VERTOZ FZ-LLC
RAS AL KHAIMAH, UNITED ARAB EMIRATES
AUDITED FINANCIAL STATEMENTS
31, MARCH 2025

VERTOZ FZ-LLC
AUDITED FINANCIAL STATEMENTS
31, MARCH 2025

CONTENTS ***PAGE***

Independent Auditors' Report	1-2
Statement of Financial Position	3
Statement of Comprehensive Income	4
Statement of Change in Equity	5
Statement of Cash Flows	6
Notes to the Financial Statements	7-20

+971 4 570 1183
307 Makeya Sharafi Building
Near Sharaf DG Metro
Bur Dubai, Dubai - UAE

Ref. No.:1076/2025 **AUDITOR'S REPORT**

THE SHAREHOLDERS,
VEROZ FZ-LLC
RAS AL KHAIMAH, UNITED ARAB EMIRATES

Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of M/s. VERTOZ FZ - LLC (the "Company"), which comprise the statement of financial position as at 31, March 2025, 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 and other explanatory information.

In our opinion, the financial statements present fairly, in all material respects the financial position of the Company as of 31, March 2025 and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in the 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.

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

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

ناجاديا لمراجعة الحسابات ذ.م.م
License No:1408720
DUBAI - U.A.E.
NAGADIYA AUDITING OF ACCOUNTS L.L.C

Office: +971 52 832 0122 | Hardik Nagadiya, (Economic Reg. No. 5577, | License No.: 1408720)
hardik@nagadiya-auditors.com | auditor@nagadiya-auditors.com

+971 4 570 1183
307 Makeya Sharafi Building
Near Sharaf DG Metro
Bur Dubai, Dubai - UAE

Independent Audit report
(Continued)

Auditors' Responsibilities for the Audit of the Financial Statements

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

We also Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report.

Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on Other Legal and Regulatory Requirements
we confirm that the financial statements comply with the Implementing Regulation No. 1/2000 regarding Free Zone Companies issued pursuant to the Emiri Decree dated 1 May 2000 of late H.H. Sheikh Saqr Bin Mohammed Bin Salem Al Qasimi, Ruler of Ras Al Khaimah and the financial statements comply with the Ras Al Khaimah.

For Nagadiya Auditing of Accounts LLC
Friday, 23 May 2025
Hardik Nagadiya (Economic Reg. No. 5577)

ناجاديا لمراجعة الحسابات ذ.م.م
License No.: 1408720
DUBAI - U.A.E
NAGADIYA AUDITING OF ACCOUNTS L.L.C

Office: +971 52 832 0122 | Hardik Nagadiya, (Economic Reg. No. 5577, | License No.: 1408720)
hardik@nagadiya-auditors.com | auditor@nagadiya-auditors.com

VERTOZ FZ-LLC
RAS AL KHAIMAH, UNITED ARAB EMIRATES
STATEMENT OF FINANCIAL POSITION AS AT 31, MARCH 2025

	Notes	31/03/2025 AED	31/03/2024 AED
ASSETS			
Non-Current Assets			
Intangible assets	5	10,019,086	13,902,855
Investments	6	100,000	100,000
		10,119,086	**14,002,855**
Current Assets:			
Accounts receivables	7	22,710,906	7,592,279
Prepayments, Loans & Advances	8	624,057	567,859
Cash and cash equivalent	9	2,748,085	44,802
		26,083,048	**8,204,940**
TOTAL ASSETS		**36,202,133**	**22,207,794**
EQUITY & LIABILITIES			
Equity			
Share Capital	10	14,546,789	14,546,789
Retained Earning		17,291,906	6,929,102
		31,838,695	**21,475,891**
Current Liabilities:			
Trade and other payables	11	3,038,115	-
Loan from a related party	12	1,325,323	731,903
		4,363,438	**731,903**
TOTAL EQUITY & LIABILITIES		**36,202,133**	**22,207,794**

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

Accepted and Confirmed
For VERTOZ FZ-LLC

Authorised Signatory

VERTOZ FZ-LLC
RAS AL KHAIMAH, UNITED ARAB EMIRATES
STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31, MARCH 2025

	Notes	31/03/2025	31/03/2024
		AED	AED
Revenue	13	51,591,463	31,147,337
Less: Cost of Sales	14	(36,876,508)	(24,053,231)
Gross profit		**14,714,954**	**7,094,106**
Less: Amortized during the year	5	(3,883,769)	(1,230,012)
Less: General & Administrative Expenses	15	(468,381)	(30,099)
Net Profit for the period		**10,362,804**	**5,833,995**

Statement of Retained Earnings

	3/31/2025	3/31/2024
	AED	AED
Opening balance	6,929,102	1,095,107
Net profit (Loss) for the year	10,362,804	5,833,995
	17,291,906	**6,929,102**

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

Accepted and Confirmed
For VERTOZ FZ-LLC

Authorised Signatory

VERTOZ FZ-LLC
RAS AL KHAIMAH, UNITED ARAB EMIRATES
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31, MARCH 2025

	Share Capital	Shareholder's current AC	Retained Earning	Total
	AED	AED	AED	AED
Capital issued	100,000	-	-	100,000
Net profit (Loss) for the year	-	-	1,095,107	1,095,107
Net Movement	-	125,000	-	125,000
As at 31, March 2023	**100,000**	**125,000**	**1,095,107**	**1,320,107**
Additional capital contribution	14,446,789	(125,000)		14,321,789
Net profit (Loss) for the year	-	-	5,833,995	5,833,995
As at 31, March 2024	**14,546,789**	**-**	**6,929,102**	**21,475,891**
Net profit (Loss) for the year	-	-	10,362,804	10,362,804
Net Movement	-	-	-	-
As at 31, March 2025	**14,546,789**	**-**	**17,291,906**	**31,838,695**

VERTOZ FZ-LLC
RAS AL KHAIMAH, UNITED ARAB EMIRATES
STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31, MARCH 2025

	Notes	31/03/2025	31/03/2024
		AED	AED
Cash flows from operating activities			
Net Profit for the period		10,362,804	5,833,995
Adjustments for non cash items:			
Amortisation	5	3,883,769	1,230,012
Operating Profit before changes in working capital		14,246,573	7,064,007
(Increase) / Decrease in trade receivables		(15,118,627)	(6,513,255)
(Increase) / Decrease in other receivables		(56,198)	(519,466)
Increase / (Decrease) in Trade & other payables		3,038,115	-
Increase / (Decrease) in due to Related party		593,420	651,090
Net cash generated from operating activities	A	2,703,283	682,375
Cash flows from investing activities			
(Increase) / Decrease in Intangible assets		-	(15,132,867)
Net cash flow (used in) investing activities	B	-	(15,132,867)
Cash flows from financing activities			
(Increase) / Decrease in Investments		-	(100,000)
Capital issued		-	14,446,789
Net movement in Shareholder's current account		-	(125,000)
Net cash from financing activities	C	-	14,221,789
Net increase in cash and cash equivalents	**A+B+C**	2,703,283	(228,702)
Cash and cash equivalents, beginning of the year		44,802	273,504
Cash and cash equivalents, end of the year	9	2,748,085	44,802
Represented by:			
Cash in Hand & at Banks		2,748,085	44,802
Cash and cash equivalents, end of the year		2,748,085	44,802

VERTOZ FZ-LLC

RAS AL KHAIMAH, UNITED ARAB EMIRATES

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31, MARCH 2025

1 CORPORATE INFORMATION

1.1 General

M/s. Vertoz FZ-LLC was duly incorporated in the Ras AL Khaima as a Freezone Limited Liability Company under the Commercial License No. 47006747. The license is issued by Ras AL Khaima Economic Zone and the license was first issued on 05/08/2022. The shareholding pattern as of 31, March 2025 is as follows:

Shareholders	Nationality	Percentage	Value (AED)
VERTOZ LIMITED	Indian	100%	100,000
		100%	100,000

1.2 Principal activities

The Company is primarily engaged in Software House.

1.3 Management

The management and control of the Company is vested with the General Manager consists of Mr. Hirenkumar Shah Indian national.

1.4 Address

The registered address of the Company is P. O. Box No. -,Ras Al Khaimah, United Arab Emirates.

2 BASIS OF PREPARATION

2.1 Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and comply with the relevant Articles of Association of the Company.

2.2 Basis of measurement

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

2.3 Functional and presentation currency

These financial statements are presented in United Arab Emirates Dirham (AED), the Company's functional and presentation currency and are rounded to the nearest value.

2.4 Use of estimates and judgments

The preparation of financial statements in conformity with IFRSs requires management to make judgments, estimates and assumptions that effect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods effected.

Significant areas where considerable management judgment is required are disclosed along with accounting policies.

2.5 Going concern

The financial statements are prepared on a going concern basis which assumed that the Company will continue to operate as a going concern for the foreseeable future.

3 SIGNIFICANT ACCOUNTING POLICIES

3.1 Changes in accounting policies

The accounting policies applied in the preparation of these financial statements are consistent with those applied by the Company in its annual audited financial statements as at and for the year ended 31 March 2025 , except to the extent of impact of the 'New and revised IFRSs adopted on these financial statements' from 1 April 2024, as set out in Note 4.

3.2 Foreign currencies

The financial statements are presented in United Arab Emirates Dirham (AED), which is the Company's functional and presentation currency. Transactions in foreign currencies are recorded at the functional currency rate ruling at the date of the transaction. Monetary assets and liabilities denomination in foreign currencies are converted at the rate of exchange ruling at the date of financial position. The resultant foreign exchange gains and losses are recognized in the Income statement.

3.3 Property, plant and equipment

(a) Cost and valuation

Property, plant & equipment are stated at cost less accumulated depreciation and impairment, if any. Cost includes expenditure that is directly attributable to the acquisition or construction. Where items of property, plant and equipment are subsequently revalued such revalued property, plant and equipment are carried at revalued amounts less any subsequent depreciation thereon and impairment.

(b) Subsequent costs

Subsequent cost are included in the asset’s carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be reliably measured.

Cost of repairs and maintenance are charged to the statement of profit or loss during the period in which they are incurred.

(c) Depreciation

Depreciation on property, plant & equipment is provided on a straight line basis at the rates calculated to write off the cost of each asset by equal annual instalments over its expected useful life.

Management reviews the residual values and estimated useful lives at the end of each annual reporting period in accordance with IAS 16 and IAS 38. Management determined that current year expectations do not differ from previous estimates based on its review.

The rates of depreciation are based upon the following estimated useful lives: -

Furniture & Fixture	1-3 year
Office Equipments	3 Years

(d) Derecognition

An item of property, 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 derecognising of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss in the year the asset is derecognised.

3 SIGNIFICANT ACCOUNTING POLICIES (CONTD…)

3.4 Intangible assets

Intangible assets are the computer software license acquired for the business.

Intangible assets are recognised if it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the assets can be measured reliably. Accordingly, these assets are stated in the statement of financial position at cost less accumulated amortisation and any accumulated impairment losses.

Amortisation is charged on straight line basis over their estimated useful lives. The amortisation period and the amortisation method is reviewed at the end of each reporting period, with effect of any change in estimate being accounted for on a prospective basis.

3.5 Inventories

Inventories are stated at the lower of cost and net realizable value. Cost is determined on the weighted average basis. The cost of inventory comprises the cost of purchase and other costs incurred in bringing the inventory to its present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business, less the costs of completion and selling expenses.

3.6 Impairment of non-financial assets

Assets that have an indefinite useful life are not to amortization and are tested annually for impairment. Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which these are separately identifiable cash flows (cash-generating units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

3.7 Financial instruments

Financial assets and financial liabilities are recognised in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

3.8 Financial assets

Initial recognition and measurement

Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value of the financial assets, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are recognised immediately in profit or loss.

Subsequent classification and measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

• Financial assets at amortised cost (debt instruments)
• Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
• Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
• Financial assets at fair value through profit or loss

3 SIGNIFICANT ACCOUNTING POLICIES (CONTD…)

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through OCI (debt instruments)

For debt instruments at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value change recognised in OCI is recycled to profit or loss.

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by instrument basis.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

Impairment of financial assets

The Company has financial assets under "trade and other receivables" that are subject to the expected credit loss model under IFRS 9. The Company has applied the simplified approach to measuring the expected credit losses which uses lifetime expected losses allowance for all trade receivables and financial investments. To measure the expected credit losses, trade receivables have been grouped based on similar credit risk characteristics and days past due. The revised impairment methodology has not resulted in additional credit loss in trade receivables.

Derecognition of financial assets

A financial asset (or, when applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

• The rights to receive cash flows from the asset have expired,
• The Company retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a ‘pass-through’ arrangement,
• The Company has transferred its rights to receive cash flows from the asset and either:
  - has transferred substantially all the risks and rewards of the asset, or
  - has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its right to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Company’s continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

3 SIGNIFICANT ACCOUNTING POLICIES (CONTD…)

3.9 Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

For the purposes of subsequent measurement, financial liabilities are classified in two categories:

• Financial liabilities at fair value through profit or loss

• Financial liabilities at amortised cost (loans and borrowings)

The measurement of financial liabilities depends on their classification, as described below:

• *Financial liabilities at fair value through profit or loss*

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. The Company has not designated any financial liability as at fair value through profit or loss.

• *Financial liabilities at amortised cost (loans and borrowings)*

Term loans are initially recognised at the fair value of the consideration received less directly attributable transaction costs.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the amortisation process.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, then the difference in the respective carrying amounts is recognised in the income statement.

3.10 Offsetting financial instruments

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

3 SIGNIFICANT ACCOUNTING POLICIES (CONTD…)

3.11 Fair value of financial instruments

Management considers that the fair values of the Company's financial assets and liabilities are not materially different from their carrying values in the date of statement of financial position.

3.12 Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are stated at the amounts that they are estimated to realize net of provision for bad and doubtful receivables.
Trade receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method less provision for impairment.

Allowance for doubtful debts
Allowance for doubtful debts is determined using a combinations of factors to ensure that the receivables are not overstated due to uncollectibility. The allowance for doubtful debts for all customers is based on a variety of factors including the overall quality and ageing of the receivables, continuing credit evaluation of the customer's financial conditions and collateral requirements from customers in certain circumstances. In addition, specific allowances for individual accounts are recorded when the Company becomes aware of the customer's liability to meet its financial obligations.

3.13 Cash and cash equivalents

Cash and cash equivalents are defined as cash and bank balances that are readily convertible to known amounts of cash and which are subjected to an insignificant risk of changes in values.

3.14 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.
Trade payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

3.15 Provisions

Provision are recognized when the business has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made. Provisions are not recognized for future operating losses.

3 SIGNIFICANT ACCOUNTING POLICIES (CONTD…)

3.16 Loans and borrowings

Loans and borrowings are initially recognized at the fair value of the consideration received less directly attribute transaction costs. After initial recognition, these are subsequently measured at amortized cost using the effective interest method. Any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the income statement over the period of the borrowings using the effective interest method. Loans and borrowings are classified as current liabilities unless the establishment has an unconditional right to defer settlement of the liability for at least 12 months after the date of financial position.

3.17 Employee's end of service benefits

The Company provides end of services benefits to its employees. The entitlement to those benefits is usually based upon the employees' length of services and the completion of a minimum services period. The expected costs of these benefits are accrued over the period of employment and in accordance with U.A.E. Labour Law.

3.18 Revenue recognition

Revenue from contracts with customers

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

Step 1 Identify the contract with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for each of those rights and obligations.

Step 2 Identify the performance obligations in the contract: A performance obligation in a contract is a promise to transfer a good or service to the customer.

Step 3 Determine the transaction price: Transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring the promised goods and services to a customer, excluding amounts collected on behalf of third parties.

Step 4 Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company will allocate the transaction price to each performance obligation in an amount that depicts the consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

Step 5 Recognise revenue as and when the Company satisfies a performance obligation.

The Company 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 Company's performance as the Company performs; or

• The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or

• The Company's performance does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

3 SIGNIFICANT ACCOUNTING POLICIES (CONTD…)

When the Company satisfies a performance obligation by delivering the promised goods or services it creates a contract asset based on the amount of consideration earned by the performance. Where the amount of consideration received from a customer exceeds the amount of revenue recognised this gives rise to a contract liability.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes and duty. The Company assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent.
Revenue is recognised in the income statement to the extent that it is probable that the economic benefits will flow to the Company and the revenue and costs, if applicable, can be measured reliably.

3.19 Expenditure recognition

Expenses are recognised in the statement of income on the basis of a direct association between the cost incurred and the earning of specific items of income. All expenditure incurred in the running of the business and in maintaining the property, plant and equipment in a state of efficiency has been charged to the statement of income. For the purpose of presentation of the statement of income, the “function of expenses” method has been adopted, on the basis that it presents fairly the elements of the Company's performance.

3.20 Leases

The Company as a lessee

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company 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 to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) 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 asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option.

The Company has presented right-of-use assets that do not meet the definition of investment property within ‘property, plant and equipment'.

3 SIGNIFICANT ACCOUNTING POLICIES (CONTD…)

ii) 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 insubstance 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

In calculating the present value of lease payments, the Company uses the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Company has presented it's lease liabilities within ‘loans and borrowings'.

iii) Short-term leases and leases of low-value assets

The Company 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). It also applies the lease of low-value assets recognition exemption to leases 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.

3.21 Taxation

The income tax expense represents the sum of current and deferred income tax expense.

The company’s liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

A provision is recognised for those matters for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the company supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.

Deferred tax

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

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination or for transactions that give rise to equal taxable and deductible temporary differences) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, a deferred tax liability is not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the company intends to settle its current tax assets and liabilities on a net basis.

3 SIGNIFICANT ACCOUNTING POLICIES (CONTD…)

3.22 Value Added Tax

The revenue, expenses and assets are recognised net of value-added tax (VAT). In case Input VAT paid to the supplier of asset or expense is not recoverable from the Federal Tax Authority, it is disclosed as part of asset acquired or expense incurred.

Receivables and payables are stated inclusive of the amount of VAT receivable or payable. The net amount of VAT recoverable from or VAT payable to, FTA is disclosed as other payable or other receivable under current liabilities or current assets in the statement of financial position.

As per the Federal Decree-Law No. (08) of 2017, effective from January 1, 2018, Value Added Tax (VAT), will be 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 Company is required to file its VAT returns and compute the payable tax (which is output tax less input tax) for the allotted tax periods and deposit the same within the prescribed due dates of filing VAT return and tax payment.

4 APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS)

4.1 New and revised IFRSs adopted on these financial statements

The following new and revised IFRSs have been adopted in these financial statements. The application of these new and revised IFRSs has not had any material impact on the amounts reported for the current and prior years but may effect the accounting for future transactions or arrangements.

- Amendments to IAS 1 and IAS 8 *Definition of Material*
- Amendments to IFRS 3 *Definition of a Business*
- Amendments to IFRS 9, IAS 39 and IFRS 7 *Interest Rate Benchmark Reform*
- Amendments to IFRS 16 Covid-19 Related Rent Concessions
- Amendments to References to the Conceptual Framework in IFRS Standards

4.2 New and revised IFRSs in issue but not yet effective

The Company has not early applied the following new standards, amendments and interpretations that have been issued but not yet effective:

New and revised IFRSs	Effective for annual periods beginning on or after
♦ Amendments to IAS 21 – Lack of Exchangeability (1 January 2025)	1 January 2025
♦ Amendments to IFRS 10 and IAS 28	1 January 2025
♦ Amendments to the SASB (Sustainability Accounting Standards Board) standards to enhance their international applicability.	1 January 2025
♦ Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 Financial Instruments and IFRS 7)	1 January 2026
♦ Contracts Referencing Nature-dependent Electricity (Amendments to IFRS 9 and IFRS 7)	1 January 2026
♦ IFRS 18 Presentation and Disclosures in Financial Statements	1 January 2027
♦ IFRS 19 Subsidiaries without Public Accountability: Disclosures	1 January 2027

		31/03/2025	31/03/2024
		AED	AED
5	**Intangible assets**		
	Madtech Platform	13,902,855	15,132,867
	Amortisation	(3,883,769)	(1,230,012)
		10,019,086	**13,902,855**
6	**Investments**		
	OR Solutions FZ LLC	100,000	100,000
		100,000	**100,000**
7	**Accounts receivables**		
	Trade receivables	3,526,993	-
	Advance to supplier	19,183,913	7,592,279
		22,710,906	**7,592,279**

Trade receivables, represents amounts receivable frpom third parties as at reporting date.The company's trade receivables balances from the third parties are not impaired.

In determining the recoverability of the trade receivables, company considered the quality of the receivables as on reporting date. Th company always measures the loss allowance for trade receivale at an amount equals to lifetime ECL. The expected credit losses on trade receivables are estimated using a provision matrix by reference to pas default experience of the debtor and analysis of the debtor current financial position, adjusted for factors that are specific to the debtors, general econimic condition of industry in which debtor operate and an assessment of both current as well as the forecast direction of conditions at the reporting date.

8	**Prepayments, Loans & Advances**		
	Deposits	46,475	55,000
	Prepaid Expenses	30,297	35,649
	Other receivables	523	263
	Loans & Advances	546,762	476,948
		624,057	**567,859**
9	**Cash and cash equivalent**		
	Cash in hand		-
	Cash at bank	2,748,085	44,802
		2,748,085	**44,802**

Amounts held in banks are assessed to have low credit risk of defaults since these banks are highly regulated by the central bank of the United Arab Emirates.Accordingly the management of the company estimates the losses allowance on deposits at the end of reporting period at an amount equal to 12 month ECL. None of the balances with banks at the end of the reporting period are past due, and taking into account historical default experience and current credit rating of the banks, the management of the company have assessed that there is no impairment, and hence have not recorded any losses allowances on these balances.

10	**Share Capital**		
	VERTOZ LIMITED	100,000	100,000
	Additional capital contribution	14,446,789	14,446,789
		14,546,789	**14,546,789**

		31/03/2025	31/03/2024
		AED	AED
11	**Trade and Other Payables**		
	Trade Payables	3,037,087	-
	Other Payable	1,028	-
		3,038,115	**-**
12	**Loan from a related party**		
	Loan From Vertoz Limited	64,901	64,901
	Hiren Shah-Loan	-	(50,941)
	Vertoz Inc NJ Loan	1,216,197	673,718
	OR Solutions FZLLC	44,225	44,225
		1,325,323	**731,903**

The related party transactions are agreed upon between the parties.

13	**Revenue**		
	Revenue	51,591,463	31,147,337
		51,591,463	**31,147,337**
14	**Cost of Sales**		
	Purchases and direct expenses	36,876,508	24,053,231
		36,876,508	**24,053,231**
15	**General & Administrative Expenses**		
	Office expenses	2,875	5,700
	Legal, license and professional	4,050	500
	Salaries and othe benefit	286,769	-
	Travelling	5,057	-
	Rent expenses	2,502	5,004
	Exchange rate loss	154,772	-
	Bank charges	10,066	18,895
	Other expenses	2,290	-
		468,381	**30,099**

16 Contingent liabilities and commitments

Except for the business obligations which are under normal course of business against which no loss is expected, there has been no other known contingent liability on company account as at the end of the reporting period.

17 Financial instruments

This note presents information about the Company's exposure to each of the risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital.

Credit risk

The Company's exposure to credit risk at the end of the reporting period is indicated by the carrying amounts of its financial assets, net of any applicable allowance for losses. The Company is exposed to credit risk on its financial assets as follows:

	31/03/2025	31/03/2024
	AED	AED
Accounts receivable	22,710,906	7,592,279
Deposits, Advances and prepayments	30,297	567,859
Loan from a related party	1,325,323	731,903
Bank balances	2,748,085	44,802
	26,814,611	**8,936,843**

Financial instruments - continued

Trade rececivables

The Company usually undertakes transactions with reputable customers and has established credit limits for its customers on periodic reviews it carries out for this purpose. The Company provides an allowance for impairment at the end of each reporting period that represents its estimate of incurred losses in respect of accounts receivable. Deposits, advances and related party balances are held with reputable parties.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the Company's customer base, including the default risk of the industry and country, in which customers operate, has less of an influence on credit risk.

Management has established a credit policy under which each new customer is analyzed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. Purchase limits are established for each customer, which represent the maximum open

The Company establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade receivables. The collective loss allowance is determined taking into consideration the current economic factors.

The allowance account in respect of trade receivables is used to record impairment losses unless the Company is satisfied that no recovery of the outstanding receivable is possible; at that point such amount is considered uncollectible and hence written off.

Bank balances

With respect to credit risk arising from the other financial assets of the Establishment, including cash and cash equivalents, the Establishment's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments. The credit risk on bank balances is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies. Given this, management does no expect these banks to fail on their obligations to the Establishment.

Deposits

With respect to credit risk arising from the deposits of the Company, the exposure to credit risk arises from default of the counter party, with a maximum exposure equal to the carrying amount of these instruments.

Currency risk

There are no significant exchange rate risks as substantially all financial assets and financial liabilities are denominated in Arab Emirates Dirham or US Dollar to which the conversation of Dirhams into US Dollar is fixed.

Interest rate risk

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk.

Financial instruments - continued

Liquidity risk

Liquidity risk refers to the risk that an Company will encounter difficulty in meeting obligations associated with its short term financial liabilities at maturity date.

The company manages the liquidity risk through risk management framework for the Company's short, medium and long term funding and liquidity management requirements by maintaining adequate reserves, sufficient cash and cash equivalent to ensure funds are available to meet its commitments for liabilities as they fall due.

The table below analyses the Company's remaining contractual maturity for its short term financial liabilities based on the remaining period at the end of the reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undisclosed cash flows. Balance due within 12 months equal or their carrying balances as the impact of discounting not significant. The contractual maturity is based on the earliest date on which the Company may be required to pay.

18 Fair values of financial instruments

Financial instruments comprise of financial assets and financial liabilities.

Financial assets consist of cash and bank balances, other receivables and financial liabilities consist of other payables.

The fair values of the financial instruments are not materially different from their carrying values.

19 Related Party Transactions

For the purpose of these financial statements, parties are considered to be related to the company if the company has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making that party's financial and operating decisions, or vice versa, or where the company and the party are subject to common control or common significant influence. Related parties comprise companies and entities under common ownership and/or common management and/or control and key management personnel.

The company enters into transactions with companies that all within the definition of a related party as contained in International Accounting Standard 24: Related Party Disclosures. The management consider such transactions to be in normal course of business and terms which correspond to those on normal arm's length transactions with third parties.

At the reporting date the balances with the related parties are as follows :

	31/03/2025	31/03/2024
	AED	AED
Loan from a related party	1,325,323	731,903
	1,325,323	**731,903**

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

Accepted and Confirmed

For VERTOZ FZ-LLC

Authorised Signatory