

TIME CAP OVERSEAS LIMITED

SEPARATE FINANCIAL STATEMENTS
31 MARCH 2024

TIME CAP OVERSEAS LIMITED
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		Date of Appointment
DIRECTORS	: RAO MENTE SUBBA	08/11/2010
	: SANNIDHANAM VEERA VENKATA NARSIMHA APPARAO	24/11/2014
	: UTEENE FATWEENA BIBI AMEEN	27/04/2020
ADMINISTRATOR AND SECRETARY	: C/O IQ EQ Corporate Services (Mauritius) Ltd, 33, Edith Cavell Street, Port-Louis, 11324, MAURITIUS.	
REGISTERED OFFICE	: C/O IQ EQ Corporate Services (Mauritius) Ltd, 33, Edith Cavell Street, Port-Louis, 11324, MAURITIUS.	
BANKER	: SBM BANK (MAURITIUS) LTD, SBM Tower 1, Queen Elizabeth II Avenue, Port - Louis, MAURITIUS.	
Auditor	: Charist Associates LLP, 4 Stein Street, Beau Bassin, Mauritius.	

The directors are pleased to present their commentary and the audited separate financial statements of Time Cap Overseas Limited (the "Company") for the year ended 31 March 2024.

Principal Activity

The principal activity of the Company is that of an investment holding company.

Results and dividends

The results for the year are shown in the separate statement of profit or loss and other comprehensive income and related notes.

The directors did not declare any dividend for the year under review (2023 - USD Nil).

Statement of director's responsibilities in respect of the separate financial statements

The directors are required to prepare the separate financial statements for each financial period which present fairly the financial position, financial performance and cash flows of the Company. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether International Financial Reporting Standards (IFRS) have been followed subject to any material departures disclosed and explained in the separate financial statements; and
- prepare the separate financial statements on the going concern basis unless it is inappropriate to presume


The directors confirm that they have complied with the above requirements in preparing the separate financial statements.

The directors have made an assessment of the Company's ability to continue as a going concern and have no reason to believe that the business will not be a going concern in the year ahead.

Auditors

The auditor, **Chartist Associates LLP**, has indicated its willingness to continue in office and a resolution concerning its re-appointment will be proposed at the Annual Meeting of the Company.

For and on behalf of the Board


.....
Director S.V.V.N. Apparao
Date: 17 May, 2024

INDEPENDENT AUDITOR'S REPORT

To the Shareholder of Time Cap Overseas Limited

Report on the Audit of the Separate Financial Statements*Opinion*

We have audited the separate financial statements of Time Cap Overseas Limited (the "Company") set out on pages 5 to 23 which comprise the separate statement of financial position as at 31 March 2024, and the separate statement of profit or loss and other comprehensive income, separate statement of changes in equity and separate statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying separate financial statement presents fairly, in all material respects, the financial position of the Company as at 31 March 2024 in accordance with the accounting policies of the company set out in note 2 (a) to the separate financial statements.

Basis of 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 Separate Financial Statements* section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

The directors are responsible for the other information. The other information comprises of the company information, commentary of the directors, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Separate Financial Statements

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

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

INDEPENDENT AUDITOR'S REPORT

To the Shareholder of Time Cap Overseas Limited

Report on the Audit of the Separate Financial Statements (Continued)*Auditor's Responsibilities for the Audit of the Separate Financial Statements*

Our objectives are to obtain reasonable assurance about whether the separate 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 separate 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 separate 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 a collusion, forgery, intentional omission, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the separate 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 separate financial statements, including the disclosures, and whether the separate 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.



CHARTIST ASSOCIATES LLP
CHARTERED CERTIFIED ACCOUNTANTS
BEAU BASSIN



JAGESHWAR JUGGERNAUTH – FCCA
Licensed by FRC

Date: 20 MAY 2024

TIME CAP OVERSEAS LIMITED
SEPARATE STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2024

	Notes	2024 USD	2023 USD
ASSETS			
Non - current assets			
Investment in subsidiary	(7)	2,32,89,986	2,12,89,986
Intangible assets	(8)	54,181	54,181
Total non-current assets		2,33,44,167	2,13,44,167
Current assets			
Cash at bank		24,609	22,064
Total current assets		24,609	22,064
Total assets		2,33,68,776	2,13,66,231
EQUITY AND LIABILITIES			
Equity			
Stated capital	(12)	2,47,30,090	2,27,20,090
Accumulated losses		(13,64,104)	(13,56,499)
Total equity		2,33,65,986	2,13,63,591
Current liabilities			
Other payables	(9)	2,790	2,640
Total current liabilities		2,790	2,640
Total equity and liabilities		2,33,68,776	2,13,66,231

Approved by the Board of Directors on

17th May, 2024

Directors:



S.V.V.N. Apparao

The notes on pages 9 to 23 form an integral part of these financial statements.

TIME CAP OVERSEAS LIMITED
 SEPARATE STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
 FOR THE YEAR ENDED 31 MARCH 2024

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	<u>2024</u> <u>USD</u>	<u>2023</u> <u>USD</u>
<u>Expenses:</u>		
Administrative expenses	7,215	7,565
Finance costs	390	380
Total operating expenses	<u>7,605</u>	<u>7,945</u>
<u>Loss before tax</u>	(7,605)	(7,945)
Less: Tax expense	-	-
<u>Loss after tax</u>	<u>(7,605)</u>	<u>(7,945)</u>
Other comprehensive income	-	-
<u>Total comprehensive loss for the year</u>	<u>(7,605)</u>	<u>(7,945)</u>

The notes on pages 9 to 23 form an integral part of these financial statements

TIME CAP OVERSEAS LIMITED
SEPARATE STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2024

	<u>Notes</u>	<u>Stated capital</u> <u>USD</u>	<u>Accumulated</u> <u>losses</u> <u>USD</u>	<u>Total</u> <u>USD</u>
Balance at 01 April 2022		2,27,20,090	(13,48,554)	2,13,71,536
Total comprehensive loss for the year		-	(7,945)	(7,945)
Balance at 31 March 2023		<u>2,27,20,090</u>	<u>(13,56,499)</u>	<u>2,13,63,591</u>
Balance at 01 April 2023		2,27,20,090	(13,56,499)	2,13,63,591
Issued share capital	(12)	20,10,000	-	20,10,000
Total comprehensive loss for the year		-	(7,605)	(7,605)
Balance at 31 March 2024		<u>2,47,30,090</u>	<u>(13,64,104)</u>	<u>2,33,65,986</u>

The notes on pages 9 to 23 form an integral part of these financial statements.

TIME CAP OVERSEAS LIMITED
SEPARATE STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MARCH 2024

	<u>2024</u> <u>USD</u>	<u>2023</u> <u>USD</u>
<u>OPERATING ACTIVITIES</u>		
Loss before tax	(7,605)	(7,945)
	<u>(7,605)</u>	<u>(7,945)</u>
<u>Operating loss before working capital changes</u>		
Increase in other payables	150	700
	<u>(7,455)</u>	<u>(7,245)</u>
<u>Net cash used in operating activities</u>		
<u>INVESTING ACTIVITIES</u>		
Purchase of investment	(20,00,000)	-
	<u>(20,00,000)</u>	<u>-</u>
<u>Net cash used in investing activities</u>		
<u>FINANCING ACTIVITIES</u>		
Increase in share capital	20,10,000	-
	<u>20,10,000</u>	<u>-</u>
<u>Net cash generated from financing activities</u>		
	<u>2,545</u>	<u>(7,245)</u>
<u>Net increase / (decrease) in cash at bank</u>		
<u>Cash at bank</u>		
At beginning of year	22,064	29,309
At end of year	24,609	22,064
	<u>2,545</u>	<u>(7,245)</u>
<u>Net increase / (decrease) in cash at bank</u>		

The notes on pages 9 to 23 form an integral part of these financial statements.

TIME CAP OVERSEAS LIMITED
NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

1. CORPORATE INFORMATION

Time Cap Overseas Limited is a private limited liability company and the company has been granted a Global Business Licence under the Financial Services Commission Act 2007, now an Authorised Company. The Company is presenting its Separate Financial Statements for the year ended 31 March 2024.

The principal activity of the Company is that of an investment holding company.

2. BASIS OF PREPARATION

a) Statement of compliance

The separate financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRSs") as issued by International Accounting Board ("IASB").

b) Basis of measurement

The separate financial statements have been prepared using the going concern principle under the historical cost basis except for where otherwise stated.

c) Functional and presentation currency

The separate financial statements of the Company are presented in United States Dollar ("USD"), which is the Company's functional currency. All financial information presented in USD have been rounded to the nearest dollar unless otherwise stated.

d) Use of estimates and judgements

The preparation of separate financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates.

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

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year, as well as critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the separate financial statements are provided in note 4.

e) Going concern

Management of the Company is not aware of any material uncertainties that may cast significant doubt on the Company's ability to continue as a going concern. Therefore, the separate financial statements continue to be prepared on the going concern basis.

f) New standards, amendments and interpretations adopted during the year

There have been amendments and interpretations that have become effective for the current year. The Company has adopted the following new interpretation during the year:

Definition of Accounting Estimates- Amendments to IAS 8

The amendments to IAS 8 clarify the distinction between changes in accounting estimates, changes in accounting policies and the correction of errors. They also clarify how entities use measurement techniques and inputs to develop accounting estimates.

The amendments had no impact on the Company's separate financial statements.

2. BASIS OF PREPARATION (CONTINUED)

f) New standards, amendments and interpretations adopted during the year (Continued)

Disclosure of Accounting Policies- Amendments to IAS 1 and IFRS Practice Statement 2

The amendments to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements provide guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the Company's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Company's separate financial statements.

Deferred Tax related to Assets and Liabilities arising from a Single Transaction- Amendments to IAS 12

The amendments to IAS 12 Income Tax narrow the scope of the initial recognition exception, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases and decommissioning liabilities.

The amendments had no impact on the Company's separate financial statements.

International Tax Reform—Pillar Two Model Rules – Amendments to IAS 12

The amendments to IAS 12 have been introduced in response to the OECD's BEPS Pillar Two rules and include:

- A mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules; and
- Disclosure requirements for affected entities to help users of the financial statements better understand an entity's exposure to Pillar Two income taxes arising from that legislation, particularly before its effective date.

The mandatory temporary exception – the use of which is required to be disclosed – applies immediately. The remaining disclosure requirements apply for annual reporting periods beginning on or after 1 January 2023, but not for any interim periods ending on or before 31 December 2023.

The amendments had no impact on the Company's separate financial statements as the Company is not in scope of the Pillar Two model rules as its revenue is less than EUR 750 million/year.

3. SUMMARY OF SIGNIFICANT MATERIAL ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in the separate financial statements except for new standards, amendments and interpretations adopted during the year as disclosed in note 2 (f).

Foreign currency translation

Transactions in foreign currencies are translated into the respective functional currency of the company at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

Foreign exchange gains and losses relating to cash in hand and at bank are presented in the statement of profit or loss within finance cost.

3. SUMMARY OF SIGNIFICANT MATERIAL ACCOUNTING POLICIES (CONTINUED)

Foreign currency translation (continued)

Foreign exchange gains and losses relating to the financial assets at fair value through profit or loss are presented in the statement of profit or loss within 'other net changes in fair value on financial assets at fair value through profit or loss.

Investments in subsidiaries

Subsidiaries

Subsidiaries are entities controlled by the Company. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Investments in subsidiaries is stated at cost less accumulated impairment losses in line with IAS 27 *Separate Financial Statements*. On disposal of an investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to profit or loss.

Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated. An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit ("CGU") exceeds its estimated recoverable amount.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGU.

Impairment losses are recognised in the statement of profit or loss. Impairment losses recognised in prior periods are assessed at each balance sheet date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Recognition and initial measurement

Financial assets at FVOCI (debt instruments) are recognised initially when they are originated.

Other financial assets and liabilities are recognised initially on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities at fair value through profit or loss are measured initially at fair value, with transaction costs recognised in profit or loss. Financial assets or financial liabilities not at fair value through profit or loss are measured initially at fair value plus transaction costs that are directly attributable to its acquisition or issue.

TIME CAP OVERSEAS LIMITED
NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

3. SUMMARY OF SIGNIFICANT MATERIAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

(ii) Classification

Financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost or fair value through profit or loss (FVTPL) or fair value through other comprehensive income (FVOCI).

Financial assets at FVTPL

Financial assets which are managed and whose performance is evaluated on a fair value basis and those are not classified as measured at amortised cost or FVOCI as described below are measured at FVTPL. This includes investments in equity securities.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. The election made on an investment-by-investments basis. The Company has not elected to designate equity instruments at FVOCI at the time of initial recognition.

Financial assets at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category includes cash at bank.

Debt investments at FVOCI

A debt instrument is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows and selling financial assets;
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This includes investments in debt securities.

Business Model assessment

In making an assessment of the objective of the business model in which a financial asset is held at a portfolio level, the Company considers all of the relevant information about how the business is managed, including:

- the documented investment strategy and the execution of this strategy in practice. This includes whether the investment strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- periods, the reasons for such sales and expectations about future sales activity.
- how managers of the businesses are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected.

TIME CAP OVERSEAS LIMITED
NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

3. SUMMARY OF SIGNIFICANT MATERIAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

(ii) Classification (Continued)

Business Model assessment (Continued)

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

The Company has determined that it has two business models:

- Held-to-collect business model: this includes cash and cash equivalents, Loan receivable from related party and other receivables. These financial assets are held to collect contractual cash flows.
- Held-to-collect and sell business model: this included debt securities at FVOCI.
- Other business model: These financial assets are managed, and their performance is evaluated, on a fair value basis, with frequent sales taking place.

Assessment of whether contractual cash flows are solely payments of principal and interest

For the purpose of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as profit margin.

In assessing whether the contractual cash flows are SPPI, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition.

In making the assessment, the Company considers:

- contingent events that would change the amount and timing of cash flows;
- leverage features;
- prepayment and extension terms;
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse loans); and
- features that modify consideration of the time value of money (e.g. periodical reset of interest rates).

(iii) Subsequent measurement

Category	Subsequent measurement
Financial assets at fair value through profit or loss	These assets are subsequently measured at fair value. Net gains and losses, including any foreign exchange are recognised in profit or loss as 'other net changes in fair value on financial assets at fair value through profit or loss' in statement of profit or loss. Dividend income on such instruments has been disclosed as a separated line item in statement of profit or loss
Financial assets at fair value through other comprehensive income [Debt securities]	These assets are subsequently measure at fair value. Interest income calculated using the effective interest method, impairment losses are recognised in the statement of profit or loss. Other net gains and losses are recognised in other comprehensive income. On derecognition, gains and losses accumulated in OCI are reclassified to statement of profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. Interest income is recognised in 'Interest income calculated using effective interest method' and impairment is recognised in 'impairment loss on financial assets at amortised cost' is recognised in separate line item in profit or loss. Any gain or loss on derecognition and modification is also recognised in profit or loss.
Financial liabilities at amortised cost	These financial liabilities are subsequently measured at effective cost using the effective interest rate.

TIME CAP OVERSEAS LIMITED
NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

3. SUMMARY OF SIGNIFICANT MATERIAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

(iv) Fair value measurement

'Fair value' is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk.

When available, the Company measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as 'active' if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis. If there is no quoted price in an active market, then the Company uses valuation techniques that maximize the use of relevant observable input and minimize the use of unobservable input. The chosen valuation technique incorporates all of the factors that market participant would take into account in pricing a transaction.

The Company recognises transfers between levels of the fair value hierarchy as at the end of the reporting period during which the change has occurred. The fair value of the financial instruments that are not traded in active markets is determined by using valuation techniques. The Company has used its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the reporting date. The principles of the International Private Equity and Venture Capital Valuation Guidelines have been used for the valuation of the financial assets at FVTPL. Note 7 provides details of the valuation techniques that the Company has applied.

(v) Amortised cost measurement

The amortised cost of a financial asset or financial liability is the amount at which the financial asset or financial liability is measured at initial recognition, minus principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between the initial amount recognised and the maturity amount, minus any reduction for impairment.

The effective interest method is a method of calculating the amortised cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the relevant year. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability at initial recognition. When calculating the effective interest rate, the Company estimates the future cash flows considering all contractual terms of the financial instruments but not the future credit losses.

(vi) Impairment

The Company recognises loss allowances for ECLs on:

- financial assets measured at amortised cost; and
- debt investments measured at FVOCI.

The Company measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the asset) has not increased significantly since initial recognition.

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

TIME CAP OVERSEAS LIMITED
NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

3. SUMMARY OF SIGNIFICANT MATERIAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

(vi) Impairment (Continued)

The Company considers a financial asset to be in default:

- when the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising assets (if any is held); or
- the financial asset is more than 90 days past due.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. 12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive).

ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer
- it is probable that the borrower will enter bankruptcy or other financial reorganisation
- the underlying project is put on hold
- breach of contract such as a default or being more than 90 days past due.

Presentation of allowance for ECLs in the statement of financial position

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

For debt securities at FVOCI, the loss allowance is charged to profit or loss and is recognised in OCI.

Write-off

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

3. SUMMARY OF SIGNIFICANT MATERIAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

(vii) Derecognition and modification

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset that is derecognised) and the consideration received (including any new asset obtained less any new liability assumed) is recognised in profit or loss. Any interest in such transferred financial assets that is created or retained by the Company is recognised as a separate asset or liability. Realised gain is calculated based on proceeds realised on disposal of investments less its cost. The cost is based on an average cost.

In transactions in which the Company neither retains nor transfers substantially all of the risks and rewards of ownership of a financial asset and it retains control over the asset, the Company continues to recognise the asset to the extent of its continuing involvement, determined by the extent to which it is exposed to changes in the value of the transferred asset.

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expired. On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

The Company recalculates the gross carrying amount of financial assets and recognises a modification gain or loss in profit or loss when the contractual cash flows are renegotiated or otherwise modified and the renegotiation or modification does not result in the derecognition of that financial asset.

The gross carrying amount of the financial asset is recalculated as the present value of the renegotiated or modified contractual cash flows that are discounted at the financial asset's original effective interest rate.

(viii) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and it intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Income and expenses are presented on a net basis for gains and losses from financial instruments at fair value through profit or loss and foreign exchange gains and losses.

There is no offsetting of financial instruments applied as on reporting in the statement of financial position.

Cash and cash equivalents

Cash comprises current deposits with banks. Cash equivalents are short-term highly liquid investments that are readily convertible to known amounts of cash, are subject to an insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes. The Company has elected to present the statement of cash flows using the indirect method.

Stated capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of tax effects.

TIME CAP OVERSEAS LIMITED
NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

3. SUMMARY OF SIGNIFICANT MATERIAL ACCOUNTING POLICIES (CONTINUED)

Taxation

The tax expense for the year comprises current, withholding and deferred tax. The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date in the country where the Company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

As from 1 October 2018, a company incorporated in Mauritius and which has its place of effective management outside Mauritius, such as an Authorised Company approved by the Financial Services Commission, is treated as non-resident for tax purposes but is required to submit a return of income. Such company is only required to pay tax on its income derived in Mauritius. Given that the Company is an Authorised Company and no income was derived in Mauritius for the year ended 31 March 2023, the Company is not subject to tax.

Deferred income tax is recognised in full on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the separate financial statements.

Deferred tax is not recognised for:

- temporary difference on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries, associates and joint ventures to the extent that the Company is able to control the timing of reversal of the temporary difference and it is probable that they will not reverse in the foreseeable future.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

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

Dividend income

Dividend income is recognised in profit or loss on the date that the right to receive payment is established. For unquoted securities, this is usually the date when the shareholders have approved the payment of a dividend. Dividend income from equity securities at fair value through profit or loss is recognised in profit or loss as a separate line item.

The Company has chosen to classify dividend income received under operating activities in the cash flow statement because they result directly from holding short positions as part of the operating activities of the Company.

Expense recognition

Expenses are accounted in profit or loss on an accrual basis and in accordance with the substance of relevant agreements. Transaction costs on financial assets at FVTPL are expensed as incurred in the statement of profit or loss and other comprehensive income.

TIME CAP OVERSEAS LIMITED
NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

3. SUMMARY OF SIGNIFICANT MATERIAL ACCOUNTING POLICIES (CONTINUED)

Finance cost

The finance cost includes interest expense calculated using the effective interest method and foreign exchange gain or losses on cash in hand and at bank.

Intangible asset

Premium paid on the acquisition of subsidiary is measured at cost less accumulated impairment losses.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of separate financial statements in accordance with IFRS requires the directors and management to exercise judgements in the process of applying the accounting policies. It also requires the use of accounting estimates and assumptions that may affect the reported amounts and disclosures in the separate financial statements. Judgements and estimates are continuously evaluated and are based on historical experience and other factors, including expectations and assumptions concerning future events that are believed to be reasonable under the circumstances. The actual results could, by definition, therefore, often differ from the related accounting estimates.

Where applicable, the notes to the separate financial statements set out areas where management has applied a higher degree of judgements that have a significant effect on the amounts recognised in the separate financial statements, or estimations and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year

Critical judgement areas

Determination of functional currency

Functional currency' is the currency of the primary economic environment in which the Company operates. If indicators of the primary economic environment are mixed, then management uses its judgement to determine the functional currency that most faithfully represents the economic effect of the underlying transactions, events and conditions.

The Company's investments and transactions are denominated in, United States Dollar and Brazilian Reals. The primary objective of the Company is to generate returns and capital growth in USD for the benefit of its shareholder. The assets and liabilities of the Company and the cash flows are predominantly USD denominated. The Company's performance is also evaluated in USD. The determination of the Company's functional currency is determined based on management's significant judgement in assessing the economic environment in which the Company operates.

Accordingly, management has to exercise significant judgement in determining the functional currency resulting from use of different foreign currencies in the Company's operations.

Estimates and assumptions

Impairment of investments in subsidiaries

The carrying value of investment in subsidiary are tested for impairment whenever there is any objective evidence or indication that the investment may be impaired. This determination requires significant judgement. In estimating the recoverable amount of the investments, the Company evaluates, amongst other factors, the future profitability of the subsidiary, its financial health and near-term business outlook, including factors such as industry and sector performance, changes in technology, and operational and financing cash flows.

TIME CAP OVERSEAS LIMITED
NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR YEAR ENDED 31 MARCH 2024

5. NEW STANDARDS, INTERPRETATIONS AND AMENDMENTS ISSUED BUT NOT YET EFFECTIVE

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Company's separate financial statements are disclosed below. The Company intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

Amendments to IFRS 16: Lease Liability in a Sale and Leaseback

In September 2022, the IASB issued amendments to IFRS 16 to specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains.

The amendments are effective for annual reporting periods beginning on or after 1 January 2024 and must be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of IFRS 16. Earlier application is permitted and that fact must be disclosed.

The amendments are not expected to have a material impact on the Company's separate financial statements.

Amendments to IAS 1: Classification of Liabilities as Current or Non-current

In January 2020 and October 2022, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

In addition, a requirement has been introduced to require disclosure when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.

The amendments are effective for annual reporting periods beginning on or after 1 January 2024 and must be applied retrospectively.

The amendments are not expected to have a material impact on the Company's separate financial statements.

Supplier Finance Arrangements - Amendments to IAS 7 and IFRS 7

In May 2023, the IASB issued amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures to clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

The amendments will be effective for annual reporting periods beginning on or after 1 January 2024. Early adoption is permitted, but will need to be disclosed.

The amendments are not expected to have a material impact on the Company's separate financial statements.

Lack of exchangeability (Amendments to IAS 21)

A currency is exchangeable into another currency when a company is able to exchange that currency for the other currency at the measurement date and for a specified purpose. When a currency is not exchangeable, a company needs to estimate a spot rate.

Under the amendments, companies will need to provide new disclosures to help users assess the impact of using an estimated exchange rate on the financial statements. These disclosures might include:

5. NEW STANDARDS, INTERPRETATIONS AND AMENDMENTS ISSUED BUT NOT YET EFFECTIVE (CONTINUED)

Lack of exchangeability (Amendments to IAS 21) (continued)

- the nature and financial impacts of the currency not being exchangeable;
- the spot exchange rate used;
- the estimation process; and
- risks to the company because the currency is not exchangeable.

The amendments apply for annual reporting periods beginning on or after 1 January 2025. Earlier application is permitted.

The board of directors of the Company have not yet assessed such impacts.

6. FINANCIAL RISK MANAGEMENT

6.1 FINANCIAL RISK FACTORS

The Company's activities expose it to a variety of financial risks:

- Market price risk (which includes interest rate risk, currency risk and equity price risk)
- Credit risk
- Liquidity risk

Interest rate risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of financial instruments. The Company does not have any interest-bearing financial assets and financial liabilities except cash in hand and at bank. The board of directors has elected not to present the sensitivity analysis given that it is not material.

Currency risk

The board of directors consider that the Company is not exposed to any currency risk since none of the assets and liabilities are in foreign currency.

Equity price risk

Equity price risk is the risk of unfavourable changes in fair values of equities as the result of changes in the value of individual shares. The Company is not exposure to such risk.

Credit risk

The Company's credit risk is primarily attributable to its cash in hand and at bank.

The Company only deposits cash with a major bank with high quality credit standing and limits exposure to any one counterparty. The majority of the Company's cash is with the SBM Bank (Mauritius), which has a good credit rating.

Impairment on cash and cash equivalents has been measured on a 12-month expected loss basis and reflects the short maturities of the exposures. ECL allowance is not material and therefore not recognised.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Ultimate responsibility for liquidity risk management rests with the Board of Directors who also monitors the Company's short, medium and long-term funding and liquidity management requirements.

TIME CAP OVERSEAS LIMITED
NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR YEAR ENDED 31 MARCH 2024

6. FINANCIAL RISK MANAGEMENT (CONTINUED)

6.1 FINANCIAL RISK FACTORS (CONTINUED)

Liquidity risk (continued)

The maturity profile of the financial instruments is summarized as follows:

	Total USD	Contractual cash flows Repayable on demand USD	Within one year USD	After one year USD	Total carrying amount USD
2024					
Other Payables	<u>2,790</u>	-	<u>2,790</u>	-	<u>2,790</u>
2023					
Other Payables	<u>2,640</u>	-	<u>2,640</u>	-	<u>2,640</u>

6.2 FAIR VALUE ESTIMATION

The nominal value less estimated credit adjustments to trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the company for the similar financial instruments.

6.3 CAPITAL RISK MANAGEMENT

The Company's objectives when managing capital are:

To safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, and to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk

To make adjustments to its capital structure in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the number of dividends paid to shareholders or sell assets to reduce debt.

6.4 CATEGORIES OF FINANCIAL INSTRUMENT

The table below provides reconciliation of the line items in the Company's separate statement of financial position to the categories of financial instruments.

Financial assets	Financial assets at amortised cost USD	Total carrying amount USD
2024		
Cash at bank	<u>24,609</u>	<u>24,609</u>
2023		
Cash at bank	<u>22,064</u>	<u>22,064</u>

TIME CAP OVERSEAS LIMITED
NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR YEAR ENDED 31 MARCH 2024

6. FINANCIAL RISK MANAGEMENT (CONTINUED)

6.4 CATEGORIES OF FINANCIAL INSTRUMENT (CONTINUED)

Financial liabilities	Financial liabilities at amortised cost USD	Total carrying amount USD
2024		
Other payables	2,790	2,790
2023		
Other payables	2,640	2,640

TIME CAP OVERSEAS LIMITED
NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR YEAR ENDED 31 MARCH 2024

7 INVESTMENT IN SUBSIDIARY

Unquoted investment at cost

Opening balance at 01 April
Additions during the year

Closing balance at 31 March

	<u>2024</u> <u>USD</u>	<u>2023</u> <u>USD</u>
	2,12,89,986	2,12,89,986
	20,00,000	-
	<u>2,32,89,986</u>	<u>2,12,89,986</u>

Details of the subsidiary are as follows:

<u>Name of company issues @ 1BRL each</u>	<u>Number of shares held</u>		<u>Class of shares</u>	<u>% Holdings</u>		<u>Country of incorporation</u>	<u>Activities of investee</u>
	<u>2024</u>	<u>2023</u>		<u>2024</u>	<u>2023</u>		
NATCOFARMA DO BRASIL LTDA	8,90,62,521	7,95,42,521	Ordinary	87.18%	85.86%	Brazil	Pharmaceutical

The directors have assessed the recoverable amount of the instrument and are of opinion that the carrying amount has not suffered any impairment.

8 INTANGIBLE ASSETS

Sweat equity

At 01 April
Impairment

At 31 March

	<u>2024</u> <u>USD</u>	<u>2023</u> <u>USD</u>
	54,181	54,181
	-	-
	<u>54,181</u>	<u>54,181</u>

USD 54,181 represents premium on initial investment in Brazil.

9 OTHER PAYABLES

Audit fee payable
Other payables

	<u>2024</u> <u>USD</u>	<u>2023</u> <u>USD</u>
	2,350	2,200
	440	440
	<u>2,790</u>	<u>2,640</u>

10 FINANCIAL SUMMARY

Issued share capital
Accumulated losses
Loss before taxation
Loss after taxation

	<u>2024</u> <u>USD</u>	<u>2023</u> <u>USD</u>
	2,47,30,090	2,27,20,090
	(13,64,104)	(13,56,499)
	(7,605)	(7,945)
	(7,605)	(7,945)

11 SHAREHOLDERS' EQUITY

Authorised share capital
Equity share of USD 10 each
Shareholder
NATCO Pharma Ltd

As at 31 March 2024			As at 31 March 2023		
Number	Amount \$	%	Number	Amount \$	%
24,73,009	2,47,30,090	100%	22,72,009	2,27,20,090	100%

12 STATED CAPITAL

At 31 March

	<u>2024</u> <u>USD</u>	<u>2023</u> <u>USD</u>
	<u>2,47,30,090</u>	<u>2,27,20,090</u>

13 EVENTS AFTER THE REPORTING PERIOD

There have been no other significant events after the reporting date which need disclosures in or amendments to the financial statements for the year ended 31 March 2024.

TIME CAP OVERSEAS LIMITED
FOR THE YEAR ENDED 31 MARCH 2024

Appendix 1

	<u>2024</u> <u>USD</u>	<u>2023</u> <u>USD</u>
<u>ADMINISTRATIVE EXPENSES</u>		
Audit fees	3,850	3,700
Postage & general expenses	555	1,025
Legal and professional fees	2,810	2,840
	<u>7,215</u>	<u>7,565</u>
<u>FINANCE COST</u>		
Bank charges	390	380
	<u>390</u>	<u>380</u>