UNIQUE PHARMACEUTICAL LABORATORIES FZE

FINANCIAL STATEMENTS AND INDEPENDENT AUDITOR'S REPORT

YEAR ENDED 31 MARCH 2024

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YEAR ENDED 31 MARCH 2024

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INDEPENDENT AUDITOR'S REPORT

To the Shareholder of UNIQUE PHARMACEUTICAL LABORATORIES FZE

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **UNIQUE PHARMACEUTICAL LABORATORIES FZE** (the "Establishment"), which comprise the statement of financial position as at 31 March 2024, 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 significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Establishment as at 31 March 2024, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Establishment 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 the United Arab Emirates (UAE), and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter

We draw attention to Note 2(a) in the financial statements which states that these financial statements are separate financial statements of the Establishment prepared for the purpose of reporting to management only. The consolidated financial statements of the Establishment and its subsidiary, which are required to be presented in accordance with International Financial Reporting Standards IFRS 10: Consolidated Financial Statements, are presented separately. 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 of financial statements that give a true and fair view in accordance with IFRSs, and for their compliance with the Jebel Ali Free Zone Companies Implementing Regulations 2016 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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INDEPENDENT AUDITOR'S REPORT
(continued)

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

Those charged with governance are responsible for overseeing the Establishment'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 Establishment'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 Establishment'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 Establishment to cease to continue as a going concern.

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INDEPENDENT AUDITOR'S REPORT
(continued)

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

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

Report on Other Legal and Regulatory Requirements
We further confirm that the financial statements comply with the applicable provisions of the Jebel Ali Free Zone Companies Implementing Regulations 2016.

For **PKF**

Slalwani

Saranga Lalwani
Partner
Audit registration No. 5468
Dubai
United Arab Emirates
19 April 2024

UNIQUE PHARMACEUTICAL LABORATORIES FZE

STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2024

	Notes	2024 AED	2023 AED
ASSETS			
Non-current assets			
Property, plant and equipment	6	614,735	--
Investment in a subsidiary	7	49,444,453	49,444,453
Advances for investment	8	977,648	--
		51,036,836	49,444,453
Current assets			
Other receivables	9	384,681	286,557
Other current assets	10	135,953	146,966
Cash and cash equivalents	12	2,615,709	642,212
		3,136,343	1,075,735
Total assets		54,173,179	50,520,188
EQUITY AND LIABILITIES			
Equity funds			
Share capital	13	54,135,000	51,885,000
Share premium	13 (a)	2,092,500	--
Accumulated losses		(4,988,705)	(3,357,797)
		51,238,795	48,527,203
Non-current liabilities			
Lease liabilities	14	193,505	--
Provision for staff end-of-service benefits	15	347,859	268,596
		541,364	268,596
Current liabilities			
Accruals and other payables	16	1,114,672	1,074,505
Other current liabilities	17	95,221	90,090
Due to a related party	11	1,010,964	559,794
Lease liabilities	14	172,163	--
		2,393,020	1,724,389
Total liabilities		2,934,384	1,992,985
Total equity and liabilities		54,173,179	50,520,188

The accompanying notes form an integral part of these financial statements.
The report of the independent auditor is set forth on pages 1 to 3.

We confirm that we are responsible for these financial statements, including selecting the accounting policies and making the judgments underlying them. We confirm that we have made available all relevant accounting records and information for their compilation.

Approved and authorised for issue by the Shareholder on 15 April 2024 and signed on their behalf by Mr. Sandeep Nasa.

For **UNIQUE PHARMACEUTICAL LABORATORIES FZE**

Sandeep Nasa

SANDEEP NASA
MANAGER

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Unique Pharmaceutical Laboratories FZE

UNIQUE PHARMACEUTICAL LABORATORIES FZE

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2024

	Notes	2024 AED	2023 AED
Revenue		--	--
Other operating income	19	1,870,336	606,070
Staff costs	20	(2,494,516)	(1,150,975)
Depreciation on property, plant and equipment	6	(202,975)	--
Other operating expenses	21	(772,323)	(166,726)
Finance costs on lease liabilities	14	(31,430)	--
LOSS FOR THE YEAR		(1,630,908)	(711,631)
Other comprehensive income:			
Other comprehensive income for the year		--	--
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		(1,630,908)	(711,631)

The accompanying notes form an integral part of these financial statements.
The report of the independent auditor is set forth on pages 1 to 3.

UNIQUE PHARMACEUTICAL LABORATORIES FZE

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 March 2024

	Share capital AED	Share premium	Accumulated losses AED	Total AED
Balance at 1 April 2022	51,885,000	--	(2,646,166)	49,238,834
Total comprehensive income for the year	--	--	(711,631)	(711,631)
Balance at 31 March 2023	51,885,000	--	(3,357,797)	48,527,203
Issue of additional shares [note 13 (a)]	2,250,000	2,092,500	--	4,342,500
Total comprehensive income for the year	--	--	(1,630,908)	(1,630,908)
Balance at 31 March 2024	**54,135,000**	**2,092,500**	**(4,988,705)**	**51,238,795**

The accompanying notes form an integral part of these financial statements
The report of the independent auditor is set forth on pages 1 to 3.

UNIQUE PHARMACEUTICAL LABORATORIES FZE

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MARCH 2024

	2024 AED	2023 AED
Cash flows from operating activities		
Loss for the year	(1,630,908)	(711,631)
Adjustments for:		
Depreciation of property, plant and equipment	202,975	--
Finance costs	31,430	--
Provision for staff end-of-service benefits	79,263	20,271
Employee stock option benefits	727,429	696,602
	(589,811)	5,242
Changes in:		
- Other receivables	(98,124)	(23,242)
- Other current assets	11,013	(107,337)
- Other payables	40,167	82,192
- Other current liabilities	5,131	16,271
Net cash used in operating activities	(631,624)	(26,874)
Cash flow from investing activities		
Purchase of property, plant and equipment	(313,034)	--
Advance for Investments	(977,648)	--
Receipts from a related party (net)	--	2,888,444
Acquisition of shares in subsidiary	--	(2,637,546)
Repayment of loan given to a subsidiary	--	797,529
Net cash (used in)/from investing activities	(1,290,682)	1,048,427
Cash flows from financing activities		
Issue of additional shares	4,342,500	--
Payments of lease liabilities	(170,438)	--
Payments to a related party (net)	(276,259)	(518,433)
Net cash from/ (used in) financing activities	3,895,803	(518,433)
Net increase in cash and cash equivalents	1,973,497	503,120
Cash and cash equivalents at beginning of year	642,212	139,092
Cash and cash equivalents at end of year (note 12)	2,615,709	642,212

The accompanying notes form an integral part of these financial statements.
The report of the independent auditor is set forth on pages 1 to 3.

1. LEGAL STATUS AND BUSINESS ACTIVITY

a) **UNIQUE PHARMACEUTICAL LABORATORIES FZE** (the "Establishment") is a free zone establishment with limited liability incorporated in Dubai, United Arab Emirates in accordance with the Implementing Regulation No. 1/92 issued pursuant to Law No. 9 of 1992 (repealed by Jebel Ali Free Zone Companies Implementing Regulations 2016). The registered office is Office No 1116, Business Centres World Building, 11th Floor, JAFZA One, Jebel Ali Free Zone, P.O Box: 262327, Dubai, United Arab Emirates. The Establishment was registered on 10 December 2013 and commenced operations from 1 April 2014.

b) These financial statements include the assets and liabilities and the operating results of the Establishment under commercial license number 140135 and of the following branch:

Branch Name	Date of incorporation	License no.
Dubai Healthcare City (DHCC)	28 July 2023	1333

c) The Establishment has a subsidiary under the name of Biotech Laboratories (Pty) Ltd. (the "subsidiary"), a company incorporated in the Republic of South Africa having registration no. 1990/007220/07. The Establishment is holding 100% of legal and beneficial interest as at the reporting date (refer note 7).

d) The Establishment and its subsidiary trades in medicines and pharmaceutical products. However, the Establishment has not carried out any activity during the year.

e) The parent company is J.B. Chemicals and Pharmaceutical Limited, a public limited company registered in India, and the ultimate parent company is Tau Investment Holdings PTE. LTD. a company registered in Singapore.

2. BASIS OF PREPARATION

a) **Statement of compliance**

The financial statements are prepared in accordance with International Financial Reporting Standards issued or adopted by the International Accounting Standards Board (IASB) and which are effective for accounting periods beginning 1 April 2023 and the requirements of the Jebel Ali Free Zone Companies Implementing Regulations 2016.

These financial statements are separate financial statements of the Establishment prepared for the purpose of reporting to management only. The consolidated financial statements of the Establishment and its subsidiary which are required to be presented in accordance with International Financial Reporting Standard 10: 'Consolidated Financial Statements', have been presented separately.

b) **Basis of measurement**

The financial statements are prepared using historical cost.

Historical cost is based on the fair value of the consideration given to acquire the asset or cash or cash equivalents expected to be paid to satisfy the liability.

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.

c) **Going concern**

The financial statements are prepared on a going concern basis.

When preparing the financial statements, management makes an assessment of the Establishment's ability to continue as a going concern. Financial statements are prepared on a going concern basis unless management either intends to liquidate the Establishment or to cease operations, or has no realistic alternative but to do so.

The Establishment incurred a loss of AED 1,630,908 for the year ended 31 March 2024 and at that date, the Establishment's losses aggregated to AED 4,988,705. Further, the Establishment has not carried out any business activities during the year.

These events or conditions, indicate that a material uncertainty exists that may cast significant doubt on the Establishment's ability to continue as a going concern. However, the shareholder has agreed to continue with the operations of the Establishment and has introduced additional capital to enable the Establishment to discharge its liabilities as and when they fall due. Also, the management is currently under process for the registration of products with the Ministry of Health and Prevention, UAE in order to start the business operations. Accordingly, these financial statements have been prepared on a going concern basis.

d) **Adoption of new International Financial Reporting Standards**

Standards, amendments, improvements and interpretations effective for the current period

The following amendments, improvements and interpretations which became effective for current period, did not have any significant impact on the Establishment's financial statements:

- IFRS 17 – Insurance Contracts
- Amendments to IFRS 17 – Insurance Contracts
- Amendments to IAS 1 - Classification of Liabilities as Current or Non-current
- Amendments to IAS 1 and IFRS Practice Statement 2 - Disclosure of Accounting Policies
- Amendments to IAS 8 - Definition of Accounting Estimates
- Amendments to IAS 12 - Deferred Tax related to Assets and Liabilities arising from a Single Transaction
- Amendments to IAS 12 - International Tax Reform – Pillar Two Model Rules

New and revised IFRSs in issue but not yet effective and not early adopted

The following amendments, improvements and interpretations that are assessed by management as likely to have an impact on the financial statements, have been issued by the IASB prior to the date the financial statements were authorised for issue, but have not been applied in these financial statements as their effective dates of adoption are for future accounting periods.

- Amendments to IAS 1 – Non-current Liabilities with Covenants (1 January 2024)
- Amendments to IAS 7 and IFRS 7 – Supplier Finance Arrangement (1 January 2024)
- Amendments to IFRS 16 – Lease Liability in a Sale and Leaseback (1 January 2024)
- Amendments to IAS 21 – Lack of Exchangeability (1 January 2025)
- Amendments to IFRS 10 and IAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture. The amendments address the conflict between IFRS 10 and IAS 28 in dealing with the loss of control of a subsidiary that is sold to an associate or a joint venture (The IASB postponed the effective date of this amendment indefinitely - Early adoption is permitted).
- IFRS S1 General Requirements for Disclosure of Sustainability Related Financial Information and IFRS S2 Climate Related Disclosures (Effective upon adoption by applicable regulatory).

e) **Functional and presentation currency**

The financial statements are presented in UAE Dirham ("AED") which is also the Establishment's functional currency.

3. **SIGNIFICANT ACCOUNTING POLICIES**

The significant accounting policies adopted, and which have been consistently applied, are as follows:

a) **Property, plant and equipment**

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. The cost less estimated residual value, where material, is depreciated from the date the asset is available for use until it is derecognised, using the straight-line method over the estimated useful lives of the assets as follows:

Right-of-use assets	3 years
Leasehold improvements	2-3 years
Furniture, fixtures and office equipment	2-4 years

The Establishment has presented right-of-use assets representing the right to use the underlying assets under property, plant and equipment [Refer notes 3 (f) and 6].

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 expenditure will flow to the Establishment and such cost can be measured reliably. Such cost includes the cost of replacing part of the property, plant and equipment. When significant parts of property, plant and equipment are required to be replaced at intervals, the Establishment recognises such parts as individual assets with specific useful lives and depreciates them accordingly. The carrying amount of replaced parts is derecognised.

All other repairs and maintenance costs are charged to profit or loss during the financial period in which they are incurred.

An assessment of depreciation method, useful lives and residual values is undertaken at each reporting date and, where material, if there is a change in estimate, an appropriate adjustment is made to the depreciation charge.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These are recognised within 'other operating income/expenses' in profit or loss.

b) **Investment in a subsidiary**

Subsidiaries are entities over which the Establishment exercises control. Control is achieved when the Establishment is exposed, or has rights, to variable return from its involvement with the investee and has the ability to affect those returns through its power over the investee.

The investment in a subsidiary is accounted for at cost less impairment losses, if any. The consolidated financial statements of the parent and its subsidiary are presented separately.

c) **Staff benefits**

The Establishment provides staff end-of-service benefits to its non-UAE national employees as per the applicable local laws, the entitlement to these benefits is based on upon the employees' last drawn salary and length of services which is accrued over the period of employment. Provision for staff end of services benefits are disclosed as non-current liability.

Provision is also made for employees' entitlement to annual leave and air ticket for eligible employees as per the policy of the Establishment. Provision relating to annual leave and air ticket is disclosed as current liability as employees are entitled to redeem these benefits at any point of time after the reporting period.

d) **Revenue recognition**

The Establishment is in the business of trading in medicines. However, during the year, the Establishment did not carry out any operations.

Revenue from contracts with customers is recognised when the control of the goods or services is transferred to the customer at an amount that reflects the consideration to which the Establishment expects to be entitled in exchange for those goods or services.

The Establishment recognises revenue from contracts with customers based on a five-step model as set out in IFRS 15:

1. Identify the contracts with customers: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.
2. Identify the performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.
3. Determine the transaction price: The transaction price is the amount of consideration to which the Establishment 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 Establishment will allocate the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Establishment expects to be entitled in exchange for satisfying each performance obligation.
5. Recognise revenue when (or as) the Establishment satisfies a performance obligation at a point in time or over time.

The Establishment satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

- The customer simultaneously receives and consumes the benefits provided by the Establishment's performance as the Establishment performs; or
- The Establishment's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- The Establishment's performance does not create an asset with an alternative use to the Establishment and the Establishment has an enforceable right to payment for performance completed to date.

The Establishment is required to assess each of its contracts with customers to determine whether performance obligations are satisfied over time or at a point in time in order to determine the appropriate method of recognising revenue.

e) **Marketing support services**

The Establishment provides services for marketing support to its parent. Marketing income is recognised when services are provided in accordance with the relevant service arrangements in the period which services are rendered.

f) **Leases**

The Establishment leases its office premises and staff accommodation. Rental contract is typically made for fixed periods of 1 to 3 years but may have extension options. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease arrangements do not impose any covenants, however leased assets may not be used as security for borrowing purposes.

Right-of-use assets

The Establishment recognises right-of-use assets at 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 reimbursement of lease liabilities. The cost of right-of-use assets includes:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial costs; and
- restoration costs.

Unless the Establishment is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment.

Lease liabilities

The Establishment recognises lease liabilities at the commencement date of the lease. The lease liabilities are measured at the net 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;
- amounts expected to be paid under residual value guarantees;
- the exercise price of a purchase option reasonably certain to be exercised by the Establishment; and
- payments of penalties for terminating the lease, if the lease term reflects the Establishment exercising the option to terminate.

The Establishment uses its incremental borrowing rate as the discount rate in calculating the present value of lease payments and uses the incremental borrowing rate at the commencement date of the lease if the profit rate implicit in the lease is not readily determinable. Further, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance lease payments or a change in the assessment to purchase the underlying asset.

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.

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

g) **Cash and cash equivalents**
Cash and cash equivalents comprise of bank current accounts.

h) **Foreign currency transactions**
Transactions in foreign currencies are translated into UAE Dirhams at the rate of exchange ruling on the date of the transactions.

Monetary assets and liabilities expressed in foreign currencies are translated into UAE Dirhams at the rate of exchange ruling at the reporting date.

Gains or losses resulting from foreign currency transactions are taken to profit or loss.

i) **Provisions**
A provision is recognised when the Establishment has a present obligation (legal or constructive) as a result of a past event, 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.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flow estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

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

j) **Contingencies and commitments**

Contingent liabilities are not recognised in the financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. A contingent asset is not recognised in the financial statements but disclosed when an inflow of economic benefits is probable.

k) **Income and deferred tax**

Tax expense for the year comprises of current tax and deferred tax. Current tax is measured by the amount of tax expected to be paid to the taxation authorities on the taxable profits after considering tax allowances and exemptions and using applicable tax rates and laws. Deferred tax is recognised on temporary differences between the accounting base and the tax base for the year and quantified using the tax rates and tax laws enacted or substantively enacted as on the balance sheet date.

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 in the financial statements, except when the deferred tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred tax asset is recognised to the extent 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 tax liabilities are recognised for all taxable temporary differences.

Current tax and deferred tax assets and liabilities are offset when there is a legally enforceable right to set off the recognised amount and there is an intention to settle the asset and liability on a net basis.

l) **Value added tax**

As per the Federal Decree-Law No. (08) of 2017, Value Added Tax (VAT), is charged at 5% standard rate or 0% (as the case may be) on every taxable supply and deemed supply made by the taxable person. The Establishment does not have any output taxable supplies of goods or services. As VAT registration is not mandatory in UAE for such an entity, the Establishment has opted not to register under VAT. However, the management is planning to undertake the taxable activities in subsequent year and currently is in the process of registration with the Federal Tax Authority (FTA).

m) **Current versus non-current classification**

The Establishment presents assets and liabilities in the statement of financial position based on current/non-current classification.

An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle.
- Held primarily for the purpose of trading.
- Expected to be realised within twelve months after the reporting period. or,
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle.
- It is held primarily for the purpose of trading.
- It is due to be settled within twelve months after the reporting period. or,
- 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.

n) **Financial instruments**

Classification

On initial recognition, a financial asset is classified as measured at: amortised cost; debt investment at fair value through other comprehensive income, equity investment at fair value through other comprehensive income; or fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial assets' contractual cash flow characteristics and the Establishment's business model for managing them.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are "solely payments of principal and interest" on the principal amount outstanding. This assessment is performed at an instrumental level.

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

Financial liabilities are classified as financial liabilities at fair value through profit or loss or at amortised cost. The Establishment determines the classification of its financial liabilities at initial recognition.

Recognition

Financial assets and financial liabilities are recognised when, and only when, the Establishment becomes a party to the contractual provisions of the instrument. Regular purchases and sales of financial assets are recognised on trade-date, the date on which the Establishment commits to purchase or sell the asset.

Derecognition

Financial assets are de-recognised when, and only when,

- The contractual rights to receive cash flows expire or
- The Establishment 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 Establishment has transferred substantially all the risks and rewards of the asset, or
    (b) the Establishment has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Financial liabilities are de-recognised when, and only when, they are extinguished i.e., when obligation specified in the contract is discharged, cancelled or expired.

Measurement

A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition. Transactions costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

The following accounting policies apply to the subsequent measurement of financial assets and liabilities.

Financial assets

Financial assets at amortised cost

Financial assets that meet the following conditions are subsequently measured at amortised cost less impairment loss and deferred income, if any (except for those assets that are designated as at fair value through other comprehensive income on initial recognition) using the effective interest method. All other financial assets are subsequently measured at fair value.

1. the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
2. the contractual terms of the instrument give rise to cash flows on specified dates that are solely payments of principal and profit on the principal amount outstanding

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.

The financial assets at amortised cost comprise of other receivables and cash and cash equivalents.

Financial liabilities
All financial liabilities are subsequently measured at amortised cost using the effective interest method or at fair value through profit or loss.

Financial liabilities at amortised cost comprise of lease liabilities, due to a related party and accruals and other payables.

Impairment of financial assets
The Establishment recognised an allowance for expected credit losses for all debt instruments not held at fair value through profit or loss. Expected credit losses are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Establishment 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

Loss allowances are measured on either of the following basis:

- 12-month expected credit losses: expected credit losses that result from possible default events within 12 months after the reporting date; and
- Lifetime expected credit losses: expected credit losses that result from all possible default events over the expected life of a financial instrument.

The Establishment measures loss allowance at an amount equal to lifetime expected credit losses, except for the following which are measured as 12-month expected credit losses:

- Bank balances, and other receivables 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.

The Establishment has elected to measure loss allowances for trade receivables at an amount equal to lifetime expected credit losses. The Establishment applies a simplified approach in calculating expected credit losses. The Establishment does not track changes in credit risk, but instead recognises a loss allowance based on lifetime expected credit losses at each reporting date. The Establishment 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.

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

The Establishment assumes that the credit risk on a financial asset has increased significantly if it is more than 180 days past due.

The Establishment considers a financial asset to be in default when:

- The customer is unlikely to pay its credit obligations to the Establishment in full, without recourse by the Establishment to actions such as realising security (if any is held); or
- The financial asset is more than 360 days past due.

The maximum period considered when estimating expected credit losses is the maximum contractual period over which the Establishment is exposed to credit risk.

At each reporting date, the Establishment 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 assets have occurred.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the asset.

Offsetting
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.

Equity
Share capital is recorded at the value of proceeds received towards interest in share capital of the Establishment.

o) ***Fair value measurement***
The Establishment discloses the fair value of financial instruments measured at amortised cost.

The 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 or liability or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The fair value of an asset or a liability is measured using assumptions that the market participants would use when pricing the asset or liability, assuming that the market participants act in their best economic interests.

4. SIGNIFICANT JUDGMENTS EMPLOYED IN APPLYING ACCOUNTING POLICIES
The significant judgments made in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are as follows:

Classification of financial assets
The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Establishment's business model for managing them.

Impairment
At each reporting date, management conducts an assessment of property, plant and equipment to determine whether there are any indications that they may be impaired. In the absence of such indications, no further action is taken. If such indications do exist, an analysis of each asset is undertaken to determine its net recoverable amount and, if this is below its carrying amount, a provision is made.

The Establishment applies expected credit loss model to measure loss allowance in case of financial assets on the basis of 12-month expected credit losses or Lifetime expected credit losses depending on credit risk characteristics and how changes in economic factors affect expected credit losses, which are determined on a probability-weighted basis.

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

The Establishment has the option, under some of its leases to lease the assets for additional years. The Establishment applies judgement in evaluating whether it is reasonably certain to exercise the option to renew. The Establishment considers all relevant factors that create an economic incentive for it to exercise the renewal. After the commencement date, the Establishment reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option to renew.

Discounting of lease payments
The lease payments are discounted using the Establishment's incremental borrowing rate ("IBR"), which is 8.41%, due to the absence of implicit rates in the lease contracts.

Management has applied judgments and estimates to determine the IBR at the transition date, using borrowing rates that certain financial institutions would charge the Establishment against financing the different types of assets it leases over different terms and different ranges of values. IBR is further adjusted for Establishment's specific risk, term risk and underlying asset risk. Majority of the leases are present in the UAE and accordingly no adjustment for the economic environment was deemed required.

5. KEY SOURCES OF ESTIMATION UNCERTAINTY

Key assumptions made 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 year, are as follows:

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

Impairment
Assessments of net recoverable amounts of property, plant and equipment are based on assumptions regarding future cash flows expected to be received from the related assets.

Impairment of financial assets
The loss allowance for financial assets is based on assumptions about the risk of default and expected loss rates. The management uses judgement in making these assumptions and selecting the inputs to the impairment calculations based on the history, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in note 3 (n).

Staff end-of-service benefits
The Establishment computes the provision for the liability to staff end-of-service benefits stated at AED 347,859 (previous year AED 268,596), assuming that all employees were to leave as of the reporting date. The management is of the opinion that no significant difference would have arisen had the liability been calculated on an actuarial basis as salary inflation and discount rates are likely to have approximately equal and opposite effects.

6. PROPERTY, PLANT AND EQUIPMENT

	Right-of-use assets[a]	Leasehold improvements	Furniture, fixtures and office equipment	Total
	AED	AED	AED	AED
Cost				
At 1 April 2022 and 31 March 2023	--	--	--	--
Additions	504,676	288,200	24,834	817,710
At 31 March 2024	**504,676**	**288,200**	**24,834**	**817,710**
Accumulated depreciation				
At 1 April 2022 and 31 March 2023	--	--	--	--
Depreciation	152,416	46,469	4,090	202,975
At 31 March 2024	**152,416**	**46,469**	**4,090**	**202,975**
Carrying amount				
At 1 April 2022 and 31 March 2023	--	--	--	--
At 31 March 2024	**352,260**	**241,731**	**20,744**	**614,735**

(a) This represents the right to use office premises Unit 2013, Block C, Building 64, Dubai Healthcare City, Dubai. The lease period being 3 years ending on 4 May 2026 with the renewal option.

	2024	2023
	AED	AED
7. INVESTMENT IN A SUBSIDIARY		
Interest in share capital at cost in Biotech Laboratories (PTY) LTD 4,701,492 unquoted equity shares of Rand (R) 0.001 each	**49,444,453**	49,444,453

(a) The nature of investment in subsidiary held by the Establishment is as follows:

Name of subsidiary	Principal activity	Country of incorporation	Registered proportion (%) of ownership interest	
			2024	2023
Biotech Laboratories (PTY) LTD	Trading of pharmaceutical products	Republic of South Africa	**100**	100

8. ADVANCES FOR INVESTMENT

The Establishment is in process of setting up a subsidiary, 'JBCPL Philippines Inc' in Philippines and has paid an amount of AED 977,648 for the purpose of incorporation of this subsidiary. The subsidiary 'JBCPL Philippines Inc' was incorporated subsequently on 2 April 2024.

	2024 AED	2023 AED
9. OTHER RECEIVABLES		
Deposits	**64,272**	38,232
Staff advance	**320,409**	248,325
	384,681	286,557
10. OTHER CURRENT ASSETS		
Prepayments	**109,005**	145,466
Advance for goods and services	**1,500**	1,500
VAT receivables[a]	**25,448**	--
	135,953	146,966

(a) The Establishment is currently in the process of registering with the Federal Tax Authority (FTA). Accordingly, the Establishment has started recording input VAT from December 2023, which will be utilized upon registration with the FTA.

11. RELATED PARTIES

The Establishment enters into transactions with entities that fall within the definition of a related party as contained in International Accounting Standard 24. The management considers such transactions to be in the normal course of business and are at prices determined by the management.

Related parties comprise the parent/ultimate parent company, subsidiary, fellow subsidiaries, directors and the key management personnel.

At the reporting date, significant balances with related parties were as follows:

	Parent company AED	Subsidiaries AED	Key management personnel AED	Total 2024 AED	Total 2023 AED
Investment in a subsidiary	--	49,444,453	--	**49,444,453**	
	--	49,444,453	--		49,444,453
Advances for investment	--	977,648	--	**977,648**	
	--	--	--		--
Staff advance included in other receivables	--	--	320,409	**320,409**	
	--	--	248,325		248,325
Due to a related party	1,010,964	--	--	**1,010,964**	
	559,794	--	--		559,794
Provision for staff end-of-service benefits	--	--	342,317	**342,317**	
	--	--	268,596		268,596

Significant transactions with companies under common ownership and/or common management control during the year were as follows:

	Parent/ ultimate parent company AED	Key management personnel AED	Total 2024 AED	Total 2023 AED
Other income	1,866,332	--	**1,866,332**	
	470,298	--		470,298
Staff salaries and benefits	--	1,514,076	**1,514,076**	
	--	454,373		454,373
Recharge of staff benefits [Note 20 (a)]	727,429	--	**727,429**	
	696,602	--		696,602

The Establishment also provides funds to /receives funds from related parties as working capital facilities, free of interest.

		2024 AED	2023 AED
12.	**CASH AND CASH EQUIVALENTS**		
	Bank balances in current accounts	**2,615,709**	642,212

13.	**SHARE CAPITAL**		
	Issued and paid up:		
	54,135,000 shares of AED 1 each (previous year 51,885,000 shares of AED 1 each) held by J.B. Chemicals & Pharmaceutical Limited, India	**54,135,000**	51,885,000

a) By a resolution of the shareholder dated 17 October 2023, the share capital was increased to AED 54,135,000 by the creation of 2,250,000 shares of AED 1 each at a premium of AED 0.93 each, paid up in cash. The increase has been confirmed under the amendment to the Establishment's memorandum of association.

14.	**LEASE LIABILITIES**		
	Lease liabilities for long term leases of office premises	**365,668**	--

Disclosed in the statement of financial position as follows:

Non-current liabilities	**193,505**	--
Current liabilities	**172,163**	--
	365,668	--

	2024 AED	2023 AED
A reconciliation of the movements in the lease liabilities is as follows:		
At 1 April	--	--
Additions during the year	504,676	--
Finance costs on lease liabilities	31,430	--
Payments made during the year	(170,438)	--
At 31 March	365,668	--

A maturity analysis of undiscounted lease liabilities is as follows:

	2024 AED	2023 AED
1 – 3 months	59,660	--
3 months – 1 year	196,250	--
1 year – 5 years	139,730	--
Total	395,640	--

Reconciliation of undiscounted lease liabilities to the lease liabilities as stated in the statement of financial position is as follows:

	2024 AED	2023 AED
Lease payments due	395,640	--
Less: Finance cost on leases	(29,972)	--
Disclosed in the statement of financial position	365,668	--

15. PROVISION FOR STAFF END-OF-SERVICE BENEFITS

	2024 AED	2023 AED
At 1 April	268,596	248,325
Provision for the year	79,263	20,271
At 31 March	347,859	268,596

16. ACCRUALS AND OTHER PAYABLES

	2024 AED	2023 AED
Accruals for commission	1,032,182	1,032,182
Accruals for other expenses	26,250	42,323
Other payables	56,240	--
	1,114,672	1,074,505

The entire accruals and other payables are due for payment within one year from the reporting date.

17. OTHER CURRENT LIABILITIES

	2024 AED	2023 AED
Employee related payables	95,221	90,090

18. **MANAGEMENT OF CAPITAL**

The Establishment's objectives when managing capital are to ensure that the Establishment continues as a going concern and to provide the shareholder with a rate of return on their investment commensurate with the level of risk assumed.

Capital, which is unchanged from the previous year, comprises equity funds as presented in the statement of financial position together with due to a related party. Debt comprises total amounts owing to third parties, net of cash and cash equivalents.

The Establishment is not subject to externally imposed capital requirements.

Funds received from related party net off funds provided to a related party, are retained in the business and according to the business requirements and maintain capital at desired levels.

	2024 AED	2023 AED
19. OTHER OPERATING INCOME		
Foreign exchange gains (net)	4,004	135,772
Income from marketing support services	1,866,332	470,298
	1,870,336	606,070
20. STAFF COSTS		
Staff salaries and benefits [(a)]	2,415,253	1,130,704
Staff end-of-service benefits	79,263	20,271
	2,494,516	1,150,975

a) This includes AED 727,429 (previous year AED 696,602) of staff benefits recharged towards Employee Stock Option Plan (ESOP) granted to employees of the Establishment by the parent company.

	2024 AED	2023 AED
21. OTHER OPERATING EXPENSES		
Expenses relating to short-term lease	39,973	34,055
Product registration expenses	150,668	--
Travelling expenses	231,282	40,632
Insurance expenses	28,773	3,471
Other expenses	321,627	88,568
	772,323	166,726

22. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments

Classification and fair values

The net carrying amounts as at the reporting date of financial assets and financial liabilities are as follows:

	At amortised cost	
	2024	2023
	AED	AED
Financial assets		
Other receivables	384,681	286,557
Cash and cash equivalents	2,615,709	642,212
	3,000,390	928,769
Financial liabilities		
Lease liabilities (current and non-current)	365,668	--
Accruals and other payables	1,114,672	1,074,505
Due to a related party	1,010,964	559,794
	2,491,304	1,634,299

Fair value measurement and disclosures

The management assesses the fair values of all its financial assets and financial liabilities at each reporting date.

The fair values of cash and cash equivalents, other receivables, current lease liabilities, due to a related party and accruals and other payables approximate their carrying amounts largely due to the short-term maturities of these instruments.

Fair value of non-current lease liabilities is estimated by discounting future cash flows using rates currently available for debts on similar items, credit risk and remaining maturities. As at the reporting date, the carrying amounts of such liabilities, are not materially different from their fair values.

Financial risk management

Risk management objectives

Risk is inherent in the Establishment's activities but is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls. This process of risk management is critical to the Establishment's continuing profitability. The Establishment's risk management focusses on actively securing short to medium term cash flows by minimizing the exposure to financial markets.

The primary risks to which the business is exposed, which are unchanged from the previous period, comprise credit risks, liquidity risks and market risks (including currency risks, cash flow interest rate risks and fair value interest rate risks).

The management of the Establishment reviews and agrees policies for managing each of these risks which are summarised below:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss.

Credit risk is managed by assessing the creditworthiness of potential customers and the potential for exposure to the market in which they operate, combined with regular monitoring and follow-up.

Financial assets that potentially expose the Establishment to concentrations of credit risk comprise principally bank balances and other receivables.

The Establishment's bank accounts are placed with high credit quality financial institutions and hence have low credit risk.

At the reporting date, there is no exposure to credit risk from such receivables situated outside UAE (previous year AED Nil).

At the reporting date, there are no trade receivables (previous year AED Nil).

Based on the assessment, the management believes that no impairment provision is required under IFRS 9.

Liquidity risk

Liquidity risk is the risk that the Establishment may encounter difficulty in meeting financial obligations due to shortage of funds. The Establishment's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and financial liabilities.

The Establishment '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 Establishment's reputation. The Establishment manages liquidity risk by monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. The Establishment limits its liquidity risk by ensuring adequate arrangements with related parties.

The table below summarises the maturities of the Establishment's undiscounted financial liabilities at the reporting date, based on contractual payment dates and current market interest rates.

	Less than one year		One to five years		Total	
	2024	2023	**2024**	2023	**2024**	2023
	AED	AED	**AED**	AED	**AED**	AED
Accruals and other payables	**1,114,672**	1,074,505	--	--	**1,114,672**	1,074,505
Due to a related party	**1,010,964**	559,794	--	--	**1,010,964**	559,794
Lease liabilities	**255,910**	--	**139,730**	--	**395,640**	--

Market risk

Market risk is the risk that the changes in market prices, such as foreign currency exchange rates, interest rates and prices, will affect the Establishment's income or the value of its holdings of financial instrument. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the returns.

Currency risk

Currency risk is the risk that the values of financial instruments will fluctuate because of changes in foreign exchange rates.

There are no significant currency risks as substantially all financial assets and financial liabilities are denominated in UAE Dirhams or US Dollars to which the Dirham is fixed except for the following:

	2024	2023
	AED	AED
Due to a related party		
Indian Rupee (INR)	**473,284**	559,794

At the reporting date, if the above-mentioned currencies had been weaker or stronger against the Dirham by 1%, profit for the year and equity would have been lower or higher by AED 4,733 (previous year AED 5,598).

Interest rate risk

Interest rate risk is the risk that the value of financial instruments will fluctuate because of changes in market interest rates.

At the reporting date there are no significant interest rate risk

23. **COMPARATIVE INFORMATION**

Previous year's figures have been regrouped/reclassified wherever necessary to make them comparable to those of the current period.

24. CORPORATE TAX

On 9 December 2022, the UAE Ministry of Finance released the Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses (the 'CT Law') to enact a Federal corporate tax ('CT') regime in the UAE. The CT Law is effective for the financial years beginning on or after 1 June 2023. Decision No. 116 of 2022 specifies the threshold of income (as AED 375,000) over which a corporate tax of 9% would apply and accordingly, the CT Law is now considered to be substantively enacted.

For the Establishment, current taxes shall be accounted for as appropriate in the financial statements for the accounting period beginning on 1 April 2024. In accordance with IAS 12 Income Taxes, the related deferred tax accounting impact has been considered for the financial year ended 31 March 2024.

Based on the information available to date, the Establishment has assessed the deferred tax implications for the year ended 31 March 2024 and, after considering its interpretations of applicable tax law, official pronouncements, cabinet decisions and ministerial decisions (especially with regard to transition rules), it has been concluded that deferred tax implications are not expected to be material.

The Establishment shall continue to monitor critical Cabinet Decisions to determine the impact on the Establishment, from deferred tax perspective.

For **UNIQUE PHARMACEUTICAL LABORATORIES FZE**

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