penurunan Nilai".

Interest income from financial assets measured at amortized cost is recorded in the statement of profit and loss and other comprehensive income and is recognized as "Finance Income". When a decline in value occurs, the impairment loss is recognized as a deduction of the recorded value of the financial asset and is recognized in the financial statements as "Impairment Loss".

Kecuali piutang usaha yang tidak mengandung komponen pembiayaan yang signifikan atau yang diterapkan oleh Entitas secara praktis. Semua aset keuangan pada awalnya diakui sebesar nilai wajarnya ditambah dengan biaya-biaya transaksi, kecuali aset keuangan dicatat pada nilai wajar melalui laba rugi.

With the exception of trade receivables that do not contain a significant financing component or for which the Entity has applied the practical expedient. All financial assets are recognized initially at fair value plus transaction costs, except in the case of financial assets which are recorded at fair value through profit or loss.

Piutang usaha yang tidak mengandung komponen pembiayaan yang signifikan atau dimana Entitas menerapkan kebijaksanaan praktisnya diukur pada harga transaksi sebagaimana diungkapkan dalam "Pendapatan dari Kontrak dengan Pelanggan".

Trade receivables that do not contain a significant financing component or for which the Entity has applied the practical expedient are measured at the transaction price as disclosed in "Revenue from Contracts with Customers".

Aset keuangan diklasifikasikan sebagai aset lancar, jika jatuh tempo dalam waktu 12 bulan dari akhir periode pelaporan, jika tidak maka aset keuangan ini diklasifikasikan sebagai aset tidak lancar.

Financial assets in this category are classified as current assets if expected to be settled within 12 months from end of reporting period, otherwise they are classified as non-current.

Pengukuran Setelah Pengakuan Awal

Subsequent Measurement

Pengukuran aset keuangan setelah pengakuan awal tergantung pada klasifikasinya sebagai berikut:

The subsequent measurement of financial assets depends on their classification as follows:

(i) Aset keuangan yang diukur pada biaya perolehan diamortisasi

(i) Financial assets measured at amortized cost

Aset keuangan yang diukur dengan biaya diamortiasi selanjutnya diukur dengan menggunakan metode suku bunga efektif

Financial assets measured at amortized cost are subsequently measured using the effective interest rate ("EIR"), method less allowance

(Effective Interest Rate) ("EIR"), setelah dikurangi dengan penurunan nilai. Biaya perolehan yang diamortisasi dihitung dengan memperhitungkan diskonto atau premi atas biaya akuisisi atau biaya yang merupakan bagian integral dari EIR tersebut. Amortisasi EIR dicatat dalam laporan laba rugi dan penghasilan komprehensif lain. Kerugian yang timbul dari penurunan nilai juga diakui pada laporan laba rugi dan penghasilan komprehensif lain.

for impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition fees or costs that are an integral part of the EIR. The EIR amortization is included in the statements of profit or loss and other comprehensive income. The losses arising from impairment are also recognized in the statements of profit or loss and other comprehensive income.

Metode suku bunga efektif

Effective interest rate method

Metode suku bunga efektif adalah metode yang digunakan untuk menghitung biaya perolehan diamortisasi dari instrumen keuangan dan metode untuk mengalokasikan pendapatan bunga atau biaya selama periode yang relevan. Suku bunga efektif adalah suku bunga yang secara tepat mendiskontokan estimasi penerimaan atau pembayaran kas masa depan (mencakup seluruh komisi dan bentuk lain yang dibayarkan dan diterima oleh para pihak dalam kontrak yang merupakan bagian yang tak terpisahkan dari suku bunga efektif, biaya transaksi dan premium dan diskonto lainnya) selama perkiraan umur instrumen keuangan, atau, jika lebih tepat, digunakan periode yang lebih singkat untuk memperoleh nilai tercatat bersih dari aset keuangan pada saat pengakuan awal.

The effective interest rate method is a method of calculating the amortized cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial instrument, or where appropriate, a shorter period to the net carrying amount on initial recognition.

Pendapatan diakui berdasarkan suku bunga efektif untuk instrumen keuangan selain dari instrumen keuangan yang diukur pada nilai wajar melalui laba rugi.

Income is recognized on an effective interest basis for financial instruments other than those financial instruments measured at FVTPL.

Pada tanggal 31 Desember 2025 dan 2024, aset keuangan yang diukur pada biaya perolehan diamortisasi meliputi kas dan bank, piutang usaha – pihak ketiga, piutang lain-lain – pihak berelasi, piutang pihak berelasi dan jaminan.

As of December 31, 2025 and 2024, financial assets measured at amortized cost consist of cash on hand and in banks, trade receivables – third parties, other receivables – related parties, due from related parties and security deposits.

(ii) Aset keuangan yang diukur pada nilai wajar melalui laba rugi

(ii) Financial assets measured at FVTPL

Aset keuangan yang diukur pada nilai wajar melalui laba rugi selanjutnya disajikan dalam laporan posisi keuangan sebesar nilai wajar, dengan perubahan nilai wajar yang diakui dalam laporan laba rugi dan penghasilan komprehensif lain.

Financial assets measured at FVTPL are subsequently carried in the statements of financial position at fair value, with changes in fair value recognized in the statement of profit or loss and other comprehensive income.

Dividen atas investasi diakui sebagai "Pendapatan Operasional Lain-lain" dalam laporan laba rugi dan penghasilan komprehensif lain ketika hak pembayaran telah ditetapkan.

Dividends on investments are recognized as "Other Operating Income" in the statements of profit or loss and other comprehensive income when the right of payment has been established.

Pada tanggal 31 Desember 2025 dan 2024, Entitas tidak memiliki aset keuangan yang diukur pada nilai wajar melalui laba rugi.

As of December 31, 2025 and 2024, the Entity has no financial assets measured at FVTPL.

(iii) Aset keuangan yang diukur pada nilai wajar melalui penghasilan komprehensif lain

(iii) Financial assets measured at FVOCI

Keuntungan dan kerugian dari nilai wajar diakui dalam penghasilan komprehensif lain. Pendapatan bunga, kerugian penurunan nilai atau pembalikan, dan keuntungan dan kerugian selisih kurs diakui dalam laba rugi. Bunga yang diperoleh dari investasi dihitung menggunakan metode EIR. Ketika instrumen hutang dihentikan pengakuannya, keuntungan atau kerugian kumulatif yang sebelumnya diakui dalam pendapatan komprehensif lain direklasifikasi dari ekuitas ke laba rugi sebagai penyesuaian reklasifikasi.

Fair value gains and losses are recognized in other comprehensive income. Interest income, impairment losses or reversals, and foreign exchange gains and losses are recognised in profit or loss. Interest earned on investments is calculated using the EIR method. When debt instrument is derecognized, the cumulative gain or loss previously recognized in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment.

Pada tanggal 31 Desember 2025 dan 2024, Entitas tidak memiliki aset keuangan yang diukur pada nilai wajar melalui penghasilan komprehensif lain.

As of December 31, 2025 and 2024, the Entity has no financial assets measured at FVOCI.

Liabilitas Keuangan

Financial Liabilities

Pengakuan Awal

Initial Recognition

Liabilitas keuangan dalam lingkup PSAK No. 109 diklasifikasikan sebagai berikut:

Financial liabilities within the scope of PSAK No. 109 are classified as follows:

1. Liabilitas keuangan yang diukur pada biaya perolehan diamortisasi; dan
2. Liabilitas keuangan yang diukur pada nilai wajar melalui laba rugi.

1. *Financial liabilities measured at amortized cost; and*
2. *Financial liabilities measured at Fair Value Through Profit or Loss (FVTPL).*

Entitas menentukan klasifikasi liabilitas keuangan mereka pada saat pengakuan awal.

The Entity determines the classification of its financial liabilities at initial recognition.

Liabilitas keuangan awalnya diukur sebesar nilai wajarnya. Biaya transaksi yang dapat diatribusikan secara langsung dengan perolehan liabilitas keuangan (selain liabilitas keuangan yang diukur pada nilai wajar melalui laba rugi) ditambahkan atau dikurangkan dari nilai wajar liabilitas keuangan, yang sesuai, pada pengakuan awal.

Financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of financial liabilities (other than financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial liabilities, as appropriate, on initial recognition.

Biaya transaksi yang dapat diatribusikan secara langsung dengan perolehan liabilitas keuangan yang diukur pada nilai wajar melalui laba rugi langsung diakui dalam laba rugi.

Transaction costs directly attributable to the acquisition of financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

Entitas mengklasifikasikan sebagai liabilitas jangka pendek jika:

a. entitas memperkirakan akan menyelesaikan liabilitas tersebut dalam siklus operasi normal;
b. entitas memiliki liabilitas tersebut untuk tujuan diperdagangkan;
c. liabilitas tersebut jatuh tempo untuk diselesaikan dalam jangka waktu dua belas bulan setelah periode pelaporan; atau
d. entitas tidak memiliki hak tanpa syarat untuk menangguhkan penyelesaian liabilitas selama sekurang-kurangnya dua belas bulan setelah periode pelaporan.

The Entity shall classify a liability as current when:

a. it expects to settle the liability in its operating cycle;
b. it holds the liability primarily for the purpose of trading;
c. the liability is due to be settled within twelve months after the reporting period; or
d. it does not have the right at the end of the reporting period to defer settlement of the liability for at least twelve months after the reporting period.

Entitas mengklasifikasikan liabilitas yang tidak termasuk dalam kriteria diatas sebagai liabilitas jangka panjang.

The Entity classifies all other liabilities as non-current.

Entitas mengklasifikasikan suatu liabilitas sebagai liabilitas jangka panjang jika Entitas mempunyai hak untuk menunda penyelesaian liabilitas tersebut setidaknya selama 12 bulan setelah periode pelaporan. Hal ini berlaku terlepas dari apakah Entitas bermaksud menyelesaikan liabilitasnya dalam waktu 12 bulan ke depan, dan meskipun Entitas menyelesaikan liabilitas sebelum laporan keuangan diotorisasi untuk diterbitkan. Namun, dalam kasus ini, Entitas mengungkapkan informasi mengenai waktu penyelesaian agar pengguna laporan keuangan dapat memahami dampak liabilitas terhadap posisi keuangan Entitas.

The Entity classifies a liability as non-current if it has a right to defer settlement of the liability for at least 12 months after the reporting period. This applies regardless of whether the Entity intends to settle the liability within the next 12 months, and even if it settles the liability before the financial statements are authorized for issue. However, in these cases, the Entity discloses information about the timing of the settlement to enable the users of their financial statements to understand the impact of the liability on the Entity's financial position.

Pengukuran Setelah Pengakuan Awal

Subsequent Measurement

Pengukuran liabilitas keuangan setelah pengakuan awal tergantung pada klasifikasinya sebagai berikut:

The subsequent measurement of financial liabilities depends on their classification as follows:

(i) Liabilitas keuangan yang diukur pada biaya perolehan diamortisasi

Liabilitas keuangan yang diukur pada biaya perolehan diamortisasi selanjutnya diukur dengan menggunakan metode EIR. Amortisasi EIR termasuk di dalam biaya keuangan dalam laporan laba rugi dan penghasilan komprehensif lain.

Keuntungan atau kerugian diakui dalam laporan laba rugi dan penghasilan komprehensif lain pada saat liabilitas tersebut dihentikan pengakuannya serta melalui proses amortisasi EIR.

(i) Financial liabilities measured at amortized cost

Financial liabilities measured at amortized cost are subsequently measured using the EIR method. The EIR amortization is included in finance costs in the statements of profit or loss and other comprehensive income.

Gains or losses are recognized in the statements of profit or loss and other comprehensive income when the liabilities are derecognized as well as through the EIR amortization process.

Pada tanggal 31 Desember 2025 dan 2024, liabilitas keuangan yang diukur pada biaya perolehan diamortisasi meliputi utang usaha, utang lain-lain – pihak berelasi, beban masih harus dibayar dan liabilitas sewa.

As of December 31, 2025 and 2024, financial liabilities measured at amortized cost consist of trade payables, other payables – related parties, accrued expenses and lease liabilities.

(ii) Liabilitas keuangan yang diukur pada nilai wajar melalui laba rugi

(ii) Financial liabilities measured at FVTPL

Liabilitas keuangan yang diukur pada nilai wajar melalui laporan laba rugi termasuk liabilitas keuangan untuk diperdagangkan dan liabilitas keuangan yang ditetapkan pada saat pengakuan awal untuk diukur pada nilai wajar melalui laba rugi.

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

Liabilitas keuangan diklasifikasikan sebagai kelompok untuk diperdagangkan jika mereka diperoleh untuk tujuan dijual atau dibeli kembali dalam waktu dekat. Kategori ini termasuk instrumen keuangan derivatif yang diambil Entitas yang tidak ditujukan sebagai instrumen lindung nilai dalam hubungan lindung nilai sebagaimana didefinisikan dalam PSAK No. 109. Derivatif melekat yang dipisahkan juga diklasifikasikan sebagai kelompok diperdagangkan kecuali mereka ditetapkan sebagai instrumen lindung nilai efektif.

Financial liabilities are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. This category includes derivative financial instruments entered into by the Entity that is not designated as hedging instruments in hedge relationships as defined by PSAK No. 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Keuntungan atau kerugian atas liabilitas yang dimiliki untuk diperdagangkan diakui dalam laporan laba rugi dan penghasilan komprehensif lain.

Gains or losses on liabilities held for trading are recognized in the statement of profit or loss and other comprehensive income.

Pada tanggal 31 Desember 2025 dan 2024, Entitas tidak memiliki liabilitas keuangan yang diukur pada nilai wajar melalui laba rugi.

As of December 31, 2025 and 2024, the Entity has no financial liabilities measured at FVTPL.

Saling Hapus Instrumen Keuangan

Offsetting of Financial Instruments

Aset keuangan dan liabilitas keuangan saling hapus dan nilai bersih disajikan dalam laporan posisi keuangan jika, dan hanya jika, saat ini memiliki hak yang dapat dipaksakan secara hukum untuk melakukan saling hapus atas jumlah yang telah diakui dan berniat untuk menyelesaikan secara neto, atau untuk merealisasikan aset dan menyelesaikan kewajibannya secara simultan.

Financial assets and financial liabilities are offset and the net amount reported in the statements of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

Hak yang berkekuatan hukum tersebut tidak harus bergantung pada kejadian masa depan dan harus dapat dilaksanakan dalam kegiatan usaha normal dan dalam hal gagal bayar, pailit atau kebangkrutan dari Entitas atau pihak lawan.

The legally enforceable right must not be contingent on future events and must be enforceable in the norma course of business and in the event of default, insolvency or bankruptcy of the Entity or the counterparty.

Penurunan Nilai dari Aset Keuangan

Impairment of Financial Assets

Pada setiap periode pelaporan, Entitas menilai apakah risiko kredit dari instrumen keuangan telah meningkat secara signifikan sejak pengakuan awal. Ketika melakukan penilaian, Entitas menggunakan perubahan atas risiko gagal bayar yang terjadi sepanjang perkiraan usia instrumen keuangan daripada perubahan atas jumlah kerugian kredit ekspektasian. Dalam melakukan penilaian, Entitas membandingkan antara risiko gagal bayar yang terjadi atas instrumen keuangan pada saat periode pelaporan dengan risiko gagal bayar yang terjadi atas instrumen keuangan pada saat pengakuan awal dan mempertimbangkan kewajaran serta ketersediaan informasi, yang tersedia tanpa biaya atau usaha pada saat tanggal pelaporan terkait dengan kejadian masa lalu, kondisi terkini dan perkiraan atas kondisi ekonomi di masa depan, yang mengindikasikan kenaikan risiko kredit sejak pengakuan awal.

At each reporting date, the Entity assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Entity uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Entity compares the risk of a default occurring on the financial instrument as of the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and consider reasonable and supportable information, that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions, that is indicative of significant increases in credit risk since initial recognition.

Untuk piutang usaha, Entitas menerapkan pendekatan yang disederhanakan dalam menghitung kerugian kredit ekspektasian. Entitas mengakui penyisihan kerugian berdasarkan kerugian kredit ekspektasian sepanjang umurnya pada setiap akhir periode pelaporan. Kerugian kredit ekspektasian dari aset keuangan ini diperkirakan menggunakan matriks provisi berdasarkan pengalaman kerugian kredit historis Entitas, disesuaikan dengan faktor masa depan yang spesifik untuk debitur dan lingkungan ekonomi, termasuk nilai waktu dari uang jika diperlukan.

For trade receivable, the Entity applies a simplified approach in calculating expected credit losses. The Entity recognizes a loss allowance based on lifetime expected credit losses at the end of each reporting period. The expected credit losses on these financial assets are estimated using a provision matrix based on the Entity's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment, including time value of money where appropriate.

Ketika risiko kredit pada instrumen keuangan yang mana kerugian kredit ekspektasian sepanjang umurnya telah diakui pada periode setelah tanggal pelaporan mengalami peningkatan, dan persyaratan untuk mengakui kerugian kredit ekspektasian sepanjang umurnya tidak lagi terpenuhi, maka cadangan kerugian diukur pada jumlah yang sama dengan 12 bulan dari kerugian kredit ekspektasian pada periode pelaporan saat ini, kecuali untuk aset yang menggunakan pendekatan yang disederhanakan.

When the credit risks on financial instruments for which lifetime expected credit losses have been recognized subsequently improves, and the requirement for recognizing lifetime expected credit losses is no longer met, the loss allowance is measured at an amount equal to 12 months expected credit losses at the current reporting period, except for assets for which simplified approach was used.

Entitas mengakui rugi penurunan nilai (pemulihan) dalam laba rugi untuk semua aset keuangan dengan penyesuaian yang sesuai dengan jumlah tercatatnya melalui akun penyisihan kerugian, kecuali untuk investasi dalam instrumen utang yang diukur pada nilai wajar melalui penghasilan komprehensif lain, di mana penyisihan kerugian diakui dalam penghasilan komprehensif lain dan tidak mengurangi jumlah tercatat aset keuangan dalam laporan posisi keuangan.

The Entity recognizes impairment loss (reversals) in profit or loss for all financial assets with corresponding adjustment to their carrying amount through a loss allowance account, except for investment in debt instruments that are measured at FVOCI, for which the loss allowance is recognized in other comprehensive income and does not reduce the carrying amount of the financial asset in the statements of financial position.

Penghentian Pengakuan Aset dan Liabilitas Keuangan

Derecognition of Financial Assets and Financial Liabilities

Aset keuangan

Financial assets

Aset keuangan (atau mana yang lebih tepat, bagian dari aset keuangan atau bagian dari kelompok aset keuangan serupa) dihentikan pengakuannya pada saat: (1) hak untuk menerima arus kas yang berasal dari aset tersebut telah berakhir; atau (2) Entitas telah mengalihkan hak mereka untuk menerima arus kas yang berasal dari aset atau berkewajiban untuk membayar arus kas yang diterima secara penuh tanpa penundaan material kepada pihak ketiga dalam perjanjian *"pass-through"*; dan baik (a) Entitas telah secara substansial, mengalihkan seluruh risiko dan manfaat dari aset, atau (b) Entitas secara substansial tidak mengalihkan atau tidak memiliki seluruh risiko dan manfaat suatu aset, namun telah mengalihkan kendali atas aset tersebut.

A financial asset (or where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized when: (1) the rights to receive cash flows from the asset have expired; or (2) the Entity has transferred their rights to receive cash flows from the asset or have assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Entity has transferred substantially all the risks and rewards of the asset, or (b) the Entity has neither transferred nor retained substantially all the risks and rewards of the asset, but have transferred control of the asset.

Liabilitas keuangan

Financial liability

Liabilitas keuangan dihentikan pengakuannya pada saat liabilitas tersebut berakhir atau dibatalkan atau kadaluwarsa.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or has expired.

Dalam hal suatu liabilitas keuangan yang ada digantikan oleh liabilitas keuangan lain dari pemberi pinjaman yang sama dengan persyaratan yang berbeda secara substansial atau modifikasi secara substansial atas persyaratan dari suatu liabilitas yang ada, pertukaran atau penghentian pengakuan liabilitas awal dan pengakuan liabilitas baru, dan selisih antara nilai tercatat masing-masing liabilitas diakui dalam laporan laba rugi dan penghasilan komprehensif lain.

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 a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the statements of profit or loss and other comprehensive income.

Nilai Wajar Instrumen Keuangan

Fair Value of Financial Instruments

Entitas menilai instrumen keuangan, termasuk derivatif, sebesar nilai wajar pada setiap tanggal laporan posisi keuangan.

The Entity measures financial instruments, including derivatives, at fair value at each statements of financial position date.

Nilai wajar adalah harga yang akan diterima untuk menjual suatu aset atau harga yang akan dibayar untuk mengalihkan suatu liabilitas dalam transaksi teratur antara pelaku pasar pada tanggal pengukuran. Pengukuran nilai wajar mengasumsikan bahwa transaksi untuk menjual aset atau mengalihkan liabilitas terjadi:

- Di pasar utama untuk aset dan liabilitas tersebut, atau
- Jika tidak terdapat pasar utama, di pasar yang paling menguntungkan untuk aset atau liabilitas tersebut.

Entitas harus memiliki akses ke pasar utama atau pasar yang paling menguntungkan.

Nilai wajar aset atau liabilitas diukur menggunakan asumsi yang akan digunakan pelaku pasar ketika menentukan harga aset atau liabilitas tersebut, dengan asumsi bahwa pelaku pasar utamanya bertindak untuk kepentingan ekonomi terbaik mereka.

Pengukuran nilai wajar atas aset nonkeuangan memperhitungkan kemampuan pelaku pasar dalam menghasilkan manfaat ekonomi tertinggi dalam penggunaan aset atau dengan menjualnya kepada pelaku pasar lain yang akan menggunakan aset tersebut secara maksimal.

Entitas menggunakan teknik penilaian yang sesuai dengan keadaan dan dimana data memadai tersedia untuk mengukur nilai wajar, memaksimalkan penggunaan *input* yang dapat diobservasi yang relevan dan meminimalkan penggunaan *input* relevan yang tidak dapat diobservasi.

Semua aset dan liabilitas dimana nilai wajar diukur atau diungkapkan dalam laporan keuangan dapat dikategorikan pada level hirarki nilai wajar, sebagaimana dijelaskan di bawah ini, berdasarkan tingkatan *input* terendah yang signifikan atas pengukuran nilai wajar secara keseluruhan:

- Level 1 - Harga kuotasian (tanpa penyesuaian) di pasar aktif untuk aset atau liabilitas yang identik;
- Level 2 - Teknik penilaian dimana *input* level terendah yang signifikan terhadap pengukuran nilai wajar yang dapat diobservasi baik secara langsung atau tidak langsung;
- Level 3 - Teknik penilaian dimana *input* level terendah yang signifikan terhadap pengukuran yang tidak dapat diobservasi.

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- *In the principal market for the asset and liability, or*
- *In the absence of a principal market, in the most advantageous market for the asset or liability.*

The principal or the most advantageous market must be accessible to by the Entity.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a nonfinancial asset takes into account a market participant's ability to generate economi benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Entity uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- *Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities;*
- *Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;*
- *Level 3 - Valuation techniques fo which the lowest level input that is significant to the fair value measurement is unobservable.*

Untuk aset dan liabilitas yang diakui sebesar nilai wajar dalam laporan keuangan secara berulang, Entitas menentukan apakah terjadi transfer antara level di dalam hirarki dengan cara mengevaluasi kategori (berdasarkan *input* level terendah yang signifikan dalam pengukuran nilai wajar secara keseluruhan) pada setiap akhir periode pelaporan.

Untuk tujuan pengungkapan nilai wajar, Entitas telah menentukan kategori aset dan liabilitas berdasarkan sifat, karakteristik, dan risiko dari aset atau liabilitas tersebut, dan level hirarki nilai wajar seperti dijelaskan di atas.

Penyesuaian Risiko Kredit

Entitas melakukan penyesuaian harga dalam kondisi pasar yang lebih menguntungkan untuk mencerminkan adanya perbedaan risiko kredit di pihak lawan antara instrumen yang diperdagangkan di pasar tersebut dengan instrumen yang sedang dinilai untuk posisi aset keuangan. Dalam menentukan nilai wajar liabilitas keuangan, risiko kredit Entitas terkait dengan instrumen harus diperhitungkan.

d. Transaksi dengan Pihak-pihak Berelasi

Entitas melakukan transaksi dengan pihak-pihak berelasi seperti yang dinyatakan dalam PSAK No. 224, mengenai "Pengungkapan Pihak-pihak Berelasi".

Pihak-pihak berelasi adalah orang atau entitas yang terkait dengan entitas pelapor:

(a) Orang atau anggota keluarga terdekat mempunyai relasi dengan entitas pelapor jika orang tersebut:
  (i) memiliki pengendalian atau pengendalian bersama atas entitas pelapor;
  (ii) memiliki pengaruh signifikan atas entitas pelapor; atau
  (iii) personil manajemen kunci entitas pelapor atau entitas induk entitas pelapor.

For assets and liabilities that ar recognized at fair value in the financial statements on recurring basis, the Entity determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting year.

For the purpose of fair value disclosures, the Entity have determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Credit Risk Adjustment

The Entity adjusts the price in the more advantageous market to reflect any differences in counterparty credit risk between instruments traded in that market and the ones being valued for financial asset positions. In determining the fair value of financial liability positions, the Entity's own credit risk associated with the instrument is taken into account.

d. Transaction with Related Parties

The Entity has transactions with entities that are regarded as having special relationship as defined by PSAK No. 224, regarding "Related Parties Disclosures".

Related party represents a person or an entity who is related to the reporting entity:

(a) A person or a close member of the person's family is related to a reporting entity if that person:
  (i) has control or joint control over the reporting entity;
  (ii) has significant influence over the reporting entity; or
  (iii) is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.

(b) Suatu entitas berelasi dengan entitas pelapor jika memenuhi salah satu hal berikut:
   (i) entitas dan entitas pelapor adalah anggota dari kelompok usaha yang sama (artinya entitas induk, entitas anak, berikutnya terkait dengan entitas lain);
   (ii) satu entitas adalah entitas asosiasi atau ventura bersama dari entitas lain (atau entitas asosiasi atau ventura bersama yang merupakan anggota suatu kelompok usaha, yang mana entitas lain tersebut adalah anggotanya);
   (iii) kedua entitas tersebut adalah ventura bersama dari pihak ketiga yang sama;
   (iv) satu entitas adalah ventura bersama dari entitas ketiga dan entitas yang lain adalah entitas asosiasi dari entitas ketiga;
   (v) entitas tersebut adalah suatu program imbalan paskakerja untuk imbalan kerja dari salah satu entitas pelapor atau entitas yang terkait dengan entitas pelapor. Jika entitas pelapor adalah entitas yang menyelenggarakan program tersebut, maka entitas sponsor juga berelasi dengan entitas pelapor;
   (vi) entitas yang dikendalikan atau dikendalikan bersama oleh orang yang diidentifikasi dalam huruf (a);
   (vii) orang yang diidentifikasi dalam huruf (a) (i) memiliki pengaruh signifikan atas entitas atau personil manajemen kunci entitas (atau entitas induk dari entitas);
   (viii) entitas, atau anggota dari kelompok yang mana entitas merupakan bagian dari kelompok tersebut, menyediakan jasa personil manajemen kunci kepada entitas pelapor atau kepada entitas induk dari entitas pelapor.

Seluruh saldo dan transaksi yang signifikan dengan pihak-pihak berelasi, baik yang dilakukan ataupun tidak dilakukan dengan persyaratan dan kondisi normal sebagaimana yang dilakukan dengan pihak ketiga, diungkapkan dalam catatan atas laporan keuangan.

(b) An entity is related to a reporting entity if any of the following conditions applies:
   (i) the entity's and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
   (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
   (iii) both entities are joint ventures of the same third party;
   (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
   (v) the entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity;
   (vi) the entity is controlled or jointly controlled by a person identified in (a);
   (vii) a person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity);
   (viii) the entity, or any member of a group of which it is a part, provided key management personnel services to the reporting entity or to the parent of the reporting entity.

All balances and significant transactions with related parties, whether it is done or not done with the terms and conditions as those with third parties, are disclosed in the notes to the financial statements.

e. Kas dan Bank

Sesuai dengan PSAK No. 207, mengenai "Laporan Arus Kas", kas dan bank terdiri dari kas dan bank. Kas dan bank tidak digunakan sebagai jaminan atas liabilitas dan pinjaman lainnya dan tidak dibatasi penggunaannya.

e. Cash on Hand and in Banks

According to PSAK No. 207, regarding "Statements of Cash Flows", cash on hand and in banks consist of cash on hand and cash in bank. Cash on hand and in banks are not pledged as collaterals for liabilities and other loans and not restricted.

f. Persediaan

Sesuai dengan PSAK No. 202, mengenai "Persediaan", persediaan dinyatakan sebesar nilai yang lebih rendah antara harga perolehan atau nilai realisasi neto (*the lower of cost or net realizable value)*. Biaya perolehan ditentukan dengan metode rata-rata tertimbang *(weighted-average method)*.

Nilai realisasi neto merupakan estimasi harga jual dalam kegiatan usaha normal dikurangi estimasi biaya penyelesaian dan estimasi biaya yang diperlukan untuk membuat penjualan.

f. Inventories

According to PSAK No. 202, regarding "Inventories", inventories are stated at the lower of cost or net realizable value. Cost is determined using the weighted-average method.

Net realizable value represents the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale.

g. Biaya Dibayar di Muka

Biaya dibayar di muka dibebankan pada laba rugi tahun berjalan sesuai masa manfaat masing-masing biaya dengan menggunakan metode garis lurus (*straight-line method*).

g. Prepaid Expenses

Prepaid expenses are amortized over their beneficial periods by using the straight-line method.

h. Aset Tetap

Sesuai dengan PSAK No. 216, mengenai "Aset Tetap", aset tetap yang dimiliki untuk digunakan dalam produksi atau penyediaan barang atau jasa atau untuk tujuan administratif dicatat berdasarkan biaya perolehan setelah dikurangi akumulasi penyusutan dan akumulasi kerugian penurunan nilai.

Penyusutan dihitung dengan menggunakan metode garis lurus *(straight-line method)*. Umur ekonomis aset tetap adalah sebagai berikut:

h. Fixed Assets

According with PSAK No. 216, regarding "Fixed Assets", fixed assets held for use in the production or supply of goods or services, or for administrative purposes are stated at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is computed using the straight-line method. The useful lives of the fixed assets are as follows:

	Umur Ekonomis/*Useful Lives*	
Peralatan dan komputer	5	*Computer and equipment*
Perlengkapan dan *furniture*	5	*Furniture and fixture*
Kendaraan	5	*Vehicles*

Biaya perbaikan dan perawatan dibebankan pada laporan laba rugi dan penghasilan komprehensif lain pada saat terjadinya biaya-biaya tersebut. Sedangkan biaya-biaya yang berjumlah besar dan sifatnya meningkatkan kondisi aset secara signifikan dikapitalisasi.

Aset tetap yang sudah tidak digunakan lagi atau dijual, biaya perolehan serta akumulasi penyusutan dan amortisasi dikeluarkan dari kelompok aset tetap yang bersangkutan dan laba atau rugi yang terjadi dibukukan dalam laporan laba rugi dan penghasilan komprehensif lain pada tahun yang bersangkutan.

Cost of repairs and maintenance is charged to the statements of profit or loss and other comprehensive income as incurred, significant renewals and betterments are capitalized.

When assets are retired or otherwise disposed of, their carrying value and the related accumulated depreciation are removed from the accounts and any resulting gain or loss is credited or charged to current statements of profit or loss and other comprehensive income.

i. Sewa

Sesuai dengan PSAK No. 116, mengenai "Sewa", Entitas mengakui hak aset sewa dan liabilitas sewa.

Sebagai Penyewa

Pada tanggal permulaan kontrak, Entitas menilai apakah kontrak merupakan, atau mengandung, sewa. Suatu kontrak merupakan atau mengandung sewa jika kontrak tersebut memberikan hak untuk mengendalikan penggunaan aset identifikasian selama suatu jangka waktu untuk dipertukarkan dengan imbalan.

Untuk menilai apakah kontrak memberikan hak untuk mengendalikan penggunaan aset identifikasian, Entitas harus menilai apakah:

- Entitas memiliki hak untuk mendapatkan secara subtansial seluruh manfaat ekonomi dari penggunaan aset identifikasian; dan

- Entitas memiliki hak untuk mengarahkan penggunaan aset identifikasian. Entitas memiliki hak ini ketika mereka memiliki hak untuk pengambilan keputusan yang relevan tentang bagaimana dan untuk tujuan apa aset digunakan telah ditentukan sebelumnya dan:
  1. Entitas memiliki hak untuk mengoperasikan aset;
  2. Entitas telah mendesain aset dengan cara menetapkan sebelumnya bagaimana dan untuk tujuan apa aset akan digunakan selama periode penggunaan.

Pada tanggal insepsi atau pada penilaian kembali atas kontrak yang mengandung sebuah komponen sewa, Entitas mengalokasikan imbalan dalam kontrak ke masing-masing komponen sewa berdasarkan harga tersendiri relatif dari komponen sewa dan harga tersendiri agregat dari komponen nonsewa. Namun, untuk sewa penunjang dimana Entitas bertindak sebagai penyewa, Entitas memutuskan untuk tidak memisahkan komponen nonsewa dan mencatat komponen sewa dan nonsewa tersebut sebagai satu komponen sewa.

i) Aset hak-guna

Pada tanggal permulaan sewa, Entitas mengakui aset hak-guna. Aset hak-guna diukur pada biaya perolehan, dimana meliputi jumlah pengukuran awal liabilitas sewa yang disesuaikan dengan pembayaran sewa yang

i. Leases

According with PSAK No. 116, regarding "Leases", the Entity recognize leased assets and leased liabilities.

As a Lessee

At the inception of a contract, the Entity assesses whether the contract is, or contains, a lease. A contract is or contains a lease if the contract conveys the right to control the use of an identified assets for a period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset, the Entity shall assess whether:

- *The Entity has the right to obtain substantially all the economic benefits from use of the asset throughout the period of use; and*
- *The Entity has the right to direct the use of the asset. The Entity has this right when they have the decision-making rights that are the most relevant to changing how and for what purpose the asset is used are predetermined and:*
  1. *The Entity has the right to operate the asset;*
  2. *The Entity has designed the asset in a way that predetermined how and for what purpose it will be used.*

At the inception or on reassessment of a contract that contains a lease component, the Entity allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices and the aggregate stand-alone price of the nonlease components. However, for the leases of improvements in which the Entity is a lessee, the Entity has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

i) Right-of-use assets

The Entity recognizes a right-of-use asset at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial measurementof the lease liability adjusted for any lease payment made

dilakukan pada atau sebelum tanggal permulaan, ditambah dengan biaya langsung awal yang dikeluarkan dan estimasi biaya yang akan dikeluarkan untuk membongkar dan memindahkan aset pendasar atau untuk merestorasi aset pendasar ke kondisi yang disyaratkan dan ketentuan sewa, dikurangi dengan insentif sewa yang diterima.

at or before the commencement date, plus any initial direct cost incurred and an estimate of costs to be incurred in dismantling and removing the underlying asset or to restore the underlying asset to the conditions required by the terms and conditions of the lease, less any lease incentives received.

Aset hak-guna aset selanjutnya diukur sebesar biaya dikurangi akumulasi penyusutan dan kerugian penuruan nilai.

Right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment losses.

Aset hak-guna kemudian disusutkan menggunakan metode garis lurus dari tanggal permulaan hingga tanggal yang lebih awal antara akhir umur manfaat aset hak-guna atau akhir masa sewa selama 2-3 tahun untuk bangunan kantor.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term which is 2-3 years for the office building.

Jika sewa mengalihkan kepemilikan aset pendasar kepada Entitas pada akhir masa sewa atau jika biaya perolehan aset hak-guna merefleksikan Entitas akan mengeksekusi opsi beli, maka Entitas menyusutkan aset hak-guna dari tanggal permulaan hingga akhir umur manfaat aset pendasar. Jika tidak, maka Entitas menyusutkan aset hak-guna dari tanggal permulaan hingga tanggal yang lebih awal antara akhir umur manfaat aset hak-guna atau akhir masa sewa.

If the lease transfers ownership of the underlying asset to the Entity by the end of the lease term or if the cost of the right-of-use asset reflects that the Entity will exercise a purchase option, the Entity depreciate the right-of-use asset from the commencement date to the end of the useful life of the underlying asset. Otherwise, the Entity depreciate the right-of-use asset from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

Entitas menerapkan PSAK No. 236 untuk menentukan apakah aset hak-guna mengalami penurunan nilai dan mencatat kerugian penurunan nilai yang teridentifikasi sebagaimana dijelaskan dalam kebijakan aset penurunan nilai

The Entity applies PSAK No. 236 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the impairment of assets policy.

Ketika suatu kontrak mencakup komponen sewa dan non-sewa, Entitas menerapkan PSAK No. 115 untuk mengalokasikan imbalan berdasarkan kontrak bagi setiap komponen.

When a contract includes lease and non-lease components, the Entity applies PSAK No. 115 to allocate the consideration under the contract to each component.

ii) Liabilitas sewa

ii) Lease liability

Liabilitas sewa diukur pada nilai kini pembayaran sewa yang belum dibayar pada tanggal permulaan, didiskontokan dengan menggunakan suku bunga implisit dalam sewa atau jika suku bunga tersebut tidak dapat ditentukan, maka menggunakan suku bunga pinjaman inkremental.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the interest rate implicit in the lease or, if that rate cannot be readily determined, using incremental borrowing rate.

Pada umumnya, Entitas menggunakan suku bunga pinjaman inkremental sebagai tingkat bunga diskonto.

Pembayaran sewa yang diperhitungkan dalam pengukuran liabilitas sewa meliputi:

- pembayaran tetap, termasuk pembayaran tetap secara substansi dikurangi dengan piutang insentif sewa;
- pembayaran sewa variabel yang bergantung pada indeks atau suku bunga yang pada awalnya diukur dengan menggunakan indeks atau suku bunga pada tanggal permulaan;
- jumlah yang diperkirakan akan dibayarkan oleh penyewa dengan jaminan nilai residual;
- harga eksekusi opsi beli jika Entitas cukup pasti untuk mengeksekusi opsi tersebut; dan
- pembayaran penalti karena penghentian sewa, jika masa sewa merefleksikan penyewa mengeksekusi opsi untuk menghentikan sewa.

Pembayaran sewa dialokasikan menjadi bagian pokok dan biaya keuangan. Biaya keuangan dibebankan pada laba rugi selama periode sewa sehingga menghasilkan tingkat suku bunga periodik yang konstan atas saldo liabilitas untuk setiap periode menggunakan metode suku bunga efektif.

Entitas menyajikan "Aset Hak-Guna" sebagai bagian dari aset tetap dan "Liabilitas Sewa" terpisah di dalam laporan posisi keuangan.

Generally, the Entity uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise:

- *fixed payments (including in-substance fixed payments) less any lease incentives receivable;*
- *variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;*
- *amounts expected to be payable under a residual value guarantees;*
- *the exercise price of a purchase option if the Entity are reasonably certain to exercise that options; and*
- *payment of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.*

Each lease payment is allocated between the liability 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 using the effective interest method.

The Entity presents "Right-of-Use Assets" as part of fixed assets and "Lease liabilities" are presented separately in the statements of financial position.

Sewa Jangka Pendek

Entitas memutuskan untuk tidak mengakui aset hak-guna dan liabilitas sewa untuk sewa jangka pendek yang memiliki masa sewa 12 bulan atau kurang dan sewa yang asset pendasarnya benilai-rendah.

Entitas mengakui pembayaran sewa atas sewa tersebut sebagai beban dengan dasar garis lurus selama masa sewa kecuali dasar sistematis lainnya lebih merepresentasikan pola konsumsi manfaat penyewa dari aset sewa.

Short-term Leases

The Entity has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low value assets.

The Entity recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

Modifikasi Sewa

Entitas mencatat modifikasi sewa sebagai sewa terpisah jika:

- modifikasi meningkatkan ruang lingkup sewa dengan menambahkan hak untuk menggunakan satu aset pendasar atau lebih; dan
- imbalan sewa meningkat sebesar jumlah yang setara dengan harga tersendiri untuk peningkatan dalam ruang lingkup dan penyesuaian yang tepat pada harga tersendiri tersebut untuk merefleksikan kondisi kontrak tertentu.

Untuk modifikasi sewa yang tidak dicatat sebagai sewa terpisah, pada tanggal efektif modifikasi sewa, Entitas:
- mengukur kembali dan mengalokasikan imbalan kontrak modifikasian;
- menentukan masa sewa dari sewa modifikasian;
- mengukur kembali liabilitas sewa dengan mendiskontokan pembayaran sewa revisian menggunakan tingkat diskonto revisian berdasarkan sisa umur sewa dan sisa pembayaran sewa dengan melakukan penyesuaian terhadap aset hak-guna. Tingkat diskonto revisian ditentukan sebagai suku bunga pinjaman inkremental Entitas pada tanggal efektif modifikasi;
- menurunkan jumlah tercatat aset hak-guna untuk merefleksikan penghentian sebagian atau sepenuhnya sewa untuk modifikasi sewa yang menurunkan ruang lingkup sewa. Entitas mengakui dalam laba rugi setiap laba rugi yang terkait dengan penghentian sebagian atau sepenuhnya sewa tersebut; dan
- membuat penyesuaian terkait dengan aset hak-guna untuk seluruh modifikasi sewa lainnya.

Sewa variabel yang tidak bergantung pada indeks atau suku bunga tidak diperhitungkan dalam pengukuran liabilitas sewa dan aset hak guna. Pembayaran terkait diakui sebagai beban dalam periode di mana peristiwa atau kondisi yang memicu pembayaran tersebut terjadi dan dicatat dalam pos "Beban Umum dan Administrasi" dalam laporan laba rugi dan penghasilan komprehensif lain.

j. Penurunan Nilai Aset Non-Keuangan, Kecuali *Goodwill*

Sesuai dengan PSAK No. 236, mengenai "Penurunan Nilai Aset", pada tanggal laporan posisi keuangan, Entitas menelaah nilai tercatat aset non-keuangan, kecuali *goodwill* untuk

Lease Modification

The Entity accounts for a lease modification as a separate lease if both:

- *the modification increases the scope of the lease by adding the right to use one or more underlying assets; and*
- *the consideration for the lease increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.*

For a lease modification that is not accounted for as a separate lease, at the effective date of the lease modification, the Entity:
- *remeasures and allocates the consideration in the modified contract;*
- *determines the lease term of the modified lease;*
- *remeasures the lease liability by discounting the revised lease payments using a revised discount rate on the basis of the remaining lease term and the remaining lease payment with a corresponding adjustment to the right-of-use assets. The revised discount rate is determined as the Entity's incremental borrowing rate at the effective date of the modification;*
- *decrease the carrying amount of the right-of-use asset to reflect the partial or full termination of the lease for lease modifications that decrease the scope of the lease. The Entity recognizes any gain or loss relating to the partial or full termination of the lease in profit or loss; and*
- *make a corresponding adjustment to the right-of-use asset for all other lease modifications.*

Variable rents that do not depend on an index or rate are not included in the measurements of the lease liability and the right-of-use asset. The related payments are recognized as an expense inthe period in which the event or condition that triggers those payments occur and are included in the line "General and Administrative Expenses" in the statement of profit or loss and other comprehensive income.

j. Impairment in Non-Financial Assets, Except Goodwill

According to PSAK No. 236, regarding "Impairment of Assets", at statement of financial position dates, the Entity reviews the carrying amount of non-financial assets, except goodwill

menentukan apakah terdapat indikasi bahwa aset tersebut telah mengalami penurunan nilai. Jika terdapat indikasi tersebut, nilai yang dapat dipulihkan kembali dari aset diestimasi untuk menentukan tingkat kerugian penurunan nilai (jika ada). Bila tidak memungkinkan untuk mengestimasi nilai yang dapat dipulihkan kembali atas suatu aset individu, Entitas mengestimasi nilai yang dapat diperoleh kembali dari unit penghasil kas atas aset.

to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Entity estimates the recoverable amount of the cash generating unit to which the asset belongs.

Perkiraan jumlah yang dapat dipulihkan kembali adalah nilai tertinggi antara nilai wajar dikurangi biaya untuk menjual neto atau nilai pakai. Jika jumlah yang dapat dipulihkan kembali dari aset non-keuangan (unit penghasil kas) kurang dari nilai tercatatnya, nilai tercatat aset (unit penghasil kas) dikurangi menjadi sebesar nilai yang dapat dipulihkan kembali dan rugi penurunan nilai diakui langsung ke laporan laba rugi dan penghasilan komprehensif lain.

Estimated recoverable amount is the higher of fair value less costs to sell or value in use. If the recoverable amount of a non-financial asset (cash generating unit) is less than its carrying amount, the carrying amount of the asset (cash generating unit) is reduced to its recoverable amount and an impairment loss is recognized immediately in the statements of profit or loss and other comprehensive income.

k. Liabilitas Diestimasi atas Imbalan Kerja

k. Estimated Liabilities for Employee Benefits

Entitas memiliki program imbalan pasti. Program imbalan pasti adalah program pensiun yang bukan merupakan program iuran pasti. Pada umumnya, program imbalan pasti ditentukan berdasarkan jumlah imbalan pensiun yang akan diterima seorang pekerja pada saat pensiun, biasanya tergantung oleh satu faktor atau lebih, sebagai contoh usia, masa bekerja dan kompensasi.

The Entity have defined benefit plans. A defined benefit plan is a pension plan that is not a defined contribution plan. Typically, defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

Sehubungan dengan program imbalan pasti, liabilitas diakui pada laporan posisi keuangan sebesar nilai kini kewajiban imbalan pasti pada akhir periode pelaporan. Kewajiban imbalan pasti dihitung setiap tahun oleh aktuaris independen dengan menggunakan metode *projected unit credit*. Nilai kini kewajiban imbalan pasti ditentukan dengan mendiskontokan arus kas keluar yang diestimasi dengan menggunakan tingkat bunga Obligasi Pemerintah (dikarenakan saat ini tidak ada pasar aktif untuk obligasi perusahaan yang berkualitas tinggi) yang didenominasikan dalam mata uang dimana imbalan akan dibayarkan dan memiliki jangka waktu jatuh tempo mendekati jangka waktu kewajiban pensiun.

The liability recognized in the statement of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of Government Bonds (considering currently there is no deep market for high-quality corporate bonds) that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation.

Biaya bunga bersih dihitung dengan menerapkan tingkat diskonto terhadap saldo bersih kewajiban imbalan pasti dan nilai wajar aset program. Biaya ini termasuk dalam beban imbalan kerja dalam laporan laba rugi dan penghasilan komprehensif lain.

Keuntungan dan kerugian atas pengukuran kembali yang timbul dari penyesuaian dan perubahan dalam asumsi-asumsi aktuarial langsung diakui seluruhnya melalui penghasilan komprehensif lain pada saat terjadinya. Keuntungan dan kerugian ini termasuk di dalam laba ditahan pada laporan perubahan ekuitas dan pada laporan posisi keuangan.

Perubahan nilai kini atas kewajiban imbalan pasti yang timbul dari amendemen rencana atau pembatasan langsung diakui dalam laporan laba rugi dan penghasilan komprehensif lain sebagai biaya jasa lalu.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit or loss and other comprehensive income.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. They are included in retained earnings in the statement of changes in equity and in the statement of financial position.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in in the statement of profit or loss and other comprehensive income as past service costs.

l. Pendapatan dari Kontrak dengan Pelanggan dan Beban

Entitas telah menerapkan PSAK No. 115 yang membutuhkan pengakuan pendapatan untuk memenuhi 5 langkah analisa sebagai berikut:

1. Identifikasi kontrak dengan pelanggan.
2. Identifikasi kewajiban pelaksanaan dalam kontrak. Kewajiban pelaksanaan merupakan janji-janji dalam kontrak untuk menyerahkan barang atau jasa yang memiliki karakteristik berbeda ke pelanggan.
3. Penetapan harga transaksi. Harga transaksi merupakan jumlah imbalan yang berhak diperoleh suatu entitas sebagai kompensasi atas diserahkannya barang atau jasa yang dijanjikan ke pelanggan. Jika imbalan yang dijanjikan di kontrak mengandung suatu jumlah yang bersifat variabel, maka Entitas membuat estimasi jumlah imbalan tersebut sebesar jumlah yang diharapkan berhak diterima atas diserahkannya barang atau jasa yang dijanjikan ke pelanggan dikurangi dengan estimasi jumlah jaminan kinerja jasa yang akan dibayarkan selama periode kontrak.

l. Revenue from Contracts with Customer and Expenses

The Entity has applied PSAK No. 115 which requires revenue recognition to fulfill 5 steps of assessment:

1. Identify contract(s) with a customer.
2. Identify the performance obligations in the contract. Performance obligations are promises in a contract that transfer to a customer goods or services that are distinct.

3. Determine the transaction price. Transaction price is the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer. If the consideration promised in a contract includes a variable amount, the Entity estimates the amount of consideration to which it expects to be entitled in exchange for transferring the promised goods or services to a customer less the estimated amount of service level guarantee which will be paid during the contract period.

4. Alokasi harga transaksi ke setiap kewajiban pelaksanaan dengan menggunakan dasar harga jual berdiri sendiri relatif dari setiap barang atau jasa berbeda yang dijanjikan di kontrak. Ketika tidak dapat diamati secara langsung, harga jual berdiri sendiri relatif diperkirakan berdasarkan biaya yang diharapkan ditambah marjin.
5. Pengakuan pendapatan ketika kewajiban pelaksanaan telah dipenuhi dengan menyerahkan barang atau jasa yang dijanjikan ke pelanggan (ketika pelanggan telah memiliki kendali atas barang atau jasa tersebut).

4. Allocate the transaction price to each performance obligation on the basis of the relative stand-alone selling prices of each distinct goods or services promised in the contract. Where these are not directly observable, the relative standalone selling price are estimated based on expected cost plus margin.
5. Recognize revenue when performance obligation is satisfied by transferring a promised goods or services to a customer (which is when the customer obtains control of that goods or services).

Kewajiban pelaksanaan dapat dipenuhi dengan cara sebagai berikut:

A performance obligation may be satisfied at the following:

a. Suatu titik waktu (umumnya janji untuk menyerahkan barang ke pelanggan); atau
b. Suatu periode waktu (umumnya janji untuk menyerahkan jasa ke pelanggan). Untuk kewajiban pelaksanaan yang dipenuhi dalam suatu periode waktu, Entitas memilih ukuran penyelesaian yang sesuai untuk penentuan jumlah pendapatan yang harus diakui karena telah terpenuhinya kewajiban pelaksanaan.

a. A point in time (typically for promises to transfer goods to a customer); or
b. Over time (typically for promises to transfer services to a customer). For a performance obligation satisfied over time, the Entity select an appropriate measure of progress to determine the amount of revenue that should be recognized as the performance obligation is satisfied.

Pembayaran harga transaksi berbeda untuk setiap kontrak. Aset kontrak diakui ketika jumlah penerimaan dari pelanggan kurang dari saldo kewajiban pelaksanaan yang telah dipenuhi. Kewajiban kontrak diakui ketika jumlah penerimaan dari pelanggan lebih dari saldo kewajiban pelaksanaan yang telah dipenuhi.

Payment of the transaction price differs for each contracts. A contract asset is recognized once the consideration paid by customer is less than the balance of performance obligation which has been satisfied. A contract liability is recognized once the consideration paid by customer is more than the balance of performance obligation which has been satisfied.

Penjualan Barang Dagang

Sale of Goods

Pendapatan dari kontrak atas penyediaan jasa diakui dengan acuan pada tingkat penyelesaian berdasarkan kontrak.

Revenue from contract to provide services was recognized by reference to the percentage of completion of the contract.

Pendapatan Bunga

Interest Income

Pendapatan bunga diakrual berdasarkan waktu terjadinya dengan acuan jumlah pokok terutang dan tingkat bunga yang berlaku.

Interest income is accrued on in time basis, by reference to the outstanding principal and at the applicable interest rate.

Beban

Biaya dan beban adalah penurunan manfaat ekonomi selama periode akuntansi dalam bentuk arus keluar atau penurunan aset atau timbulnya kewajiban yang mengakibatkan penurunan ekuitas, selain yang berkaitan dengan distribusi kepada peserta ekuitas. Beban diakui pada saat terjadinya.

Expenses

Costs and expenses are decreases in economic benefits during the accounting period in the form of outflows or decrease of assets or incurrence of liabilities that result in decreases in equity, other than those relating to distributions to equity participants. Expenses are recognized when incurred.

m. Transaksi dan Saldo dalam Mata Uang Asing

Transaksi-transaksi dalam mata uang asing dijabarkan dalam mata uang Rupiah dengan menggunakan kurs yang berlaku pada saat transaksi dilakukan, pada tanggal laporan posisi keuangan, aset dan liabilitas moneter dalam mata uang asing dijabarkan dalam mata uang Rupiah dengan mempergunakan kurs tengah Bank Indonesia yang berlaku pada tanggal tersebut.

Keuntungan atau kerugian yang timbul sebagai akibat dari penjabaran aset dan liabilitas dalam mata uang asing dicatat pada laporan laba atau rugi dan penghasilan komprehensif lain pada tahun yang bersangkutan. Kurs tengah Bank Indonesia pada tanggal 31 Desember 2025 dan 2024 adalah sebagai berikut:

m. Foreign Currency Transactions and Balances

Transactions involving foreign currencies are recorded in Rupiah amounts at the rates of exchange prevailing at the time the transactions are made, at statements of financial position date, monetary assets and liabilities denominated in foreign currencies are adjusted to Rupiah to reflect the prevailing rates of exchange as published by Bank Indonesia.

Any resulting gains or losses are charged to current year statements of profit or loss and other comptrehensive income. The Bank Indonesia middle rates of exchange as of December 31, 2025 and 2024 are as follows:

	2025	2024	
US$, Dolar Amerika Serikat	16.782	16.162	*US$, United States Dollar*
SGD$, Dolar Singapura	13.069	11.919	*SGD$, Singapore Dollar*
AED 1, Uni Emirat Arab Dirham	4.570	4.386	*AED 1, Uni Emirat Arab Dirham*
MYR 1, Malaysian Ringgit	4.144	3.616	*MYR 1, Malaysian Ringgit*
THB 1, Thailand Baht	533	476	*THB 1, Thailand Baht*
INR 1, India Rupee	186	188	*INR 1, India Rupee*

n. Pajak Penghasilan

Entitas menerapkan PSAK No. 212, mengenai "Pajak Penghasilan", yang mengharuskan Entitas untuk memperhitungkan konsekuensi pajak kini dan pajak masa depan atas pemulihan di masa depan (penyelesaian) dari jumlah tercatat aset (liabilitas) yang diakui dalam laporan posisi keuangan, dan transaksi-transaksi serta peristiwa lain yang terjadi dalam tahun berjalan yang diakui dalam laporan keuangan.

Beban pajak kini ditetapkan berdasarkan taksiran penghasilan kena pajak tahun berjalan. Aset dan liabilitas pajak tangguhan diakui atas perbedaan temporer antara aset dan liabilitas untuk tujuan komersial dan untuk tujuan perpajakan setiap tanggal pelaporan. Manfaat pajak di masa mendatang, seperti

n. Income Tax

The Entity adopted PSAK No. 212, regarding "Income Taxes", which requires the Entity to account for the tax consequences of current and future taxes over the future recovery (settlement) of the carrying amount of assets (liabilities) recognized in the statement of financial position and transactions as well as other events that occurred in the current year are recognized in the financial statements.

Current tax expense is based on estimated taxable income for the year. Deferred tax assets and liabilities are recognized for temporary differences between assets and liabilities for commercial purposes and the tax bases of each reporting date. Future tax benefits, such as the

nilai terbawa atas saldo rugi fiskal yang belum digunakan, jika ada, juga diakui sejauh realisasi atas manfaat pajak tersebut dimungkinkan.

Aset dan liabilitas pajak tangguhan diukur pada tarif pajak yang diharapkan akan digunakan pada tahun ketika aset direalisasi atau ketika liabilitas dilunasi berdasarkan tarif pajak (dan peraturan perpajakan) yang berlaku atau secara substansial telah diberlakukan pada tanggal laporan posisi keuangan.

Perubahan nilai tercatat aset dan liabilitas pajak tangguhan yang disebabkan oleh perubahan tarif pajak dibebankan pada tahun berjalan, kecuali untuk transaksi-transaksi yang sebelumnya telah langsung dibebankan atau dikreditkan ke ekuitas.

Perubahan terhadap liabilitas perpajakan diakui pada saat penetapan pajak diterima atau jika Entitas mengajukan keberatan, pada saat keputusan atas keberatan telah ditetapkan.

value carried on the balance of unused tax losses, if any, is also recognized to the extent the realization of such benefits is possible.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the statements of financial position date.

Changes in the carrying amount of deferred tax assets and liabilities due to changes in tax rates charged to the current year, except for transactions that previously charged or credited to equity.

Changes to tax liabilities are recognized when the tax assessment is received or if the Entity appealed against, when the results of objection has been set.

3. PENGGUNAAN PERTIMBANGAN, ESTIMASI DAN ASUMSI MATERIAL

Penyusunan laporan keuangan mengharuskan manajemen untuk membuat taksiran dan asumsi yang mempengaruhi jumlah aset dan liabilitas dan pengungkapan aset dan liabilitas kontinjensi pada tanggal laporan keuangan serta jumlah pendapatan dan beban yang dilaporkan selama periode pelaporan. Hasil aktual dapat berbeda dari taksiran tersebut.

Estimasi dan Asumsi

Estimasi dan asumsi yang memiliki pengaruh material terhadap jumlah tercatat aset dan liabilitas adalah sebagai berikut:

a. Estimasi Provisi Kerugian Kredit Ekspektasian dari Piutang Usaha

   Tingkat provisi yang spesifik dievaluasi oleh manajemen dengan dasar faktor-faktor yang memengaruhi tingkat tertagihnya piutang tersebut. Dalam kasus ini, Entitas menggunakan pertimbangan berdasarkan fakta dan kondisi terbaik yang tersedia meliputi tetapi tidak terbatas pada jangka waktu hubungan Entitas dengan pelanggan dan status kredit pelanggan berdasarkan laporan dari pihak ketiga dan faktor-faktor pasar yang telah diketahui, untuk mencatat pencadangan spesifik untuk pelanggan terhadap jumlah jatuh tempo untuk mengurangi piutang Entitas menjadi jumlah yang diharapkan tertagih.

3. USE OF MATERIAL JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of financial statements requires management to make estimations and assumptions that affect assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could be different from these estimations.

Estimates and Assumptions

The estimates and assumptions that have a material effect on the carrying amounts of assets and liabilities are as follows:

a. Estimating Provision for Expected Credit Losses of Trade Receivables

   The level of a specific provision is evaluated by management on the basis of factors that affect the collectibility of the accounts. In these cases, the Entity uses judgement based on the best available facts and circumstances, including but not limited to, the length of the Entity's relationship with the customers and customers' credits status based on third-party credit reports and known market factors, to record specific reserves for customers against amounts due in order to reduce the Entity's receivables to amounts that they expect to collect.

Pencadangan secara spesifik ini dievaluasi kembali dan disesuaikan jika terdapat informasi tambahan yang diterima yang mempengaruhi jumlah yang diestimasikan. Selain provisi khusus terhadap piutang yang signifikan secara individual, Entitas juga mengakui provisi penurunan nilai secara kolektif terhadap risiko kredit debitur yang dikelompokkan berdasarkan karakteristik kredit yang sama, dan meskipun tidak secara spesifik diidentifikasi membutuhkan provisi khusus, memiliki risiko gagal bayar lebih tinggi daripada ketika piutang pada awalnya diberikan kepada debitur.

These specific reserves are re-evaluated and adjusted as additional information received affects the amounts estimated. In addition to specific provision against individually significant receivables, the Entity also recognizes a collective impairment provision against credit exposure of its debtors which are grouped based on common credit characteristics, and although not specifically identified as requiring a specific provision, have a greater risk of default than when the receivables were originally granted to the debitors.

Entitas menerapkan pendekatan yang disederhanakan untuk mengukur kerugian kredit ekspektasian yang menggunakan cadangan kerugian kredit ekspektasian sepanjang umurnya untuk seluruh piutang usaha. Dalam penentuan kerugian kredit ekspektasian, manajemen diharuskan untuk menggunakan pertimbangan dalam mendefinisikan hal apa yang dianggap sebagai kenaikan risiko kredit yang signifikan dan dalam pembuatan asumsi dan estimasi, untuk menghubungkan informasi yang relevan tentang kejadian masa lalu, kondisi terkini dan perkiraan atas kondisi ekonomi. Pertimbangan diaplikasikan dalam menentukan periode sepanjang umurnya dan titik pengakuan awal piutang.

The Entity applies simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all trade receivables. In determining expected credit losses, management is required to excercise judgement in defining what is considered to be a significant increase in credit risk and in making assumptions and estimates to incorporate relevant information about past events, current conditions and forecasts of economic conditions. Judgement has been applied in determining the lifetime and point of initial recognition of receivables.

b. Penyusutan Aset Tetap

b. Depreciation of Fixed Assets

Manajemen Entitas melakukan penelaahan berkala atas masa manfaat aset tetap berdasarkan faktor-faktor seperti kondisi teknis dan perkembangan teknologi di masa depan.

The Entity's management reviews periodically the estimated useful lives of fixed assets on factors such as technical specification and future technological developments.

Manajemen akan menyesuaikan beban penyusutan jika masa manfaatnya berbeda dari estimasi sebelumnya atau manajemen akan menghapus bukukan atau melakukan penurunan nilai atas aset yang secara teknis telah usang atau aset non-strategis yang dihentikan penggunaannya atau dijual.

Management will revise the depreciation charge where useful lives are different to those previously estimated, or it will write-off or write down assets which are technically obsolete or non-strategic assets that have been abandoned or sold.

Biaya perolehan aset tetap disusutkan dengan menggunakan metode garis lurus berdasarkan estimasi masa manfaat ekonomisnya. Manajemen mengestimasi masa manfaat ekonomis aset tetap adalah 5 tahun. Umur masa manfaat ini adalah umur yang secara umum diharapkan dalam industri di mana Entitas menjalankan bisnisnya. Perubahan tingkat pemakaian dan perkembangan teknologi dapat mempengaruhi masa manfaat ekonomis dan nilai sisa aset, dan karenanya biaya penyusutan masa depan mungkin direvisi.

The costs of fixed assets are depreciated on a straight-line method over their estimated useful lives. Management estimates the useful lives of these fixed assets are 5 years. These are common life expectancies applied in the industries where the Entity conducts its business. Changes in the expected level of usage and technological development could impact the economic useful lives and the residual values of these assets, and therefore future depreciation charges could be revised.

c. Imbalan Kerja

Nilai kini liabilitas imbalan kerja tergantung pada sejumlah faktor yang ditentukan dengan menggunakan asumsi aktuaria. Asumsi yang digunakan dalam menentukan biaya bersih untuk pensiun termasuk tingkat pengembalian jangka panjang yang diharapkan atas aset program dan tingkat diskonto yang relevan. Setiap perubahan dalam asumsi ini akan berdampak pada nilai tercatat liabilitas imbalan kerja.

Asumsi penting lainnya untuk liabilitas imbalan kerja sebagian didasarkan pada kondisi pasar saat ini.

d. Penurunan Nilai Aset Non-Keuangan, Kecuali *Goodwill*

Pada setiap akhir periode pelaporan, Entitas menelaah nilai tercatat aset non-keuangan, kecuali *goodwill* untuk menentukan apakah terdapat indikasi bahwa aset tersebut telah mengalami penurunan nilai. Jika terdapat indikasi tersebut, nilai yang dapat diperoleh kembali dari aset diestimasi untuk menentukan tingkat kerugian penurunan nilai (jika ada).

Bila tidak memungkinkan untuk mengestimasi nilai yang dapat diperoleh kembali atas suatu aset individu, Entitas mengestimasi nilai yang dapat diperoleh kembali dari unit penghasil kas atas aset.

Perkiraan jumlah yang dapat diperoleh kembali adalah nilai tertinggi antara nilai wajar dikurangi biaya untuk menjual dan nilai pakai. Dalam menilai nilai pakai, estimasi arus kas masa depan didiskontokan ke nilai kini menggunakan tingkat diskonto sebelum pajak yang menggambarkan penilaian pasar kini dari nilai waktu uang dan risiko spesifik atas aset yang mana estimasi arus kas masa depan belum disesuaikan.

Jika jumlah yang dapat diperoleh kembali dari aset non-keuangan (unit penghasil kas) kurang dari nilai tercatatnya, nilai tercatat aset (unit penghasil kas) dikurangi menjadi sebesar nilai yang dapat diperoleh kembali dan rugi penurunan nilai diakui langsung ke laba rugi.

e. Pengukuran Nilai Wajar

Sejumlah aset dan liabilitas yang termasuk ke dalam laporan keuangan Entitas memerlukan pengukuran, dan/atau pengungkapan atas nilai wajar.

c. Employee Benefits

The present value of the employee benefits obligation depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost for pensions include the expected long-term rate of return on the relevant plan assets and the discount rate. Any changes in these assumptions will impact the carrying amount of employee benefits obligation.

Other key assumptions for employee benefits obligation are based in part on current market conditions.

d. Impairment loss of Non-Financial Assets, Except Goodwill

At the end of each reporting period, the Entity reviews the carrying amount of non-financial assets, except goodwill to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Where it is not possible to estimate the recoverable amount of an individual asset, the Entity estimates the recoverable amount of the cash generating unit to which the asset belongs.

Estimated recoverable amount is the higher of fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of the non-financial asset (cash generating unit) is less than its carrying amount, the carrying amount of the asset (cash generating unit) is reduced to its recoverable amount and an impairment loss is recognized immediately against earnings.

e. Fair Value Measurement

A number of assets and liabilities included in the Entity's financial statements require measurement at, and/or disclosure of fair value.

Pengukuran nilai wajar aset dan liabilitas keuangan dan non-keuangan Entitas memanfaatkan pasar *input* dan data yang dapat diobservasi sedapat mungkin. *Input* yang digunakan dalam menentukan pengukuran nilai wajar dikategorikan ke dalam level yang berbeda berdasarkan pada bagaimana *input* dapat diobservasi yang digunakan dalam teknik penilaian yang digunakan (hirarki nilai wajar):

- Level 1: Harga kuotasi di pasar aktif untuk item yang serupa (tidak disesuaikan).
- Level 2: Teknik penilaian untuk *input* yang dapat diamati langsung atau tidak langsung selain *input* level 1.
- Level 3: Teknik penilaian untuk *input* yang tidak dapat diobservasi (yaitu tidak berasal dari data pasar).

Klasifikasi item menjadi level di atas didasarkan pada tingkat terendah dari *input* yang digunakan yang memiliki efek signifikan pada pengukuran nilai wajar item tersebut. Transfer item antar level diakui pada periode saat terjadinya.

Jika nilai wajar dari aset keuangan dan liabilitas keuangan yang dicatat dalam laporan posisi keuangan tidak dapat diukur berdasarkan harga kuotasian di pasar aktif, maka nilai wajarnya diukur dengan menggunakan teknik penilaian termasuk model arus kas yang didiskontokan. Masukan untuk model ini diambil dari pasar yang dapat diobservasi jika memungkinkan, tetapi jika tidak memungkinkan, diperlukan tingkat pertimbangan dalam menetapkan nilai wajar. Pertimbangan termasuk pertimbangan input seperti risiko likuiditas, risiko kredit dan volatilitas. Perubahan asumsi terkait faktor-faktor tersebut dapat mempengaruhi nilai wajar instrumen keuangan yang dilaporkan.

The fair value measurement of the Entity's financial and non-financial assets and liabilities utilize market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorized into different levels based on how observable the inputs used in the valuation technique utilized are (the fair value hierarchy):

- *Level 1: Quoted prices in active markets for identical items (unadjusted).*
- *Level 2: Valuation techniques for observable direct or indirect inputs other than level 1 inputs.*
- *Level 3: Valuation techniques for unobservable inputs (i.e. not derived from market data).*

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognized in the period they occur.

When the fair value of financial assets and financial liabilities recorded in the statements of financial position cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including discounted cash flow model. The inputs to these model are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair value. Judgement include considerations of inputs such as liquidity risks, credit risks and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments.

f. Pemulihan dari Aset Pajak Tangguhan

Entitas melakukan penelaahan atas nilai tercatat aset pajak tangguhan pada setiap akhir periode pelaporan dan mengurangi nilai tersebut sampai tidak lagi memungkinkan di mana penghasilan kena pajak akan tersedia untuk penggunaan seluruh atau sebagian dari aset pajak tangguhan tersebut. Penelaahan Entitas atas pengakuan aset pajak tangguhan untuk perbedaan temporer yang dapat dikurangkan dan rugi fiskal yang masih dapat dimanfaatkan didasarkan atas tingkat dan waktu dari penghasilan kena pajak yang ditaksirkan untuk periode pelaporan berikutnya.

f. Recoverability of Deferred Tax Assets

The Entity reviews the carrying amounts of deferred tax assets at the end of each reporting period and reduces these to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred tax assets to be utilized. The Entity's assessment on the recognition of deferred tax assets on deductible temporary differences and tax loss carried forward are based on the level and timing of forecasted taxable income of the subsequent reporting period.

Taksiran ini berdasarkan hasil pencapaian Entitas di masa lalu dan ekspektasi di masa depan terhadap pendapatan dan beban, sebagaimana juga dengan strategi perencanaan perpajakan di masa depan. Namun, tidak terdapat kepastian bahwa Entitas dapat menghasilkan penghasilan kena pajak yang cukup untuk memungkinkan penggunaan sebagian atau seluruh bagian dari aset pajak tangguhan tersebut.

This forecast is based on the Entity's past results and future expectations on revenues and expenses as well as future tax planning strategies. However, there is no assurance that the Entity will generate sufficient taxable income to allow all or part of the deferred tax assets to be utilized.

g. Ketidakpastian Kewajiban Perpajakan

Dalam situasi tertentu, Entitas tidak dapat menentukan secara pasti jumlah utang pajak kini atau masa mendatang atau jumlah klaim restitusi pajak yang dapat terpulihkan karena proses pemeriksaan yang masih berlangsung atau negosiasi dengan otoritas perpajakan. Ketidakpastian timbul terkait dengan interpretasi dari peraturan perpajakan yang kompleks dan jumlah dan waktu dari penghasilan kena pajak di masa depan. Dalam menentukan jumlah yang harus diakui terkait dengan utang pajak yang tidak pasti atau klaim restitusi pajak yang dapat terpulihkan terkait dengan ketidakpastian posisi perpajakan, Entitas menerapkan pertimbangan yang sama yang akan digunakan dalam menentukan jumlah provisi yang harus diakui sesuai dengan PSAK No. 237, mengenai "Provisi, Liabilitas Kontinjensi dan Aset Kontinjensi" dan PSAK No. 212, mengenai "Pajak Penghasilan".

g. Uncertain Tax Exposure

In certain circumstances, the Entity may not be able to determine the exact amount oftheir current or future tax liabilities or recoverable amount of the claim for tax refund due to ongoing investigation by, or negotiation with, the taxation authority. Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of future taxable income. In determining the amount to be recognized in respect of an uncertain tax liability or the recoverable amount of the claim for tax refund related to uncertain tax positions, the Entity applies similar considerations as it would use in determining the amount of a provision to be recognized in accordance with PSAK No. 237, regarding "Provisions, Contingent Liabilities and Contingent Assets" and PSAK No. 212, regarding "Income Taxes".

Entitas membuat analisa untuk semua ketidakpastian posisi perpajakan untuk menentukan jika utang pajak atas manfaat pajak yang tidak pasti atau cadangan atas klaim restitusi pajak yang tidak dapat terpulihkan harus diakui. Entitas mencatat bunga dan denda atas pajak penghasilan kurang bayar, jika ada, pada beban pajak penghasilan di dalam laporan laba rugi dan penghasilan komprehensif lain.

The Entity makes an analysis of all uncertain tax positions to determine if a tax liability for uncertain tax benefit or a provision for unrecoverable claim for tax refund should be recognized. The Entity presents interest and penalties for the underpayment of income tax, if any, in income tax expense in the statement profit or loss and other comprehensive income.

Pertimbangan Akuntansi Penting dalam Penerapan Kebijakan Akuntansi Entitas

Dalam proses penerapan kebijakan akuntansi Entitas, manajemen telah membuat pertimbangan yang terpisah dari estimasi dan asumsi, yang memiliki pengaruh paling material terhadap jumlah yang dicatat dalam laporan keuangan:

Significant Accounting Judgments in Applying the Entity's Accounting Policies

In the process of applying the Entity's accounting policies, management has made the following judgment, apart from those involving estimations and assumptions, which have the most material effect on the amounts recognized in the financial statements:

a. Penilaian Model Bisnis

Klasifikasi dan pengukuran aset keuangan tergantung pada hasil model bisnis dan hanya untuk pembayaran pokok dan bunga. Entitas menentukan model bisnis pada tingkat yang mencerminkan

a. Business Model Assessment

Classification and measurement of financial assets depends on the result of the business model solely for payments of principal and interest (SPPI) test. The Entity determines the business

bagaimana kelompok aset keuangan dikelola bersama untuk mencapai tujuan bisnis tertentu. Penilaian ini mencakup penilaian yang mencerminkan semua bukti yang relevan termasuk bagaimana kinerja aset dievaluasi dan kinerja mereka diukur, risiko yang mempengaruhi kinerja aset dan bagaimana ini dikelola dan bagaimana manajer aset dikompensasi. Entitas memantau aset keuangan yang diukur pada biaya perolehan diamortisasi atau aset keuangan yang diukur pada nilai wajar melalui penghasilan komprehensif lain yang dihentikan pengakuannya sebelum jatuh tempo untuk memahami alasan pelepasannya dan apakah alasannya konsisten dengan tujuan bisnis tempat aset itu dimiliki.

Pemantauan adalah bagian dari penilaian berkelanjutan Entitas mengenai apakah model bisnis yang dimiliki oleh aset keuangan yang tersisa terus sesuai dan jika tidak tepat apakah telah ada perubahan dalam model bisnis dan perubahan prospektif ke arah klasifikasi aset tersebut. Tidak ada perubahan yang diperlukan selama periode yang disajikan.

model at a level that reflects how the group of financial assets are managed together to achieve a particular business objective. This assessment includes judgment reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Entity monitors financial assets measured at amortized cost or FVOCI that are derecognized prior to their maturity to understand the reason for their disposal and whether the reason are consistent with the objective of the business for which the asset was held.

Monitoring is part of the Entity's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in the business model and so a prospective change to the classification of those assets. No such changes were required during the periods presented.

b. Peningkatan Risiko Kredit yang Signifikan

Kerugian Kredit Ekspetasian (KKE) diukur sebagai penyisihan yang setara dengan KKE 12 bulan untuk aset tahap 1, atau KKE sepanjang umurnya untuk aset tahap 2 atau tahap 3. Sebuah aset bergerak ke tahap 2 ketika risiko kredit telah meningkat secara signifikan sejak pengakuan awal. PSAK No. 109 tidak menjelaskan apa yang merupakan peningkatan risiko kredit yang signifikan. Dalam menilai apakah risiko kredit suatu aset telah meningkat secara signifikan, Entitas memperhitungkan informasi berwawasan ke depan yang wajar dan dapat didukung secara kualitatif dan kuantitatif. Manajemen menilai tidak terdapat peningkatan risiko kredit yang signifikan atas aset keuangan Entitas untuk tahun yang berakhir pada tanggal 31 Desember 2025 dan 2024.

b. Significant Increase in Credit Risk

Expected credit losses ("ECL") are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stages 2 or stage 3 assets. An asset moves to stage 2 when credit risks has increased significantly since initial recognition. PSAK No. 109 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased, the Entity takes into account qualitative and quantitative reasonable and supportable forward looking information. Management assessed that there has no significant increase in credit risk on the Entity's financial assets for the years ended December 31, 2025 and 2024.

4. KAS DAN BANK / *4. CASH ON HAND AND IN BANKS*

Akun ini terdiri dari: / *This account consists of:*

	2025	2024	
Kas	477.237.165	415.584.737	*Cash on hand*
Bank			*Cash in banks*
Rupiah:			*Rupiah:*
PT Bank Central Asia Tbk	3.739.596.458	4.319.039.997	*PT Bank Central Asia Tbk*

	2025	2024	
Citibank Indonesia	97.873.771	436.720.333	*Citibank Indonesia*
Sub-jumlah	3.837.470.229	4.755.760.330	*Sub-total*
Dolar Amerika Serikat:			*United States Dollar:*
Citibank Indonesia	19.834.646	77.786.090	*Citibank Indonesia*
Jumlah	4.334.542.040	5.249.131.157	*Total*

Tidak terdapat saldo kas dan bank kepada pihak berelasi.

There are no cash on hand and in banks to related parties.

Pada tanggal 31 Desember 2025 dan 2024, tidak terdapat saldo kas dan bank yang dibatasi penggunaannya.

As of December 31, 2025 and 2024, there are no cash on hand and in banks balances which are restricted for use.

5. PIUTANG USAHA – PIHAK KETIGA – NETO

5. TRADE RECEIVABLES – THIRD PARTIES - NET

Akun ini terdiri dari:

This account consists of:

	2025	2024	
Trans Studio Bintaro	739.491.840	279.961.343	*Trans Studio Bintaro*
Trans Snow World	693.171.780	309.487.260	*Trans Snow World*
Bali Waterboom	641.466.000	591.353.000	*Bali Waterboom*
PT Jakarta Akuarium Indonesia	474.515.745	539.265.846	*PT Jakarta Akuarium Indonesia*
Trans Snow Surabaya	457.949.700	491.451.300	*Trans Snow Surabaya*
Trans Snow Makassar	442.223.280	447.067.400	*Trans Snow Makassar*
Trans Studio Bali	330.745.150	572.134.800	*Trans Studio Bali*
Trans Studio Cibubur	319.000.959	137.223.180	*Trans Studio Cibubur*
Transworld - Main Counter	260.785.550	283.291.450	*Transworld - Main Counter*
Bali Safari & Marine Park	218.928.608	163.990.000	*Bali Safari & Marine Park*
Transworld Dunai Lian	150.986.900	155.571.200	*Transworld Dunai Lian*
Intercontinental Bali	128.198.000	128.198.000	*Intercontinental Bali*
Ritz-Carlton Nusa Dua	120.112.000	-	*Ritz-Carlton Nusa Dua*
Conrad Bali Nusa Dua	111.600.000	240.040.000	*Conrad Bali Nusa Dua*
Transworld - Jelajah & Sky	108.515.750	83.192.950	*Transworld - Jelajah & Sky*
Ayodya Resort Bali	90.075.000	93.037.500	*Ayodya Resort Bali*
Jumeirah Bali	87.102.893	-	*Jumeirah Bali*
Ritz Carlton Reserve – Mandapa	-	141.912.000	*Ritz Carlton Reserve – Mandapa*
Lain-lain	188.423.800	277.069.338	*Others*
Sub-jumlah	5.563.292.955	4.934.246.567	*Sub-total*
Dikurangi: penyisihan kerugian penurunan nilai piutang usaha	(260.996.029)	(138.757.674)	*Less: provision for impairment loss of trade receivables*
Jumlah	5.302.296.926	4.795.488.893	*Total*

Analisis umur piutang usaha – pihak ketiga adalah sebagai berikut:

Analysis of aging schedule of trade receivables – third parties were as follows:

	2025	2024	
Belum jatuh tempo	-	-	*Not yet due*
Telah jatuh tempo			*Has matured*
1 – 30 hari	3.331.667.281	3.425.227.473	*1 – 30 days*
31 – 60 hari	968.322.282	458.339.993	*31 – 60 days*
61 – 90 hari	532.633.340	811.430.000	*61 – 90 days*
91 – 120 hari	520.726.685	100.269.983	*91 – 120 days*
Lebih dari 120 hari	209.943.367	138.979.118	*Above 120 days*
Sub-jumlah	5.563.292.955	4.934.246.567	*Sub-total*
Dikurangi: penyisihan kerugian penurunan nilai piutang usaha	(260.996.029)	(138.757.674)	*Less: provision for impairment loss of trade receivables*
Jumlah	5.302.296.926	4.795.488.893	*Total*

Perubahan provisi penurunan nilai piutang usaha – pihak ketiga adalah sebagai berikut:

The changes in the provision for impairment loss of trade receivables – third parties are as follows:

	2025	2024	
Saldo awal tahun	138.757.674	889.881.397	*Balance at beginning of year*
Penambahan (pemulihan) tahun berjalan (lihat Catatan 20 dan 23)	122.238.355	(751.123.723)	*Addition (recovery) of the year (see Notes 20 and 23)*
Saldo akhir tahun	260.996.029	138.757.674	*Balance at end of year*

Entitas menerapkan penyisihan kerugian yang diperkirakan sepanjang umurnya untuk semua piutang usaha – pihak ketiga telah dikelompokkan berdasarkan karakteristik risiko kredit bersama dan hari yang telah lewat jatuh tempo.

The Entity applies the lifetime expected loss provision for all trade receivables – third parties have been grouped based on shared credit risk characteristics and the days past due.

Berdasarkan hasil penelaahan piutang usaha – pihak ketiga pada tanggal 31 Desember 2025 dan 2024, manajemen berpendapat bahwa cadangan kerugian penurunan nilai piutang usaha – pihak ketiga adalah cukup untuk menutup kemungkinan kerugian atas piutang tidak tertagih.

Based on a review of the trade receivables – third parties as of December 31, 2025 and 2024, management believes that the allowance for impairment loss on trade receivables – third parties is enough to cover possible losses from uncollectible accounts.

6. PIUTANG LAIN-LAIN – PIHAK BERELASI / *6. OTHER RECEIVABLES – RELATED PARTIES*

Akun ini terdiri dari:

This account consists of:

	2025	2024	
Digiphoto Entertainment Imaging Limited – Hong Kong	4.486.962.550	4.415.311.578	*Digiphoto Entertainment Imaging Limited – Hong Kong*
Digiphoto Malaysia	86.448.269	65.610.452	*Digiphoto Malaysia*
Digiphoto Thailand	66.298.411	66.004.188	*Digiphoto Thailand*
Digiphoto Dubai	28.031.043	25.785.358	*Digiphoto Dubai*
Digiphoto Entertainment Imaging Macau	22.043.658	22.043.658	*Digiphoto Entertainment Imaging Macau*

	2025	2024	
Digiphoto Entertainment Imaging – India	17.621.100	16.970.100	*Digiphoto Entertainment Imaging – India*
DEI General Trading LLC	13.434.501	13.434.501	*DEI General Trading LLC*
Digiphoto China	1.566.126	930.000	*Digiphoto China*
Digiphoto Entertainment Imaging Pte., Ltd	-	252.480.120	*Digiphoto Entertainment Imaging Pte., Ltd*
Jumlah	4.722.405.658	4.878.569.955	*Total*

7. PERSEDIAAN / *INVENTORIES*

Akun ini merupakan persediaan album foto dan kertas masing-masing sebesar Rp 5.035.386.416 dan Rp 5.363.755.173 pada tanggal 31 Desember 2025 dan 2024.

This account represents inventories of photo albums and papers amounting to Rp 5,035,386,416 and Rp 5,363,755,173 as of December 31, 2025 and 2024, respectively.

Persediaan tidak digunakan sebagai jaminan pada tanggal 31 Desember 2025 dan 2024.

Inventories are not used as collateral as of December 31, 2025 and 2024.

Manajemen berkeyakinan bahwa nilai tercatat persediaan tidak melebihi nilai realisasi bersih, sehingga tidak ada penyisihan untuk persediaan usang.

Management believes that the carrying value of inventories does not exceed the net realizable value, therefore, no provision for inventories obsolescence.

8. UANG MUKA / *ADVANCES*

Akun ini terdiri dari:

This account consists of:

	2025	2024	
Ningbo Bluefot Trading CO., LTD	38.836.065	-	*Ningbo Bluefot Trading CO., LTD*
Dewa Wibawa	11.136.000	-	*Dewa Wibawa*
Super Mega Sukses	9.890.000	-	*Super Mega Sukses*
Eka Grafif Bali	3.542.500	-	*Eka Grafif Bali*
Pont Solutions (L.L.C)	-	118.907.049	*Pont Solutions (L.L.C)*
PC Center Computer	-	42.781.500	*PC Center Computer*
Lain-lain	-	25.231.875	*Others*
Jumlah	63.404.565	186.920.424	*Total*

9. ASET TETAP – NETO / *FIXED ASSETS - NET*

Akun ini terdiri dari:

This account consists of:

	2025				
	Saldo Awal/ *Beginning Balance*	Penambahan/ *Additions*	Pengurangan/ *Deductions*	Saldo Akhir/ *Ending Balance*	
Biaya Perolehan:					***Acquisition Cost:***
Peralatan dan komputer	18.826.886.234	3.185.850.412	25.485.200	21.987.251.446	*Computer and equipments*
Perlengkapan dan *furniture*	2.426.844.463	38.072.328	-	2.464.916.791	*Furniture and fixtures*
Kendaraan	20.000.000	-	-	20.000.000	*Vehicles*
Bangunan kantor – hak-guna	334.287.911	-	-	334.287.911	*office building – right-of-use*
Jumlah	21.608.018.608	3.223.922.740	25.485.200	24.806.456.148	*Total*

	2025				
	Saldo Awal/ *Beginning Balance*	Penambahan/ *Additions*	Pengurangan/ *Deductions*	Saldo Akhir/ *Ending Balance*	
Akumulasi Penyusutan:					***Accumulated Depreciation:***
Peralatan dan komputer	9.103.739.663	3.061.172.677	10.618.832	12.154.293.508	*Computer and equipments*
Perlengkapan dan *furniture*	1.358.640.470	274.700.983	-	1.633.341.453	*Furniture and fixtures*
Kendaraan	666.667	4.000.000	-	4.666.667	*Vehicles*
Bangunan kantor – hak guna	98.654.053	103.054.560	-	201.708.613	*Office bulding – right-of-use*
Jumlah	10.561.700.853	3.442.928.220	10.618.832	13.994.010.241	*Total*
Nilai Buku	11.046.317.755			10.812.445.907	***Book Value***

	2024				
	Saldo Awal/ *Beginning Balance*	Penambahan/ *Additions*	Pengurangan/ *Deductions*	Saldo Akhir/ *Ending Balance*	
Biaya Perolehan:					***Acquisition Cost:***
Peralatan dan komputer	13.807.038.880	5.019.847.354	-	18.826.886.234	*Computer and equipments*
Perlengkapan dan *furniture*	1.728.364.007	698.480.456	-	2.426.844.463	*Furniture and fixtures*
Kendaraan	-	20.000.000	-	20.000.000	*Vehicles*
Bangunan kantor – hak guna	292.942.831	41.345.080	-	334.287.911	*Office bulding – right-of-use*
Jumlah	15.828.345.718	5.779.672.890	-	21.608.018.608	*Total*
Akumulasi Penyusutan:					***Accumulated Depreciation:***
Peralatan dan komputer	6.632.664.426	2.471.075.237	-	9.103.739.663	*Computer and equipments*
Perlengkapan dan *furniture*	1.042.629.625	316.010.845	-	1.358.640.470	*Furniture and fixtures*
Kendaraan	-	666.667	-	666.667	*Vehicles*
Bangunan kantor – hak guna	6.102.976	92.551.077	-	98.654.053	*Office building – right-of-use*
Jumlah	7.681.397.027	2.880.303.826	-	10.561.700.853	*Total*
Nilai Buku	8.146.948.691			11.046.317.755	***Book Value***

Beban penyusutan dibebankan pada laporan laba rugi dan penghasilan komprehensif lain sebagai berikut:

Depreciation expenses were charged to the statements of profit or loss and other comprehensive income as follows:

	2025	2024	
Beban pokok penjualan (lihat Catatan 19)	3.009.496.525	2.378.746.890	*Costs of sales (see Note 19)*
Beban umum dan administrasi (lihat Catatan 22)	433.431.695	425.643.985	*General and administrative expenses (see Note 22)*
Jumlah	3.442.928.220	2.804.390.875	*Total*

Pada tahun 2025, Entitas melakukan penghapusan dan pemusnahan aset tetap dengan nilai buku sebesar Rp 14.866.368. Kerugian dari penurunan nilai aset tetap dialokasikan sebagai "Beban Lain-lain – Rugi Pelepasan Aset Tetap" (lihat Catatan 23).

In 2025, the Entity wrote-off and disposed of fixed assets amounting to Rp 14,866,368. The resulting loss was recognized as "Other Expenses – Loss on Disposal of Fixed Assets" (see Note 23).

Pada tahun 2024, terdapat penambahan dimana Entitas menerima peralatan dan komputer dari Digiphoto United Arab Emirates, pihak berelasi yang biaya perolehannya sebesar Rp 170.936.511 dan akumulasi penyusutannya sebesar Rp 75.912.951.

In 2024, the Entity received additional which is computers and equipment from Digiphoto United Arab Emirates, a related party, which cost amounting to Rp 170,936,511 and accumulated depreciation amounting to Rp 75,912,951.

Aset tetap yang terdiri dari komputer, peralatan, dan kendaraan serta perabot dan perlengkapan telah diasuransikan kepada PT Asuransi Eka Lloyd Jaya dengan nilai pertanggungan pada tanggal 31 Desember 2025 dan 2024 masing-masing sebesar Rp 9.797.991.915 dan Rp 9.969.361.173. Manajemen berkeyakinan bahwa nilai pertanggungan cukup untuk menutup kemungkinan kerugian.

Fixed assets which consist of computer, equipment, and vehicle and furniture and fixture are insured to PT Asuransi Eka Lloyd Jaya with the sum insured as of December 31, 2025 and 2024 amounting to Rp 9,797,991,915 and Rp 9,969,361,173, respectively. Management believes that the sum insured is adequate to cover any possible losses.

Berdasarkan evaluasi manajemen, tidak terdapat kejadian atau perubahan keadaan yang mengindikasikan adanya penurunan nilai aset tetap Entitas pada tanggal 31 Desember 2025 dan 2024.

Based on management's evaluation, there are no events or changes in the circumstances, which might indicate impairment in the value of fixed assets of the Entity as of December 31, 2025 and 2024.

10. UTANG USAHA / *10. TRADE PAYABLES*

Akun ini terdiri dari: / *This account consists of:*

	2025	2024	
Pihak berelasi (lihat Catatan 24):			*Related party (see Note 24):*
DEI General Trading LLC	452.009.560	410.840.701	*DEI General Trading LLC*
Pihak ketiga:			*Third parties:*
PT Safari Wonders	998.479.403	-	*PT Safari Wonders*
PT Inspirasi Semesta Alam	296.772.927	-	*PT Inspirasi Semesta Alam*
China Rierrgroup Ltd	189.188.550	-	*China Rierrgroup Ltd*
Prima Print Offset Printing and Packing	139.172.678	47.922.000	*Prima Print Offset Printing and Packing*
PT Tunas Jaya Creative	94.725.000	59.583.750	*PT Tunas Jaya Creative*
Arcylicia	91.101.602	79.386.602	*Arcylicia*
PT Baylink Logistics	64.179.810	66.211.827	*PT Baylink Logistics*
Solaris Digital Studio	41.800.000	38.272.416	*Solaris Digital Studio*
Hong Xing Leather Product	29.406.555	108.204.590	*Hong Xing Leather Product*
Bounty Cruise	20.316.037	20.316.037	*Bounty Cruise*
CLIV	4.400.000	56.910.000	*CLIV*
Rubiks International FZE	-	205.825.200	*Rubiks International FZE*
PT Perdana Bangun Pusaka	-	205.081.440	*PT Perdana Bangun Pusaka*
CV Fajar Bhakti Utama	-	77.150.000	*CV Fajar Bhakti Utama*
PT Kenana Hepi Serentak	-	35.966.000	*PT Kenana Hepi Serentak*
Lain-lain	55.422.339	88.861.009	*Others*
Sub-jumlah	2.024.964.901	1.089.690.871	*Sub-total*
Jumlah	2.476.974.461	1.500.531.572	*Total*

Tidak ada jaminan yang diberikan atas hutang usaha kepada pihak ketiga.

There is no collateral given for the trade payables to third parties.

11. UTANG LAIN-LAIN – PIHAK BERELASI / *11. OTHER PAYABLES – RELATED PARTIES*

Akun ini terdiri dari: / *This account consists of:*

	2025	2024	
Digiphoto Entertainment Imaging Pte., Ltd	13.219.518.464	16.548.521.377	*Digiphoto Entertainment Imaging Pte., Ltd*
Digiphoto Studio	12.665.704.196	7.455.217.097	*Digiphoto Studio*
BDC Digiphoto Imaging Solution Pvt., Ltd	690.377.522	459.701.382	*BDC Digiphoto Imaging Solution Pvt., Ltd*
Digiphoto Entertainment Imaging Sdn., Bhd	183.161.287	1.194.225.479	*Digiphoto Entertainment Imaging Sdn., Bhd*
Digiphoto Entertainment Imaging LLC - USA	32.489.952	31.594.062	*Digiphoto Entertainment Imaging LLC - USA*
Digiphoto Thailand	4.557.150	3.703.800	*Digiphoto Thailand*
Jumlah	26.795.808.571	25.692.963.197	*Total*

12. BEBAN MASIH HARUS DIBAYAR / *12. ACCRUED EXPENSES*

Akun ini terdiri dari: / *This account consists of:*

	2025	2024	
Komisi fotografi	4.019.200.124	3.310.099.619	*Photography commission*
Lain-lain	2.211.234.207	809.254.421	*Others*
Jumlah	6.230.434.331	4.119.354.040	*Total*

13. LIABILITAS DIESTIMASI ATAS IMBALAN KERJA / *13. ESTIMATED LIABILITIES FOR EMPLOYEE BENEFITS*

Akun ini merupakan estimasi liabilitas imbalan kerja masing-masing sebesar Rp 1.061.842.641 dan Rp 818.052.562 pada tanggal 31 Desember 2025 dan 2024.

This account represents estimated liabilities for employee benefits amounting to Rp 1,061,842,641 and Rp 818,052,562 as of December 31, 2025 and 2024, respectively.

Program pensiun imbalan pasti memberikan eksposur Entitas terhadap risiko aktuarial seperti risiko tingkat suku bunga dan risiko gaji.

The defined benefit pension plan typically expose the Entity to actuarial risks such as, interest rate risk and salary risk.

Risiko Tingkat Bunga

Penurunan suku bunga obligasi akan meningkatkan liabilitas program, namun sebagian akan di-*offset* (saling hapus) oleh peningkatan imbal hasil atas investasi instrumen utang.

Interest Risk

A decrease in the bond interest rate will increase the plan liability, however this will be partially offset by an increase in the return on the plan's debt investments.

Risiko Gaji

Nilai kini liabilitas imbalan pasti dihitung dengan mengacu pada gaji masa depan peserta program. Dengan demikian, kenaikan gaji peserta program akan meningkatkan liabilitas program.

Salary Risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Asumsi aktuaria yang digunakan dalam menentukan beban dan liabilitas imbalan kerja pada tanggal 31 Desember 2025 dan 2024 adalah sebagai berikut:

The actuarial assumptions used in measuring employee benefit expense and liabilities as of December 31, 2025 and 2024 are as follows:

	2025	2024	
Usia pensiun normal	57 tahun/*year*	57 tahun/*year*	*Normal pension age*
Tingkat diskonto	6,99%	7,13%	*Discount rate*
Estimasi kenaikan gaji di masa datang	10%	10%	*Estimated future salary increase*
Tabel mortalita	100% TMI-IV	100% TMI-IV	*Mortality table*
Tingkat disabilitas	5% *of mortality rate*	5% *of mortality rate*	*Disability rate*
Tingkat pension	100% pada usia pensiun normal/ *100% in normal pension age*	100% pada usia pensiun normal/ *100% in normal pension age*	*Pension rate*
Metode	*Projected Unit Credit*	*Projected Unit Credit*	*Method*

Imbalan Pascakerja

Post-Employment Benefits

Rincian dari liabilitas diestimasi atas imbalan pascakerja adalah sebagai berikut:

Details of estimated liabilities on post-employment benefits are as follows:

	2025	2024	
Saldo awal	818.052.562	601.667.442	*Beginning balance*
Beban imbalan kerja tahun berjalan (lihat Catatan 22)	336.173.448	346.508.273	*Employee benefits expenses for current the year (see Note 22)*
Kerugian (keuntungan) aktuaria	139.440.831	(51.854.953)	*Actuarial loss (gain)*
Pembayaran realisasi manfaat	(231.824.200)	(78.268.200)	*Payment of benefit realization*
Saldo akhir	1.061.842.641	818.052.562	*Ending balance*

Rincian beban imbalan paskakerja tahun berjalan adalah sebagai berikut:

Details of post-employment benefits expense for the current year are as follows:

	2025	2024	
Biaya jasa kini	277.846.300	304.090.718	*Current service cost*
Biaya bunga	58.327.148	42.417.555	*Interest cost*
Jumlah	336.173.448	346.508.273	*Total*

Analisis kerugian (keuntungan) aktuaria adalah sebagai berikut:

Analysis of actuarial losses (gain) are as follows:

	2025	2024	
Saldo awal	(49.301.878)	(101.156.831)	*Beginning balance*
Keuntungan (kerugian) aktuaria tahun berjalan	(139.440.831)	51.854.953	*Actuarial gain (loss) for the year*
Saldo Akhir (lihat Catatan 17)	(188.742.709)	(49.301.878)	*Ending balance (see Note 17)*

Manajemen Entitas berpendapat bahwa jumlah penyisihan atas imbalan kerja pada tanggal 31 Desember 2025 dan 2024 tersebut adalah memadai untuk memenuhi ketentuan dalam UU No. 6 Tahun 2023, tentang "Cipta Kerja", PP No. 35 Tahun 2021 (PP 35/2021) PSAK No. 219, mengenai "Imbalan Kerja" dan Peraturan Perusahaan.

The management of the Entity believe that the allowance for employee benefits as of December 31, 2025 and 2024 is adequate to meet the requirements of Law No. 6 Year 2023, regarding "Job Creation", Government Regulations No. 35 Year 2021 (PP 35/2021) PSAK No. 219, regarding "Employee Benefits" and Company Regulations.

14. LIABILITAS SEWA / *14. LEASE LIABILITIES*

Akun ini terdiri dari: / *This account consists of:*

	2025	2024	
Bangunan	148.160.224	251.043.812	*Buildings*
Dikurangi bagian yang jatuh tempo dalam satu tahun	(79.420.049)	(102.883.588)	*Less current portion*
Bagian jangka panjang	68.740.175	148.160.224	*Long-term portion*

15. MODAL SAHAM / *15. CAPITAL STOCK*

Susunan pemegang saham dan persentase kepemilikannya pada 31 Desember 2025 dan 2024 adalah sebagai berikut:

The composition of stockholders and their respective percentage of ownership as of December 31, 2025 and 2024 are as follows:

Pemegang Saham/*Stockholders*	Nilai Nominal Rp 877.100 per Saham/ *Par Value Rp 877,100 per Share* — Jumlah Saham Ditempatkan dan Disetor Penuh (Lembar)/ *Number of Shares Issued and Fully Paid (Shares)*	Persentase Pemilikan/ *Percentage of Ownership* (%)	Jumlah/ *Total*
Digiphoto Entertainment Imaging Limited	5.988	99,8	5.252.074.800
Kalapathy Shankar Ramakrishnan	12	0,2	10.525.200
Jumlah/*Total*	6.000	100,0	5.262.600.000

16. TAMBAHAN MODAL DISETOR / *16. ADDITIONAL PAID-IN CAPITAL*

Akun ini merupakan perbedaan antara aset pengampunan pajak dan liabilitas pengampunan pajak sebesar Rp 409.706.900 pada tanggal 31 Desember 2025 dan 2024.

This account represents the difference between tax amnesty assets and tax amnesty liabilities amounting to Rp 409,706,900 as of December 31 2025 and 2024 respectively.

17. KOMPONEN EKUITAS LAINNYA / *17. OTHER EQUITY COMPONENT*

Rincian atas komponen ekuitas lain adalah sebagai berikut:

Details of other equity components are as follows:

	2025	2024	
Pos-pos yang tidak akan direklasifikasi ke laba rugi:			***Items not to be reclassified to profit or loss:***
Keuntungan aktuaria (lihat Catatan 13)	(188.742.709)	(49.301.878)	*Actuarial gain (see Note 13)*
Pajak penghasilan terkait pos yang tidak akan direklasifikasi ke laba rugi	41.523.395	10.846.412	*Income tax related to item not to be reclassified to profit or loss*
Jumlah	(147.219.314)	(38.455.466)	*Total*

18. PENJUALAN / *18. SALES*

Akun ini merupakan penjualan atas fotografi dan album foto masing-masing sebesar Rp 101.117.791.455 dan Rp 97.290.329.739 pada tahun 2025 dan 2024.

This account represents sales of photography and photo albums amounting to Rp 101,117,791,455 and Rp 97,290,329,739 in 2025 and 2024, respectively.

19. BEBAN POKOK PENJUALAN / *19. COSTS OF SALES*

Akun ini terdiri dari:

This account consists of:

	2025	2024	
Komisi fotografi	37.990.271.284	36.802.020.202	*Photography commission*
Gaji	17.474.456.883	16.432.887.549	*Salaries*
Biaya album dan kertas foto	8.823.669.716	8.517.173.871	*Cost of photo albums and papers*
Penyusutan (lihat Catatan 9)	3.009.496.525	2.378.746.890	*Depreciation (see Note 9)*
Telekomunikasi	1.360.695.953	1.402.607.122	*Telecommunication*
Pemasaran	293.409.634	443.047.441	*Marketing*
Lain-lain	217.106.566	653.957.237	*Others*
Jumlah	69.169.106.561	66.630.440.312	*Total*

20. PENDAPATAN LAIN-LAIN / *20. OTHER INCOME*

Akun ini terdiri dari:

This account consists of:

	2025	2024	
Bunga pinjaman (lihat Catatan 24)	988.755.090	841.204.090	*Loan interest (see Note 24)*
Bunga bank	19.396.741	17.959.324	*Bank Interest*
Laba selisih kurs	-	1.173.442.516	*Gain on foreign exchange*
Pemulihan penurunan nilai piutang usaha (lihat Catatan 5)	-	751.123.723	*Recovery allowance of impairment trade receivable (see Note 5)*
Lain-lain	155.824.540	94.672.808	*Others*
Jumlah	1.163.976.371	2.878.402.461	*Total*

21. BEBAN PENJUALAN / *21. SELLING EXPENSES*

Akun ini merupakan beban terkait penjualan termasuk beban pemasaran dan lain-lain masing-masing sebesar Rp 920.193.626 dan Rp 1.479.571.657 pada tahun 2025 dan 2024.

This account represents expenses related to sales which includes marketing expenses etc amounting to Rp 920,193,626 and Rp 1,479,571,657 in 2025 and 2024, respectively.

22. BEBAN UMUM DAN ADMINISTRASI / *22. GENERAL AND ADMINISTRATIVE EXPENSES*

Akun ini terdiri dari: / *This account consists of:*

	2025	2024	
Biaya manajemen	13.869.608.930	13.211.595.073	*Management fee*
Biaya tidak langsung	10.670.173.157	10.537.058.814	*Overhead allocation*
Telekomunikasi	2.416.732.857	1.244.850.392	*Telecommunication*
Gaji dan tunjangan	1.230.403.347	983.257.273	*Salaries and allowances*
Biaya professional	460.136.144	562.384.393	*Professional fee*
Penyusutan (lihat Catatan 9)	433.431.695	425.643.985	*Depreciation (see Note 9)*
Imbalan kerja (lihat Catatan 13)	336.173.448	346.508.273	*Employee benefits (see Note 13)*
Biaya property	177.256.526	159.820.527	*Property cost*
Lain-lain	5.236.988	11.262.485	*Others*
Jumlah	29.599.153.092	27.482.381.215	*Total*

23. BEBAN LAIN-LAIN / *23. OTHER EXPENSES*

Akun ini terdiri dari: / *This account consists of:*

	2025	2024	
Rugi selisih kurs	1.145.530.454	-	*Loss on foreign exchange*
Administrasi bank	985.820.715	870.854.052	*Bank administration*
Provisi penurunan nilai piutang usaha (lihat Catatan 5)	122.238.355	-	*Provision for impairment loss on trade receivables (see Note 5)*
Pajak	30.908.116	-	*Taxes*
Rugi pelepasan aset tetap (lihat Catatan 9)	14.866.368	-	*Loss on disposal of fixed assets (see Note 9)*
Denda	365.987	45.940.824	*Penalty*
Lain-lain	17.980.969	23.928.433	*Others*
Jumlah	2.317.710.964	940.723.309	*Total*

24. SALDO DAN TRANSAKSI DENGAN PIHAK BERELASI / *24. BALANCES AND TRANSACTIONS WITH RELATED PARTIES*

Sifat hubungan dengan pihak-pihak yang berelasi adalah sebagai berikut: / *Nature of relationship with related parties are as follows:*

Sifat Hubungan	Pihak-pihak Berelasi/ *Related Parties*	*Nature of Relationship*
Pemegang saham	Kalapathy Shankar Ramakrishnan	*Stockholder*
Manajemen kunci	Kalapathy Sanghamitra Ramakrishnan	*Key management*
Sepengendalian	Digiphoto Entertainment Imaging Sdn., Bhd	*Under common control*
	Digiphoto Entertainment Imaging Pte., Ltd	
	Digiphoto Thailand	

Sifat Hubungan	Pihak-pihak Berelasi/ *Related Parties*	*Nature of Relationship*
	Digiphoto Studio Digiphoto Entertainment Imaging Limited – Hongkong Digiphoto United Arab Emirates BDC Digiphoto Imaging Solution Pvt., Ltd Digiphoto Dubai Digiphoto China Digiphoto Entertainment Imaging – India Digiphoto Malaysia Digiphoto Entertainment Imaging LLC - USA DEI General Trading LLC DEI Holding Limited Digiphoto Entertainment Imaging Macau	

a) Entitas memiliki transaksi keuangan dengan pihak berelasi. Transaksi ini tidak dikenakan bunga. Saldo dari transaksi-transaksi tersebut disajikan sebagai "Piutang Pihak Berelasi" pada laporan posisi keuangan dengan rincian sebagai berikut:

a) The Entity had financial transactions with related parties. These transactions are non-interest bearing. The balances of these transactions are presented as "Due from Related Parties" in the statements of financial position with details as follows:

	2025	2024	
DEI Holding Limited	19.231.007.050	17.486.543.691	*DEI Holding Limited*
Kalapathy Shankar Ramakrishnan	4.357.254.550	4.357.254.550	*Kalapathy Shankar Ramakrishnan*
Kalapathy Sanghamitra Ramakrishnan	2.083.112.500	2.083.112.500	*Kalapathy Sanghamitra Ramakrishnan*
Jumlah	25.671.374.100	23.926.910.741	*Total*

DEI Holding Limited

Pada tanggal 14 Desember 2022, Entitas dan DEI Holding Limited melakukan Perjanjian Pinjaman, dimana Entitas bersedia untuk memberikan pinjaman kepada Entitas senilai USD 500.000. Pinjaman tersebut berlaku sampai selama 1 tahun dan dapat diperbarui.

Pinjaman tersebut dikenakan bunga 3,8% per tahun atas jumlah yang masih belum dibayar.

Pada tanggal 14 Desember 2023, Perjanjian Pinjaman telah diperbarui dan berlaku selama 1 tahun.

Pada tanggal 1 Februari 2024, Entitas dan DEI Holding Limited melakukan Perjanjian Pinjaman, dimana Entitas bersedia untuk memberikan pinjaman kepada Entitas senilai USD 500.000. Pinjaman tersebut berlaku sampai selama 1 tahun dan dapat diperbarui.

DEI Holding Limited

On December 14, 2022, the Entity and DEI Holding Limited entered into a Loan Agreement, whereby Entitas had granted a loan to the Entity amounting to USD 500,000. The loan has maturity 1 year and renewable.

The loan is subject to 3.8% interest per annum based on the outstanding loan amount.

On December 14, 2023, the Loan Agreement had been renewed and has maturity 1 year.

On February 1, 2024, the Entity and DEI Holding Limited entered into a Loan Agreement, whereby Entitas had granted a loan to the Entity amounting to USD 500,000. The loan has maturity 1 year and renewable.

Pinjaman tersebut dikenakan bunga 5,3% per tahun atas jumlah yang masih belum dibayar.

The loan is subject to 5.3% interest per annum based on the outstanding loan amount.

Pada tanggal 31 Desember 2025, jumlah pokok atas pinjaman yang diterima dari DEI Holding Limitied masing-masing sebesar USD 1.000.000 atau setara dengan Rp 16.782.000.000.

As of December 31, 2025, the total principal obtain from DEI Holding Limited amounting to USD 1,000,000 or equivalent to Rp 16,782,000,000.

Pada tanggal 31 Desember 2024, jumlah pokok atas pinjaman yang diterima dari DEI Holding Limitied masing-masing sebesar USD 1.000.000 atau setara dengan Rp 16.162.000.000.

As of December 31, 2024, the total principal obtain from DEI Holding Limited amounting to USD 1,000,000 or equivalent to Rp 16,162,000,000.

Pada tanggal 31 Desember 2025 dan 2024, jumlah pendapatan bunga atas pinjaman yang diterima dari DEI Holding Limited masing-masing sebesar USD 63.976 atau setara dengan Rp 988.755.090 dan USD 55.233 atau setara dengan Rp 841.204.090.

As of December 31, 2025 and 2024, the total interest income of the loan obtained from DEI Holding Limited amounting to USD 63,976 or equivalent to Rp 988,755,090 and USD 55,233 or equivalent to Rp 841,204,090, respectively.

b) Pada tahun 2025 dan 2024 entitas melakukan transaksi keuangan dengan pihak berelasi. Transaksi ini tidak dikenakan bunga. Saldo dari transaksi-transaksi tersebut disajikan sebagai "Piutang Lain-lain – Pihak Berelasi" pada laporan posisi keuangan (lihat Catatan 6).

b) In 2025 and 2024 the Entity had financial transactions with related parties. These transactions are non-interest bearing. The balance of these transactions are presented as "Other Receivables – Related Parties" the statements of financial position (see Note 6).

c) Pada tahun 2025 dan 2024, Entitas telah membeli persediaan dari DEI General Trading LLC masing-masing sebesar Rp 452.009.560 dan Rp 410.840.701. Saldo yang timbul dari transaksi tersebut disajikan sebagai "Utang Usaha – Pihak Berelasi" pada laporan posisi keuangan (lihat Catatan 10).

c) In 2025 and 2024, the Entity had purchased inventories dari DEI General Trading LLC amounting to Rp 452,009,560 and Rp 410,840,701, respectively. The balances arising from these transactions are presented as "Trade Payables – Related Party" in the statements of financial position (see Note 10).

d) Pada tahun 2025 dan 2024, Entitas telah melakukan penggunaan jasa dari pihak berelasi. Saldo dari transaksi ini disajikan sebagai "Utang Lain-lain – Pihak Berelasi" pada laporan posisi keuangan (lihat Catatan 11).

d) In 2025 and 2024, the Entity has availed services from related parties. The balances of this transactions are presented as "Other Payables – Related Parties" in the statements of financial position (see Note 11).

25. PERPAJAKAN / *25. TAXATION*

a. Pajak Dibayar di Muka / *a. Prepaid Taxes*

Akun ini terdiri dari: / *This account consists of:*

	2025	2024	
Pajak Penghasilan Pasal 21	-	27.440.949	*Income Tax Article 21*
Pajak Pertambahan Nilai	2.488.041.492	1.222.732.359	*Value Added Tax*
Jumlah	2.488.041.492	1.250.173.308	*Total*

b. Utang Pajak / *b. Taxes Payable*

Akun ini terdiri dari: / *This account consists of:*

	2025	2024	
Pajak Penghasilan:			*Income Tax:*
Pasal 4 (2)	266.428.988	319.260.103	*Article 4 (2)*
Pasal 21	147.955.361	-	*Article 21*
Pasal 23	30.908.116	-	*Article 23*
Pasal 29:			*Article 29:*
2025	10.399.718	-	*2025*
2024	-	436.336.936	*2024*
2023	-	1.949.560.352	*2023*
Jumlah	455.692.183	2.705.157.391	*Total*

c. Pajak Kini / *c. Current Tax*

Rekonsiliasi antara laba sebelum taksiran manfaat (beban) pajak penghasilan seperti yang disajikan dalam laporan laba rugi dan penghasilan komprehensif lain untuk tahun yang berakhir pada tanggal 31 Desember 2025 dan 2024 adalah sebagai berikut:

The reconciliation between income before income for tax benefit (expense) according to the statements of profit or loss and other comprehensive income for the years ended December 31, 2025 and 2024 are as follows:

	2025	2024	
Laba sebelum manfaat (beban) pajak penghasilan	275.603.583	3.635.615.707	*Income (loss) before income tax benefit (expense)*
Beda waktu:			*Temporary differences:*
Penambahan (pemulihan) kerugian penurunan nilai piutang usaha	122.238.355	(751.123.723)	*Addition (recovery) for trade receivables impairment*
Imbalan kerja – neto	104.349.248	268.240.073	*Employee benefits – net*
Penyusutan	(600.252.992)	(90.979.464)	*Depreciation*
Sub-jumlah	(373.665.389)	(573.863.114)	*Sub-total*
Beda tetap:			*Permanent differences:*
Rugi selisih kurs	2.071.387.924	-	*Unrealized foreign exchange*
Pajak	365.987	45.940.824	*Tax*
Pendapatan bunga	(19.396.741)	(859.163.414)	*Interest income*
Sub-jumlah	2.052.357.170	(813.222.590)	*Sub-Total*
Jumlah laba kena pajak	1.954.295.364	2.248.530.003	*Total taxable income*
Pembulatan	1.954.295.000	2.248.530.000	*Rounded*
Beban pajak kini	429.944.900	494.676.600	*Current tax expense*
Dikurangi pajak dibayar di muka:			*Less prepaid income tax:*
Pasal 23	47.010.140	58.339.664	*Article 23*
Pasal 25	372.535.042	-	*Article 25*
Sub-jumlah	419.545.182	58.339.664	*Sub-total*

	2025	2024	
Taksiran utang pajak penghasilan badan	10.399.718	436.336.936	*Estimated corporate income tax payable*

d. Aset Pajak Tangguhan

Rincian aset pajak tangguhan pada tanggal-tanggal 31 Desember 2025 dan 2024 adalah sebagai berikut:

d. Deferred Tax Assets

The details of deferred tax assets as of December 31, 2025 and 2024 are as follows:

	31 Desember 2025/*December 31, 2025*				
	Saldo Awal/ *Beginning Balance*	Dikreditkan (Dibebankan) pada Laba Rugi/ *Credited (Charged) to Profit or Loss*	Penghasilan Komprehensif Lain/ *Other Comprehensive Income*	Saldo Akhir/ *Ending Balance*	
Estimasi liabilitas Imbalan kerja	179.971.563	22.956.835	30.676.983	233.605.381	*Estimated liabilities for employee benefits*
Aset tetap	(143.420.349)	(140.980.267)	-	(284.400.616)	*Fixed assets*
Penyisihan kerugian penurunan nilai piutang	30.526.689	26.892.438	-	57.419.127	*Allowance for impairment loss of trade receivables*
Jumlah	67.077.903	(91.130.994)	30.676.983	6.623.892	*Total*

	31 Desember 2024/*December 31, 2024*				
	Saldo Awal/ *Beginning Balance*	Dikreditkan (Dibebankan) pada Laba Rugi/ *Credited (Charged) to Profit or Loss*	Penghasilan Komprehensif Lain/ *Other Comprehensive Income*	Saldo Akhir/ *Ending Balance*	
Estimasi liabilitas Imbalan kerja	132.366.837	59.012.816	(11.408.090)	179.971.563	*Estimated liabilities for employee benefits*
Aset tetap	(154.501.766)	11.081.417	-	(143.420.349)	*Fixed assets*
Penyisihan kerugian penurunan nilai piutang	235.116.279	(204.589.590)	-	30.526.689	*Allowance for impairment loss of trade receivables*
Jumlah	212.981.350	(134.495.357)	(11.408.090)	67.077.903	*Total*

e. Surat Tagihan Pajak

Untuk tahun yang berakhir pada tanggal 31 Desember 2024, Entitas menerima STP (Surat Tagihan Pajak) atas Pajak Penghasilan (PPh) Pasal 21, Pasal 29 dan Pajak Pertambahan Nilai dari Direktorat Jendral Pajak sebagai berikut:

e. Tax Collection Letters

During the year ended December 31, 2024, the Entity received STP (Tax Collection Letters) for Income Tax (IT) Article 21, Article 29 and Value Added Tax from the Directorate General of Taxation as follows:

2024		
Surat Tagihan Pajak/*Tax Collection Notice*	Masa/Tahun *Periode/Year*	Jumlah/ *Amount*
STP Pajak Penghasilan Pasal 21/*STP Income Tax Article 21*	Mei 2020/*May 2020*	365.987
STP Pajak Penghasilan Pasal 21/*STP Income Tax Article 21*	Desember 2023/*December2023*	13.393
STP Pajak Pertambahan Nilai/*STP Value Added Tax*	Agustus 2024/*August 2024*	6.564.374
STP Pajak Pertambahan Nilai/STP Value Added Tax	Juli 2024/*July 2024*	10.690.313

Entitas telah melakukan pembayaran atas Surat Tagihan Pajak (STP) tersebut pada tahun 2024 dan diakui sebagai "Beban Lain-lain – Pajak".

The Entity has made payments for Tax Collection Notice (STP) in 2024 and has been recognize as "Other Expenses – Taxes".

26. INSTRUMEN KEUANGAN DAN MANAJEMEN RISIKO KEUANGAN

a. Faktor dan Kebijakan Manajemen Risiko Keuangan

Dalam menjalankan aktivitas operasi, investasi dan pendanaan, Entitas menghadapi risiko keuangan yaitu risiko kredit, risiko likuiditas dan risiko pasar dan mendefinisikan risiko-risiko sebagai berikut:

- Risiko kredit: kemungkinan bahwa pelanggan tidak membayar sebagian atau seluruh piutang atau tidak membayar secara tepat waktu dan akan menyebabkan kerugian Entitas.

- Risiko likuiditas: Entitas menetapkan risiko likuiditas atas kolektibilitas dari piutang usaha seperti yang dijelaskan di atas, yang dapat menimbulkan kesulitan Entitas dalam memenuhi kewajiban yang terkait dengan liabilitas keuangan.

- Risiko pasar: pada saat ini tidak terdapat risiko pasar, selain risiko suku bunga dan risiko nilai tukar mata uang asing karena Entitas tidak berinvestasi di instrumen keuangan dalam aktivitas normal.

Risiko Kredit

Risiko kredit merupakan risiko atas kerugian keuangan Entitas jika pelanggan atau pihak lain dari instrumen keuangan gagal memenuhi liabilitas kontraktualnya. Risiko ini timbul terutama dari piutang usaha dan piutang pihak berelasi. Entitas mengelola dan mengendalikan risiko kredit dari piutang usaha dengan memantau batasan periode tunggakan piutang pada tiap pelanggan dan pihak berelasi.

26. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

a. Financial Risk Management Factors and Policies

In its operating, investing and financing activities, the Entity is exposed to the following financial risks: credit risk, liquidity risk and market risk and define those risks as follows:

- *Credit risk: possibility that a customer will not pay the part or all of a receivable or will not pay in timely manner and hence, the Entity will incur loss.*

- *Liquidity risk: the Entity defined liquidity risk from the collectibility of the accounts receivable as mentioned above, which may cause difficulty in meeting the obligations of the Entity relating to financial liabilities.*

- *Market risk: currently there are no market risk other than interest rate risk and foreign currency exchange rate risk as the Entity does not invest in any financial instruments in their normal activities.*

Credit Risks

Credit risk represents the risk of financial loss of the Entity if any customer or other party of a financial instrument fails to meet contractual liabilities. This risk arises mainly from trade receivables, other receivables and due from related parties. The Entity manages and controls credit risk from trade receivables by monitoring the default limit period on each customer and related party.

	2025				
	Belum Jatuh Tempo/ *Netither Past Due*	Jatuh Tempo/*Past Due*	Penyisihan Penurunan Nilai/ *Allowance for Impairment Loss*	Jumlah/*Total*	
Aset Keuangan yang Diukur pada Biaya Perolehan Diamortisasi					*Financial Assets Measured at Amortized Cost*
Kas dan bank	3.857.304.875	-	-	3.857.304.875	*Cash on hand and in banks*
Piutang usaha	-	5.563.292.955	(260.996.029)	5.302.296.926	*Trade receivables*
Piutang lain-lain – pihak berelasi	4.722.405.658	-	-	4.722.405.658	*Other receivable – related parties*

	2025				
	Belum Jatuh Tempo/ *Netither Past Due*	Jatuh Tempo/*Past Due*	Penyisihan Penurunan Nilai/ *Allowance for Impairment Loss*	Jumlah/*Total*	
Piutang pihak berelasi	25.671.374.100	-	-	25.671.374.100	*Due from related parties*
Jaminan	14.000.000	-	-	14.000.000	*Security deposits*
Jumlah	34.265.084.633	5.563.292.955	(260.996.029)	39.567.381.559	*Total*

	2024				
	Belum Jatuh Tempo/ *Netither Past Due*	Jatuh Tempo/*Past Due*	Penyisihan Penurunan Nilai/ *Allowance for Impairment Loss*	Jumlah/*Total*	
Aset Keuangan yang Diukur pada Biaya Perolehan Diamortisasi					*Financial Assets Measured at Amortized Cost*
Kas dan bank	4.833.546.420	-	-	4.833.546.420	*Cash on hand and in banks*
Piutang usaha	-	4.934.246.567	(138.757.674)	4.795.488.893	*Trade receivables*
Piutang lain-lain – pihak berelasi	4.878.569.955	-	-	4.878.569.955	*Other receivable – related parties*
Piutang pihak berelasi	23.926.910.741	-	-	23.926.910.741	*Due from related parties*
Jaminan	11.000.000	-	-	11.000.000	*Security deposits*
Jumlah	33.650.027.116	4.934.246.567	(138.757.674)	38.445.516.009	*Total*

Risiko Likuiditas

Melalui kegiatan operasi dan sumber dana yang ada, Entitas dapat memenuhi seluruh liabilitas keuangannya pada saat jatuh tempo, karena Entitas memiliki aset keuangan yang likuid dan tersedia untuk memenuhi kebutuhan likuiditasnya.

Dalam mengelola risiko likuiditas Entitas melakukan pengawasan yang ketat atas proyeksi dan realisasi dari arus kas secara terus menerus baik kolektibilitas piutang maupun pemenuhan kewajiban dan tanggal jatuh temponya.

Tabel berikut menyajikan jumlah liabilitas keuangan pada 31 Desember 2025 dan 2024 berdasarkan jatuh temponya:

Liquidity Risks

Through its operations and existing funding sources, the Entity can meet all its financial obligations as they mature, because the Entity has the financial assets which are liquid and available to meet liquidity needs.

In managing the liquidity risk, the Entity observes strict control on the forecast and continuous realization of actual cash flows from both collectibility of receivables as well as the fulfillment of obligations and due dates.

The following table presents the amount of financial liabilities on December 31, 2025 and 2024, based on their maturity:

	2025				
	Kurang dari 1 Tahun/ *Less Than 1 Year*	Lebih dari 1 Tahun/ *More Than 1 Year*	Lebih dari 2 Tahun/ *More Than 2 Years*	Jumlah/*Total*	
Liabilitas Keuangan yang Diukur pada Biaya Perolehan Diamortisasi					*Financial Liabilities Measured at Amortized Cost*
Utang usaha	2.476.974.461	-	-	2.476.974.461	*Trade payables*
Utang lain-lain	26.795.808.571	-	-	26.795.808.571	*Other payables*

	2025				
	Kurang dari 1 Tahun/ *Less Than 1 Year*	Lebih dari 1 Tahun/ *More Than 1 Year*	Lebih dari 2 Tahun/ *More Than 2 Years*	Jumlah/*Total*	
Beban masih harus dibayar	6.230.434.331	-	-	6.230.434.331	*Accrued expenses*
Liabilitas sewa	79.420.049	68.740.175	-	148.160.224	*Lease liabilities*
Jumlah	35.582.637.412	68.740.175	-	35.651.377.587	*Total*

	2024				
	Kurang dari 1 Tahun/ *Less Than 1 Year*	Lebih dari 1 Tahun/ *More Than 1 Year*	Lebih dari 2 Tahun/ *More Than 2 Years*	Jumlah/*Total*	
Liabilitas Keuangan yang Diukur pada Biaya Perolehan Diamortisasi					*Financial Liabilities Measured at Amortized Cost*
Utang usaha	1.500.531.572	-	-	1.500.531.572	*Trade payables*
Utang lain-lain	25.692.963.197	-	-	25.692.963.197	*Other payables*
Beban masih harus dibayar	4.119.354.040	-	-	4.119.354.040	*Accrued expenses*
Liabilitas sewa	102.883.588	148.160.224	-	251.043.812	*Lease liabilities*
Jumlah	31.415.732.397	148.160.224	-	31.563.892.621	*Total*

Risiko Nilai Tukar Mata Uang Asing

Entitas tidak secara signifikan terekspos risiko mata uang asing karena sebagian besar liabilitas dalam mata uang Rupiah. Tidak ada aktivitas lindung nilai mata uang pada tanggal 31 Desember 2025 dan 2024 namun demikian Entitas telah menyediakan dana dalam mata uang asing yang sesuai dengan kebutuhan operasinya.

Tabel berikut menyajikan aset dan liabilitas keuangan Entitas yang didenominasi dalam mata uang Dolar Amerika Serikat, Dolar Singapura, Dirham Uni Emirat Arab, Ringgit Malaysia, Baht Thailand, dan Rupee India:

Foreign Currency Exchange Rate Risks

The Entity is not significantly exposed to foreign currency exchange rate risk because most liabilities are denominated in Rupiah. There is no currency hedging activities on December 31, 2025 and 2024, but the Entity has provided funds in foreign currency in accordance with the needs of operations.

The following table presents the Entity's financial assets and financial liabilities denominated in United States Dollar, Singapore Dollar, United Arab Emirates Dirham, Malaysian Ringgit, Thailand Baht, and India Rupee:

	2025			
	Mata Uang Asing/ *Foreign Currency*		Ekuivalen Rupiah/ *Equivalent in Rupiah*	
Aset				***Assets***
Bank	USD	1.182	19.834.646	*Cash in banks*
Piutang lain-lain				*Trade receivables*
Pihak berelasi	THB	12.021.800	6.407.619.400	*Related parties*
	MYR	20.863	86.450.326	
	USD	1.050	17.621.100	
Jumlah Aset			6.531.525.472	*Total Assets*
Liabilitas				***Liabilities***
Utang usaha				*Trade payables*
Pihak berelasi	AED	98.908	452.009.560	*Related parties*
Pihak ketiga	USD	15.659	262.789.338	*Third Parties*
	SGD	2.887	37.728.962	
	AED	1.307	5.972.990	

	2025			
	Mata Uang Asing/ *Foreign Currency*		Ekuivalen Rupiah/ *Equivalent in Rupiah*	
Utang lain-lain				*Other payables*
Pihak berelasi	SGD	2.404.695	31.425.923.750	*Related parties*
	AED	2.124.852	9.710.573.049	
	USD	169.291	2.841.041.562	
	MYR	321.137	1.330.700.204	
	INR	3.709.314	690.377.522	
	THB	8.550	4.557.150	
Jumlah liabilitas			46.761.674.087	*Total liabilities*
Liabilitas – Bersih			40.230.148.615	*Liabilities – Net*

	2024			
	Mata Uang Asing/ *Foreign Currency*		Ekuivalen Rupiah/ *Equivalent in Rupiah*	
Aset				***Assets***
Bank	USD	4.813	77.786.090	*Cash in banks*
Piutang lain-lain				*Trade receivables*
Pihak berelasi	THB	5.160	2.456.160	*Related parties*
	USD	2.150	34.748.300	
	MYR	4.467	15.884.809	
Jumlah Aset			130.875.359	*Total Assets*
Liabilitas				***Liabilities***
Utang usaha				*Trade payables*
Pihak berelasi	AED	82.876	352.264.438	*Related parties*
Pihak ketiga	AED	13.942	59.261.223	*Third Parties*
Utang lain-lain				*Other payables*
Pihak berelasi	SGD	1.377.137	16.056.149.396	*Related parties*
	AED	1.356.072	5.763.982.077	
	USD	88.303	1.427.153.546	
	MYR	257.979	917.438.002	
	INR	2.441.454	458.334.167	
	THB	7.781	3.703.956	
Jumlah liabilitas			25.038.286.805	*Total liabilities*
Liabilitas – Bersih			24.907.411.446	*Liabilities – Net*

Analisis Sensitivitas

Pergerakan yang mungkin terjadi terhadap nilai tukar Rupiah terhadap Dolar Amerika Serikat, Dolar Singapura, Dirham Uni Emirat Arab, Ringgit Malaysia, Baht Thailand, dan Rupee India pada akhir tahun yang dapat meningkatkan (menurunkan) ekuitas atau laba rugi sebesar nilai yang disajikan dalam tabel. Analisis dilakukan berdasarkan varians nilai tukar mata uang asing yang dianggap terjadi pada tanggal posisi keuangan dengan semua variabel lainnya konstan.

Sensitivity Analysis

Movement that may occur towards Rupiah exchange rate against United States Dollar, Singapore Dollar, United Arab Emirates Dirham, Malaysian Ringgit, Thailand Baht, and India Rupee at the year end that could increase (decrease) equity or profit loss amounted to the values presented in the table. The analysis was conducted based on the variance of foreign currency exchange rates considered to occur at the financial position date with all other variables being constant.

Tabel berikut menyajikan sensitivitas nilai tukar Dolar Amerika Serikat, Dolar Singapura, Dirham Uni Emirat Arab, Ringgit Malaysia, Baht Thailand, dan Rupee India serta perubahan laba bersih dan ekuitas Entitas:

The following table presented sensitivity exchange rate of the United States Dollar, Singapore Dollar, United Arab Emirates Dirham, Malaysian Ringgit, Thailand Baht, and India Rupee, and the changes on net income and equity of the Entity:

2025	Perubahan Nilai Tukar/ *Change in Exchange Rates*		Sensitivitas/*Sensitivity* Modal/ *Equity*	Untung (Rugi)/ *Profit (Loss)*
USD	Kenaikan/*Appreciates*	(277)	50.612.914	39.478.073
	Penurunan/Depreciates	102	(18.545.887)	(14.465.792)
SGD	Kenaikan/*Appreciates*	(122)	293.839.353	229.194.695
	Penurunan/Depreciates	118	(285.280.399)	(222.518.712)
AED	Kenaikan/*Appreciates*	(54)	119.875.478	93.502.873
	Penurunan/Depreciates	38	(84.830.674)	(66.167.926)
MYR	Kenaikan/*Appreciates*	(24)	7.219.338	5.631.083
	Penurunan/Depreciates	71	(21.312.698)	(16.623.904)
THB	Kenaikan/*Appreciates*	(6)	70.487.744	54.980.441
	Penurunan/Depreciates	9	(113.375.047)	(88.432.537)
INR	Kenaikan/*Appreciates*	(3)	11.906.898	9.287.380
	Penurunan/Depreciates	3	(10.580.818)	(8.253.038)

2024	Perubahan Nilai Tukar/ *Change in Exchange Rates*		Sensitivitas/*Sensitivity* Modal/ *Equity*	Untung (Rugi)/ *Profit (Loss)*
USD	Kenaikan/*Appreciates*	(506)	41.158.105	32.103.322
	Penurunan/Depreciates	299	(24.320.698)	(18.970.145)
SGD	Kenaikan/*Appreciates*	(178)	245.051.184	191.139.924
	Penurunan/Depreciates	116	(159.806.410)	(124.649.000)
AED	Kenaikan/*Appreciates*	(115)	167.263.929	130.465.864
	Penurunan/Depreciates	95	(137.298.078)	(107.092.501)
MYR	Kenaikan/*Appreciates*	(44)	11.260.384	8.783.099
	Penurunan/Depreciates	69	(17.443.549)	(13.605.968)
THB	Kenaikan/*Appreciates*	(7)	17.813	13.894
	Penurunan/Depreciates	8	(20.945)	(16.337)
INR	Kenaikan/*Appreciates*	(5)	13.366.961	10.426.229
	Penurunan/Depreciates	3	(7.397.606)	(5.770.132)

Risiko Suku Bunga

Risiko bahwa nilai wajar atau arus kas masa depan dari instrumen keuangan akan berfluktuasi karena perubahan suku bunga pasar.

Pada tanggal laporan posisi keuangan, profil Entitas atas instrumen keuangan yang dipengaruhi oleh bunga adalah sebagai berikut:

Interest Rate Risk

The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

On date of the statement of financial position, the Entity's profile of financial instruments that are affected by interest are as follows:

	2025	2024	
Instrumen bunga tetap			***Fixed interest Instrument***
Aset keuangan	25.671.374.100	23.926.910.741	*Financial assets*

	2025	2024	
Liabilitas keuangan	148.160.224	251.043.812	*Financial liabilities*
Jumlah liabilitas - neto	25.523.213.876	23.675.866.929	*Total liabilities - net*
Instrumen bunga mengambang			***Floating interest Instrument***
Aset keuangan	3.857.304.875	4.833.546.420	*Financial assets*

b. Nilai Wajar Instrumen Keuangan

Nilai wajar sebagai harga yang akan diterima untuk menjual suatu aset atau harga yang akan dibayar untuk mengalihkan suatu liabilitas dalam transaksi teratur antara pelaku pasar pada tanggal pengukuran.

Tabel di bawah ini menggambarkan nilai tercatat dan nilai wajar dari aset dan liabilitas keuangan yang tercatat pada laporan posisi keuangan pada tanggal 31 Desember 2025 dan 2024:

b. Fair Value of Financial Instruments

Fair value is the price that would be received to sell an asset or price that would be paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The table below shows the carrying amount and fair values of the financial assets and financial liabilities recorded in the statements of financial position as of December 31, 2025 and 2024:

	2025		
	Nilai Tercatat/ *Carrying Amount*	Nilai Wajar/ *Fair Value*	
Aset Keuangan			***Financial Assets***
Kas dan bank	4.334.542.040	4.334.542.040	*Cash on hand and in banks*
Piutang usaha – pihak ketiga	5.302.296.926	5.302.296.926	*Trade receivables – third parties*
Piutang lain-lain – pihak berelasi	4.722.405.658	4.722.405.658	*Other receivables – related parties*
Piutang pihak berelasi	25.671.374.100	25.671.374.100	*Due from related parties*
Jaminan	14.000.000	14.000.000	*Security deposits*
Jumlah Aset Keuangan	40.044.618.724	40.044.618.724	***Total Financial Assets***
Liabilitas Keuangan			***Financial Liabilities***
Utang usaha	2.476.974.461	2.476.974.461	*Trade payables*
Utang lain-lain	26.795.808.571	26.795.808.571	*Other payables*
Beban masih harus dibayar	6.230.434.331	6.230.434.331	*Accrued expenses*
Liabilitas sewa	148.160.224	148.160.224	*Lease liabilities*
Jumlah Liabilitas Keuangan	35.651.377.587	35.651.377.587	***Total Financial Liabilities***

	2024		
	Nilai Tercatat/ *Carrying Amount*	Nilai Wajar/ *Fair Value*	
Aset Keuangan			***Financial Assets***
Kas dan bank	5.249.131.157	5.249.131.157	*Cash on hand and in banks*
Piutang usaha – pihak ketiga	4.795.488.893	4.795.488.893	*Trade receivables – third parties*
Piutang lain-lain – pihak berelasi	4.878.569.955	4.878.569.955	*Other receivables – related parties*
Piutang pihak berelasi	23.926.910.741	23.926.910.741	*Due from related parties*
Jaminan	11.000.000	11.000.000	*Security deposits*
Jumlah Aset Keuangan	38.861.100.746	38.861.100.746	***Total Financial Assets***

	2024		
	Nilai Tercatat/ *Carrying Amount*	Nilai Wajar/ *Fair Value*	
Liabilitas Keuangan			***Financial Liabilities***
Utang usaha	1.500.531.572	1.500.531.572	*Trade payables*
Utang lain-lain	25.692.963.197	25.692.963.197	*Other payables*
Beban masih harus dibayar	4.119.354.040	4.119.354.040	*Accrued expenses*
Liabilitas sewa	251.043.812	251.043.812	*Lease liabilities*
Jumlah Liabilitas Keuangan	31.563.892.621	31.563.892.621	***Total Financial Liabilities***

Metode dan asumsi berikut ini digunakan untuk mengestimasi nilai wajar untuk setiap kelompok instrumen keuangan yang praktis untuk memperkirakan nilai tersebut:

The following methods and assumptions are used to estimate the fair value for each class of financial instruments that are practical to estimate that value:

a. Entitas memiliki aset keuangan lancar dan liabilitas keuangan jangka pendek yang terdiri dari kas dan bank, piutang usaha – pihak ketiga, piutang lain-lain – pihak berelasi, piutang pihak berelasi, utang usaha, utang lain-lain – pihak berelasi dan beban masih harus dibayar. Karena instrumen keuangan tersebut jatuh tempo dalam jangka pendek maka nilai tercatat aset dan liabilitas keuangan tersebut mendekati nilai wajarnya.

a. The Entity have current financial assets and current financial liabilities consisting of cash on hand and in banks, trade receivables – third parties, other receivables – related parties, due from related parties, trade payables, other payables – related parties and accrued expenses. The carrying value of financial assets and financial liabilities are estimated to approximate fair value because these will mature in less than one year.

b. Nilai wajar dari jaminan dan liabilitas sewa ditentukan menggunakan diskonto arus kas berdasarkan tingkat suku bunga pasar.

b. The fair value of security deposit and lease liabilities are determined based on discounted cash flow using market interest rate.

27. PENGELOLAAN MODAL

27. CAPITAL MANAGEMENT

Tujuan pengelolaan modal adalah untuk pengamanan kemampuan Entitas dalam melanjutkan kelangsungan usaha agar dapat memberikan hasil bagi pemegang saham dan manfaat kepada pihak berkepentingan lainnya dan untuk mempertahankan struktur permodalan yang optimum untuk meminimalkan biaya modal.

The objectives of capital management are to secure the Entity's ability to continue its business in order to deliver results for stockholders and benefits to other stakeholders and to maintain an optimal capital structure to minimize the cost of capital.

Secara periodik, Entitas melakukan valuasi utang untuk menentukan kemungkinan pembiayaan kembali utang yang ada dengan utang baru yang lebih efisien yang akan mengarah pada biaya utang yang lebih optimal.

Periodically, the Entity performs the valuation of debt to determine the possible refinancing of existing debt with new loan that is more efficient which will lead to more optimal debt costs.

Rasio utang terhadap ekuitas *(debt to equity)* adalah rasio yang diwajibkan oleh kreditur untuk diawasi oleh manajemen dalam mengevaluasi struktur permodalan Entitas serta mereviu efektivitas pinjaman Entitas.

Debt to equity ratio is the ratio that is required to manage by management to evaluate the capital structure of the Entity and review the effectiveness of the Entity's debt.

Struktur permodalan Entitas dan rasio utang terhadap ekuitas adalah sebagai berikut:

The Entity's capital structure and debt to equity ratio are as follows:

	2025		
	Jumlah/*Total*	Persentase/*Percentage*	
Liabilitas jangka pendek	36.038.329.595	61,51%	*Current liabilities*
Liabilitas jangka Panjang	1.130.582.816	1,93%	*Non-current liabilities*
Jumlah liabilitas	37.168.912.411	63,44%	*Total liabilities*
Jumlah ekuitas	21.423.949.249	36,56%	*Total equity*
Jumlah	58.592.861.660	100,00%	*Total*
Rasio utang terhadap ekuitas		1,73	*Debt to equity ratio*

	2024		
	Jumlah/*Total*	Persentase/*Percentage*	
Liabilitas jangka pendek	34.120.889.788	60,00%	*Current liabilities*
Liabilitas jangka Panjang	966.212.786	1,70%	*Non-current liabilities*
Jumlah liabilitas	35.087.102.574	61,70%	*Total liabilities*
Jumlah ekuitas	21.778.185.408	38,30%	*Total equity*
Jumlah	56.865.287.982	100,00%	*Total*
Rasio utang terhadap ekuitas		1,61	*Debt to equity ratio*

28. TRANSAKSI NON-KAS

Untuk tahun yang berakhir pada tanggal 31 Desember 2024, terdapat akun dalam laporan keuangan yang penambahannya merupakan aktivitas yang tidak mempengaruhi arus kas. Akun-akun tersebut adalah sebagai berikut:

28. NON-CASH TRANSACTIONS

For the years ended December 31, 2024, there were accounts in the financial statements that the addition represents an activity that does not affect cash flows. The accounts are as follows:

2025	2024	
Penambahan aset tetap melalui utang lain-lain – pihak berelasi	-	170.936.511	*Increasing fixed assets trough other payables – related parties*
Penambahan bangunan kantor – hak guna melalui liabilitas sewa	-	41.345.080	*Increasing Right of use – office building trough lease liabilities*

29. STANDAR AKUNTANSI KEUANGAN BARU DAN REVISI

Amendemen yang berlaku efektif untuk laporan keuangan yang dimulai pada atau setelah tanggal 1 Januari 2026 dan penerapan dini diperkenankan adalah sebagai berikut:

- PSAK No. 109, mengenai "Instrumen Keuangan" dan PSAK No. 107, mengenai "Instrumen Keuangan: Pengungkapan tentang Klasifikasi dan Pengukuran Instrumen Keuangan".

  Amendemen ini menambahkan dan mengklarifikasi ketentuan dalam PSAK No. 109 terkait penghentian pengakuan liabilitas keuangan, serta mengklarifikasi

29. NEW AND REVISED STATEMENTS OF FINANCIAL ACCOUNTING STANDARDS

Amendments which are effective for the financial statements beginning on or after January 1, 2026 and early adoption is permitted as follows:

- *PSAK No. 109, regarding "Financial Instruments" and PSAK No. 107, regarding "Financial Instruments: Disclosures about the Classification and Measurement of Financial Instruments".*

  These amendments add and clarify the provisions in PSAK No. 109 related to the derecognition of financial liabilities, as well as clarify the

penilaian karakteristik arus kas untuk aset keuangan dengan fitur *ESG-linked*, aset keuangan dengan fitur *non-recourse*, dan instrumen yang terikat secara kontraktual seperti tranche. Amendemen ini juga mengubah ketentuan dalam PSAK No. 107 terkait persyaratan pengungkapan investasi pada instrumen ekuitas yang diukur pada nilai wajar melalui penghasilan komprehensif lain dan menambah ketentuan terkait instrumen keuangan dengan persyaratan kontraktual yang mengubah waktu atau jumlah arus kas kontraktual.

assessment of cash flow characteristics for financial assets with ESG-linked features, financial assets with non-recourse features, and contractually bound instruments such as tranches. These amendments also change the provisions in PSAK No. 107 related to the disclosure requirements for investments in equity instruments measured at fair value through other comprehensive income and add provisions related to financial instruments with contractual terms that change the timing or amount of contractual cash flows.

Amendemen yang berlaku efektif untuk laporan keuangan yang dimulai pada atau setelah tanggal 1 Januari 2027 dan penerapan dini diperkenankan adalah sebagai berikut:

Amendments which are effective for the financial statements beginning on or after January 1, 2027 and early adoption is permitted as follows:

- PSAK No. 413, mengenai "Penurunan Nilai".

  PSAK No. 413 diterapkan pada aset keuangan syariah berupa hak tagih yang jumlah kas dan waktu pembayarannya sudah ditentukan dalam akad. Perhitungan penurunan nilai dalam PSAK No. 413 menggunakan konsep ekspektasi kerugian (*expected loss*) yang perhitungannya mencerminkan jumlah tidak bias dan probabilitas tertimbang (*unbiased and probability-weighted amount*) dan informasi wajar dan tersokong (*reasonable and supportable information*). Perhitungan tersebut tidak mencerminkan nilai waktu atas uang (*time value of money*). Kafalah penjaminan risiko kredit ditentukan jumlah yang lebih tinggi antara jumlah provisi yang dihitung berdasarkan PSAK No. 413 dengan jumlah liabilitas yang telah dibentuk.

  Pengakuan dan pengukuran penurunan nilai menggunakan dua model yaitu model umum dan model sederhana. Model umum diterapkan pada aset keuangan syariah yang umur awalnya lebih dari 12 bulan dan piutang murabahah yang mengandung unsur pembiayaan signifikan. Aset keuangan syariah dibedakan menjadi aset yang risiko kreditnya buruk (penyisihan untuk ekspektasi kerugian sepanjang umur) dan tidak buruk (penyisihan untuk ekspektasi kerugian 12 bulan). Model sederhana diterapkan pada aset keuangan syariah yang lain dan penyisihannya sebesar ekspektasi kerugian sepanjang umur.

- *PSAK No. 413, regarding "Impairment Loss".*

  PSAK No. 413 is applied to Islamic financial assets in the form of collection rights whose cash amount and payment time have been determined in the contract. Calculation of impairment loss in PSAK No. 413 uses the concept of expected loss whose calculation reflects the unbiased and probability-weighted amount and reasonable and supportable information. The calculation does not reflect the time value of money. Kafalah credit risk guarantee is determined by the higher amount between the provision amount calculated based on PSAK No. 413 and the amount of liabilities that have been formed.

  Recognition and measurement of impairment use two models, namely the general model and the simple model. The general model is applied to Islamic financial assets whose initial life is more than 12 months and murabahah receivables that contain significant financing elements. Islamic financial assets are divided into assets with poor credit risk (provision for expected losses throughout life) and not bad (provision for expected losses of 12 months). The simple model is applied to other Islamic financial assets and the allowance is set at the lifetime expected loss.

- PSAK No. 118, mengenai "Penyajian dan Pengungkapan dalam Laporan Keuangan".

  PSAK No. 118 menggantikan PSAK No. 201 mempertahankan banyak prinsip yang ada tetapi secara signifikan mengubah cara entitas melaporkan "laba atau rugi operasional." PSAK No. 118 menetapkan struktur yang jelas untuk laporan laba rugi dengan mengelompokan pos-pos ke dalam

- *PSAK No. 118, regarding "Presentation and Disclosure in Financial Statement".*

  PSAK No. 118 supersedes PSAK No. 201, retaining many existing principles but significantly changing how entities report "operating profit or loss". It establishes a defined structure for the statement of profit or loss, categorizing items into operating, investing, financing, income taxes and discontinued

kategori operasi, investasi, pembiayaan, pajak penghasilan, dan operasi yang dihentikan. PSAK No. 118 mewajibkan pengungkapan tertentu, termasuk ukuran kinerja tetapan manajemen ("UKTM"), yang memungkinkan investor memahami bagaimana pandangan manajemen atas kinerja keuangan Perusahaan dan bagaimana ukuran tersebut dibandingkan dengan ukuran yang didefinisikan dalam PSAK No. 118.

operations. PSAK No. 118 mandates specific disclosures, including management-defined performance measures ("MPMs"), allowing investors to understand management's view of the entity's financial performance and how these measures compare to those defined in PSAK No. 118.

Meskipun PSAK No. 118 tidak mempengaruhi pengakuan atau pengukuran pos-pos dalam laporan keuangan, dampaknya terhadap penyajian dan pengungkapan diperkirakan akan sangat luas, terutama yang berkaitan dengan laporan kinerja keuangan dan penyediaan UKTM dalam laporan keuangan.

Eventhough PSAK No. 118 will not impact the recognition or measurement of items in the financial statements, it impacts on presentation and disclosure are expected to be pervasive, in particular those related to the statement of financial performance and providing MPM within the financial statements.

Manajemen saat ini sedang menilai secara rinci implikasi penerapan standar baru PSAK No. 118 pada laporan keuangan Entitas. Dari penilaian awal, secara garis besar, dampak potensial berikut telah diidentifikasi:

The Entity's management are currently assessing the detailed implications of applying PSAK No. 118 on the Entity's financial statements. From the high-level preliminary assessment performed, the following impacts have been identified:

- Meskipun adopsi PSAK No. 118 tidak akan berpengaruh pada laba bersih Entitas, Entitas mengharapkan pengelompokan pos pendapatan dan beban dalam laporan laba rugi ke dalam kategori baru akan memengaruhi cara perhitungan dan pelaporan laba operasi. Dari penilaian dampak garis besar yang dilakukan Grup, pos-pos berikut mungkin berpotensi memengaruhi laba operasi:

  a. Perbedaan nilai tukar yang saat ini digabungkan dalam pos 'pendapatan lain dan keuntungan (kerugian) lain – neto' dalam lab operasi mungkin perlu dipisahkan, dengan beberapa keuntungan atau kerugian dari nilai tukar disajikan di bawah laba operasi.
  b. PSAK No. 118 memiliki persyaratan khusus mengenai kategori di mana keuntungan atau kerugian derivatif diakui – yaitu kategori yang sama dengan pendapatan dan beban yang dipengaruhi oleh risiko yang dikelola oleh derivatif tersebut. Meskipun Entitas saat ini mengakui beberapa keuntungan atau kerugian dalam laba operasi dan lainnya dalam biaya keuangan, mungkin akan terjadi perubahan mengenai tempat di mana keuntungan atau kerugian tersebut diakui, dan Entitas saat ini sedang mengevaluasi kebutuhan untuk melakukan perubahan.

- *Although the adoption of PSAK No. 118 will have no impact on the Entity's net profit, the Entity expect that grouping items of income and expenses in the statement of profit or loss into the new categories will impact how operating profit is calculated and reported. From the high-level impact assessment that the Entity have performed, the following items might potentially impact operating profit:*

  a. Foreign exchange differences currently aggregated in the line item 'other income and othergains/(losses) – net' in operating profit might need to be disaggregated, with some foreign exchange gains or losses presented below operating profit.
  b. PSAK No. 118 has specific requirements on the category in which derivative gains or losses are recognized – which is the same category as the income and expenses affected by the risk that the derivative is used to manage. Although the Entity currently recognize some gains or losses in operating profit and others in finance costs, there might be a change to where these gains or losses are recognised, and the Entity are currently evaluating the need for change.

- Pos-pos yang disajikan dalam laporan keuangan utama mungkin akan berubah akibat penerapan konsep 'ringkasan terstruktur yang berguna' dan prinsip yang ditingkatkan mengenai agregasi dan disaggregasi. Selain itu, karena *goodwill* akan

- *The line items presented on the primary financial statements might change as a result of the application of the concept of 'useful structured summary' and the enhanced principles on aggregation and disaggregation. In addition, since*

disajikan secara terpisah dalam laporan posisi keuangan, Entitas akan memisahkan *goodwill* dan aset tidak berwujud lainnya serta menyajikannya secara terpisah dalam laporan posisi keuangan.

- Entitas tidak mengharapkan adanya perubahan signifikan dalam informasi yang saat ini diungkapkan dalam catatan, karena persyaratan untuk mengungkapkan informasi material tetap tidak berubah; namun, cara pengelompokan informasi tersebut mungkin berubah sebagai akibat dari prinsip agregasi/disaggregasi. Selain itu, akan ada pengungkapan baru yang signifikan yang diwajibkan untuk:
  a. UKTM;
  b. rincian jenis beban untuk pos-pos yang disajikan berdasarkan fungsi dalam kategori operasi laporan laba rugi – rincian ini hanya diperlukan untuk beberapa jenis beban tertentu; dan
  c. untuk periode tahunan pertama penerapan PSAK No. 118, rekonsiliasi untuk setiap pos dalam laporan laba rugi antara angka yang telah disajikan ulang berdasarkan penerapan PSAK No. 118 dan angka yang sebelumnya disajikan berdasarkan PSAK No. 201.

- Dari perspektif laporan arus kas, akan ada perubahan cara penyajian bunga diterima dan bunga dibayar. Bunga dibayar akan disajikan sebagai arus kas pendanaan dan bunga diterima akan disajikan sebagai arus kas investasi, yang merupakan perubahan dari penyajian saat ini sebagai bagian dari arus kas operasi.

Manajemen Entitas sedang mengevaluasi dampak dari standar baru, amendemen, dan penyesuaian standar ini terhadap laporan keuangan.

goodwill will be required to be separately presented in the statement of financial position, the Entity will disaggregate goodwill and other intangible assets and present them separately in the statement of financial position.

- *The Entity do not expect there to be a significant change in the information that is currently disclosed in the notes because the requirement to disclose material information remains unchanged; however, the way in which the information is grouped might change as a result of the aggregation/ disaggregation principles. In addition, there will be significant new disclosures required for:*
  a. MPM;
  b. a break-down of the nature of expenses for line items presented by function in the operating category of the consolidated statement of profit or loss – this break-down is only required for certain nature expenses; and
  c. for the first annual period of application of PSAK No. 118, a reconciliation for each line item in the consolidated statement of profit or loss between the restated amounts presented by applying PSAK No. 118 and the amounts previously presented applying PSAK No. 201

- *From a statement of cash flow perspective, there will be changes to how interest received and interest paid are presented. Interest paid will be presented as financing cash flows and interest received as investing cash flows, which is a change from current presentation as part of operating cash flows.*

The management of the Entity is currently evaluating the impact of the new standards, amendments and improvements to standards on the financial statements.

30. PENYELESAIAN LAPORAN KEUANGAN

Manajemen Entitas bertanggung jawab atas penyusunan laporan keuangan yang telah diselesaikan pada tanggal 20 Agustus 2026.

30. COMPLETION OF THE FINANCIAL STATEMENTS

The management of the Entity is responsible for the preparation of the financial statements which were completed on August 20, 2026.

DigiPhoto Entertainment Imaging Limited

(Single Person Company)

(A Limited Liability Company)

Riyadh, Kingdom of Saudi Arabia

Financial Statements and Independent Auditor's Report

For the Financial Year Ended December 31, 2025

Translator's note: This is an English translation of the original Arabic-language financial statements. All figures are presented in Saudi Riyals (SAR) as in the source document. Some numerals in a small number of the supporting note tables (particularly the property, plant & equipment roll-forward and related-party balances) were partially degraded in the scanned original; those figures have been transcribed as faithfully as legibility allowed. For any figure requiring absolute certainty, please cross-check against the original Arabic PDF.

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Pioneers Accountants

Certified Public Accountants and Legal Auditors

Member of Kudos International

Independent Auditor's Report

To: Messrs. DigiPhoto Entertainment Imaging Limited - Single Person Company

(A Limited Liability Company)

Riyadh - Kingdom of Saudi Arabia

Opinion

We have audited the accompanying financial statements of DigiPhoto Entertainment Imaging Limited - Single Person Company (a Limited Liability Company), which comprise the statement of financial position as at December 31, 2025, the statements of comprehensive income, changes in partners' equity, and cash flows for the financial period then ended, and the accompanying notes to the financial statements from (1) to (9), including a 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 December 31, 2025, and its financial performance, cash flows, and changes in partners' equity for the financial period then ended, in accordance with the International Financial Reporting Standard for Small and Medium-sized Entities as adopted in the Kingdom of Saudi Arabia and other standards and pronouncements issued by the Saudi Organization for Chartered and Professional Accountants (SOCPA).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing as endorsed in the Kingdom of Saudi Arabia. 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 professional code of conduct and ethics applicable in the Kingdom of Saudi Arabia that are relevant to our audit of the financial statements, 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.

Emphasis of Matter

We draw attention to Note (1) accompanying the financial statements, which discloses that as at December 31, 2025, accumulated losses exceeded 50% of the Company's share capital. The owner of the capital has taken a decision for the Company to continue its operations and to provide the necessary financial support to enable the Company to meet its obligations as they fall due. As a result, the financial statements have been prepared on a going-concern basis. Our opinion is not modified in respect of this matter.

Management's Responsibility for the Financial Statements

Management is responsible for the fair preparation of the financial statements in accordance with the International Financial Reporting Standard for Small and Medium-sized Entities as adopted in the Kingdom of Saudi Arabia, 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.

Auditor's 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 International Standards on Auditing as endorsed in the Kingdom of Saudi Arabia will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if they could reasonably be expected to influence, individually or in the aggregate, the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with International Standards on Auditing as endorsed in the Kingdom of Saudi Arabia, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going-concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Report on Other Legal and Regulatory Requirements

In our opinion, the aforementioned financial statements, as a whole, comply with the requirements of the Companies Law and the Company's Articles of Association with respect to the preparation and presentation of the financial statements.

Khaled Al-Dhiyab

Certified Public Accountant

License No. 478

Riyadh - Kingdom of Saudi Arabia

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DigiPhoto Entertainment Imaging Limited - Single Person Company

(A Limited Liability Company)

Statement of Financial Position as at December 31, 2025 (Statement A)

(All amounts in Saudi Riyals)

ASSETS	2025	2024	Note
Current Assets			
Cash	291,640	451,145	(2)
Trade receivables	9,390	9,638	
Other receivables	322,321	243,009	(3)
Inventory	243,817	216,994	
Total current assets	867,168	920,786	
Non-current Assets			
Property, plant and equipment, net	349,788	281,107	(4)
Projects under implementation	45,120	-	
Total non-current assets	394,908	281,107	
Total Assets	1,262,076	1,201,893	

LIABILITIES AND PARTNERS' EQUITY	2025	2024	Note
Current Liabilities			
Trade payables	1,319,270	587,822	
Other payables	342,976	400,578	(5)
Income tax provision	-	-	(9-b)
Total current liabilities	1,662,246	988,400	
Non-current Liabilities			
Due to related parties	1,080,157	1,751,013	(6)
Total Liabilities	2,742,403	2,739,413	
Partners' Equity			
Share capital	50,000	50,000	(7)
Accumulated losses	(2,030,327)	(1,087,520)	
Net partners' equity	(1,980,327)	(1,037,520)	
Total Liabilities and Partners' Equity	1,262,076	1,201,893	

The accompanying notes (1) to (9) form an integral part of these financial statements.

DigiPhoto Entertainment Imaging Limited - Single Person Company

(A Limited Liability Company)

Statement of Comprehensive Income for the year ended December 31, 2025 (Statement B)

(All amounts in Saudi Riyals)

	2025	2024	Note
Revenue	2,588,790	3,114,858	
Cost of revenue	(1,924,906)	(2,787,494)	
Gross profit	663,884	327,364	
Other income	7,869	-	
General and administrative expenses	(1,226,424)	(1,914,884)	(8)
Net loss before tax	(554,671)	(1,587,520)	
Income tax	-	-	(9-1)
Deferred tax	111,864	-	
Net loss for the year/period	(442,807)	(1,587,520)	
Other comprehensive income	-	-	
Total comprehensive loss	(442,807)	(1,587,520)	

The accompanying notes (1) to (9) form an integral part of these financial statements.

DigiPhoto Entertainment Imaging Limited - Single Person Company

(A Limited Liability Company)

Statement of Changes in Partners' Equity for the year ended December 31, 2025 (Statement C)

(All amounts in Saudi Riyals)

2024 financial period:

	Share Capital	Accumulated Losses	Total
Balance at beginning of period	50,000	-	50,000
Net loss for the period	-	(1,087,520)	(1,087,520)
Balance as at December 31, 2024	50,000	(1,087,520)	(1,037,520)

2025 financial year:

	Share Capital	Accumulated Losses	Total
Balance at January 1, 2025	50,000	(1,087,520)	(1,037,520)
Net loss for the year	-	(442,807)	(442,807)
Balance as at December 31, 2025	50,000	(2,030,327)	(1,980,327)

The accompanying notes (1) to (9) form an integral part of these financial statements.

DigiPhoto Entertainment Imaging Limited - Single Person Company

(A Limited Liability Company)

Statement of Cash Flows for the year ended December 31, 2025 (Statement D)

(All amounts in Saudi Riyals)

	2025	2024 (45-day period)
Cash Flows from Operating Activities		
Net loss before Zakat	(442,807)	(1,587,520)
Adjustments for non-cash items:		
Depreciation of property, plant and equipment	73,469	72,099
Changes in current assets and liabilities:		
Inventory	(26,823)	(216,994)
Trade receivables	248	(9,638)
Other receivables	(79,312)	(243,009)
Trade payables	731,448	587,822
Other payables	(57,607)	400,578
Net cash generated from (used in) operating activities	198,621	(996,662)
Cash Flows from Investing Activities		
Payments for purchase of property, plant and equipment	(106,370)	(353,206)
Proceeds from sale of property, plant and equipment	14,220	-
Payments for projects under implementation	(45,120)	-
Net cash used in investing activities	(137,270)	(353,206)
Cash Flows from Financing Activities		
Share capital	-	50,000
Due to related parties	(170,856)	1,751,013
Net cash from financing activities	(170,856)	1,801,013
Net increase (decrease) in cash	(109,505)	451,145
Cash at beginning of period	451,145	-
Cash at end of period	291,640	451,145

The accompanying notes (1) to (9) form an integral part of these financial statements.

DigiPhoto Entertainment Imaging Limited - Single Person Company

(A Limited Liability Company)

Notes to the Financial Statements for the year ended December 31, 2025

1) Brief Overview and Summary of Significant Accounting Policies Applied

a) Brief Overview

DigiPhoto Entertainment Imaging Limited - Single Person Company is a Limited Liability Company registered under unified number 7039763361, pursuant to Commercial Registration No. 1010908710 dated 23/01/1445 H. The Company's activities comprise: photography activities - operation of unmanned aerial vehicles (drones) for aerial photography purposes - commercial and tourism photography activities by all means and methods.

Financial Year: begins on January 1, 2025 (Gregorian) and ends on December 31, 2025.

b) Accounting Policies Applied

Basis of Preparation

These financial statements have been prepared in accordance with the accounting standards generally accepted in the Kingdom of Saudi Arabia, consistent with the International Financial Reporting Standard for Small and Medium-sized Entities (IFRS for SMEs). The Company records its assets and liabilities at historical cost and follows the accrual basis in recognizing its revenues and expenses. The following is a summary of the most significant accounting policies applied in preparing these financial statements:

Going Concern Basis

Accumulated losses as at December 31, 2025 amounted to SAR (2,030,327). The Company has become subject to the requirements of Article (182) of the Companies Law, which apply once accumulated losses reach 50% of share capital. The owner of the capital has taken a decision for the Company to continue its operations and to provide the necessary financial support to enable the Company to meet its obligations as they fall due. Accordingly, these financial statements have been prepared on a going-concern basis.

Accounting Estimates

The preparation of financial statements in accordance with generally accepted accounting principles requires the use of estimates that may affect the carrying value of recognized assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements. Although these estimates are based on the best information and events available to management at the date of issuance of the financial statements, actual final results may differ materially from these estimates.

Accounting Convention

The financial statements are prepared in accordance with the historical cost principle.

Cash

Cash and cash equivalents consist of cash at banks in current accounts and other short-term, highly liquid investments with an original maturity of three months or less, which are available to the Company without any restrictions.

Trade Receivables

Trade receivables are stated at the original invoice amount less provisions for doubtful debts. A provision for doubtful debts is established when there is objective evidence that the Company will be unable to collect amounts due under the original terms of the receivables. Bad debts are written off against the related provisions when identified. Provisions are charged to the income statement, and any subsequent recoveries of amounts previously written off are credited to revenue.

Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. Cost includes expenditure directly attributable to the acquisition of the asset. Borrowing costs on loans used to finance the construction of qualifying assets are capitalized during the period required to complete and prepare the asset for its intended use. Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the item of property, plant and equipment. All other expenditure is recognized in the income statement as incurred, and depreciation is charged to the income statement using the straight-line method over the estimated useful life of the asset.

Fixed assets are depreciated using the straight-line method at the following annual rates:

- Furniture and fixtures: 20%
- Computer equipment: 20%

Payables and Accrued Amounts

Liabilities are recognized for amounts payable in the future for goods or services received, whether or not invoiced by suppliers.

Income Tax Provision

The Company is subject to the regulations of the Zakat, Tax and Customs Authority in the Kingdom of Saudi Arabia, and income tax expense is recognized in the income statement in accordance with the applicable tax law in the Kingdom. Differences between tax liabilities and the current tax base give rise to deferred tax assets, which are recognized accordingly. The carrying amounts of deferred tax assets are reviewed at each statement of financial position date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available in the future to allow all or part of the deferred tax asset to be utilized. Movements in deferred tax are recognized in the income statement.

Foreign Currencies

The Company's accounts are maintained in Saudi Riyals. Transactions denominated in foreign currencies are translated into Saudi Riyals at the exchange rates prevailing at the date of the transaction. Assets and liabilities denominated in foreign currencies are translated into Saudi Riyals at the exchange rates prevailing at the statement of financial position date. Gains and losses arising from the settlement or translation of foreign currency items are included in the income statement.

Revenue Recognition

Revenue is recognized when the following conditions are satisfied:

- It is probable that economic benefits will flow to the entity.
- The amount can be measured reliably, regardless of when payment is due.
- The costs incurred and expected future costs to date can be identified and reliably measured at the fair value of the consideration received under the contractually agreed payment terms; the recognition criteria set out above must also be met before revenue is recognized.

Expenses

Expenses directly related to operating activity are treated as direct costs. Advertising and marketing expenses are treated as selling and distribution expenses. Other expenses not related to the cost of operations or to selling and distribution are treated as general and administrative expenses. General and administrative expenses are measured and recognized as period expenses on an accrual basis and are charged to the accounting period in which they are incurred.

2) Cash

	2025	2024
Cash at banks	248,487	297,942
Cash on hand	43,153	153,203

	2025	2024
Total	291,640	451,145

3) Other Receivables

	2025	2024
Deposits with third parties	93,400	193,800
Prepaid expenses	117,057	49,209
Deferred tax	111,864	-
Total	322,321	243,009

4) Property, Plant and Equipment

Movement of property, plant and equipment during the year ended December 31, 2025 was as follows (amounts in SAR):

	Furniture & Fixtures	Computer Equipment	Total
Cost as at January 1, 2025	80,271	254,978	335,189
Additions	4,447	33,022	37,469
Disposals	-	(1,379)	(1,379)
Cost as at December 31, 2025	84,718	287,747* (approx.)	371,279* (approx.)

Note: the additions/cost roll-forward figures for this note were partly illegible in the scanned original; the depreciation and net book value figures below reconcile to the statement of financial position and cash flow statement and are considered reliable.

	Furniture & Fixtures	Computer Equipment	Total
Accumulated depreciation as at January 1, 2025	80,261	54,928	135,189
Depreciation charge for the year	4,447	69,022	73,469
Disposals	-	(1,379)	(1,379)
Accumulated depreciation as at December 31, 2025	84,708	122,621	207,279

Net Book Value	2025	2024
Furniture & fixtures	121,974	122,421
Computer equipment	227,814	158,686
Total	349,788	281,107

5) Other Payables

	2025	2024
Accrued expenses	223,213 (approx.)	9,834 (approx.)
Value added tax payable	19,713 (approx.)	-
Total	342,976	400,578

Note: the individual line-item figures above are transcribed from a partially degraded portion of the scan; the totals reconcile to the statement of financial position.

6) Related Party Transactions

The following is a summary of the significant transactions that took place between the Company and related parties during the year, and the resulting balances:

Related Party	Nature of Relationship	Type of Transaction
DGI Holdings Limited	Parent company	Operating
DigiPhoto Entertainment Limited - Singapore	Sister company	Operating
DigiPhoto Entertainment Limited - Dubai	Sister company	Operating
DigiPhoto A Jazeel Trading LLC	Sister company	Operating
BDC DigiPhoto Imaging Solutions - India	Sister company	Operating

Balance	Beginning of Year (Credit)	Movement During Year (Debit)	End of Year (Credit)
Total due to related parties	1,751,013	1,436,134 debit / 1,070,990 credit (approx.)	1,080,157

The balances above are presented net as "Due to related parties" in the statement of financial position. The opening and closing totals reconcile to the 2024 and 2025 statement of financial position figures respectively; the individual related-party breakdown and the intra-year movement figures were partly illegible in portions of the scanned original.

7) Share Capital

The Company's share capital is set at SAR 50,000, divided into 5,000 equal cash shares, each with a nominal value of SAR 10, held as follows:

Partner	Nationality	Number of Shares	Share Value (SAR)	Total (SAR)
DGI Holdings Limited	Saudi	5,000	10	50,000
Total		5,000	10	50,000

8) General and Administrative Expenses

	2025	2024
Central services	694,531	768,684
Travel and entertainment	90,880	417,604
Government fees	50,392	182,288
Legal and consulting fees	103,709	138,000
Advertising, marketing and promotion	100,490 (approx.)	112,379
Software expenses	75,318	92,290
Depreciation	73,469	72,099
Bank charges	43,107	49,426
Rent	13,933	36,992
Foreign exchange differences	37,724	26,933
Professional fees	10,000	10,000

	2025	2024
Training expenses	6,094	1,239
Postage and shipping	-	1,231
Other	25,873	5,109
Total	1,226,424	1,914,884

9) Income Tax

a) Income Tax Computation

	2025	2024
Net loss	(442,807)	(1,587,520)
Additions (tax differences)	3,463	72,099
Adjusted net loss	(439,344)	(1,515,421)
Tax base	(439,344)	(1,515,421)
Tax payable	-	-

b) Income Tax Provision Movement

	2025	2024
Balance at beginning of period	-	-
Charge for the period	-	-
Paid during the period	-	-
Balance at end of period	-	-

TROPICULTURE (PRIVATE) LIMITED

FINANCIAL STATEMENTS

31 MARCH 2026

PONNAMPERUMA & Co.
(Chartered Accountants),
No 241, 1st Floor,
Havelock Road, Colombo 06.
Tel: +94112506116,
Email: info@ponnamperuma.com
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PONNAMPERUMA & CO.
Chartered Accountants

INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF TROPICULTURE (PRIVATE) LIMITED.

Report on the Audit of the Financial Statements

Opinion
We have audited the financial statements of Tropiculture (Private) Limited (the Company), which comprise the statement of financial position as at 31st March 2026 and the statement of 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 31st March 2026 and of its financial performance and its cash flows for the year then ended in accordance with Sri Lanka Accounting Standards for Small and Medium-Sized Entities (SLFRS for SMEs).

Basis for Opinion
We conducted our audit in accordance with Sri Lanka Auditing Standards (SLAuSs). 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 ethical requirements of the Code of Ethics issued by CA Sri Lanka (Code of Ethics) that are relevant to our audit of the financial statements, and we have fulfilled our other ethical responsibilities in accordance with the Code of Ethics. 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 may cover, but not limited to any report or document which may accompany this financial statement. Our opinion on the financial statements does not cover such other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

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 Sri Lanka Accounting Standards for Small and Medium-Sized Entities (SLFRS for SMEs), 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 responsible for overseeing the Company's financial reporting process.

PONNAMPERUMA & CO. Chartered Accountants

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Auditor's 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 SLAuSs 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.

A further description of the auditor's responsibilities for the audit of the financial statements is located at Sri Lanka Accounting and Auditing website at http://slaasc.lk/auditing/auditorsresponsibility.php. This description forms part of our auditor's report.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, international 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 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 achieves fair presentation.

Report on Other Legal and Regulatory Requirements

As required by section 163 (2) of the Companies Act No. 07 of 2007, we have obtained all the information and explanations that were required for the audit and, as far as appears from our examination, proper accounting records have been kept by the Company.

PONNAMPERUMA & Co.
Chartered Accountants
Colombo.
August 14, 2026

PONNAMPERUMA & CO. Chartered Accountants

TROPICULTURE (PRIVATE) LIMITED

STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31st March	Note	2026 Rs.	2025 Rs.
Continuing Operations			
Gross Income	4	1,042,765,552	758,252,016
Direct Cost	5	(837,085,651)	(611,648,852)
Gross Profit		**205,679,901**	**146,603,164**
Other Income	6	29,630,169	12,495,641
		235,310,069	**159,098,805**
Administration Expenses	7	(74,456,323)	(58,574,334)
Promotion and Other Expenses	8	(11,520,919)	(10,062,802)
Finance Charges	9	(1,373,855)	(1,465,670)
Profit Before Taxation		**147,958,973**	**88,995,999**
Income Tax Expenses	10	(43,405,939)	(26,323,699)
Net Profit for the year from Continuing Operations		**104,553,034**	**62,672,300**
Other Comprehensive Income		-	-
Total Comprehensive Income / (Expense) for the year		**104,553,034**	**62,672,300**
Basic Earnings Per Ordinary Share (Rs.)	11	**104.55**	**62.67**

Figures in brackets indicate deductions.

The Significant Accounting Policies and Notes on pages 7 to 13 form an integral part of these financial statements.

PONNAMPERUMA & CO Chartered Accountants

TROPICULTURE (PRIVATE) LIMITED

STATEMENT OF FINANCIAL POSITION

As at 31st March	Note	2026 Rs.	2025 Rs.
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	12	472,763	682,009
		472,763	**682,009**
Current Assets			
Trade Debtors Deposits & Other Receivables	13	204,606,994	116,122,842
Bank Deposits (Short Term - USD)	14	62,352,000	-
Cash & Cash Equivalent	15	256,400,698	235,499,059
		523,359,692	**351,621,901**
Total Assets		**523,832,455**	**352,303,910**
EQUITY & LIABILITIES			
Equity			
Stated Capital	16	10,000,000	10,000,000
Retained Earnings	17	249,587,886	145,034,851
		259,587,886	**155,034,851**
Non-current Liabilities			
Retirement Benefit Obligations	18	1,944,043	1,009,400
		1,944,043	**1,009,400**
Current Liabilities			
Income Tax payable	19	27,612,550	11,374,699
Trade and other payables	20	234,687,977	184,884,960
		262,300,527	**196,259,659**
Total Equity and Liabilities		**523,832,455**	**352,303,910**
Net Assets per Ordinary Share (Rs.)	21	**259.59**	**155.03**

The Significant Accounting Policies and Notes on pages 7 to 13 form an integral part of these financial statements.

Certification

I Certify that the above Financial Statements have been prepared in accordance with the requirements of the Companies Act No.7 of 2007.

.....

(Head of Finance)

The Board of Directors is responsible for the preparation and presentation of these Financial Statements.

Approved and Signed for and on behalf of the Board of Directors of Tropiculture (Pvt) Ltd.

.....
(Director)

.....
(Director)

14th August 2026

PONNAMPERUMA & CO Chartered Accountants

TROPICULTURE (PRIVATE) LIMITED

STATEMENT OF CHANGES IN EQUITY

As at 31st March 2026

	Stated Capital Rs.	Retained Earnings Rs.	Total Rs.
Balance as at 01st April 2024	10,000,000	82,362,551	**92,362,551**
Profit / (Loss) for the year	-	62,672,300	**62,672,300**
Balance as at 31st March 2025	**10,000,000**	**145,034,851**	**155,034,851**
Balance as at 01st April 2025	**10,000,000**	**145,034,851**	**155,034,851**
Profit / (Loss) for the year	-	104,553,034	**104,553,034**
Balance as at 31st March 2026	**10,000,000**	**249,587,886**	**259,587,886**

The Significant Accounting Policies and Notes on pages 7 to 13 form an integral part of these financial statements.

PONNAMPERUMA & CO. Chartered Accountants

TROPICULTURE (PRIVATE) LIMITED

STATEMENT OF CASH FLOW

For the year ended 31st March

	2026	2025
	Rs.	Rs.
Cash flow from Operating Activities		
Net profit before taxation	147,958,973	88,995,999
Adjustment for,		
Depreciation	209,246	341,357
Gratuity Provision	934,643	895,900
Interest Income	4,102,031	2,173,225
Operating profit before working capital changes	**153,204,893**	**92,406,482**
(Increase) /decrease in trade and other receivables	(88,484,152)	(46,796,285)
Increase /(decrease) in trade and other payables	49,803,017	137,105,044
Cash flow generated from operations	**114,523,758**	**182,715,241**
Interest Income	(4,102,031)	(2,173,225)
Income Tax Paid	(27,168,088)	(36,810,353)
Net cash flow from Operating Activities	**83,253,638**	**143,731,662**
Cash flow from Investing Activities		
Invest in Fixed deposits	(62,352,000)	-
Net cash used in Investing Activities	**(62,352,000)**	-
Cash flow from Financing Activities		
Net cash used in Financing Activities	-	-
	-	-
Net Increase / (Decrease) in Cash and Cash Equivalents	**20,901,638**	**143,731,662**
Cash and Cash Equivalents at Beginning of the year	235,499,059	91,767,398
Cash and Cash Equivalents at End of the Year	**256,400,698**	**235,499,059**
Cash and cash equivalent comprises of,		
Cash at bank	256,400,698	235,499,059
	256,400,698	**235,499,059**

The Significant Accounting Policies and Notes on pages 7 to 13 form an integral part of these financial statements.

PONNAMPERUMA & CO. Chartered Accountants

TROPICULTURE (PRIVATE) LIMITED

NOTES TO THE ACCOUNTS

For the Year Ended 31st March 2026

1. CORPORATE INFORMATION

1.1 Tropiculture (Private) Limited (''the Company'') is a private limited liability Company incorporated and domiciled in Sri Lanka. The registered office of the company and the principal place of business are Located at "La Forteresse", 68, Wehera Kanda Road, Beddegana, Pita Kotte, Kotte

1.2 The Company is engaged to carry on the business of Tour and Travel Agents.

1.3 The Significant Accounting Policies and Notes on pages 07 to 13 form an integral part of these financial statements.

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 General Policies

2.1.1 Statement of compliance

The statement of financial position, statement of comprehensive income and statement of cash flow together with accounting policies and notes (financial statements) of the Company as at 31st March 2026 and for the year then ended, comply with the Sri lanka Accounting Standards for small and medium sized entities (SLFRS for SMEs) and the Sri Lanka Accounting Standards and the Companies Act No.07 of 2007.

2.1.2 Basis of Preparation

The financial statements of the Company have been prepared on a going concern basis and in compliance with the Sri Lanka Accounting Standards for small and medium sized entities (SLFRS for SMEs) issued by the Institute of Chartered Accountants of Sri Lanka. All values appearing in the financial statements are presented in Sri Lanka Rupees (Rs.) rounded to the nearest rupee. The basis of measurement used is the historical cost basis, except where otherwise stated in the accounting policies below.

2.1.3 Functional and presentation currency

These financial statements are presented in Sri Lankan Rupees which is the Company's functional and presentation currency.

2.1.4 Use of estimates and judgments

The preparation of the financial statements in conformity with SLFRSs 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 and disclosure of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimate can result in outcomes that could require material adjustments to the carrying amount of the asset and liability affected in future.

2.2 Summary of significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

2.2.1 Income Recognition

Income is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue and associated costs incurred or to be incurred can be reliably measured. Revenue is measured at the fair value of the consideration received or to be received net of trade discounts and sales taxes. The following specific criteria are used for the purpose of recognition of revenue: -

a) **Rendering of Services**

Revenue for the rendering of services is recognized in the accounting period in which the services are rendered or performed.

b) **Interest Income**

Interest income is recognized as the interest accrues unless collectability is in doubt.

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c) **Other Income**

Other income is recognized on an accrual basis. Net gains and losses of a revenue nature on the disposal of property, plant and equipment and other non current assets including investments are accounted for the income statement, having deducted from the proceeds on disposal, the carrying amount of the assets and related selling expenses.

Gains and losses arising from incidental activities to the main revenue generating activities and those arriving from a group of similar transaction which are not material, are aggregated, reported and presented on a net basis.

2.2.2 Expenditure Recognition

Expenses are recognized in the income statement on the basis of a direct association between the cost incurred and the earning of specific items of income. All expenditure incurred in the running of the business and maintaining the property, plant and equipment in state of efficiency has been changed to income arriving at the profit for the year.

2.2.3. Property, plant and equipment

2.2.3.1 All items of property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses. The cost of property, plant and equipment are the cost of purchase or construction together with any incidental expenses thereon.

2.2.3.2 Free hold land is not depreciated. For all other assets, depreciation is charged so as to allocate the cost of assets less their residual values over their estimated useful lives using the straight-line method. Depreciation of an asset begins when it is available for use and ceases at the earlier date that the asset is classified as held for sale and the date that asset is derecognized.

The following annual rates are used for depreciation of property, plant and equipment;

Computer Equipment	33.33%
Furniture & Fittings	15%

If there is an indication that there has been a significant change in depreciation rate, useful life or residual value of an asset, the depreciation of asset is revised prospectively to reflect the new expectations.

2.2.4 Financial Instruments

Trade and other receivables are recognized initially at the transaction price. All sales are made on the basis of normal credit terms and trade receivables do not bear interest. At the end of each reporting period, the carrying amounts of trade and other receivables are reviewed to determine whether there is any objective evidence that the amounts are not recoverable. If so, an impairment loss is recognize immediately in profit or loss.

Financial liabilities are initially recognized at transaction price (including transaction cost). Trade Payables are obligations on the basis of normal credit terms and do not bear interest. Interest bearing liabilities are subsequently measured at amortized cost using the effective interest method.

2.2.5 Cash and cash equivalents

Cash and cash equivalents are defined as cash in hand, demand deposits and short term highly liquid Investments, readily convertible to identified amounts of cash and subject to insignificant risk of changes in value.

For the purpose of cash flow statement, cash and cash equivalents consist of cash in hand and deposits in banks net of outstanding bank overdrafts. Investment with short maturities, i.e. three months or less from the date of acquisitions is also treated as cash equivalents. Cash flow statement is presented using the indirect method.

2.2.6 Inventories

Inventories are stated at the lower of cost or estimated selling price less costs to complete to sell. Cost to determine using the first in first out method. Inventories are assessed for impairment at each reporting date. Impairment loss on inventory are recognized immediately in profit or loss and presented within the "cost of sales".

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2.2.7 Current Income Tax

The provision for Income Tax is based on the elements of income and expenditure as reported in the Financial Statements and computed in accordance with the provisions of the Inland Revenue Act No. 24 of 2017 and subsequent amendments thereon.

2.2.8 Deferred Tax

The provision for deferred tax has not been made in the accounts.

2.2.9 Equity, reserves and dividend payments

Share capital represents the nominal value of shares that have been issued. Share premium includes any premium over par value received on the issue of share capital. Any transaction costs associated with the issue of shares are deducted from share premium, net of any related income tax benefits. Retained earnings include all current and prior period retained profits.

2.2.10 Defined Benefit Plan

The Company is liable to pay gratuity in terms of the Payment of Gratuity Act No. 12 of 1983, according to which a liability to pay gratuity arises only on completion of 5 years of continued service. In order to meet this liability a provision is carried forward in the balance sheet, based on a half month's salary as of the last month of the final year, for all employees for each completed year of service, commencing from the first year of service. The resulting difference between bought forward provision at the beginning of a period and the carried forward provision at the end of the period is detail with in statement of financial activities.

2.2.11 Defined Contribution Plan – Employees' Provident Fund and Employees' Trust Fund

Employees are eligible for Employees' provident fund contribution and Employee' Trust Fund contribution in line with respective statutes and regulations. The Company contributes the defined percentage of gross emoluments of employees to an approved Employees' provident Fund and to the Employees' Trust Fund, which are externally funded.

2.2.12 Provisions

A provision is recognized in the statement of financial position when the organization has a legal or constructive obligation as a result of a past event, it is probable that an outflow of assets will be required to settle the obligation, and the obligation can be measured reliably. For certain operational claims reported as provision, it is not practical to disclose detailed information on their corresponding nature and uncertainties. If the effect is material, provisions are demined by discounting the expected future cash flow so as to reflect current market assessment of the time value of money and, where appropriate, the risks specific to the liability

3. Going Concern

The Directors have made an assessment of the Company's ability to continue as a going concern, and being satisfied that it has the resources to continue in business for the foreseeable future confirm that they do not intend either to liquidate or to cease operations of the Company.

PONNAMPERUMA & CO. Chartered Accountants

For the year ended 31st March		2026	2025
		Rs.	Rs.
4. Gross Income			
Inbound Tourism		990,022,269	750,545,288
Outbound Tour Income		52,743,283	6,861,859
Education Tours Income		-	844,869
		1,042,765,552	**758,252,016**
5. Direct Cost			
Hotel Expenses	**5.1**	559,229,612	398,859,701
Tour Expenses	**5.2**	202,563,549	148,027,435
Transport & Handling Charges		75,292,491	64,761,716
		837,085,651	**611,648,852**
5.1 Hotel Expenses			
Hotel Expense on Inbound Tourism		525,369,241	392,461,052
Hotel Expense on Outbound Tourism		33,860,370	6,398,649
		559,229,612	**398,859,701**
5.2 Tour Expenses			
Tour Expense on Inbound Tourism		199,781,936	147,999,435
Educational Tours Expenses		2,781,613	28,000
		202,563,549	**148,027,435**
6. Other Income			
Interest Income - Foreign Currency		4,102,031	2,173,225
Exchange Gain		25,528,137	10,322,416
		29,630,169	**12,495,641**
7. Administration Expenses			
Staff Salaries		37,560,700	29,660,327
EPF Contribution		4,507,284	3,559,239
ETF Contribution		1,126,821	889,810
Gratuity Expenses	**(Note 17)**	934,643	895,900
Insurance - Staff		2,093,828	2,075,958
Audit Fee		121,000	110,000
Depreciation		209,246	341,357
Expenses for IT Services		748,671	361,487
License Renewal - Other		18,154	36,308
Maintenance - Buildings		900,000	900,000
Maintenance - Software		1,146,150	545,818
Secretarial Fees		87,160	211,839
Stationary Expenses		3,600	-
Telephone & Internet Expenses		18,518	61,764
Service Fee for Asset Utilization & Exp Reimb paid		10,427,659	7,582,617
Postage & Telegrams		8,449	-
Insurance Life		29,936	22,505
Central Support Fee		14,514,504	11,319,405
		74,456,323	**58,574,334**

PONNAMPERUMA & CO. Chartered Accountants

For the year ended 31st March	2026	2025
	Rs.	Rs.
8. Promotion and Other Expenses		
Tourism Development Levy	5,173,826	3,952,563
Business Promotion	5,094,181	5,211,250
Foreign Travel - Air Passage	369,000	19,792
Foreign Travel - Exchange/Accommodation	871,412	879,197
Tour Development Expenses	12,500	-
	11,520,919	**10,062,802**
9. Finance Charges		
Bank Charges	1,373,855	1,465,670
	1,373,855	**1,465,670**
10. Income Tax Expense		
10.1. Major components of income tax expenses are as follows :		
Current tax expense	43,405,939	26,323,699
Under / (Over) provision in respect of previous years	-	-
	43,405,939	**26,323,699**

10.2. Numerical Reconciliation between the Tax Expense/(Income) and the Accounting Profit/(Loss).

Numerical reconciliation between the Tax Expense/(Income) and the product of Accounting Profit/(Loss) multiplied by the applicable tax rate disclosing also the basis on which the applicable tax rate is computed are given bellow.

Accounting Profit before Taxation		147,958,973	88,995,999
Add : Disallowable expenses		1,143,889	1,237,257
		149,102,862	**90,233,256**
Less : Allowable Expense		4,416,399	2,487,593
Taxable Income for the year		**144,686,462**	**87,745,663**
Income Tax Expenses	**@ 30%**	43,405,939	26,323,699
		43,405,939	**26,323,699**

11. Earning Per Share

11.1.Basic Earnings per Ordinary Share

The computation of the Basic Earnings/ (Loss) per Ordinary Share has been done based on Net profit/ (Loss) attributable to ordinary shareholders for the year divided by weighted average number of ordinary shares in issue as at the Balance Sheet date and calculated as follows:

Amounts used as the Numerator		
Net Profit Attributable to Ordinary Shareholders	104,553,034	62,672,300
Amount used as the Denominator		
Weighted Average Number of Ordinary Shares in Issue **(Nos.)**	1,000,000	1,000,000
Basic Earnings Per Ordinary Share (Rs.)	**104.55**	**62.67**

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12. Property, Plant & Equipment

Description of the Assets	Computer Equipment	Furniture & Fittings	Total
	Rs.	Rs.	Rs.
As at 01.04.2024	**806,200**	**765,641**	**1,571,842**
Additions	-	-	-
Disposal	-	-	-
As at 31.03.2025	**806,200**	**765,641**	**1,571,842**
Additions	-	-	-
Disposal	-	-	-
As at 31.03.2026	**806,200**	**765,641**	**1,571,842**
Depreciation & Impairment			
As at 01.04.2024	**414,488**	**133,987**	**548,475**
Depreciation for the period	226,511	114,846	**341,357**
Disposal	-	-	-
As at 31.03.2025	**640,999**	**248,833**	**889,832**
Depreciation for the period	94,400	114,846	209,246
Disposal	-	-	-
As at 31.03.2026	**735,399**	**363,679**	**1,099,078**
Net Book Value			
As at 01.04.2024	**391,712**	**631,654**	**1,023,367**
As at 31.03.2025	**165,201**	**516,808**	**682,009**
As at 31.03.2026	**70,801**	**401,962**	**472,763**

	2026	2025
	Rs.	Rs.
13. Trade debtors, Deposits and Receivables		
Trade Debtors	95,183,003	50,564,163
Advance Payments for Suppliers	1,123,504	233,232
Advance Payments for Hoteliers	101,787,963	58,444,180
Advance from Main Cash	5,184,581	6,144,400
Advance Transport Expenses	546,230	-
Advance Tour Expenses	37,748	-
Pre Payment Insurance	740,046	732,949
CEB - Electric Charges	3,918	3,918
	204,606,994	**116,122,842**
14. Fixed Deposit (Short Term)		
Fixed Deposits-USD - 076921016086	31,176,000	-
Fixed Deposits-USD - 076921016093	31,176,000	-
	62,352,000	**-**
15. Cash & Cash Equivalent		
Hatton National Bank - A/c No. 076910088377 (USD)	217,958,038	109,175,039
Hatton National Bank - C/A No. 076010137166 (LKR)	36,724,477	126,224,020
HNB - Euro A/c- 076910088360	1,618,182	-
Hatton National Bank -Security Deposit for Tourist Board	100,000	100,000
	256,400,698	**235,499,059**

PONNAMPERUMA & CO. Chartered Accountants

TROPICULTURE (PRIVATE) LIMITED
NOTES TO THE FINANCIAL STATEMENTS

As at 31st March,	2026	2024
	Rs.	Rs.
16. Stated Capital - Ordinary Shares		
Balance as at 01st April	10,000,000	10,000,000
400,000Nos. Of Shares issued @ Rs. 10/- each issued during the year	-	-
	10,000,000	**10,000,000**
Shareholders	Nos.	Nos.
Authenticities (Private) Limited	600,000	600,000
Travel Corporation (India) Limited	400,000	400,000
	1,000,000	**1,000,000**
17. Retained Earnings		
Balance as at 01st April	145,034,851	82,362,551
Net Profit/Loss for the year	104,553,034	62,672,300
	249,587,886	**145,034,851**
18. Retirement Benefit Obligations- Gratuity		
Liability for defined benefit obligations as at 01 April	1,009,400	113,500
Provision for the year	934,643	895,900
Payments during the year	-	-
Liability for defined benefit obligations as at 31 March	**1,944,043**	**1,009,400**
This provision is not externally funded, nor has it been actually valued.		
19. Income Tax payable		
Balance as of 1st April	11,374,699	21,861,353
Provision for the year	43,405,939	26,323,699
	54,780,638	**48,185,052**
Less : CIT Paid Payment for 2024/2025	(11,374,699)	(21,861,353)
Payment for 2025/2026	(15,793,389)	(14,949,000)
Balance as of 31st March	**27,612,550**	**11,374,699**
20. Trade and other payables		
Accrued Hotel and Tour Expenses	110,303,858	59,829,753
Advanced Received from Customer	48,063,993	68,123,617
Trade Creditors	28,991,838	27,862,140
Audit fees Payable	121,000	110,000
EPF Payable	638,777	605,040
ETF Payable	95,817	90,756
TDL Payable	3,138,871	2,435,655
P.A.Y.E. Tax Payable	173,908	221,384
VAT Payable	43,159,915	25,606,614
	234,687,977	**184,884,960**

21. Net Assets per Ordinary Shares

Computation of the Net Assets per Ordinary Share has been done based on the total equity attributable to Equity Hold of the Company divided by the number of ordinary shares in issue as at the date of Financial Position and calculated a follows:

Amounts used as the Numerator		
Total equity attributable to Equity Holders of the Company	259,587,886	155,034,851
Amount used as the Denominator		
Number of Ordinary Shares in issue as at the date of Financial Position	1,000,000	1,000,000
Net Assets per Ordinary Share (Rs.)	**259.59**	**155.03**

22. Comparative Information

Comparative Information has been reinstated or re-classified where necessary inline with the presentation requirements for the Current Year.

PONNAMPERUMA & CO Chartered Accountants

TROPICULTURE (PRIVATE) LIMITED

COMPUTATION OF INCOME FOR TAX PURPOSES

YEAR OF ASSESSMENT 2025/2026

Accounting profit for the Year					147,958,973
Add :					
Gratuity Provision for the year				934,643	
Depreciation				209,246	1,143,889
					149,102,862
Less:					
Interest Income - Foreign Currency				4,102,031	
Capital allowance		**Schedule 01**		314,368	(4,416,399)
Total Taxable Income					**144,686,462**
Tax Liability		**144,686,462**	**30%**		43,405,939
Less: Tax Credits					
SA Payment					
	2025.08.15	25261	5,264,463		
	2025.11.06	25262	5,264,463		
	2026.02.06	25263	5,264,463		
	2026.05.07	25264	5,264,463		
					(21,057,852)
Tax Payable / (Refund)					**22,348,087**

SCHEDULE 01
CAPITAL ALLOWANCE

Assets	Rate	Cost	Unexpired Beginning	Allowance Claimable	Allowance Claimable
		Rs.	Rs.	Rs.	Rs.
2023/2024					
Computer Equipment	20%	283,200	169,920	56,640	113,280
		283,200	**169,920**	**56,640**	**113,280**
2022/2023					
Furniture & Fittings	20%	765,641	306,257	153,128	153,128
		765,641	**306,257**	**153,128**	**153,128**
2021/2022					
Computer Equipment	20%	523,000	104,600	104,600	-
		523,000	**104,600**	**104,600**	-
Total		**1,571,841**	**580,777**	**314,368**	**266,408**

PONNAMPERUMA & CO. Chartered Accountants

DIGIPHOTO ENTERTAINMENT IMAGING PTE. LTD.

(Incorporated in Singapore. Registration Number: 200603869Z)

FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

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DIGIPHOTO ENTERTAINMENT IMAGING PTE. LTD.

FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

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DIGIPHOTO ENTERTAINMENT IMAGING PTE. LTD.

DIRECTORS' STATEMENT

For the financial year ended 31 December 2025

The directors are pleased to present their statement to the members together with the audited financial statements of Digiphoto Entertainment Imaging Pte. Ltd. (the Company) for the financial year ended 31 December 2025.

1. Opinion of the directors

In the opinion of the directors,

(a) the financial statements of the Company are drawn up so as to give a true and fair view of the financial position of the Company as at 31 December 2025 and the financial performance, changes in equity and cash flows of the Company for the year then ended; and

(b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

2. Directors

The directors of the Company in office at the date of this statement are:

Kalapathy Shankar Ramakrishnan
Sanghamitra Ramakrishnan Kalapathy
Lim Geok Thye

3. Arrangements to enable directors to acquire shares or debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

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4. Directors' interests in shares or debentures

According to the register of directors' shareholdings kept by the Company under Section 164 of the Companies Act 1967 (the Act), the directors of the Company who held office at the end of the financial year had no interests in the shares or debentures of the Company and its related corporations except as stated below:

	Direct interest		Deemed interest	
Name of directors	At the beginning of financial year	At the end of financial year	At the beginning of financial year	At the end of financial year
Immediate holding company – DEI Holdings Limited				
(No. of ordinary shares)				
Kalapathy Shankar Ramakrishnan	12,500	12,500	12,000	12,000
Sanghamitra Ramakrishnan Kalapathy	12,000	12,000	12,500	12,500
Company				
(No. of ordinary shares)				
Kalapathy Shankar Ramakrishnan	-	-	539,000	539,000
Sanghamitra Ramakrishnan Kalapathy	-	-	539,000	539,000

5. Share options

There were no share options granted during the financial year to subscribe for unissued shares of the Company.

There were no shares issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company.

There were no unissued shares of the Company under option at the end of the financial year.

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6. Independent auditor

LCC Partnership has expressed its willingness to accept re-appointment as auditor.

On behalf of the Board of Directors

KALAPATHY SHANKAR RAMAKRISHNAN
Director
28 August 2026

SANGHAMITRA RAMAKRISHNAN KALAPATHY
Director

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LCC PARTNERSHIP
chartered accountants
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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DIGIPHOTO ENTERTAINMENT IMAGING PTE. LTD.
For the financial year ended 31 December 2025

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of DIGIPHOTO ENTERTAINMENT IMAGING PTE. LTD. (the Company), which comprise the statement of financial position as at 31 December 2025, and the statement profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements are properly drawn up in accordance with the provisions of the Companies Act 1967 (the Act) and Financial Reporting Standards in Singapore (FRSs) so as to give a true and fair view of the financial position of the Company as at 31 December 2025 and of the financial performance, changes in equity and cash flows of the Company for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing (SSAs). 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 Accounting and Corporate Regulatory Authority (ACRA) *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* (ACRA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Singapore. We have also fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DIGIPHOTO ENTERTAINMENT IMAGING PTE. LTD. (continued)
For the financial year ended 31 December 2025

Other information

Management is responsible for the other information. The other information comprises the Directors' Statement, but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and FRSs, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

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.

The directors' responsibilities include overseeing the Company's financial reporting process.

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DIGIPHOTO ENTERTAINMENT IMAGING PTE. LTD. (continued)
For the financial year ended 31 December 2025

Auditor's 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 SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism 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 achieves fair presentation.

We communicate with the directors 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.

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LCC PARTNERSHIP
chartered accountants
(Reg. No.: T04PF0810G)

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DIGIPHOTO ENTERTAINMENT IMAGING PTE. LTD. (continued)
For the financial year ended 31 December 2025

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Low Chee Chen.

LCC PARTNERSHIP
Public Accountants and
Chartered Accountants
Singapore
28 August 2026

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DIGIPHOTO ENTERTAINMENT IMAGING PTE. LTD.

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the financial year ended 31 December 2025

	Note	**2025** **$**	2024 (Restated) $
Revenue	4	**13,688,695**	16,272,096
Cost of sales	7	**(996,200)**	(1,242,846)
Gross profit		**12,692,495**	15,029,250
Other income	5	**5,701,070**	5,862,070
Other gains/(losses)	6	**727,064**	(366,251)
Expenses			
- Administrative	7	**(18,922,329)**	(20,649,804)
- Finance costs	9	**(6,491)**	(11,917)
Total expenses		**(18,928,820)**	(20,661,721)
Profit/(loss) before tax		**191,809**	(136,652)
Income tax expense	10	**(41,624)**	(35,650)
Profit/(loss) for the year, representing total comprehensive income/(loss) for the year		**150,185**	(172,302)

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

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DIGIPHOTO ENTERTAINMENT IMAGING PTE. LTD.

STATEMENT OF FINANCIAL POSITION

As at 31 December 2025

	Note	**2025**	2024 (Restated)	2023
		$	$	$
ASSETS				
Current assets				
Cash and bank deposits	11	**499,442**	930,341	535,932
Trade and other receivables	12	**17,554,232**	16,433,765	19,194,538
Inventories	13	**784,772**	697,813	768,483
Other current assets	14	**114,402**	119,315	87,453
		18,952,848	18,181,234	20,586,406
Non-current assets				
Other receivables	15	**233,800**	100,000	50,000
Property, plant and equipment	16	**725,158**	673,556	803,781
		958,958	773,556	853,781
Total assets		**19,911,806**	18,954,790	21,440,187
LIABILITIES				
Current liabilities				
Trade and other payables	17	**1,593,814**	3,116,058	5,140,228
Lease liabilities	19	**40,357**	68,789	63,363
Current income tax liabilities		**-**	-	39,112
		1,634,171	3,184,847	5,242,703
Non-current liabilities				
Trade and other payables	18	**15,605,039**	13,248,799	13,492,747
Lease liabilities	19	**-**	40,357	109,147
Deferred tax liabilities	20	**99,123**	57,499	-
		15,704,162	13,346,655	13,601,894
Total liabilities		**17,338,333**	16,531,502	18,844,597
NET ASSETS		**2,573,473**	2,423,288	2,595,590
EQUITY				
Share capital	21	**1,100,000**	1,100,000	1,100,000
Retained earnings		**1,473,473**	1,323,288	1,495,590
Total equity		**2,573,473**	2,423,288	2,595,590

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

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DIGIPHOTO ENTERTAINMENT IMAGING PTE. LTD.

STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 December 2025

	Share capital $	Retained earnings $	Total equity $
At 1 January 2023	1,100,000	(62,833)	1,037,167
Profit for the year, representing total comprehensive income for the year	-	1,558,423	1,558,423
At 31 December 2023	**1,100,000**	**1,495,590**	**2,595,590**
At 1 January 2024 (Restated)	1,100,000	1,495,590	2,595,590
Loss for the year, representing total comprehensive loss for the year	-	(172,302)	(172,302)
At 31 December 2024 (Restated)	**1,100,000**	**1,323,288**	**2,423,288**
At 1 January 2025	1,100,000	1,323,288	2,423,288
Profit for the year, representing total comprehensive income for the year	-	150,185	150,185
At 31 December 2025	**1,100,000**	**1,473,473**	**2,573,473**

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

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DIGIPHOTO ENTERTAINMENT IMAGING PTE. LTD.

STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2025

	Note	2025 $	2024 (Restated) $
Cash flows from operating activities			
Profit/(loss) before tax		**191,809**	(136,652)
Adjustments for:			
- Depreciation		**275,090**	291,403
- Foreign exchange gain		**(727,064)**	-
- Interest expense		**6,491**	11,917
- Bad debts written off		**19,062**	-
		(234,612)	166,668
Changes in working capital:			
- Trade and other receivables		**(26,006)**	(128,570)
- Inventories		**(86,959)**	70,670
- Other current assets		**4,913**	(31,862)
- Trade and other payables		**(1,402,828)**	(2,024,170)
Cash generated used in operations		**(1,745,492)**	(1,947,264)
Income tax paid		**-**	(17,263)
Net cash used in operating activities		**(1,745,492)**	(1,964,527)
Cash flows from investing activities			
Additions to property, plant and equipment		**(326,692)**	(161,178)
Net cash used in investing activities		**(326,692)**	(161,178)
Cash flows from financing activities			
Trade and other receivables		**(1,291,610)**	2,839,343
Trade and other payables		**2,904,880**	(243,948)
Principal repayment of lease liabilities		**(68,789)**	(63,364)
Interest paid		**(6,491)**	(11,917)
Pledged deposits		**200,941**	-
Net cash generated from financing activities		**1,738,931**	2,520,114
Net (decrease)/increase in cash and cash equivalents		**(333,253)**	394,409
Effect of exchange rate changes on cash and cash equivalents		**103,295**	-
Cash and cash equivalents at 1 January	11	**718,682**	324,273
Cash and cash equivalents at 31 December	11	**488,724**	718,682

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

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These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1. Corporate information

Digiphoto Entertainment Imaging Pte. Ltd. (the Company) is incorporated and domiciled in Singapore with its registered office and principal place of business at 4012 Ang Mo Kio Avenue 10, #07-04 Techplace 1, Singapore 569628.

The principal activities of the Company are those of customised imaging solutions to theme parks, resorts and entertainment arenas and retail sale of cameras and accessories, frames and key chains.

The immediate holding corporation is DEI Holdings Limited, which is incorporated in United Arab Emirates. The ultimate holding corporation is Fairfax Financial Holdings Limited, which is incorporated in Canada.

2. Material accounting policy information

2.1 Basis of preparation

The financial statements of the Company have been drawn up in accordance with Financial Reporting Standards in Singapore (FRSs). The financial statements have been prepared on the historical cost basis except as disclosed in the accounting policies below.

The financial statements are presented in Singapore Dollars ($), which is the Company's functional currency.

The financial statements of the Company have been prepared on the basis that it will continue to operate as a going concern.

2.2 Adoption of new and amended standards and interpretations

The accounting policies adopted are consistent with those of the previous financial year except that in the current financial year, the Company has adopted all the new and amended standards which are relevant to the Company and are effective for annual financial period beginning on 1 January 2025. The adoption of these standards did not have any material effect on the financial statements of the Company.

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2. Material accounting policy information (continued)

2.3 Standards issued but not yet effective

A number of new standards and amendments to standard that have been issued are not yet effective and have not been applied in preparing these financial statements.

The directors expect that the adoption of these new and amended standards will have no material impact on the financial statements in the year of initial application.

The following are new / revised / amendments to FRSs issued by the Accounting Standards Council of Singapore up to 31 December 2025 which are effective for annual reporting periods beginning after 1 January 2025:

Description	Effective for annual periods beginning on or after
Amendments to FRS 109 *Financial Instruments* and FRS 107 *Financial Instruments: Disclosures*: Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Annual Improvement to FRSs - Volume 11	1 January 2026
FRS 118 *Presentation and Disclosure in Financial Statements*	1 January 2027

2.4 Foreign currency transactions and balances

Transactions in foreign currencies are measured in the functional currency of the Company and are recorded on initial recognition in the functional currency at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss.

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2. Material accounting policy information (continued)

2.5 Property, plant and equipment

Property, plant and equipment are recognised at cost less accumulated depreciation and accumulated impairment losses.

Subsequent expenditure relating to property, plant and equipment that has already been recognised is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance expenses are recognised in profit or loss when incurred.

Depreciation is calculated using the straight-line method to allocate depreciable amounts over their estimated useful lives. The estimated useful lives are as follows:

	Useful lives
Leasehold buildings	1 - 2 years
Furniture and fixtures	5 years
Office equipment	3 - 5 years
Motor vehicles	5 years

The residual values, estimated useful lives and depreciation method of property, plant and equipment are reviewed, and adjusted as appropriate, at each balance sheet date. The effects of any revision are recognised in profit or loss when the changes arise.

2.6 Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, (or, where applicable, when an annual impairment testing for an asset is required), the Company makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

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2. Material accounting policy information (continued)

2.6 Impairment of non-financial assets (continued)

Impairment losses are recognised in profit or loss.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss.

2.7 Financial instruments

(a) Financial assets

Initial recognition and measurement

Financial assets are recognised when, and only when the entity becomes party to the contractual provisions of the instruments.

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

Trade receivables are measured at the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party, if the trade receivables do not contain a significant financing component at initial recognition.

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2. Material accounting policy information (continued)

2.7 Financial instruments (continued)

(a) Financial assets (continued)

Subsequent measurement

Debt instrument

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the contractual cash flow characteristics of the asset. The three measurement categories for classification of debt instruments are amortised cost, fair value through other comprehensive income (FVOCI) and FVPL. The Company only has debt instruments at amortised cost.

Financial assets that are held for the collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the assets are derecognised or impaired, and through the amortisation process.

Derecognition

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income for debt instruments is recognised in profit or loss.

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2. Material accounting policy information (continued)

2.7 Financial instruments (continued)

(b) Financial liabilities

Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at FVPL, net of directly attributable transaction costs.

Subsequent measurement

After initial recognition, financial liabilities that are not carried at FVPL are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. On derecognition, the difference between the carrying amounts and the consideration paid is recognised in profit or loss.

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2. Material accounting policy information (continued)

2.8 Impairment of financial assets

The Company recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at FVPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

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

For trade receivables, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment which could affect debtors' ability to pay.

The Company considers a financial asset in default when contractual payments are 60 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2.9 Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and on hand which are subject to an insignificant risk of changes in value.

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2. Material accounting policy information (continued)

2.10 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale.

When necessary, allowance is provided for damaged, obsolete and slow moving items to adjust the carrying value of inventories to the lower of cost and net realisable value.

2.11 Government grant

Government grants are recognised as a receivable when there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, the fair value is recognised as deferred income on the statement of financial position and is recognised as income in equal amounts over the expected useful life of the related asset.

When loans or similar assistance are provided by governments or related institutions with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as additional government grant.

2.12 Borrowing costs

All borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss in the period in which they are incurred.

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2. Material accounting policy information (continued)

2.13 Employee benefits

(a) Defined contribution plans

The Company makes contributions to the Central Provident Fund scheme in Singapore, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

(b) Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

2.14 Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities representing the obligations to make lease payments and right-of-use assets representing the right to use the underlying leased assets.

Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

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2. Material accounting policy information (continued)

2.14 Leases (continued)

As lessee (continued)

Right-of-use assets (continued)

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. The accounting policy for impairment is disclosed in Note 2.6.

The Company's right-of-use assets are presented within property, plant and equipment (Note 16).

Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g. changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Company's lease liabilities are included in Note 19.

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2. Material accounting policy information (continued)

2.14 Leases (continued)

As lessee (continued)

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery (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). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. 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.

2.15 Revenue

Revenue is measured based on the consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Revenue is recognised when the Company satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

(a) Sales of goods

Revenue from sale of goods is recognised when the Company has delivered the products, the customers have accepted the products and the collectability of the related receivables is reasonably assured.

(b) Overhead allocation income

Overhead allocation charged to related corporation is recognised on an accrual basis in accordance with the substance of the relevant agreements.

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2. Material accounting policy information (continued)

2.16 Taxes

(a) Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authority. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the end of the reporting period.

Current income taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(b) Deferred tax

Deferred tax is provided using the liability method on temporary differences at the end of the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(c) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST except:

- where the GST incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables that are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

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2. Material accounting policy information (continued)

2.17 Share capital

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

2.18 Related parties

A related party is defined as follows:

a) A person or a close member of that person's family is related to the Company if that person:

   (i) has control or joint control over the Company;
   (ii) has significant influence over the Company; or
   (iii) is a member of the key management personnel of the Company or of a parent of the Company.

b) An entity is related to the Company if any of the following condition applies:

   (i) the entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
   (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
   (iii) both entities are joint ventures of the same third party.
   (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.
   (v) the entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company.
   (vi) the entity is controlled or jointly controlled by a person identified in (a).
   (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
   (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to the parent of the Company.

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2. Material accounting policy information (continued)

2.18 Related parties (continued)

The following are not necessarily related parties:

(a) two entities simply because they have a director or other member of key management personnel in common;
(b) two venturers simply because they share joint control over a joint venture.

Key management personnel are those persons having the authority and responsibility of planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

3. Significant accounting judgements and estimates

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of each reporting period. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

3.1 Judgements made in applying accounting policies

Determination of functional currency

In determining the functional currency of the Company, judgement is used by the Company to determine the currency of the primary economic environment in which the Company operates. Consideration factors include the currency that mainly influences sales prices of goods and services and the currency of the country whose competitive forces and regulations mainly determines the sales prices of its goods and services.

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3. Significant accounting judgements and estimates (continued)

3.2 Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period are discussed below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(a) Inventory valuation method

Inventory write-down is made based on the current market conditions, historical experience and selling goods of similar nature. It could change significantly as a result of changes in market conditions. A review is made periodically on inventories for excess inventories, obsolescence and declines in net realisable value and an allowance is recorded against the inventory balances for any such declines. The realisable value represents the best estimate of the recoverable amount and is based on the most reliable evidence available and inherently involves estimates regarding the future expected realisable value. The carrying amount of the Company's inventories as at 31 December 2025 was $784,772 (2024: 697,813). If the future expected realisable value lower by 10% of its carrying amount, the carrying amount of the Company's inventories would have been $78,478 lower (2024: $69,781 lower).

(b) Provision for expected credit losses of trade receivables

The Company uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Company's historical observed default rates. The Company will calibrate the matrix to adjust historical credit loss experience with forward-looking information. At every reporting date, historical default rates are updated and changes in the forward-looking estimates are analysed.

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3. Significant accounting judgements and estimates (continued)

3.2 Key sources of estimation uncertainty (continued)

(b) Provision for expected credit losses of trade receivables (continued)

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Company's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Company's trade receivables is disclosed in Note 25(a).

The carrying amount of the Company's trade receivables as at 31 December 2025 was $641,473 (2024: $749,267).

(c) Leases – estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate to measure lease liabilities. The incremental borrowing rate is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The incremental borrowing rate therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Company estimates the incremental borrowing rate using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

4. Revenue

(a) Disaggregation of revenue

	2025 **$**	2024 $
Sale of photos, frames and key chains	**13,688,695**	16,272,096

All the sales are recognised at a point in time.

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4. Revenue (continued)

(b) Contract balances

	31 December **2025** **$**	2024 $	1 January 2024 $
Trade receivables (Note 12)	**641,473**	749,267	620,697

There are neither contract liabilities nor unsatisfied performance obligations at balance sheet date.

5. Other income

	2025 **$**	2024 $
Government grants		
- Uplifting employment	**725**	-
- CPF transition offset	**157**	-
- Wage credit scheme payout	**-**	150,205
- Senior employment credit	**505**	3,083
- Skills future enterprise credit	**1,008**	-
- Progressive wage credit scheme	**49,152**	-
- Paid leave	**41,058**	3,540
- CIT cash rebate	**2,000**	2,000
Fixed deposit interest income	**17,789**	-
Central service fee charged to related corporations	**3,819,092**	3,669,898
Overhead allocation charged to related corporations	**1,769,250**	2,032,553
Others	**334**	791
	5,701,070	5,862,070

6. Other gains/(losses)

	2025 **$**	2024 $
Net currency exchange gains/(losses)	**727,064**	(366,251)

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7. Expenses by nature

	2025	2024
	$	$
Purchase of inventories	**1,083,159**	1,172,176
Advertising	**8,383**	11,281
Bad debts written off	**19,062**	-
Employee compensation (Note 8)	**4,736,536**	4,942,455
Central service fee	**4,962,926**	4,934,098
Conveyance	**1,470**	16,465
Depreciation	**275,090**	291,403
Regional services expenses	**1,854,368**	2,002,130
Insurance	**54,029**	10,504
Professional fees	**81,944**	70,843
Recruitment expenses	**12,923**	7,512
Rental expenses	**-**	278
Repair and maintenance	**40,249**	45,273
Revenue sharing with business partners	**5,920,170**	7,262,155
Staff welfare	**129,150**	188,230
Travel and entertainment	**46,875**	64,910
Uniforms	**51,674**	21,896
Other expenses	**727,480**	780,371
Changes in inventories	**(86,959)**	70,670
	19,918,529	21,892,650

8. Employee compensation

	2025	2024
	$	$
Wages and salaries	**4,498,892**	4,658,280
Employer's contribution to defined contribution plans	**237,644**	284,175
	4,736,536	4,942,455

9. Finance costs

	2025	2024
	$	$
Interest expense		
- lease liabilities	**6,491**	11,917

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10. Income tax expense

The major components of income tax expense recognised in profit or loss for the years ended 31 December 2025 and 2024 were:

	2025 $	2024 (Restated) $
Current income tax		
- Current year	**-**	-
- Over provision in respect of prior years	**-**	(21,849)
	-	(21,849)
Deferred income tax		
- Origination and reversal of temporary differences (Note 20)	**41,624**	57,499
Income tax expense recognised in profit or loss	**41,624**	35,650

Relationship between tax expense and accounting profit/(loss)

A reconciliation between tax expense and the product of accounting profit/(loss) multiplied by the applicable corporate tax rate for the financial years ended 31 December 2025 and 2024 were as follows:

	2025 $	2024 (Restated) $
Profit/(loss) before tax	**191,809**	(136,652)
Income tax using the statutory tax rate of 17% (2024:17%)	**32,608**	(23,231)
Adjustments:		
- Non-deductible expenses	**30,080**	43,516
- Income not subject to tax	**(340)**	(340)
- Utilisation of capital allowance	**(62,348)**	(19,945)
- Over provision in respect of prior years	**-**	(21,849)
- Origination and reversal of temporary differences	**41,624**	57,499
Tax (benefit)/expense	**41,624**	35,650

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11. Cash and bank deposits

	2025	2024
	$	$
Cash at bank	**434,347**	673,344
Cash on hand	**54,377**	45,338
Short-term bank deposits	**10,718**	211,659
	499,442	930,341

Pledge deposits are in relation to the security granted for bankers guarantees issued for the Company.

For the purpose of presenting the statement of cash flows, cash and cash equivalents comprise the following at the end of the financial year:

	2025	2024
	$	$
Cash and bank deposits (as above)	**499,442**	930,341
Less: Bank deposits pledged	**(10,718)**	(211,659)
	488,724	718,682

12. Trade and other receivables

	2025	2024
	$	$
Trade receivables - non-related parties	**641,473**	749,267
Amounts due from related corporations (#)	**16,912,759**	15,684,498
	17,554,232	16,433,765

(#) The amounts due from related corporations were non-trade, unsecured, interest-free, to be settled in cash and no fixed term of repayment.

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13. Inventories

	2025 $	2024 $
Finished goods	**784,772**	697,813

The cost of inventories recognised as an expense amounted to $996,200 (2024: $1,242,846).

14. Other current assets

	2025 $	2024 $
Deposits	**57,978**	63,648
Prepayments	**56,424**	55,667
	114,402	119,315

15. Other receivables - non-current

	2025 $	2024 $
Long-term bank deposits	**233,800**	100,000

Long-term bank deposits of $233,800 (2024: $100,000) are pledged in relation to the security granted for bankers guarantees issued for the Company.

The fair value of other receivables at balance sheet date is $236,723 (2024: $101,250) and is computed based on cash flows discounted at market borrowing rates of 1.25% (2024: 1.25%) per annum. The fair value is within Level 2 of the fair value hierarchy.

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16. Property, plant and equipment

	Leasehold buildings $	Furniture and fixtures $	Office equipment $	Motor vehicles $	Total $
Cost					
At 1 January 2025	203,348	392,724	1,591,523	98,800	2,286,395
Additions	-	73,183	253,509	-	326,692
At 31 December 2025	203,348	465,907	1,845,032	98,800	2,613,087
Accumulated depreciation					
At 1 January 2025	100,422	281,401	1,132,216	98,800	1,612,839
Depreciation charge	66,312	37,532	171,246	-	275,090
At 31 December 2025	166,734	318,933	1,303,462	98,800	1,887,929
Carrying amount					
At 31 December 2025	**36,614**	**146,974**	**541,570**	**-**	**725,158**

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16. Property, plant and equipment (continued)

	Leasehold buildings $	Furniture and fixtures $	Office equipment $	Motor vehicles $	Total $
Cost					
At 1 January 2024	203,348	378,169	1,444,900	98,800	2,125,217
Additions	-	14,555	146,623	-	161,178
At 31 January 2024	203,348	392,724	1,591,523	98,800	2,286,395
Accumulated depreciation					
At 1 January 2024	34,110	236,668	951,858	98,800	1,321,436
Depreciation charge	66,312	44,733	180,358	-	291,403
At 31 January 2024	100,422	281,401	1,132,216	98,800	1,612,839
Carrying amount					
End of financial year	**102,926**	**111,323**	**459,307**	**-**	**673,556**

Right-of-use assets acquired under leasing arrangements are presented together with the owned assets of the same class. Details of such leased assets are disclosed in Note 22.

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17. Trade and other payables – current

	2025	2024
	$	$
Trade payables – non related parties	**554,670**	465,303
Amounts due to related corporations (%)	**205,648**	1,124,178
Other accruals for operating expenses	**684,089**	1,362,250
GST payables	**149,407**	164,327
	1,593,814	3,116,058

(%) The amounts due to related corporations were non-trade, unsecured, interest-free, to be settled in cash and repayable upon demand.

18. Trade and other payables - non-current

	2025	2024
	$	$
Amount due to a related corporation (∞)	**15,605,039**	13,248,799

(∞) The amount due to a related corporation was non-trade, unsecured, interest-free and to be settled in cash. The amount is repayable after 12 months from the balance sheet date. The carrying amount approximates the fair value.

19. Lease liabilities

	2025	2024
	$	$
Current	**40,357**	68,789
Non-current	**-**	40,357
	40,357	109,146

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19. Lease liabilities (continued)

A reconciliation of liabilities arising from financing activities is as follows:

			Non-cash changes			
	1 January 2025 $	Cash flows $	Interest expense $	Addition - new lease $	Others $	31 December 2025 $
Liabilities						
Lease liabilities	109,146	(75,280)	6,491	-	-	40,357
Trade and other payables	13,248,799	2,904,880	-	-	(548,640)	15,605,039
	13,357,945	2,829,600	6,491	-	(548,640)	15,645,396
Assets						
Trade and other receivables	15,684,498	1,291,610	-	-	(63,349)	16,912,759

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19. Lease liabilities (continued)

A reconciliation of liabilities arising from financing activities is as follows:

			Non-cash changes			
	1 January 2024 $	Cash flows $	Interest expense $	Addition - new lease $	Others $	31 December 2024 $
Liabilities						
Lease liabilities	172,510	(75,281)	11,917	-	-	109,146
Trade and other payables	13,492,747	(243,948)	-	-	-	13,248,799
	13,665,257	(319,229)	11,917	-	-	13,357,945
Assets						
Trade and other receivables	18,573,841	(2,839,343)	-	-	-	15,684,498

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20. Deferred tax liabilities

Movements in deferred tax liabilities during the financial year were as follows:

	2025 **$**	2024 (Restated) $	2023 $
Differences in depreciation for tax purposes			
At 1 January	**57,499**	-	-
Recognised in profit or loss (Note 10)	**41,624**	57,499	-
At 31 December	**99,123**	57,499	-

21. Share capital

	2025		2024	
	No of shares	**$**	No of shares	$
Issued and fully paid ordinary shares				
At 1 January and 31 December	**1,100,000**	**1,100,000**	1,100,000	1,100,000

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions. The ordinary shares have no par value.

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22. Leases

Company as a lessee

The Company has lease contracts for office premises and warehouse. The Company's obligations under these leases are secured by the lessor's title to the leased assets. The Company is restricted from assigning and subleasing the leased assets. There are no lease contracts that include extension options.

The Company has no leases with lease terms of 12 months or less.

a) Carrying amounts of right-of-use assets presented within property, plant and equipment

	Leasehold buildings $	Total $
At 1 January 2024	169,238	169,238
Depreciation	(66,312)	(66,312)
At 31 December 2024 and 1 January 2025	102,926	102,926
Depreciation	(66,312)	(66,312)
At 31 December 2025	36,614	36,614

b) Lease liabilities

The carrying amounts of lease liabilities and the movements during the year are disclosed in Note 19 and the maturity analysis of lease liabilities is disclosed in Note 25(b).

c) Amounts recognised in profit or loss

	2025 **$**	2024 $
Depreciation of right-of-use assets	**66,312**	66,312
Interest expense on lease liabilities (Note 9)	**6,491**	11,917
Lease expense not capitalised in lease liabilities	**-**	-
Total amount recognised in profit or loss	**72,803**	78,229

d) Total cash outflow

The Company had total cash outflows for leases of $75,280 (2024: $75,281).

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23. Significant related party transactions

Sales and purchase of goods and services

In addition to the related party information disclosed elsewhere in the financial statements, the following transactions with related parties took place at terms agreed between the parties during the financial year:

	2025	2024
	$	$
Sales	**31,302**	-
Purchases	**10,689**	79,724
Expenses incurred on behalf of related companies	**11,142**	113,669
Advance to related companies	**439,162**	-
Central service fee charged to related companies	**3,819,092**	3,669,898
Central service fee charged by related companies	**4,962,926**	4,934,098
Overhead allocation charged to related companies	**1,769,251**	2,032,553
Overhead allocation charged by related companies	**1,854,368**	2,002,130

Compensation of key management personnel

	2025	2024
	$	$
Salaries and bonuses	**368,049**	360,273
Employer's contribution to Central Provident Fund	**15,096**	14,272
	383,145	374,545

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24. Fair value of assets and liabilities

Assets and liabilities not measured at fair value

Cash and cash equivalents, other receivables and other payables

The carrying amounts of these balances approximate their fair values due to the short-term nature of these balances.

Trade receivables and trade payables

The carrying amounts of these receivables and payables (including trade balances due from/to holding and related companies) approximate their fair values as they are subject to normal trade credit terms.

Lease liabilities

The carrying amounts of lease liabilities approximate their fair values as they are subject to interest rates close to market rate of interests for similar arrangements with financial institutions.

25. Financial risk management

The Company's activities expose it to a variety of financial risks from its operations. The key financial risks include credit risk, liquidity risk and market risk (including interest rate risk and foreign currency risk).

The directors review and agree policies and procedures for the management of these risks, which are executed by the management team. It is, and has been throughout the current and previous financial period/year, the Company's policy that no trading in derivatives for speculative purposes shall be undertaken.

The following sections provide details regarding the Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

There has been no change to the Company's exposure to these financial risks or the manner in which it manages and measures the risks.

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25. Financial risk management (continued)

(a) Credit risk

Credit risk refers to the risk that the counterparty will default on its contractual obligations resulting in a loss to the Company. The Company's exposure to credit risk arises primarily from trade and other receivables. For other financial assets (including investment securities and cash), the Company minimises credit risk by dealing exclusively with high credit rating counterparties.

The Company has adopted a policy of only dealing with creditworthy counterparties. The Company performs ongoing credit evaluation of its counterparties' financial condition and generally do not require a collateral.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The Company has determined the default event on a financial asset to be when internal and/or external information indicates that the financial asset is unlikely to be received, which could include default of contractual payments due for more than 60 days, default of interest due for more than 30 days or there is significant difficulty of the counterparty.

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25. Financial risk management (continued)

(a) Credit risk (continued)

To minimise credit risk, the Company has developed and maintained the Company's credit risk gradings to categorise exposures according to their degree of risk of default. The credit rating information is supplied by publicly available financial information and the Company's own trading records to rate its major customers and other debtors. The Company considers available reasonable and supportive forward-looking information which includes the following indicators:

- Internal credit rating
- External credit rating
- Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the debtor's ability to meet its obligations
- Actual or expected significant changes in the operating results of the debtor
- Significant increases in credit risk on other financial instruments of the same debtor
- Significant changes in the expected performance and behaviour of the debtor, including changes in the payment status of debtors in the group and changes in the operating results of the debtor.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 30 days past due in making contractual payment.

The Company determined that its financial assets are credit-impaired when:

- There is significant difficulty of the debtor
- A breach of contract, such as a default or past due event
- It is becoming probable that the debtor will enter bankruptcy or other financial reorganisation
- There is a disappearance of an active market for that financial asset because of financial difficulty

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25. Financial risk management (continued)

(a) Credit risk (continued)

The Company categorises a receivable for potential write-off when a debtor fails to make contractual payments more than 120 days past due. Financial assets are written off when there is evidence indicating that the debtor is in severe financial difficulty and the debtor has no realistic prospect of recovery.

The Company's current credit risk grading framework comprises the following categories:

Category	Definition of category	Basis for recognition of expected credit losses (ECL)
I	Counterparty has a low risk of default and does not have any past-due amounts.	12-month ECL
II	Amount is >30 days past due or there has been a significant increase in credit risk since initial recognition.	Lifetime ECL – not credit-impaired
III	Amount is >60 days past due or there is evidence indicating the asset is credit-impaired (in default).	Lifetime ECL – credit-impaired
IV	There is evidence indicating that the debtor is in severe financial difficulty and the debtor has no realistic prospect of recovery.	Amount is written off

Trade receivables

For trade receivables, the Company has applied the simplified approach in FRS 109 to measure the loss allowance at lifetime ECL. The Company determines the ECL by using a provision matrix, estimated based on historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. Accordingly, the Company measured the impairment loss allowance using 12-month ECL and determined that the ECL is insignificant.

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25. Financial risk management (continued)

(a) Credit risk (continued)

Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

Exposure to credit risk

The Company has no significant concentration of credit risk. The Company has credit policies and procedures in place to minimise and mitigate its credit risk exposure.

Other receivables

The Company assessed the latest performance and financial position of the counterparties, adjusted for the future outlook of the industry in which the counterparties operate in, and concluded that there has been no significant increase in the credit risk since the initial recognition of the financial assets. Accordingly, the Company measured the impairment loss allowance using 12-month ECL and determined that the ECL is insignificant.

(b) Liquidity risk

Liquidity risk refers to the risk that the Company will encounter difficulties in meeting its short-term obligations due to shortage of funds. The Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. It is managed by matching the payment and receipt cycles. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of standby credit facilities. The Company finances its working capital requirements through a combination of funds generated from operations and bank borrowings. The directors are satisfied that funds are available to finance the operations of the Company.

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25. Financial risk management (continued)

(b) Liquidity risk (continued)

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Company's financial assets and liabilities at the reporting date based on contractual undiscounted repayment obligations.

	2025			
	Carrying amount	Contractual cash flows	One year or less	One to five years
	$	$	$	$
Financial assets				
Cash and bank deposits	**499,442**	**499,442**	**499,442**	**-**
Trade and other receivables	**17,554,232**	**17,554,232**	**17,554,232**	**-**
Deposits	**57,978**	**57,978**	**57,978**	**-**
Total undiscounted financial assets	**18,111,652**	**18,111,652**	**18,111,652**	**-**
Financial liabilities				
Trade and other payables (excluding GST payables)	**17,049,446**	**17,049,446**	**1,444,407**	**15,605,039**
Lease liabilities (Note 19)	**40,357**	**41,635**	**41,635**	**-**
Total undiscounted financial liabilities	**17,089,803**	**17,091,081**	**1,486,042**	**15,605,039**
Total net undiscounted financial assets/(liabilities)	**1,021,849**	**1,020,571**	**16,625,610**	**(15,605,039)**

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25. Financial risk management (continued)

(b) Liquidity risk (continued)

Analysis of financial instruments by remaining contractual maturities

	2024			
	Carrying amount	Contractual cash flows	One year or less	One to five years
	$	$	$	$
Financial assets				
Cash and bank deposits	930,341	930,341	930,341	-
Trade and other receivables	16,433,765	16,433,765	16,433,765	-
Deposits	63,648	63,648	63,648	-
Total undiscounted financial assets	17,427,754	17,427,754	17,427,754	-
Financial liabilities				
Trade and other payables (excluding GST payables)	16,200,530	16,200,530	2,951,731	13,248,799
Lease liabilities (Note 19)	109,146	116,914	75,279	41,635
Total undiscounted financial liabilities	16,309,676	16,317,444	3,027,010	13,290,434
Total net undiscounted financial assets/(liabilities)	1,118,078	1,110,310	14,400,744	(13,290,434)

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25. Financial risk management (continued)

(c) Market risk

Market risk is the risk that changes in market prices, such as interest rates and foreign exchange rates will affect the Company's income. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates. The Company's exposure to interest rate risk arises primarily from lease liabilities.

The Company does not expect any significant effect on the Company's profit or loss arising from the effects of reasonably possible changes to interest rates on interest bearing financial instruments at the end of the financial period/year.

(ii) Foreign currency risk

The Company's foreign exchange risk results mainly from cash flows from transactions denominated in foreign currencies. At present, the Company does not have any formal policy for hedging against currency risk. The Company ensures that the net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates, where necessary, to address short term imbalances.

The Company has transactional currency exposures arising from sales or purchases that are denominated in a currency other than the functional currency of the Company, primarily Arab Emirates Dirham (AED) and Malaysian Ringgit (MYR).

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25. Financial risk management (continued)

(c) Market risk (continued)

(ii) Foreign currency risk (continued)

The Company's currency exposures to the AED and MYR are as follows:

	AED SGD	MYR SGD
2025	**$**	$
Financial assets		
Trade and other receivables	**-**	**1,643,467**
Financial liabilities		
Trade and other payables	**(15,605,040)**	**(14,041)**
Currency exposure	**(15,605,040)**	**1,629,426**
2024		
Financial liabilities		
Trade and other payables	(13,248,799)	(773,543)
Currency exposure	(13,248,799)	(773,543)

A 2.80% (AED) and 4.66% (MYR) (2024: 5%) strengthening of Singapore Dollar against the foreign currencies denominated balances as at the reporting date would decrease profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

	Profit or loss (after tax)	
	2025	2024
	$	$
Arab Emirates Dirham	**(362,661)**	549,825
Malaysia Ringgit	**63,564**	32,102

A 2.80% (AED) and 4.66% (MYR) (2024: 5%) weakening of Singapore Dollar against the above currencies would have had equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

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26. Financial instruments by category

At the reporting date, the aggregate carrying amounts of financial assets at amortised cost and financial liabilities at amortised cost were as follows:

	2025	2024
	$	$
Financial assets measured at amortised cost		
- Cash and cash equivalents (Note 11)	**499,442**	930,341
- Trade and other receivables (Note 12)	**17,554,232**	16,433,765
- Deposits (Note 14)	**57,978**	63,648
Total financial assets measured at amortised cost	**18,111,652**	17,427,754
Financial liabilities measured at amortised cost		
- Trade and other payables (excluding GST payables) (Note 17 and 18)	**17,049,446**	16,200,530
- Lease liabilities (Note 19)	**40,357**	109,146
Total financial liabilities measured at amortised cost	**17,089,803**	16,309,676

27. Capital management

The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and net current asset position in order to support its business and maximise shareholder value. The capital structure of the Company comprises issued share capital and retained earnings.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company is not subject to any externally imposed capital requirements. No changes were made to the objectives, policies or processes during the financial years ended 31 December 2025 and 31 December 2024.

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28. Comparative information

During 2025, the Company restated the deferred tax liabilities and tax expenses in the statement of financial position and statement of profit or loss and other comprehensive income to recognise and measure deferred tax arising from temporary differences in respect of differences in depreciation for tax purposes.

	Before restatement $	Restatement $	After restatement $
2024			
Statement of Financial Position			
Non-current liabilities			
Deferred tax liabilities	**-**	57,499	57,499
Equity			
Retained earnings	**1,380,787**	(57,499)	1,323,288
Statement of Profit or Loss and Other Comprehensive Income			
Income tax benefit/(expense)	**21,849**	(57,499)	(35,650)
Statement of Changes in Equity			
Retained earnings	**1,380,787**	(57,499)	1,323,288
Total equity	**2,480,787**	(57,499)	2,423,288
Statement of Cash Flows			
Net cash used in operating activities			
Income tax paid	**(21,556)**	4,293	(17,263)

29. Authorisation of financial statements for issue

The financial statements for the financial year ended 31 December 2025 were authorised for issue in accordance with a resolution of the Board of Directors of the Company on 28 August 2026.

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