HLB ATREDE

Directors' Statement and
Audited Financial Statements

Apollo Tyres Holdings (Singapore) Pte. Ltd.

(Co. Reg. No. 201019159E)

For the year ended 31 March 2023

Apollo Tyres Holdings (Singapore) Pte. Ltd.
(Co. Reg. No. 201019159E)

General Information

Directors

Sunam Sarkar
Akshaykumar Narendrasinhji Chudasama
Ravi Kumar Shingari
Kattookkaran Joju Davis (Appointed on 9 November 2022)

Secretaries

Pan Mi Keay
Wong Sien Ting

Independent Auditor

HLB Atrede LLP

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Apollo Tyres Holdings (Singapore) Pte. Ltd.
(Co. Reg. No. 201019159E)

Directors' Statement

The directors are pleased to present their statement to the member together with the audited financial statements of Apollo Tyres Holdings (Singapore) Pte. Ltd. (the "Company") for the financial year ended 31 March 2023.

1. OPINION OF THE DIRECTORS

In the opinion of the directors,

(a) the accompanying financial statements are drawn up so as to give a true and fair view of the financial position of the Company as at 31 March 2023 and of the financial performance, changes in equity and cash flows of the Company for the year ended on that date; 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:

Sunam Sarkar
Akshaykumar Narendrasinhji Chudasama
Ravi Kumar Shingari
Kattookkaran Joju Davis

3. ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND 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 or debentures of the Company or any other body corporate.

4. DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

No director who held office at the end of the financial year had interests in shares, share options, warrants or debentures of the Company, or of related corporations, either at the beginning of financial year or at the end of financial year.

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.

6. INDEPENDENT AUDITOR

The independent auditor, HLB Atrede LLP, has expressed its willingness to accept re-appointment as auditor.

On behalf of the board of directors,

Sunam Sarkar Director	Kattookkaran Joju Davis Director

Singapore
2 May 2023

Independent Auditor's Report
to the member of Apollo Tyres Holdings (Singapore) Pte. Ltd.
(Co. Reg. No. 201019159E)

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Apollo Tyres Holdings (Singapore) Pte. Ltd. (the "Company"), which comprise the balance sheet as at 31 March 2023, and the statement of comprehensive income, statement of changes in equity and cash flow statement 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 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 March 2023 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 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 and will not express any form of assurance conclusion thereon.

Independent Auditor's Report
to the member of Apollo Tyres Holdings (Singapore) Pte. Ltd. – continued
(Co. Reg. No. 201019159E)

Other Information (continued)

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 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.

Independent Auditor's Report
to the member of Apollo Tyres Holdings (Singapore) Pte. Ltd. – continued
(Co. Reg. No. 201019159E)

Auditor's Responsibilities for the Audit of the Financial Statements (continued)

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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Independent Auditor's Report
to the member of Apollo Tyres Holdings (Singapore) Pte. Ltd. – continued
(Co. Reg. No. 201019159E)

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.

HLB Atrede LLP
HLB Atrede LLP
Public Accountants and
Chartered Accountants

Singapore
2 May 2023

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Apollo Tyres Holdings (Singapore) Pte. Ltd.
(Co. Reg. No. 201019159E)

Balance Sheet as at 31 March 2023

	Note	2023 US$	2022 US$
Non-current assets			
Plant and equipment	4	12,561	35,103
Right-of-use assets	5	1,190,362	1,411,049
Investment in joint venture	6	–	–
Investment in subsidiaries	7	72,609	72,609
		1,275,532	1,518,761
Current assets			
Inventories	8	27,952,105	30,905,102
Other receivables	9	1,044,365	3,298,683
Amounts due from ultimate holding company	10	69,629,846	104,176,533
Amounts due from related companies	11	7,352,800	12,202,720
Cash and cash equivalents	12	716,978	992,506
		106,696,094	151,575,544
Current liabilities			
Trade payables	13	28,997,847	38,439,070
Other payables	14	1,159,872	2,083,697
Contract liabilities	15	28,308,568	30,801,122
Amounts due to a related company	16	30,240	191,480
Lease liabilities	17	417,949	377,250
Short term borrowings	18	9,318,756	44,902,529
Tax payable	19	1,838,278	2,378,420
		70,071,510	119,173,568
Net current assets		36,624,584	32,401,976
Non-current liability			
Lease liabilities	17	814,044	1,068,059
		814,044	1,068,059
Net assets		37,086,072	32,852,678
Equity attributable to owner of the Company			
Share capital	20	13,110,195	13,110,195
Accumulated profits		23,975,877	19,742,483
Total equity		37,086,072	32,852,678

The accompanying accounting policies and explanatory notes form an integral part of financial statements.

Apollo Tyres Holdings (Singapore) Pte. Ltd.
(Co. Reg. No. 201019159E)

Statement of Comprehensive Income for the financial year ended 31 March 2023

	Note	2023 US$	2022 US$
Revenue	21	485,922,632	499,669,960
Cost of sales		(469,938,870)	(481,953,350)
Gross profit		15,983,762	17,716,610
Other operating income	22	3,489,564	3,695,270
Distribution costs		(173,696)	(85,404)
Administrative expenses		(6,681,592)	(6,546,897)
Other credits/(charges)	23	154,193	(2,939,723)
Finance costs	24	(1,145,826)	(599,278)
Profit before tax	25	11,626,405	11,240,578
Income tax expense	26	(1,984,776)	(2,434,035)
Profit for the year		9,641,629	8,806,543
Other comprehensive income		–	–
Total comprehensive income for the year		9,641,629	8,806,543

Statement of Changes in Equity
Year ended 31 March 2023

	Share capital US$	Accumulated profits US$	Total US$
Balance at 1 April 2021	13,110,195	17,185,940	30,296,135
Total comprehensive income for the year	–	8,806,543	8,806,543
Dividend paid (Note 27)	–	(6,250,000)	(6,250,000)
Balance at 31 March 2022	13,110,195	19,742,483	32,852,678
Total comprehensive income for the year	–	9,641,629	9,641,629
Dividend paid (Note 27)	–	(5,408,235)	(5,408,235)
Balance at 31 March 2023	13,110,195	23,975,877	37,086,072

The accompanying accounting policies and explanatory notes form an integral part of financial statements.

Apollo Tyres Holdings (Singapore) Pte. Ltd.
(Co. Reg. No. 201019159E)

Cash Flow Statement for the financial year ended 31 March 2023

	2023 US$	2022 US$
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	11,626,405	11,240,578
Adjustments for:		
Depreciation – plant and equipment	28,596	38,914
Depreciation – right-of-use assets	449,185	450,847
Loss on liquidation of a subsidiary	–	1,187,252
Impairment loss on investment in subsidiary	–	1,563,657
Interest expense	1,145,826	599,278
Foreign exchange adjustment, loss	(43,566)	(25,828)
Operating cash flows before working capital changes	13,206,446	15,054,698
Decrease in inventories	2,952,997	1,609,959
Decrease/(increase) in trade and other receivables	2,254,318	(997,977)
Decrease/(increase) in amounts due from ultimate holding company	35,015,514	(33,245,414)
Decrease/(increase) in amounts due from related companies	4,864,547	(4,375,463)
Decrease in trade payables, other payables and contract liabilities	(12,857,602)	(581,942)
Cash generated from/(used in) operations	45,436,220	(22,536,139)
Income tax paid	(2,524,918)	(1,676,668)
Net cash flows from/(used in) operating activities	42,911,302	(24,212,807)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of plant and equipment	(6,054)	(12,087)
Proceeds from liquidation of a subsidiary	–	3,812,748
Net cash flows (used in)/from investing activities	(6,054)	3,800,661
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in amounts due from ultimate holding company	(440,423)	(276,733)
(Increase)/decrease in amounts due from related companies	(14,718)	9,972
(Decrease)/increase in amounts due to a related company	(161,240)	162,800
(Decrease)/increase in short term borrowings	(35,583,773)	28,183,399
Interest paid on short term borrowings	(1,104,108)	(550,677)
Principal repayment of lease liabilities	(426,561)	(427,781)
Interest paid on lease liabilities	(41,718)	(48,601)
Dividends paid on ordinary shares	(5,408,235)	(6,250,000)
Net cash flows (used in)/from financing activities	(43,180,776)	20,802,379
Net (decrease)/increase in cash and cash equivalents	(275,528)	390,233
Cash and cash equivalents at beginning of year	992,506	602,273
Cash and cash equivalents at end of year	716,978	992,506

The accompanying accounting policies and explanatory notes form an integral part of financial statements.

These notes are an integral part of and should be read in conjunction with the accompanying financial statements.

1. CORPORATE INFORMATION

The Company is a private company limited by shares incorporated and domiciled in Singapore.

The immediate holding company is Apollo Tyres Coöperatief U.A., incorporated in Netherlands and its ultimate holding company is Apollo Tyres Ltd, incorporated in India and listed on the India Stock Exchange.

The registered office and principal place of business of the Company is located at 9 Temasek Boulevard #42-01 Suntec Tower 2, Singapore 038989.

The principal activities of the Company are those relating to the trading of natural rubber.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) *Basis of preparation*

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards ("FRS").

The financial statements have been prepared on the historical cost basis except where otherwise described in the accounting policies below.

The financial statements are presented in United States Dollar ("USD" or "US$") and all values are rounded to the nearest one-dollar unless otherwise stated.

The accounting policies adopted are consistent with those used in the previous financial year except in current financial year, the Company has adopted all applicable new and amended standards that are relevant to its operations and effective for the current financial year. The adoption of these standards did not have any material effect on the financial position or performance of the Company for the current or prior financial years.

Standards issued but not yet effective

The Company has not adopted the following standards and interpretations that are potentially relevant to the Company that has been issued but not yet effective:

	Effective date (Annual periods beginning on or after)
Amendments to FRS 1 and FRS Practice Statement 2: *Disclosure of Accounting Policies*	1 January 2023
Amendment to FRS 8: *Definition of Accounting Estimates*	1 January 2023
Amendment to FRS 12: *Deferred Tax related to Assets and Liabilities arising from a Single Transactions*	1 January 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) *Basis of preparation (continued)*

Standards issued but not yet effective (continued)

	Effective date (Annual periods beginning on or after)
Amendment to FRS 1: *Conceptual classification of Liabilities as Current or Non-current*	1 January 2024
Amendment to FRS 1: *Non-current Liabilities with covenants*	1 January 2024
Amendment to FRS 116: *Lease liability in a Sale and Leaseback*	1 January 2024

The directors expect that the adoption of the standards and interpretations above will have no material impact on the financial statements in the period of initial application.

Consolidated Financial Statements (Non-consolidated)

The financial statements of the subsidiaries have not been consolidated with the Company's financial statements as the Company itself is a wholly owned subsidiary of Apollo Tyres Coöperatief U.A., incorporated in Netherlands. The ultimate holding company is Apollo Tyres Ltd, incorporated in India, which prepares consolidated financial statements on a worldwide basis. Such financial statements are publicly available.

The registered address of Apollo Tyres Ltd is 3rd Floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi 682036, Kerala.

Investment in subsidiary in the financial statements of the Company are stated at cost, less any impairment in recoverable value.

(b) *Functional and foreign currency*

The management has determined the currency of the primary economic environment in which the Company operates i.e. functional currency, to be USD.

Foreign currency transactions

Transactions in foreign currencies are measured in the functional currency 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 to the functional currency at the rate of exchange ruling at the end of the reporting period. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.

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.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) *Plant and equipment*

All items of plant and equipment are initially recorded at cost. Subsequent to initial recognition, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. The cost of an item of plant and equipment is 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.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

Computer and software	–	3 years
Equipment	–	3 years
Furniture and fixtures	–	5 years
Office equipment	–	5 years

Fully depreciated assets are retained in the financial statements until they are no longer in use.

The carrying values of plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual value, useful life and depreciation method are reviewed at the end of each reporting period, and adjusted prospectively, if appropriate.

An item of plant and equipment is derecognised 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 is included in the profit or loss in the year the asset is derecognised.

(d) *Subsidiaries*

A subsidiary is an investee that is controlled by the Group. The Group controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

In the Company's separate financial statements, investments in subsidiaries are accounted for at cost less impairment losses.

(e) *Joint venture*

A joint venture is a contractual arrangement whereby two or more parties undertake an economic activity that is subject to joint control, where the strategic financial and operating decisions relating to the activity require the unanimous consent of the parties sharing control.

Investment in joint venture in the Company's joint venture is stated at cost less accumulated impairment loss.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) ***Joint venture (continued)***

The investment in joint venture is not accounted for using the equity method as the Company itself is a wholly owned subsidiary of Apollo Tyres Coöperatief U.A., incorporated in Netherlands. The ultimate holding company is Apollo Tyres Ltd, incorporated in India, which prepares consolidated financial statements on a worldwide basis. Such financial statements are publicly available.

The registered address of Apollo Tyres Ltd is 3rd Floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi 682036, Kerala.

(f) ***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

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 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. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) *Financial instruments (continued)*

(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, 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 de-recognised 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.

(iii) *Offsetting of financial instruments*

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(g) *Impairment of financial assets*

The Company recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss and financial guarantee contracts. 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.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) *Impairment of financial assets (continued)*

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 required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

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.

(h) *Contract balances*

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or 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 (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

(i) *Impairment of non-financial assets*

The Company assesses at each reporting date whether there is an indication that a non-financial asset, may be impaired. If any such an indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash inflows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the cash generating unit to which the asset belongs.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) *Impairment of non-financial assets (continued)*

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss, unless the asset is carried at revalued amount, in which case, such impairment loss is treated as a revaluation decrease.

(j) *Inventories*

Inventories are stated at the lower of cost and net realisable value. Costs incurred in bringing the inventories to their present location and condition are accounted for as follows:

- Trading goods – first-in-first-out basis.

Where 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.

The amount of any write-down of inventories to net realisable value and all losses of inventories shall be recognised as an expense in the period the write-down or loss occurs.

The amount of any reversal of any write-down of inventories, arising from an increase in net realisable value, shall be recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurred.

When inventories are sold, the carrying amounts of those inventories are recognised as an expense in the period in which the related revenue is recognised.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

(k) *Cash and cash equivalents*

Cash and cash equivalents comprise cash on hand and at bank.

(l) *Trade and other payables*

Trade and other payables are non-interest bearing and trade payables are normally settled on 30 to 60 days' terms while other payables have an average term of six months.

(m) *Provisions*

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, and when 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.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) *Provisions (continued)*

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.

(n) *Borrowing costs*

Borrowing cost consists of interest and other costs that an entity incurs in connection with the borrowing of funds. 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.

(o) *Employee benefits*

(i) *Defined contribution plans*

Defined contribution plans are post-employment benefit plans under which the Company pays fixed contributions into a separate entity (a fund) and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods.

The Company makes contributions to the Central Provident Fund ("CPF") scheme in Singapore, a defined contribution pension scheme. These contributions are recognised as an expense in the period in which the related service is performed.

(ii) *Employee leave entitlement*

Employee entitlements to annual leave are recognised as a liability when they accrue to employees. The estimated liability for leave is recognised for services rendered by employees up to the end of the reporting period.

(p) *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. Reassessment is only required when the terms and conditions of the contract are changed.

(i) *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.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) *Leases (continued)*

(i) *As lessee (continued)*

- *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 lease term. The right-of-use assets are also subject to impairment.

- *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.

  The initial measurement of lease liability is measured at the present value of the lease payments discounted using the implicit rate in the lease, if the rate can be readily determined. If that rate cannot be readily determined, the Company shall use its incremental borrowing rate.

  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.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) ***Leases (continued)***

(i) *As lessee (continued)*

- *Short term and low value leases*

  The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (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.

(q) ***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.

(i) *Sales of goods*

Revenue from sale of goods is recognised at the point in time when control of the goods has transferred, being when the goods have been delivered to customer's specific location.

(ii) *Rendering of services*

The Company provides business advisory services to its ultimate holding company and global supply chain services and global human resources services to its ultimate holding company and related companies. Revenue from services rendered is recognised over time in the accounting period in which the services are rendered.

(iii) *Interest income*

Interest income is recognised using the effective interest method.

(r) ***Government grants***

Government grants are recognised when there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. Where the grant relates to an asset, the fair value is recognised as deferred capital grant on the balance sheet and is amortised to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) *Government grants (continued)*

Government grant shall be recognised in profit or loss on a systematic basis over the periods in which the entity recognises as expenses the related costs for which the grants are intended to compensate. Grants related to income may be presented as a credit in profit or loss, either separately or under a general heading such as "Other income". Alternatively, they are deducted in reporting the related expenses.

(s) *Share capital*

Ordinary shares

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.

(t) *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 authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the end of the reporting period.

Current income taxes are recognised in the profit or loss except to the extent that 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.

(ii) *Deferred tax*

Deferred tax is provided using the liability method on temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax assets and liabilities are measured using the tax rates that are expected to apply to 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 at 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 tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) *Taxes (continued)*

(iii) *Goods and services tax*

Revenue, expenses and assets are recognised net of the amount of goods and services tax ("GST") except:

- Where the goods and services tax incurred in a purchase of assets or services is not recoverable from the taxation authority, in which case the goods and services tax 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 goods and services tax included.

The net amount of goods and services tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

(u) *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 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).

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 revenue, expenses, assets, liabilities, and disclosure of contingent liabilities at the end of each reporting period. However, 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.

(i) *Judgement made in applying accounting policies*

There were no material judgements made by management in the process of applying the Company's accounting policies that have the most significant effect on the amounts recognised in the financial statements.

(ii) *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 year, are described 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 that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

- *Useful lives of plant and equipment*

  The cost of plant and equipment is depreciated on a straight-line basis over the plant and equipment's estimated economic useful lives. Management estimates the useful lives of these plant and equipment to be within 3 to 5 years. These are common life expectancies applied in the industry. Changes in the expected level of usage and technological developments could impact the economic useful lives of these assets, therefore, future depreciation charges could be revised. The carrying amount of the plant and equipment at the end of each reporting period is disclosed in Note 4 to the financial statements.

- *Calculation of expected credit loss ("ECL")*

  When measuring ECL, the Company uses reasonable and supportable forward-looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.

  Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

  Probability of default constitutes a key input in measuring ECL. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

(ii) *Estimates and assumptions (continued)*

- *Impairment in investment in joint venture*

  When a joint venture is in net equity deficit and has suffered operating losses, a test is made whether the investment in the investee has suffered any impairment, in accordance with the stated accounting policy. This determination requires significant judgement. An estimate is made of the future profitability of the investee, and the financial health of and near term business outlook for the investee, including factors such as industry and sector performance, and operational and financing cash flow. It is impracticable to disclose the extent of the possible effects. It is reasonably possible based on existing knowledge, that outcomes within the next financial year that are different from assumptions could require a material adjustment to the carrying amount of the asset affected.

- *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. PLANT AND EQUIPMENT

	Computers and software US$	Equipment US$	Furniture and fixtures US$	Office equipment US$	Total US$
Cost:					
At 1 April 2021	127,076	12,380	281,433	76,722	497,611
Additions	10,897	–	1,190	–	12,087
At 31 March 2022 and 1 April 2022	137,973	12,380	282,623	76,722	509,698
Additions	4,531	–	1,267	256	6,054
At 31 March 2023	142,504	12,380	283,890	76,978	515,752
Accumulated depreciation:					
At 1 April 2021	115,970	8,254	240,979	70,478	435,681
Charge for the year	9,124	4,126	22,082	3,582	38,914
At 31 March 2022 and 1 April 2022	125,094	12,380	263,061	74,060	474,595
Charge for the year	7,607	–	18,284	2,705	28,596
At 31 March 2023	132,701	12,380	281,345	76,765	503,191
Net carrying amount:					
At 31 March 2022	12,879	–	19,562	2,662	35,103
At 31 March 2023	9,803	–	2,545	213	12,561

5. RIGHT-OF–USE ASSETS

Leases (as a lessee)

	Building US$	Motor vehicles US$	Office equipment US$	Total US$
Cost:				
At 1 April 2021	2,439,598	239,812	11,851	2,691,261
Additions	–	66,857	–	66,857
At 31 March 2022	2,439,598	306,669	11,851	2,758,118
Additions	–	212,780	15,718	228,498
At 31 March 2023	2,439,598	519,449	27,569	2,986,616
Accumulated depreciation:				
At 1 April 2021	706,423	183,216	6,583	896,222
Charge for the year	359,067	88,500	3,280	450,847
At 31 March 2022	1,065,490	271,716	9,863	1,347,069
Charge for the year	353,627	89,790	5,768	449,185
At 31 March 2023	1,419,117	361,506	15,631	1,796,254
Net carrying amount:				
At 31 March 2022	1,374,108	34,953	1,988	1,411,049
At 31 March 2023	1,020,481	157,943	11,938	1,190,362

5. RIGHT-OF-USE ASSETS (continued)

The Company leases several assets including office premises, office equipment and motor vehicle with lease term ranges from 3 to 5 years (2022: 3 to 5 years). The Company's obligation under this lease is secured by the lessor's title to the leased assets. The Company is restricted from assigning and subleasing the leased assets.

The carrying amounts and maturity analysis of lease liabilities is presented in Note 18.

	2023 US$	2022 US$
(i) Amounts recognised in profit and loss		
Depreciation expense on right-of-use assets	449,185	450,847
Interest expense on lease liabilities	41,718	48,601
	490,903	499,448

(ii) Total cash outflow

The Company had total cash flow for all the leases of US$466,822 (2022: US$476,382) in 2023.

6. INVESTMENT IN A JOINT VENTURE

	2023	2022
Investment in joint venture at cost	3,126,622	3,126,622
Less: Impairment loss	(3,126,622)	(3,126,622)
	–	–

The details of the joint venture are as follows:

Name	Country of incorporation	Principal activities	Proportion of ownership interest 2023 %	Proportion of ownership interest 2022 %
PanAridus LLC *	United States of America	Research and development activities towards development of seed for rubber plantation	50	50

* Unaudited.

The company's cost of investment in the joint venture was fully impaired in prior years due to losses suffered by the joint venture.

7. INVESTMENT IN SUBSIDIARIES

	2023 US$	2022 US$
Unquoted shares, at cost	1,636,266	1,636,266
Less: Impairment loss	(1,563,657)	(1,563,657)
	72,609	72,609

The details of the subsidiaries are as follows:

Name and principal activities	Country of incorporation	Cost of investments 2023 US$	Cost of investments 2022 US$	Proportion of ownership interest 2023 %	Proportion of ownership interest 2022 %
Apollo Tyres (Malaysia) Sdn. Bhd. * (Sales of natural rubber and related products)	Malaysia	1,636,266	1,636,266	100	100

* Under liquidation.

8. INVENTORIES

	2023 US$	2022 US$
Goods-in-transit	27,952,105	30,905,102
Statement of comprehensive income: Inventories recognised as an expense in cost of sales	469,938,870	481,953,350

9. OTHER RECEIVABLES

Financial assets		
Deposits	149,674	139,460
Sundry receivables	–	517
	149,674	139,977
Non-financial assets		
Advance billing from suppliers	606,851	2,296,739
GST receivables	15,985	14,746
Prepayments	271,855	847,221
	1,044,365	3,298,683

Included in other receivables is an amount of US$165,659 (2022: US$154,206) which is denominated in Singapore Dollar.

10. AMOUNTS DUE FROM ULTIMATE HOLDING COMPANY

	2023 US$	2022 US$
Trade	68,521,700	103,508,810
Non-trade	1,108,146	667,723
	69,629,846	104,176,533

The amounts due are unsecured, interest-free, repayable upon demand and to be settled in cash.

Included in amounts due from ultimate holding company is an amount of US$761,989 (2022: US$1,068,751) which is denominated in Euro.

11. AMOUNTS DUE FROM RELATED COMPANIES

Trade	7,282,141	12,146,779
Non-trade	70,659	55,941
	7,352,800	12,202,720

The amounts due are unsecured, interest-free, repayable upon demand and to be settled in cash.

Included in amounts due from related companies is an amount of US$5,193,847 (2022: US$1,410,625) which is denominated in Euro.

12. CASH AND CASH EQUIVALENTS

Cash and cash equivalents denominated in foreign currencies as at 31 March are as follows:

Euro	330,486	513,352
Singapore Dollar	118,541	130,678

13. TRADE PAYABLES

Included in trade payables is an amount of US$1,510,275 (2022: US$636,715) which is denominated in Euro.

14. OTHER PAYABLES

Financial liabilities		
Accrued liabilities	514,699	740,633
Accrued salaries and related costs	419,382	340,954
Sundry payables	225,791	1,002,110
	1,159,872	2,083,697

14. OTHER PAYABLES (continued)

Other payables denominated in foreign currencies as at 31 March are as follows:

	2023 US$	2022 US$
Euro	–	31,374
Indian Rupee	15,167	–
Singapore Dollar	455,305	465,435

15. CONTRACT LIABILITIES

Contract liabilities relate to advance billings to customers for the sale of goods. The revenue will be recognised when the goods are received by the customers.

16. AMOUNTS DUE TO A RELATED COMPANY

The amounts due are non-trade related, unsecured, interest-free, repayable upon demand and to be settled in cash.

Included in amounts due to a related company is an amount of US$30,240 (2022: US$191,480) which is denominated in British Pounds.

17. LEASE LIABILITIES

Analysed as:		
Current	417,949	377,250
Non-current	814,044	1,068,059
	1,231,993	1,445,309
Maturity analysis:		
Year 1	458,577	419,608
Year 2	452,653	392,259
Year 3	369,435	408,097
Year 4	3,375	306,073
Year 5	–	–
	1,284,040	1,526,037
Less: Unearned interest	(52,047)	(80,728)
	1,231,993	1,445,309

Lease liability are denominated in Singapore Dollar at end of reporting period.

18. SHORT TERM BORROWINGS

Trade financing (unsecured)	9,318,756	44,902,529

18. SHORT TERM BORROWINGS (continued)

The borrowings bear interest ranging from 5.61% to 5.66% (2022: 0.70% to 2.01%) per annum and are guaranteed by a letter of comfort from the ultimate holding company, Apollo Tyres Ltd.

Included in borrowings is an amount of US$Nil (2022: US$935,289) which is denominated in Euro.

19. TAX PAYABLE

	2023 US$	**2022** US$
Balance at beginning of year	2,378,420	1,621,053
Current year's tax expense	1,976,489	2,383,870
Income tax paid	(2,524,918)	(1,676,668)
Under provision in of prior year	8,287	50,165
Balance at end of year	1,838,278	2,378,420

20. SHARE CAPITAL

	2023		**2022**	
	Number of shares	US$	Number of shares	US$
Issued and fully paid:				
Ordinary shares	15,565,383	13,110,195	15,565,383	13,110,195

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares have no par value carry one vote per share without restriction.

21. REVENUE

Revenue represents sales of goods in the normal course of business. The timing of goods transferred is at the point in time.

22. OTHER OPERATING INCOME

	2023 US$	**2022** US$
Business advisory services rendered	2,186,856	1,942,192
Global human resource services rendered	1,086,235	963,710
Government grants – CPF transition offset	134	–
– Jobs growth incentive	3,613	–
– Temporary employment credit	–	21,231
– Wage employment scheme	565	–
– SAF Imprest Fund	1,150	–
Rental income	–	2,861
Supply chain management services rendered	211,011	765,276
	3,489,564	3,695,270

23. OTHER (CREDITS)/CHARGES

	2023 US$	2022 US$
Foreign exchange adjustments, (gain)/loss	(154,193)	188,814
Impairment loss on investment in subsidiary	–	1,563,657
Loss on liquidation of a subsidiary	–	1,187,252
	(154,193)	2,939,723

24. FINANCE COSTS

	2023 US$	2022 US$
Interest expenses on:		
– Lease liabilities	41,718	48,601
– Loan from a subsidiary	–	2,861
– Short-term borrowings	1,104,108	547,816
	1,145,826	599,278

25. PROFIT BEFORE TAX

The profit before tax is arrived at after charging:

	2023 US$	2022 US$
Depreciation – plant and equipment	28,596	38,914
Depreciation – right-of-use assets	449,185	450,847
Legal and professional fee	801,533	649,646
Management fee	388,902	558,213
Procurement fee	816,451	855,223
Staff benefits	168,157	134,879
Travelling	136,421	53,656

26. INCOME TAX EXPENSE

(i) *Major components of income tax expense*

The major components of income tax expense for the years ended 31 March 2023 and 2022 are:

Statement of comprehensive income:

	2023 US$	2022 US$
Current tax	1,976,489	2,383,870
Under provision in prior year	8,287	50,165
	1,984,776	2,434,035

26. INCOME TAX EXPENSE (continued)

(ii) *Relationship between tax expense and accounting profit*

The reconciliation between the tax expense and the product of accounting profit multiplied by the applicable tax rate for the years ended 31 March 2023 and 2022 are as follows:

	2023 US$	**2022** US$
Profit before tax	11,626,405	11,240,578
Tax expense on profit before tax at 17%	1,976,489	1,910,898
Adjustments:		
Non-deductible expenses	7,570	473,244
Tax exemptions	(12,683)	(12,922)
Under provision in prior year	8,287	50,165
Deferred taxation not recognised	4,312	12,650
Over provision of current year income tax	801	–
Total tax expense	1,984,776	2,434,035

27. DIVIDEND PAID

Tax Exempt (One-tier) Dividend declared and paid during the financial year:		
Interim		
– US$0.35 (2022: $0.40) per ordinary share for financial year ended 31 March	5,408,235	6,250,000

28. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

A reconciliation of liabilities arising from financing activities is as follows:

	1.4.2022	**Cash flows**		**Non-cash changes**			**31.3.2023**
		Repayment/ (proceed)	**Interest paid**	**Acquired new lease**	**Interest expense**	**Currency alignment**	
	US$	US$	US$	US$	US$	US$	US$
Amounts due from ultimate holding company	667,723	440,423	–	–	–	–	1,108,146
Amounts due from related companies	55,941	14,718	–	–	–	–	70,659
Amounts due to a related company	(191,480)	161,240	–	–	–	–	(30,240)
Short term borrowings	(44,902,529)	35,583,773	1,104,108	–	(1,104,108)	–	(9,318,756)
Lease liabilities	(1,445,309)	426,561	41,718	(228,498)	(41,718)	15,253	(1,231,993)
	(45,815,654)	36,626,715	1,145,826	(228,498)	(1,145,826)	15,253	(9,402,184)

28. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (continued)

	1.4.2021	Cash flows		Non-cash changes			31.3.2022
		Repayment/ (proceed)	Interest paid	Acquired new lease	Interest expense	Currency alignment	
	US$	US$	US$	US$	US$	US$	US$
Amounts due from ultimate holding company	390,990	276,733	–	–	–	–	667,723
Amounts due from related companies	65,913	(9,972)	–	–	–	–	55,941
Amounts due to a related company	(28,680)	(162,800)	–	–	–	–	(191,480)
Short term borrowings	(16,719,130)	(28,183,399)	550,677	–	(550,677)	–	(44,902,529)
Lease liabilities	(1,784,751)	427,781	48,601	(66,857)	(48,601)	(21,482)	(1,445,309)
	(18,075,658)	(27,651,657)	599,278	(66,857)	(599,278)	(21,482)	(45,815,654)

29. DEFERRED TAXATION

	2023 US$	2022 US$
Deferred tax assets:		
Differences in depreciation	4,917	606
Deferred taxation on temporary differences not recognised	(4,917)	(606)
	–	–

30. EMPLOYEE BENEFITS

Employee benefits expenses (including directors):		
Salaries and bonuses	3,358,132	3,248,549
Central provident fund contributions	149,813	142,435
Benefit in kind	55,812	57,216
Others	251,676	270,693
	3,815,433	3,718,893

31. RELATED PARTY DISCLOSURES

In addition to those related party information disclosed elsewhere in the financial statements, the following significant transactions between the Company and related parties that took place at terms agreed between the parties during the financial year:

(i) *Significant related party transactions*

<u>*Related company*</u>		
Sales	51,090,935	38,748,192
Management fee	388,902	558,213
Global human resource services rendered	125,706	127,088
Supply chain management services rendered	23,320	77,417

31. RELATED PARTY DISCLOSURES (continued)

(i) *Significant related party transactions (continued)*

	2023 US$	**2022** US$
Ultimate holding company		
Business advisory services	2,186,856	1,942,192
Sales	434,831,697	459,035,995
Global human resource services rendered	960,529	836,622
Expenses paid on behalf by	21,300	3,203
Expenses paid on behalf of	–	69,127
Procurement fee	816,451	855,223
Reimbursement expenses	1,977,261	536,090
Received on behalf of	–	685,227
Supply chain management services rendered	187,691	687,859
IT support	79,641	59,456
Subsidiary		
Loan from	–	1,000,000
Interest expenses	–	2,861

(ii) *Compensation of key management personnel*

Key management personnel of the Company are those persons having the authority and responsibility for planning, directing and controlling the activities, directly or indirectly, of the Company. The directors of the Company and the general management of the Company are considered as key management personnel of the Company.

Short term employee benefits (including benefit in kind)	1,497,200	1,744,594

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include interest rate risk, foreign currency risk, credit risk and liquidity risk. The Company's risk management policies focus on the unpredictability of financial markets and seek to, where appropriate, minimise potential adverse effects on the financial performance of the Company. The Company does not have any written financial risk management policies and guidelines and 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.

The following sections provide details regarding the Company's exposure to the financial risks associated with financial instruments held in the ordinary course of business and the objectives, policies and processes for the management of these risks.

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(i) ***Interest rate risk***

Interest rate risk is the risk that the fair value or future cash flows of the Company and 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 their short term borrowings, interest-bearing loans given to related parties, investments in debt securities and cash and cash equivalent.

The Company's policy is to manage its interest cost using a mix of fixed and variable rate debts as well as by rolling over its borrowings on a short-term basis.

Sensitivity analysis for interest rate risk

Movements in interest rates will have an impact on the Company's loans and borrowings. A change of 75 basis points (bp) in interest rates at the reporting date would change equity and profit before tax by US$69,891 (2022: US$336,769). This analysis assumes that all other variables remain constant.

(ii) ***Foreign currency risk***

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Currency risk arises when transactions are denominated in foreign currencies.

The Company has transactional currency exposures arising from sales or purchases that are denominated in a currency other than the functional currency. The foreign currencies in which these transactions are denominated are mainly Singapore Dollar ("SGD") and Euro ("EUR"). The Company's trade receivable and trade payable balances at the end of the reporting period have similar exposures. The Company also hold cash and short-term deposits denominated in foreign currencies for working capital purposes.

However, the Company does not use any financial derivatives such as foreign currency forward contracts, foreign currency options or swaps for hedging purposes.

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity of the Company's profit before tax to a reasonably possible change in the SGD and EUR, with all other variables held constant.

	Profit before tax	
	2023	**2022**
	US$	US$
SGD		
– strengthened 1% (2022: 1%)	18,691	19,619
– weakened 1% (2022: 1%)	(18,691)	(19,619)
EUR		
– strengthened 3% (2022: 7%)	133,585	102,750
– weakened 3% (2022: 7%)	(133,585)	(102,750)

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(iii) *Credit risk*

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Company's exposure to credit risk arises primarily from both trade and non-trade amounts due from ultimate holding company and related companies. Guidelines on credit terms provided to trade customers are established and continually monitored. For cash and cash equivalents, the Company minimises credit risk by dealing exclusively with reputable and well-established local and foreign banks, and companies with high credit ratings and no history of defaults.

The Company's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposures. Credit policies with guidelines on credit terms and limits set the basis for risk control.

The Company does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

In order to minimise credit risk, the Company has developed and maintain the Company's credit risk gradings to categorise exposures according to their degree of risk of default. The credit rating information is supplied by independent rating agencies where available and, if not available, the Company uses other publicly available financial information and the Company's own trading records to rate its major customers and other debtors. The Company's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

The Company's current credit risk grading framework comprises the following categories:

Category	**Description**	**Basis for recognising expected credit losses (ECL)**
Performing	The counterparty has a low risk of default and does not have any past-due amounts.	12-month ECL
Doubtful	Amount is >30 days past due or there has been a significant increase in credit risk since initial recognition.	Lifetime ECL – not credit-impaired
In default	Amount is >90 days past due or there is evidence indicating the asset is credit-impaired.	Lifetime ECL – credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and has no realistic prospect of recovery.	Amount is written off

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(iii) *Credit risk (continued)*

The tables below detail the credit quality of the Company's financial assets and other items, as well as maximum exposure to credit risk by credit risk rating grades:

	Note	External credit rating	Category	12-month or lifetime ECL	Gross carrying amount US$	Loss allowance US$	Net carrying amount US$
2023							
Other receivables	10	N.A.	Performing	12m ECL	149,674	–	149,674
Amounts due from ultimate holding company	11	N.A.	Performing	12m ECL	69,629,846	–	69,629,846
Amounts due from related companies	12	N.A.	Performing	12m ECL	7,352,800	–	7,352,800
						–	
2022							
Other receivables	10	N.A.	Performing	12m ECL	139,977	–	139,977
Amounts due from ultimate holding company	11	N.A.	Performing	12m ECL	104,176,533	–	104,176,533
Amounts due from related companies	12	N.A.	Performing	12m ECL	12,202,720	–	12,202,720
						–	

(a) 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 expected credit losses on these items by using a provision matrix, estimated based on historical credit loss experience analysed in accordance to the past due status of the receivables, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. The Company has assessed that there is no lifetime ECL, accordingly, no loss allowance has been provided.

No expected credit loss been provided for amounts due from ultimate holding company and amounts due from related companies as majority of the amounts due is trade in natures and both ultimate holding company and related companies always settled the debts within the credit term given.

Exposure to credit risk

At the end of the reporting period, the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the balance sheet. No other financial assets carry a significant exposure to credit risk.

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(iii) ***Credit risk (continued)***

Credit risk concentration profile

The Company has no significant concentration of credit risk. The maximum exposures to credit risk in relation to each class of recognised financial assets other than derivatives is represented by the carrying amount of each financial assets as indicated in the balance sheet.

Financial assets that are neither past due nor impaired

Trade receivables that are neither past due not impaired are creditworthy debtors with good payment record with the Company. Cash and cash equivalents and derivatives, that are neither past due nor impaired are placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

(iv) ***Liquidity risk***

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company's exposure to liquidity risk arises primarily from possible mismatches of the maturities of financial assets and liabilities. The Company objective is to maintain a balance between continuity of funding and flexibility through the use of standby credit facilities.

Analysis of financial instruments by remaining contractual maturities

The table below analyses the maturity profile of the Company's financial liabilities at the end of reporting period, based on contractual undiscounted repayment obligations.

	Total US$	**Within one year** US$	**Within two to five years** US$
2023			
Trade payables	28,997,847	28,997,847	–
Other payables	1,159,872	1,159,872	–
Amounts due to a related company	30,240	30,240	–
Lease liabilities	1,284,040	458,577	825,463
Short term borrowings	9,328,890	9,328,890	–
	40,800,889	39,975,426	825,463
2022			
Trade payables	38,439,070	38,439,070	–
Other payables	2,083,697	2,083,697	–
Amounts due to a related company	191,480	191,480	–
Lease liabilities	1,526,037	419,608	1,106,429
Short term borrowings	44,902,529	44,902,529	–
	87,142,813	86,036,384	1,106,429

33. CLASSIFICATION OF FINANCIAL ASSETS AND LIABILITIES

The following table summarises the carrying amount of financial assets and liabilities recorded at the end of the reporting period:

	2023 US$	**2022** US$
Financial assets at amortised cost		
Other receivables	149,674	139,977
Amounts due from ultimate holding company	69,629,846	104,176,533
Amounts due from related companies	7,352,800	12,202,720
Cash and cash equivalents	716,978	992,506
	77,849,298	117,511,736
Financial liabilities at amortised cost		
Trade payables	28,997,847	38,439,070
Other payables	1,159,872	2,083,697
Amounts due to a related company	30,240	191,480
Lease liabilities	1,231,993	1,445,309
Short term borrowings	9,318,756	44,902,529
	40,738,708	87,062,085

34. FAIR VALUE OF ASSETS AND LIABILITIES

The fair value of an asset or a liability 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 carrying amount of financial assets and liabilities are reasonable approximation of fair values, either due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the end of the reporting period.

However, the Company does not anticipate that the carrying amounts recorded at the end of the reporting period would be significantly different from the values that would eventually be received or settled.

At the end of the reporting period, the Company does not have any other asset or liability carried at fair value.

35. CAPITAL MANAGEMENT

The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value.

35. CAPITAL MANAGEMENT (continued)

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. No changes were made in the objectives, policies or processes during the years ended 31 March 2023 and 31 March 2022. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company is not subjected to externally imposed capital requirements.

The Company will continue to be guided by prudent financial policies of which gearing is an important aspect.

	2023	**2022**
	US$	US$
Trade and other payables	30,157,719	40,522,767
Amounts due to a related company	30,240	191,480
Lease liabilities	1,231,993	1,445,309
Short term borrowings	9,318,756	44,902,529
Less: Cash and cash equivalents	(716,978)	(992,506)
Net debt	40,021,730	86,069,579
Equity attributable to the owner of the Company	37,086,072	32,852,678
Total capital	37,086,072	32,852,678
Capital and net debt	77,107,802	118,922,257
Gearing ratio	52%	72%

36. AUTHORISATION OF FINANCIAL STATEMENTS

The financial statements for the year ended 31 March 2023 were authorised for issue in accordance with a resolution of the directors on 2 May 2023.