Strategic Report, Report of the Directors and

Financial Statements for the Year Ended 31 March 2025

for

Bell,Sons & Co.(Druggists) Limited

Registered No: 00351951 (England and Wales)

Bell,Sons & Co.(Druggists) Limited
Contents of the Financial Statements
for the Year Ended 31 March 2025

Bell,Sons & Co.(Druggists) Limited

Company Information
for the Year Ended 31 March 2025

DIRECTORS:	Mr. Sathish Kumar Mrs. S Saldanha Mr. M Saldanha Mr. J Sharma Mr S R Buddharaju Mr C Hunter (Resigned on 10th May 2024) J S Molyneux (Appointed on 9th May 2024)
SECRETARY:	Mrs G Jacks
REGISTERED OFFICE:	Gifford House Slaidburn Crescent Southport Merseyside PR9 9AL
REGISTERED NUMBER:	00351951 (England and Wales)
AUDITORS:	PBG Associates Limited Chartered Accountants and Statutory Auditors 65 Delamere Road Hayes, Middlesex UB4 0NN
BANKERS:	Barclays Bank PLC

Bell,Sons & Co.(Druggists) Limited

Strategic Report
for the Year Ended 31 March 2025

The directors present the strategic report and financial statement for the year ended 31 March 2025.

FAIR REVIEW OF BUSINESS
During the period sales decreased from £53,652,924 to £51,868,281 and the profit on ordinary activities before taxation was £6,151,982 (2024: £7,588,182). Turnover has decreased year on year by 3% due to decrease in customer demand, changes in product mix. Profit on ordinary activities before taxation was 19% lower than the previous year due to the lower turnover, decrease sales of products and lesser efficient supply chain and manufacturing capability.

Bell's manufactures licensed products - both as own branded products and, for certain customers, in own label form together with a range of unlicensed products. The company owns a manufacturing facility in Southport complete with new pilot plant and expanded laboratories and is an established manufacturer of over 200 OTC pharmaceuticals having full approval of the UK MHRA.

Bell's customers include retailers, pharmacies, chemist wholesalers and cash and carry outlets. The company enjoys a significant stronghold in the export markets. With more than 80 years of experience and a reach across 50+ countries, the brand is recognized and respected globally. Its key export markets are West Africa and Middle East.

PRINCIPAL RISKS AND UNCERTAINTIES
Principal business and financial risks the company faces are as follows:

Operating risk:
The company acquires the bulk of its products from manufacturers who are part of the Marksans group. It holds regular meetings with these companies to ensure minimal risk and disruptions to its supply chain.

Market risk:
The company makes considerable efforts to protect its intellectual property rights at all times, for both new and existing product, and to ensure that the company is carries on its business without infringing the rights of others.

Liquidity risk:
Liquidity risk is managed by maintaining a balance between the funding requirements to support operational and other activities and the bank balances available for these purposes. The company's liquidity risk management includes short -term cash projections, and monitoring balance sheet liquidity on a frequent basis.

Foreign exchange risk:
A significant portion of the company's trading transactions is carried out in the local currency (GBP). The company owes amount to the group company (borrowings) in GBP. The company does not enter into any hedging instruments. The Group's hedging is centralized at the parent company.

Credit risk:
Customers comprise large corporates with low credit risk. There are not considered to be any material risks relating to individual customers or business partners. Trade debtors are also managed in terms of credit and cash flow risk by policies concerning the credit offered to customers and the regular monitoring of amounts outstanding in terms of for both time and credit limits.

Interest rate risk:
The company owes amount to the group company on which interest is payable. However, there are not considered to be any material risk regarding interest rate

Bell,Sons & Co.(Druggists) Limited

Strategic Report
for the Year Ended 31 March 2025

SECTION 172(1) STATEMENT
The Directors have acted in a way that they considered, in good faith, would be most likely to promote the success of Company for the benefits of its members as a whole, and in doing so had regard (amongst other matters) to the matters listed in section 172(1)(a) to (f) when performing their duties and comment as follows:

a. the Directors are satisfied that the current business activity is in the long term interest of the Company and its Shareholder;

b. the Directors considers that the employees are one of the key stakeholders and continue to focus on training and supporting of the employees in the understanding that a well informed and trained workforce is essential for the Company's ongoing success,

c. the Directors have adequately fostered the business relationship with the suppliers, customers and others;

d. the Directors are satisfied and have properly responded to the needs of the community and concerns regarding the environment, due to the operation of the company;

e. the Company's business is to continue to becoming holding company whose subsidiaries are into development, registration and distribution of generic prescription Pharmaceuticals, manufacture and sale of Pharmaceuticals in the UK The Directors are satisfied that the Company have maintained a reputation for high standards of business conduct, including its dealing with its customers, employees and the regulators, and

f. The Company has adequately and fairly kept its shareholders fully informed and provided quarterly financial statements and progress of the Company's business.

Energy consumption and Greenhouse gas emissions during the year, we consumed 805,652 kWh of electricity (a 39% decrease on previous year) and 451,175 kWh of gas (a 14% increase on previous year). There were no other material emissions as a result of the company's activities. Our Scope 1 and Scope 2 gross greenhouse gas (GHG) emissions for the year ended 31 March 2025 was 85.7 tonnes of CO_2 (a 70% decrease on previous year). This change has been a result of reduced consumption and to new renewable energy contracts (green contracts) for both gas and electricity starting in October 2024. We have calculated our Carbon footprint with assistance from independent consultants – 'Airfriendly' and 'Sustainable Foot Forward', using data from the energy supplier's reported fuel mix, as well as the recommended government conversion factors, to create a bespoke figure based on Group consumption.

Energy saving initiatives have been progressed in 2024 with 379 self-consumption photovoltaic units (solar panels) across 979m2 of the Southport factory & office roof space giving 204 kWh. This is delivering a further electricity saving of 27%. All new gas and electricity contracts have also been signed on green basis, meaning all utility supplies are from renewable sources.

The company will continue to develop its products range to meet market needs.

The profit for the year, after taxation before dividend amounting to £4,781,448 (2024: £5,510,660).

ON BEHALF OF THE BOARD:

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Mr. Sathish Kumar - Director

Date: 14/05/2025

Bell,Sons & Co.(Druggists) Limited

Report of the Directors
for the Year Ended 31 March 2025

The directors present their annual report and financial statement for the year ended 31 March 2025.

PRINCIPAL ACTIVITY
The principal activity of the company continued to be that of Manufacturer and sale of pharmaceuticals.

DIVIDENDS
No dividend was declared during the year ended 2025 (2024: £1,250,000).

DIRECTORS
The directors who holds office during the year and upto the date of signature of financial statement were as follow:
Mr. M Saldanha
Mr. J Sharma
Mrs. S Saldanha
Mr. S Jayanna
Mr. Buddharaju, Seetharama Raju
Mr Colin Hunter (Resigned on 10th May 2024)
Mr. J S Molyneux (Appointed on 9th May 2024)

STATEMENT OF DIRECTORS' RESPONSIBILITIES
The directors are responsible for preparing the Strategic Report, the Report of the Directors and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT OF DISCLOSURE TO AUDITORS
So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS
The auditors, PBG Associates Limited, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

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Mr. Sathish Kumar - Director

Date: 14/05/2025

Report of the Independent Auditors to the Members of
Bell,Sons & Co.(Druggists) Limited

Opinion
We have audited the financial statements of Bell,Sons & Co.(Druggists) Limited (the 'company') for the year ended 31 March 2025 which comprise the Income Statement, Other Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:
- give a true and fair view of the state of the company's affairs as at 31 March 2025 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion
We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern
In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information
The directors are responsible for the other information. The other information comprises the information in the Strategic Report and the Report of the Directors, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, 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 we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. 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.

Opinions on other matters prescribed by the Companies Act 2006
In our opinion, based on the work undertaken in the course of the audit:
- the information given in the Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Report of the Directors have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception
In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Report of the Directors.

we have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- Adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- The financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit

Responsibilities of directors
As explained more fully in the Statement of Directors' Responsibilities set out on page four, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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 a Report of the Auditors 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 (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with those charged with governance of the company.

Our approach was as follows:
- We obtained an understanding of the legal and regulatory requirements applicable to the company and considered that the most significant are the Companies Act 2006, UK financial reporting standards as issued by the Financial Reporting Council, UK taxation legislation, and the Medicines and Healthcare products Regulatory Agency, laws & Regulatory related to product safety, the European Medicine Agency, Anti bribery and competition law and other UK Tax legislation.

- The Company's principal activity was that of manufacturer and sale of pharmaceuticals. As such the Senior Statutory Auditor considered the experience and expertise of the engagement team to ensure that the team had the appropriate competence and capabilities, which included the use of specialists where appropriate.

- Enquiries with the management concerning any actual or potential litigation or claims; inspection of relevant legal correspondence if any; review of board minutes; testing the appropriateness of entries in the nominal ledger, including journal entries; reviewing transactions around the end of the reporting period; and the performance of analytical procedures to identify unexpected movements in account balances which may be indicative of fraud.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our Report of the Auditors.

Report of the Independent Auditors to the Members of
Bell,Sons & Co.(Druggists) Limited

Use of our report
This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

D. Arora

Devender Arora ACA (Senior Statutory Auditor)
for and on behalf of PBG Associates Limited
Chartered Accountants and Statutory Auditors
65 Delamere Road
Hayes, Middlesex
UB4 0NN

Date: 14/05/2025

Bell,Sons & Co.(Druggists) Limited

Income Statement
for the Year Ended 31 March 2025

	Notes	31.3.25 £	31.3.25 £	31.3.24 £	31.3.24 £
TURNOVER	3		51,868,281		53,652,924
Cost of sales			42,101,552		42,760,035
GROSS PROFIT			9,766,729		10,892,889
Distribution costs		1,491,497		1,560,753	
Administrative expenses		2,354,293		1,948,489	
			3,845,790		3,509,242
			5,920,939		7,383,647
Other operating income	4		231,043		198,626
OPERATING PROFIT	6		6,151,982		7,582,273
Loss on disposal of fixed asset			-		5,909
PROFIT BEFORE TAXATION			6,151,982		7,588,182
Tax on profit	7		1,370,534		2,077,522
PROFIT FOR THE FINANCIAL YEAR			4,781,448		5,510,660

The notes form part of these financial statements

Other Comprehensive Income
for the Year Ended 31 March 2025

	Notes	31.3.25 £	31.3.24 £
PROFIT FOR THE YEAR		4,781,448	5,510,660
OTHER COMPREHENSIVE INCOME		-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		4,781,448	5,510,660

Bell,Sons & Co.(Druggists) Limited (Registered number: 00351951)

Statement of Financial Position
31 March 2025

	Notes	31.3.25 £	31.3.25 £	31.3.24 £	31.3.24 £
FIXED ASSETS					
Intangible assets	9		3,731		3,958
Tangible assets	10		5,755,534		4,824,518
			5,759,265		4,828,476
CURRENT ASSETS					
Stocks	11	16,604,366		12,412,366	
Debtors	12	10,931,607		11,723,475	
Cash at bank		7,148,176		7,083,255	
		34,684,149		31,219,096	
CREDITORS					
Amounts falling due within one year	13	9,233,851		9,538,758	
NET CURRENT ASSETS			25,450,298		21,680,338
TOTAL ASSETS LESS CURRENT LIABILITIES			31,209,563		26,508,814
PROVISIONS FOR LIABILITIES	14		445,775		526,474
NET ASSETS			30,763,788		25,982,340
CAPITAL AND RESERVES					
Called up share capital	15		6,334		6,334
Revaluation reserve	16		1,037,692		1,037,692
Retained earnings	16		29,719,762		24,938,314
SHAREHOLDERS' FUNDS			30,763,788		25,982,340

The financial statements were approved by the Board of Directors and authorised for issue on 14/05/2025 and were signed on its behalf by:

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Mr. Sathish Kumar - Director

The notes form part of these financial statements

Bell,Sons & Co.(Druggists) Limited

Statement of Changes in Equity
for the Year Ended 31 March 2025

	Called up share capital £	Retained earnings £	Revaluation reserve £	Total equity £
Balance at 1 April 2023	6,334	20,677,654	1,037,692	21,721,680
Changes in equity				
Dividends	-	(1,250,000)	-	(1,250,000)
Total comprehensive income	-	5,510,660	-	5,510,660
Balance at 31 March 2024	6,334	24,938,314	1,037,692	25,982,340
Changes in equity				
Dividends	-	-	-	-
Total comprehensive income	-	4,781,448	-	4,781,448
Balance at 31 March 2025	6,334	29,719,762	1,037,692	30,763,788

The notes form part of these financial statements

1. **STATUTORY INFORMATION**

Bell, Sons & Co.(Druggists) Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. **MATERIAL ACCOUNTING POLICIES**

Accounting convention
These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standards applicable in UK and Republic of Ireland" (FRS 102) and the requirement of Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded in nearest pound.

The financial statements have been prepared on the historical cost convention. The principle accounting policies adopted are set out below.

Cash flow exemption
The company, being member of the group wherein the parent company prepares consolidated financial statements, which are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with Financial Reporting Standard 102.

Going concern
At the time of approving the financial statement, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus, the directors continue to adopt the going concern basis of accounting in preparing financial statements.

Turnover
Turnover compromise fair value of the consideration received or receivable and represents the amount receivable by company in respect of goods supplied during the year, net of returns, discounts and rebates allowed by the Company and value added taxes based on the date they are dispatched.

Revenue from sale of goods to be recognized when significant risk and reward of ownerships of goods have passed to the buyer (usually on dispatch of goods), the amount of revenue can be measured reliably, it is probable that the economic benefit associated with the transactions will flow to the entity and the cost incurred or to be incurred in respect of transactions can be measured reliably.

Intangible fixed assets other than goodwill
Intangible assets acquired separately from business are recognized at cost and are subsequently measured at cost less accumulated impairment losses. Intangible assets acquired in business combinations are recognized separately from goodwill at acquisition date if the fair value can be measured reliably.

Amortization is recognized so as to write off the cost or valuation of the assets less their residual values over their useful lives on the following basis

Product licence - 5 to 20 years Straight Line Method

continued...

2. **MATERIAL ACCOUNTING POLICIES - continued**

Tangible fixed assets
Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.
Tangible fixed assets are stated at cost or valuation less depreciation. Depreciation is not charged on Freehold land. Depreciation provided at rates calculated to write off the cost or valuation less estimated residual value of each assets over its expected useful life, as follows;
Freehold Building - 2% to 10% cost or revaluation figure
Plant and machinery - 20% Straight Line Method

The gain or loss arising on the disposal of an asset is determined as the difference between the sales proceed and carrying value of the asset, and is credited and charged to profit or loss.

Capital work in progress consists of asset under construction. It will be capitalised when the property is ready to use and will be depreciated over its expected useful life.

Impairment of Fixed Asset
At each reporting end date, the company review the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of assets is estimated in order to determine the extent of impairment loss (if any).

Whether it is not possible to estimate recoverable amount of an individual asset, the company estimate the recoverable amount of cash generating unit to which the asset belongs.

Recoverable amount is higher of fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discontinued at their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risk specific to the asset for which estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash generating unit) is reduced to its recoverable amount.

An impairment loss is recognized immediately in profit or Loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as revaluation decreases.

Stocks
Stocks are stated at lower of cost and estimated selling price less costs to complete sell. Cost of inventories is determined using the First-In, First-Out (FIFO) method. Cost of inventories includes the cost of purchases and other related costs incurred in bringing the inventories to their present location and condition. Cost comprises direct materials and, where applicable, direct labour costs those overheads that have been incurred in bringing the stock to their present location and condition.

Stocks held for distribution at no or nominal consideration are measured at cost, adjusted where applicable for any loss of service potential.

At each reporting date, an assessment is made for impairment. Any excess of carrying amount of stocks over its estimated selling price less cost to complete and sell is recognized as an impairment loss in profit or loss. Reversals of impairment losses are also recognized in profit or loss.

Cash and cash equivalents
Cash and cash equivalents include cash in hand, deposits held at call with banks, other short term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

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2. **MATERIAL ACCOUNTING POLICIES - continued**

Financial instruments
The comply elected to apply the provisions of section 11 "Basic Financial Instruments" and section 12 "other Financial Instruments Issues" of FRS 102 to all of its financial instruments.
Financial instruments are recognized in company's statement of financial position when the company became party to the contractual provisions of the instruments.
Financial assets and liabilities are offset, with the net amount presented in the financial statements. When there is a legally enforceable right to set off the recognized amount and there is an intention to settle on a net basis or to realize the net asset and settle the liability simultaneously.

Basic Financial Assets
Basic financial assets which include trade and other receivables, cash and bank balances, are initially measured at transaction price including transaction cost and are subsequently carried at amortized cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at present value of the future receipts discounted at a market rate of interest.
Trade debtor, loans and other receivables that have fixed or determinable payments that are not quoted in active market are classified as "Loans and receivables" loans and receivables are measured at amortized cost using the effective interest method, less any impairment.

Impairment of Financial Assets
Financial Assets other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial Assets are impaired where there is objective evidence that, as a result of one or more events that accrued after the initial recognition of the financial assets, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognized in profit or loss.

If there is a decrease in impairment loss arising from an event occurring after the impairment was recognized, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what carrying amount would have been, had the impairment not previously been recognized. The impairment reversal is recognized in profit or loss.

De-recognition of Financial Asset
Financial assets are derecognized only when contractual right to the cash flow from the asset expire or are settled, or when the company transfer the financial asset and substantially all the risk and reward of ownership to another entity, or if some of significant risk and rewards of ownerships are retained but control of asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of Financial Liabilities
Financial liabilities and equity instruments are classified according to the substances of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic Financial Liabilities
Basic financial liabilities include trade and other payables, bank loan, loan from fellow group companies and preference shares that are classified as debt, are initially recognized at transaction price unless the arrangement constitutes a financial transaction, where the debt instrument is measured at the present value of future payments discounted at a market rate of interest. Debt instruments are subsequently carried at cost, using effective interest rate method.

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2. **MATERIAL ACCOUNTING POLICIES - continued**

Trade payables are obligation to pay for goods and services that have been acquired in ordinary course of business from suppliers. Accounts payables are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognized initially at transaction price and subsequently measured at amortized cost using effective interest rate method.

Financial liabilities and equity instruments are classified according to the substance to the contractual arrangement entered into. An equity instrument is a contract that evidences a residual interest in the asset of the company after deducting all of its liabilities.

De-recognition of Financial Liability

Financial liabilities are derecognized when the company's contractual obligation expire or are discharged or cancelled.

Taxation

The tax expenses represent the sum of the tax currently payable and deferred tax.

Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income and expenses that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liability is generally recognized for all timing differences and deferred tax asset is recognized to the extent that it is probable that they will be recovered against the reversal of deferred tax liability or other future taxable profits. Such assets and liabilities are not recognized if the timing differences arises from goodwill or from initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profits.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled, or the asset is realized. Deferred tax is charged of credited in profit and loss account, except when it relates to items charged or credited directly to equity, in which case deferred tax is also dealt with in equity. Deferred tax assets and liability are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax asset and liabilities relate to taxes levied by the same tax authority.

Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rate of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains or losses arising on translation are included in the profit and loss account for the period.

Leases

Rentals payables under operating leases, including any lease incentives received, are charged to income on a straight-line basis over the term of relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefit from the leased assets are consumed.

Employee benefits

The cost of short term employee benefits is recognized as a liability and an expense, unless those cost are required to be recognized as part of the cost of stock or fixed asset.Termination benefit are recognized immediately as an expense when company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

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2. **MATERIAL ACCOUNTING POLICIES - continued**

Retirement benefits
Payment to defined contribution retirement benefit schemes are charged as an expense as the fall due.

Equity instruments
Equity instruments issued by company are recorded at the proceeds received, net of direct issue cost. Dividend payable on equity instrument are recognised as liability once they are no longer at the discretion of company. These amounts are recognised in the statement of changes in equity.

Judgement and key sources of estimation uncertainty
In the application of the company's accounting policies, the directors are required to make judgements, estimated and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experiences and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognized in the period in which the estimates is revised where the revision effects only that period, or in the period of revision and future periods where the revision affects both current and future periods.

3. **TURNOVER**

An analysis of company's turnover is as follows:

	31.3.25	31.3.24
	£	£
Turnover		
Sale of goods	51,868,281	53,652,924

The analysis of turnover by geographical markets:

	31.3.25	31.3.24
	£	£
United Kingdom	48,434,528	47,193,224
Europe	740,987	814,389
Rest of the world	2,692,766	5,645,311
Total	**51,868,281**	**53,652,924**

4. **OTHER OPERATING INCOME**

	31.3.25	31.3.24
	£	£
Bank interest receivable	96,083	194,089
HMRC Interest	-	4,537
Other Income	134,960	-
	231,043	198,626

continued...

5. EMPLOYEES AND DIRECTORS

The average monthly number of persons (including directors) employed by the company during the year was:

	31.3.25	31.3.24
	Number	Number
Production	174	186
Sales and Administration	17	18
Total	191	204

Their aggregate remuneration comprised

	31.3.25	31.3.24
	£	£
Wages and Salaries	5,630,110	5,995,803
Social Security Cost	551,186	558,787
Other Pension Cost	181,664	208,105
Total	6,362,960	6,762,695

Directors Remuneration

	2025	2024
	£	£
Remuneration for qualifying services	-	-
Company pension contributions to defined contribution schemes	-	-
Total	-	-

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 0 (2022-Nil)

(Directors Remuneration amounting to £448,847 (2024: £279,367) is recharged from Relonchem Limited)

6. OPERATING PROFIT

The operating profit is stated after charging/ (crediting):

	31.3.25	31.3.24
	£	£
Other operating leases	80,582	79,387
Depreciation - owned assets	577,747	368,835
Patents and licences amortisation	227	2,259
Provision for Bad Debts	36,355	56,152
Cost of stock recognised as an expenses	31,317,344	32,263,917
Auditors' remuneration:		
for audit services	9,000	9,000
for other services	1200	1200

continued...

7. TAXATION

	31.3.25	31.3.24
	£	£
Current tax:		
UK corporation tax on profit	1,425,039	1,867,903
Short provision of prior year	26,193	(27,165)
UK Corporation tax on profits for the current period	1,451,232	1,840,738
Deferred tax:		
Originating and reversal timing differences	(80,699)	236,784
	1,370,534	2,077,522

The charges for the year can be reconciled to the profit and loss account as follow:

	31.3.25	31.3.24
	£	£
Profit before taxation on continued operations	6,151,982	7,588,182
Profit on ordinary activities before taxation multiplied by standard rate of corporation tax of 25% (2024-25%)	1,537,996	1,897,046
Tax effect of expenses that are not deductible in determining taxable profit	(27,204)	-
Originating and reversal timing differences	(80,698)	
R & D claims credit	16,293	(52,350)
(Excess)/Short provision of earlier years	26,193	(27,165)
Group Relief	(3,153)	-
Difference of Capital allowances and depreciation	(98,893)	259,991
	(167,462)	180,476
Tax expenses for the year	1,370,534	2,077,522

8. DIVIDENDS

	31.3.25	31.3.24
	£	£
Ordinary share capital shares of £1 each	-	1,250,000

continued...

9. INTANGIBLE FIXED ASSETS

	Patents and licences £
COST	
At 1 April 2024 and 31 March 2025	68,882
AMORTISATION	
At 1 April 2024	64,924
Amortisation for year	227
At 31 March 2025	65,151
NET BOOK VALUE	
At 31 March 2025	3,731
At 31 March 2024	3,958

10. TANGIBLE FIXED ASSETS

	Freehold property £	Capital work in progress £	Plant and machinery £	Totals £
COST				
At 1 April 2024	3,410,969	511,106	5,558,073	9,480,148
Additions	477,605	349,754	681,404	1,508,763
Reclassification/transfer	214,263	(445,276)	231,013	-
At 31 March 2025	4,102,837	415,584	6,470,490	10,988,911
DEPRECIATION				
At 1 April 2024	692,347	-	3,963,283	4,655,630
Charge for year	131,082	-	446,665	577,747
At 31 March 2025	823,429	-	4,409,948	5,233,377
NET BOOK VALUE				
At 31 March 2025	3,279,408	415,584	2,060,542	5,755,534
At 31 March 2024	2,718,622	511,106	1,594,790	4,824,518

continued...

11. STOCKS

	31.3.25	31.3.24
	£	£
Stocks of Raw materials and Consumables	3,205,555	4,037,493
Work-in-progress	27,885	-
Finished goods	13,370,926	8,374,873
	16,604,366	12,412,366

During the year £720,112 (2024: £325,613) was recognized as an expense in Profit and Loss account in respect of the write down of inventory.

12. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.3.25	31.3.24
	£	£
Trade debtors	7,844,236	8,065,748
Provision for bad debts	(40,336)	(80,049)
Advances to Vendors	161,381	-
Amounts owed by group undertakings	1,851,760	3,019,701
Corporate tax receivable	422,794	132,046
Prepayments and accrued income	691,772	586,029
	10,931,607	11,723,475

13. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.3.25	31.3.24
	£	£
Trade creditors	1,264,640	2,057,327
Dividend payable	-	1,250,000
Amounts owed to group undertakings	5,557,505	3,293,239
Social security and other taxes	1,557,362	1,239,128
Other creditors	102,680	66,949
Advance from Customers	57,651	-
Accruals and deferred income	694,013	1,632,115
	9,233,851	9,538,758

14. PROVISIONS FOR LIABILITIES

	31.3.25	31.3.24
	£	£
Deferred tax (Accelerated Capital Allowances)	445,775	526,474

These are the major deferred tax liabilities and assets recognised by the company and in the current year there were movement amounting -£80,699 (2024: £236,784)

continued...

15. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	31.3.25 £	31.3.24 £
6,334	Ordinary	£1	6,334	6,334

16. RESERVES

	Retained earnings £	Revaluation reserve £	Totals £
At 1 April 2024	24,938,314	1,037,692	25,976,006
Profit for the year	4,781,448		4,781,448
Dividends	-	-	-
At 31 March 2025	29,719,762	1,037,692	30,757,454

17. PENSION COMMITMENTS

Defined contribution schemes
The company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

The charge to profit and loss in respect of defined contribution schemes was £359,112 (2024: £208,104)

18. CAPITAL COMMITMENTS

	31.3.25 £	31.3.24 £
Contracted but not provided for in the financial statements	68,918	414,749

19. RELATED PARTY TRANSACTIONS EXEMPTION

The company has taken the advantage of exemption, under the terms of Financial Reporting Standard 102. The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group, as permitted by paragraph 33.1A of FRS 102.

continued...

20. CONTROLLING PARTY

The immediate parent undertaking is Marksans Holdings Limited, a company incorporated in England and Wales. The company is controlled by Marksans Pharma U.K. Limited by virtue of its 100% ownership of Marksans Holdings Limited.

The parent undertaking of smallest group for which consolidated accounts are prepared is Marksans Pharma U.K. Limited. Consolidated accounts are available from companies House, Cardiff, CF14 3UZ.The parent undertaking of largest group for which consolidated accounts are prepared is Marksans Pharma Limited, a company incorporated in India. Consolidated accounts are available from the registrar of companies, Everest 100, Marine Drive, Mumbai- 400 002, Maharashtra.

In the opinion of the directors, Marksans Pharma Limited is the company's ultimate parent company and ultimate controlling party.

21. OPERATING LEASE COMMITMENTS

Lessee

At 31 March 2025 the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	31.3.25	31.3.24
	£	£
Within one year	173,104	173,570
Between two and five years	5,71,296	533,781
More than five years	1,061,681	1,181,973

22. PREVIOUS YEAR FIGURES

Previous year figures have been rearranged/ regrouped/ reclassified wherever considered necessary to facilitate comparison with the current year figures.

Bell,Sons & Co.(Druggists) Limited

Trading and Profit and Loss Account
for the Year Ended 31 March 2025

	31.3.25		31.3.24	
	£	£	£	£
Sales		51,868,281		53,652,924
Cost of sales				
Purchases	31,317,344		32,263,917	
Wages and salaries	4,425,699		5,025,472	
Social security	466,209		428,704	
Pensions	139,019		131,691	
Direct Manufacturing costs	1,813,202		1,335,031	
Carriage Inwards and import duty	1,927,715		1,679,423	
Light heat and power	293,290		421,522	
Repairs and maintenance	602,833		444,248	
Product development	184,796		204,712	
Miscellaneous costs	57,524		37,653	
Discounts allowed	62,400		73,484	
Temporary recruitment	32,645		59,776	
Sales rebate	244,744		300,502	
Amortisation of intangible fixed assets				
Patents and licences	227		2,259	
Depreciation of tangible fixed assets				
Depreciation of plant and equipment	533,905		351,641	
		42,101,552		42,760,035
GROSS PROFIT		9,766,729		10,892,889
Other income				
Bank interest receivable	96,083		194,089	
HMRC Interest	-		4,537	
Other Income	134,960		-	
		231,043		198,626
		9,997,772		11,091,515
Expenditure				
Wages and salaries	336,508		301,766	
Social security	34,311		34,311	
Pensions	15,516		15,516	
Vehicle leasing	1,224		5,175	
salesman expenses	15,318		22,792	
Carriage outwards	1,059,196		1,160,198	
Advertising and promotions	29,424		20,995	
Rent	80,582		79,387	
Life and medical insurance	33,441		33,302	
Wages and salaries	517,400		549,600	
Social security	53,747		53,747	
Telephone and fax	50,127		45,380	
Carried forward	2,226,794	9,997,772	2,322,169	11,091,515

This page does not form part of the statutory financial statements

Bell,Sons & Co.(Druggists) Limited

Trading and Profit and Loss Account
for the Year Ended 31 March 2025

	31.3.25		31.3.24	
	£	£	£	£
Brought forward	2,226,794	9,997,772	2,322,169	11,091,515
Printing and stationery	55,677		62,917	
Motor expenses	5,146		9,512	
Motor running costs	747		850	
Repairs and maintenance	147,856		134,043	
Staff recruitment costs	48,804		41,088	
Staff training and welfare	42,554		34,150	
Premises insurance	441,677		228,499	
Staff pension costs defined co contribution	20,964		20,965	
Management recharge- Directors remuneration	420,411		279,367	
Sundry expenses	17,470		28,409	
Interest on late fees	-		20,479	
Bank charges	12,978		3,402	
Rates	114,186		104,674	
Other professional service	1,200		1,200	
Professional subscriptions	10,108		5,586	
Legal and professional fees	63,857		34,041	
Auditors' remuneration	9,000		9,000	
Depreciation of tangible fixed assets	43,842		17,194	
Other Payroll cost	720		718	
Provision for Bad debts	36,355		56,152	
Employee expenses	6,716		3,882	
Canteen	5,646		2,343	
Product registrations and trademark	113,082		88,602	
		3,845,790		3,509,242
		6,151,982		7,582,273
Finance costs				
Bank overdraft interest payable		-		-
		6,151,982		7,582,273
Loss on disposal of fixed asset				
Loss on disposal of fixed asset		-		(5,909)
NET PROFIT		6,151,982		7,588,182

Report of the Directors and

Financial Statements for the Year Ended 31 March 2025

for

Marksans Holdings Limited

Marksans Holdings Limited

Contents of the Financial Statements
for the Year Ended 31 March 2025

Marksans Holdings Limited

Company Information
for the Year Ended 31 March 2025

DIRECTORS:	Mr. Sathish Kumar Mrs. S Saldanha Mr. M Saldanha Mr. J Sharma Mr S R Buddharaju Mr C Hunter (Resigned on 10th May 2024) Mr. J S Molyneux (Appointed on 9th May 2024)
SECRETARY:	Mrs G Jacks
REGISTERED OFFICE:	Cheshire House Gorsey Lane Widnes Cheshire WA8 0RP
REGISTERED NUMBER:	05591744 (England and Wales)
AUDITORS:	PBG Associates Limited Chartered Accountants and Statutory Auditors 65 Delamere Road Hayes, Middlesex UB4 0NN

Marksans Holdings Limited

Report of the Directors
for the Year Ended 31 March 2025

The directors present their annual report and financial statement for the year ended 31 March 2025.

PRINCIPAL ACTIVITY
The principal activity of the company continued to be that of a holding company. The company holds the entire share capital of Bell, Sons & Co. (Druggists) Limited, a company that Manufactures pharmaceuticals products.

The company had not traded during the year.

DIVIDENDS
No dividend was declared during the year ended 2025.

DIRECTORS
The directors who held office during the year and upto the date of signature of financial statement were as follows.

Mr. M Saldanha
Mr. J Sharma
Mrs. S Saldanha
Mr S Jayanna
Mr. Buddharaju, Seetharama Raju
Mr Colin Hunter (Resigned on 10th May 2024)
Mr. J S Molyneux (Appointed on 9th May 2024)

STATEMENT OF DISCLOSURE TO AUDITORS
So far as each person who has a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS
The auditors, PBG Associates Limited, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

....
Mr. Sathish Kumar - Director

Date: 14/05/2025

Marksans Holdings Limited

Directors' Responsibilities Statement
for the Year Ended 31 March 2025

The directors are responsible for preparing annual report and financial statement in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statement for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practices (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of state of affairs of the company and of the profit or loss of the company for the period. In preparing these financial statements, the directors are required to:

- Select suitable accounting policies and then apply them consistently.
- Make judgements and accounting estimates that are reasonable and prudent.
- Prepare the financial statement on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for tacking reasonable steps for the prevention and detection of fraud and other irregularities.

Report of the Independent Auditors to the Members of
Marksans Holdings Limited

Opinion
We have audited the financial statements of Marksans Holdings Limited (the 'company') for the year ended 31 March 2025 which comprise the Income Statement, Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:
- give a true and fair view of the state of the company's affairs as at 31 March 2025 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion
We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern
In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information
The directors are responsible for the other information. The other information comprises the information in the Report of the Directors and the Directors' Responsibilities Statement, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, 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 we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. 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.

Opinions on other matters prescribed by the Companies Act 2006
In our opinion, based on the work undertaken in the course of the audit:
- the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Report of the Directors has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception
In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Report of the Directors.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- Adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- The financial statements are not in agreement with the accounting records and returns; or
- Certain disclosures of Directors remuneration specified by law are not made; or
- We have not received all the information and explanations we require for our audit.

Responsibilities of directors
As explained more fully in the Directors' Responsibilities Statement set out on page three, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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 a Report of the Auditors 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 (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with those charged with governance of the company.

Our approach was as follows:
- We obtained a general understanding of the legal and regulatory frameworks that are applicable to the company and determined that there are no significant laws and regulations except for company's legislation and the financial reporting framework (UK GAAP). We obtained a general understanding of how the company is complying with those frameworks by making enquiries of management and those responsible for legal and compliance matters of the Company.

- The Company's principal activity was that a holding company of Bell, Sons & Co. (Druggists) Limited, a company that Manufactures pharmaceuticals products. As such the Senior Statutory Auditor considered the experience and expertise of the engagement team to ensure that the team had the appropriate competence and capabilities, which included the use of specialists where appropriate.

- Enquiries with the management concerning any actual or potential litigation or claims; inspection of relevant legal correspondence if any; review of board minutes; testing the appropriateness of entries in the nominal ledger, including journal entries; reviewing transactions around the end of the reporting period; and the performance of analytical procedures to identify unexpected movements in account balances which may be indicative of fraud

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our Report of the Auditors.

Use of our report
This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

D. Arora

Devender Arora ACA (Senior Statutory Auditor)
for and on behalf of PBG Associates Limited
Chartered Accountants and Statutory Auditors
65 Delamere Road
Hayes, Middlesex
UB4 0NN

Date: 14/05/2025

Marksans Holdings Limited

Income Statement
for the Year Ended 31 March 2025

	Notes	31.3.25 £	31.3.24 £
TURNOVER		-	-
Other operating income		-	1,250,000
OPERATING PROFIT and PROFIT BEFORE TAXATION		-	1,250,000
Tax on profit	5	-	-
PROFIT FOR THE FINANCIAL YEAR		-	1,250,000

The notes form part of these financial statements

Marksans Holdings Limited

Other Comprehensive Income
for the Year Ended 31 March 2025

	Notes	31.3.25 £	31.3.24 £
PROFIT FOR THE YEAR		-	1,250,000
OTHER COMPREHENSIVE INCOME		-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		-	1,250,000

The notes form part of these financial statements

Marksans Holdings Limited (Registered number: 05591744)

Balance Sheet
31 March 2025

		31.3.25		31.3.24	
	Notes	£	£	£	£
FIXED ASSETS					
Investments	7		1,490,874		1,490,874
CURRENT ASSETS					
Debtors	8	-		1,250,000	
CREDITORS					
Amounts falling due within one year	9	-		1,250,000	
NET CURRENT LIABILITIES			-		-
TOTAL ASSETS LESS CURRENT LIABILITIES			1,490,874		1,490,874
CAPITAL AND RESERVES					
Called up share capital	10		1,000		1,000
Share premium	11		1,489,874		1,489,874
SHAREHOLDERS' FUNDS			1,490,874		1,490,874

The financial statements were approved by the Board of Directors and authorised for issue on 14/05/2025
and were signed on its behalf by:

....
Mr. Sathish Kumar - Director

The notes form part of these financial statements

Marksans Holdings Limited

Statement of Changes in Equity
for the Year Ended 31 March 2025

	Called up share capital £	Retained earnings £	Share premium £	Total equity £
Balance at 1 April 2023	1,000	-	1,489,874	1,490,874
Changes in equity				
Dividends	-	(1,250,000)	-	(1,250,000)
Total comprehensive income	-	1,250,000	-	1,250,000
Balance at 31 March 2024	1,000	-	1,489,874	1,490,874
Changes in equity				
Dividends	-	-	-	-
Total comprehensive income	-	-	-	-
Balance at 31 March 2025	1,000	-	1,489,874	1,490,874

The notes form part of these financial statements

1. **STATUTORY INFORMATION**

Marksans Holdings Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. **MATERIAL ACCOUNTING POLICIES**

Accounting policies
Company information

Marksans Holdings Limited is a company limited by shares incorporated in England and Wales. The register office is Cheshire House, Gorsey Lane, Widnes, WA8 ORP.

Cash flow exemption
The company, being member of the group wherein the parent company prepares consolidated financial statements which are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with Financial Reporting Standard 102.

Related Party exemption
The company has taken the advantage of exemption, under the terms of Financial Reporting Standard 102. The Financial Reporting Standard applicablein the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

Accounting convention
These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standards applicable in UK and Republic of Ireland" (FRS 102) and the requirement of Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded in nearest pound.

The financial statements have been prepared on the historical cost convention. The principle accounting policies adopted are set out below.

The company has taken advantage of exemption under section 400 of Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an individual entity and not about its group.

Marksans Holdings Limited is a Wholly subsidiary of Marksans Pharma U.K. Limited and the results of Marksans Pharma U.K. Limited are included in the consolidated Financial Statement of Marksans Pharma U.K. Limited which are available from Companies House, Cardiff, CF 14 3UZ.

continued...

2. **ACCOUNTING POLICIES - continued**

Going concern
At the time of approving the financial statement, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus, the directors continue to adopt the going concern basis of accounting in preparing financial statements.

Cash and cash equivalents
Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts are shown within borrowings in current liabilities.

Fixed asset investment
Interests in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognized immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

continued...

2. **ACCOUNTING POLICIES - continued**

Financial instruments
The comply elected to apply the provisions of section 11 "Basic Financial Instruments" and section 12 "other Financial Instruments Issues" of FRS 102 to all of its financial instruments.
Financial instruments are recognized in company's statement of financial position when the company became party to the contractual provisions of the instruments. Financial assets and liabilities are offset, with the net amount presented in the financial statements. When there is a legally enforceable right to set off the recognized amount and there is an intention to settle on a net basis or to realize the net asset and settle the liability simultaneously.

Basic Financial Assets
Basic financial assets which include trade and other receivables, cash and bank balances, are initially measured at transaction price including transaction cost and are subsequently carried at amortized cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at present value of the future receipts discounted at a market rate of interest.

Other financial asset
Other financial assets including investment in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the change in fair value are recognize in profit or loss, except that investment in equity instruments that are not publicly traded and whose fair values can not be measured reliably are measured at cost less impairment.

Trade debtor, loans and other receivables that have fixed or determinable payments that are not quoted in active market are classified as "Loans and receivables" loans and receivables are measured at amortized cost using the effective interest method, less any impairment.
Interest is recognized by applying the effective interest rate, except for short term receivable when the recognition of interest would be immaterial. The effective interest rate method is a method of calculating the amortize cost of a debt instrument and of allocating the interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the effective expected life of the debt instrument to the net carrying amount on initial recognition.

Impairment of Financial Assets
Financial Assets other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial Assets are impaired where there is objective evidence that, as a result of one or more events that accrued after the initial recognition of the financial assets, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognized in profit or loss.

If there is a decrease in impairment loss arising from an event occurring after the impairment was recognized, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what carrying amount would have been, had the impairment not previously been recognized. The impairment reversal is recognized in profit or loss.

Derecognition of Financial Asset
Financial assets are derecognized only when contractual right to the cash flow from the asset expire or are settled, or when the company transfer the financial asset and substantially all the risk and reward of ownership to another entity, or if some of significant risk and rewards of ownerships are retained but control of asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of Financial Liabilities

continued...

2. **ACCOUNTING POLICIES - continued**

Financial liabilities and equity instruments are classified according to the substances of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic Financial Liabilities

Basic financial liabilities including trade and other payables, bank loan, loan from fellow group companies and preference shares that are classified as debt, are initially recognized at transaction price unless the arrangement constitutes a financial transaction, where the debt instrument is measured at the present value of future payments discounted at a market rate of interest.

Debt instruments are subsequently carried at cost, using effective interest rate method.

Trade payables are obligation to pay for goods and services that have been acquired in ordinary course of business from suppliers. Accounts payables are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognized initially at transaction price and subsequently measured at amortized cost using effective interest rate method.

Other Financial Liability

Derivatives, including interest rate swap and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re measured at fair value. Changes in the fair values of derivatives are recognized in profit or loss in finance costs or finance income as appropriate unless hedge accounting is applied and the hedge is a cash flow hedge.

Financial liabilities and equity instruments are classified according to the substance to the contractual arrangement entered into. An equity instrument is an contract that evidences a residual interest in the asset of the company after deducting all of its liabilities.

Derecognition of Financial Liability

Financial liabilities are derecognized when the company's contractual obligation expire or are discharged or cancelled.

Equity instruments

Equity instruments issued by company are recorded at the proceeds received, net of direct issue cost. Dividend payable on equity instrument are recognized as liability once they are no longer at the discretion of company. These amounts are recognised in the statement of changes in equity.

Dividend income

Dividend income is recognised when the right to receive payment is established.

3. **EMPLOYEES AND DIRECTORS**

The average monthly number of persons (including directors) employed by the company during the year was nil (2024: Nil).

4. **OPERATING PROFIT**

The auditor's remuneration for the year was borne by a fellow group undertaking.

5. **TAXATION**

Analysis of the tax charge

No liability to UK corporation tax arose for the year ended 31 March 2025 nor for the year ended 31 March 2024.

continued...

6. DIVIDENDS

	31.3.25	31.3.24
	£	£
1000, Ordinary shares of £1 each: Final Dividend	-	1,250,000

7. FIXED ASSET INVESTMENTS

	2025	2024
	£	£
Investments in subsidiaries	1,490,874	1,490,874

The company has not designed any financial assets that are not classified as financial assets as fair value through profit or loss.

Movement in Fixed assets investments

	Investment in Subsidiary Company
	£
Cost	
At 1 April 2024 & 31 March 2025	1,490,874
Carrying amount	
At 31 March 2025	1,490,874
At 31 March 2024	1,490,874

Subsidiaries
These financial statements are separate company financial statements for Marksans Holdings Limited.

Details of the company's subsidiaries at 31 March 2025 are as follows:

Name of undertaking	Country of Incorporation	Nature of business	Class of Shareholding	% Held Direct indirect
Bell, Sons & Co (Druggists) Limited	England and Wales	Pharmaceutical	Ordinary	100.00

The aggregate capital and reserve and the result for the year of the subsidiaries noted above was as follow:

Name of undertaking	Profit/(Loss)	Capital and Reserve
	£	£
Bell, Sons & Co.(Druggists) Limited	4,781,448	30,763,788

continued...

8. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.3.25	31.3.24
	£	£
Dividends receivable	-	1,250,000

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.3.25	31.3.24
	£	£
Dividend payable	-	1,250,000

10. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	31.3.25 £	31.3.24 £
1,000	Ordinary Share Capital	£1	1,000	1,000

11. RESERVES

	Retained earnings £	Share premium £	Totals £
At 1 April 2024	-	1,489,874	1,489,874
Profit for the year	-		-
Dividends	-		-
At 31 March 2025	-	1,489,874	1,489,874

12. CONTROLLING PARTY

The immediate parent undertaking is Marksans Pharma U.K. Limited, a company registered in England and Wales.

In the opinion of directors, Marksans Pharma Limited is the company's ultimate parent company and ultimate controlling party.

The parent undertaking of the smallest group for which consolidated accounts are prepared in Marksans Pharma U.K. Limited. Consolidated accounts are available from Companies House, Cardiff, CF14 3UZ.

The parent undertaking of the largest group for which consolidated accounts are prepared is Marksans Pharma Limited, a company incorporated in India. Consolidated accounts are available from the Registrar of Companies, Everest 100, Marine Drive, Mumbai-400 002, Maharashtra.

Marksans Holdings Limited

Detailed Profit and Loss Account
for the Year Ended 31 March 2025

	31.3.25		31.3.24	
	£	£	£	£
Income		-		-
Other income				
Dividend Income		-		1,250,000
		-		1,250,000
NET PROFIT		-		1,250,000

Strategic Report, Report of the Directors and

Financial Statements for the Year Ended 31 March 2025

for

Relonchem Limited

Registered No. 04773758 (England and Wales)

Relonchem Limited

Contents of the Financial Statements
for the Year Ended 31 March 2025

Relonchem Limited

Company Information
for the Year Ended 31 March 2025

DIRECTORS:	Mr. M Saldanha Mrs. S Saldanha Mr. J Sharma Mr. Sathish Kumar Mr S R Buddharaju Mr J S Molyneux (Appointed on 9 May 2024) Mr Colin Hunter (Resigned on 10 May 2024)
SECRETARY:	Mrs G Jacks
REGISTERED OFFICE:	Cheshire House, Gorsey Lane, Widnes, Cheshire, England, WA80RP
REGISTERED NUMBER:	04773758 (England and Wales)
AUDITORS:	PBG Associates Limited Chartered Accountants and Statutory Auditors 65 Delamere Road Hayes, Middlesex UB4 0NN
BANKERS:	Barclays Bank PLC

Strategic Report
for the Year Ended 31 March 2025

The directors present the strategic report and financial statement for the year ended 31 March 2025.

FAIR REVIEW OF THE BUSINESS
During the period sales increased from £46,515,049 to £55,117,832 and company's profit on ordinary activities before taxation was £15,212,003 (2024: £15,190,377). The sales have increased year on year by 18% due to a variety of reasons, including an increase in customer demand, changes in product mix and selling price increases. The utilisation of the manufacturing capability of the parent company allows the company to take full advantage of commercial opportunities as and when they arise. Profit on ordinary activities before taxation was 0.14% higher than the previous year due to changes in product mix and cost increases in materials and other overheads.
The company develops, registers and distributes prescription generic pharmaceuticals in the UK.

PRINCIPAL RISKS AND UNCERTAINTIES
Principal business and financial risks the company faces are as follows:

Operating risk:
The company acquires the bulk of its products from manufacturers who are part of the Marksans group. It holds regular meetings with these companies to ensure minimal risk and disruptions to its supply chain.

Market risk:
The company makes considerable efforts to protect its intellectual property rights at all times, for both new and existing product, and to ensure that the company is carries on its business without infringing the rights of others.

Liquidity risk:
Liquidity risk is managed by maintaining a balance between the funding requirements to support operational and other activities and the bank balances available for these purposes. The company's liquidity risk management includes short -term cash projections, and monitoring balance sheet liquidity on a frequent basis.

Foreign exchange risk:
A significant portion of the company's trading transactions is carried out in the local currency (GBP). The company has an amount receivables from group company (Advance given) in GBP. The company does not enter into any hedging instruments. The Group's hedging is centralized at the parent company.

Credit risk:
Customers comprise large corporates with low credit risk. There are not considered to be any material risks relating to individual customers or business partners. Trade debtors are also managed in terms of credit and cash flow risk by policies concerning the credit offered to customers and the regular monitoring of amounts outstanding in terms of for both time and credit limits.

Interest rate risk:
The company owes amount to the group company on which interest is payable. However, there are not considered to be any material risk regarding interest rate

SECTION 172(1) STATEMENT
The Directors have acted in a way that they considered, in good faith, would be most likely to promote the success of Company for the benefits of its members as a whole, and in doing so had regard (amongst other matters) to the matters listed in section 172(1)(a) to (f) when performing their duties and comment as follows:
a. the Directors are satisfied that the current business activity is in the long-term interest of the Company and its Shareholder;
b. the Directors considers that the employees are one of the key stakeholders and continue to focus on training and supporting of the employees in the understanding that a well informed and trained workforce is essential for the Company's ongoing success,
c. the Directors have adequately fostered the business relationship with the suppliers, customers and others;
d. the Directors are satisfied and have properly responded to the needs of the community and concerns regarding the

d. the Directors are satisfied and have properly responded to the needs of the community and concerns regarding the environment, due to the operation of the company;
e. the Company's business is to continue to becoming holding company whose subsidiaries are into development, registration and distribution of generic prescription Pharmaceuticals, manufacture and sale of Pharmaceuticals in the UK The Directors are satisfied that the Company have maintained a reputation for high standards of business conduct, including its dealing with its customers, employees and the regulators, and
f. The Company has adequately and fairly kept its shareholders fully informed and provided quarterly financial statements and progress of the Company's business.

Energy consumption and Greenhouse gas emissions during the year, we consumed 805,652 kWh of electricity (a 39% decrease on previous year) and 451,175 kWh of gas (a 14% increase on previous year). There were no other material emissions as a result of the company's activities. Our Scope 1 and Scope 2 gross greenhouse gas (GHG) emissions for the year ended 31 March 2025 was 85.7 tonnes of CO2 (a 70% decrease on previous year). This change has been a result of reduced consumption and to new renewable energy contracts (green contracts) for both gas and electricity starting in October 2024. We have calculated our Carbon footprint with assistance from independent consultants – 'Airfriendly' and 'Sustainable Foot Forward', using data from the energy supplier's reported fuel mix, as well as the recommended government conversion factors, to create a bespoke figure based on Group consumption.

Energy saving initiatives have been progressed in 2024 with 379 self-consumption photovoltaic units (solar panels) across 979m2 of the Southport factory & office roof space giving 204 kWh. This is delivering a further electricity saving of 27%. All new gas and electricity contracts have also been signed on green basis, meaning all utility supplies are from renewable sources.

The company will continue to develop its product range through new product development and acquisition of licenses, to meet market needs.
The profit for the year, after taxation, before dividend amounting to £11,382,816 (2024: £11,484,797 Profit)

ON BEHALF OF THE BOARD:

....
Mr. Sathish Kumar - Director

Date: ....14/05/2025....

Relonchem Limited

Report of the Directors
for the Year Ended 31 March 2025

The directors present their annual report and financial statement for the year ended 31 March 2025.

PRINCIPAL ACTIVITIES
The principal activity of the company continued to be that of development, registration and distribution of generic prescription pharmaceuticals in the UK.

DIVIDENDS
No dividend was declared during the year ended 2025 (2024: £1,250,000).

DIRECTORS
The directors who hold office during the year and up to the date of signature of financial statement were as follows:

Mr. M Saldanha
Mr. J Sharma
Mr. S Jayanna
Mrs. S Saldanha
Mr Colin Hunter (Resigned on 10 May 2024)
Mr. Buddharaju, Seetharama Raju
Mr. John Stephen Molyneux (Appointed on 9 May 2024)

STATEMENT OF DIRECTORS' RESPONSIBILITIES
The directors are responsible for preparing the Strategic Report, the Report of the Directors and the financial statements in accordance with applicable law and regulations.
Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:
- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS
So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor are unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to established that the company's auditor are aware of that information.

AUDITORS
The auditors, PBG Associates Limited, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

....
Mr. Sathish Kumar - Director

Date: 14/05/2025

Report of the Independent Auditors to the Members of
Relonchem Limited

Opinion
We have audited the financial statements of Relonchem Limited (the 'company') for the year ended 31 March 2025 which comprise the Income Statement, Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:
- give a true and fair view of the state of the company's affairs as at 31 March 2025 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion
We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern
In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information
The directors are responsible for the other information. The other information comprises the information in the Strategic Report and the Report of the Directors, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, 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 we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. 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.

Opinions on other matters prescribed by the Companies Act 2006
In our opinion, based on the work undertaken in the course of the audit:
- the information given in the Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Report of the Directors have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception
In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Report of the Directors.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors
As explained more fully in the Statement of Directors' Responsibilities set out on page four, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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 a Report of the Auditors 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 (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with those charged with governance of the company.

Our approach was as follows:
- We obtained an understanding of the legal and regulatory requirements applicable to the company and considered that the most significant are the Companies Act 2006, UK financial reporting standards as issued by the Financial Reporting Council, UK taxation legislation, and the Medicines and Healthcare products Regulatory Agency, laws & Regulatory related to product safety, the European Medicine Agency, Anti bribery and competition law and other UK Tax legislation.

- The Company's principal activity was that of development, registration and distribution of generic prescription pharmaceuticals. As such the Senior Statutory Auditor considered the experience and expertise of the engagement team to ensure that the team had the appropriate competence and capabilities, which included the use of specialists where appropriate.

- Enquiries with the management concerning any actual or potential litigation or claims; inspection of relevant legal correspondence if any; review of board minutes; testing the appropriateness of entries in the nominal ledger, including journal entries; reviewing transactions around the end of the reporting period; and the performance of analytical procedures to identify unexpected movements in account balances which may be indicative of fraud.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our Report of the Auditors.

Report of the Independent Auditors to the Members of
Relonchem Limited

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

D. Arora

Devender Arora ACA (Senior Statutory Auditor)
for and on behalf of PBG Associates Limited
Chartered Accountants and Statutory Auditors
65 Delamere Road
Hayes, Middlesex
UB4 0NN

Date: 14/05/2025

Relonchem Limited

Income Statement
for the Year Ended 31 March 2025

	Notes	31.3.25 £	31.3.24 £
TURNOVER	3	55,117,832	46,515,049
Cost of sales		37,004,874	28,698,975
GROSS PROFIT		18,112,958	17,816,074
Administrative expenses		4,101,406	3,505,536
		14,011,552	14,310,538
Other operating income	4	1,200,452	879,839
OPERATING PROFIT	6	15,212,004	15,190,377
PROFIT BEFORE TAXATION		15,212,004	15,190,377
Tax on profit	8	3,829,188	3,705,580
PROFIT FOR THE FINANCIAL YEAR		11,382,816	11,484,797

The notes form part of these financial statements

Relonchem Limited

Other Comprehensive Income
for the Year Ended 31 March 2025

	Notes	31.3.25 £	31.3.24 £
PROFIT FOR THE YEAR		11,382,816	11,484,797
OTHER COMPREHENSIVE INCOME		-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		11,382,816	11,484,797

The notes form part of these financial statements

Balance Sheet
31 March 2025

	Notes	31.3.25 £	31.3.25 £	31.3.24 £	31.3.24 £
FIXED ASSETS					
Intangible assets	11		3,772,869		2,544,009
Tangible assets	12		18,564		52,193
			3,791,433		2,596,202
CURRENT ASSETS					
Stocks	13	9,468,035		5,851,213	
Debtors	14	29,592,790		25,482,565	
Cash at bank		23,541,126		23,532,315	
		62,601,951		54,866,093	
CREDITORS					
Amounts falling due within one year	15	5,115,819		7,567,546	
NET CURRENT ASSETS			57,486,132		47,298,547
TOTAL ASSETS LESS CURRENT LIABILITIES			61,277,565		49,894,749
CAPITAL AND RESERVES					
Called up share capital	16		2,300		2,300
Share premium	17		6,909,121		6,909,121
Retained earnings	17		54,366,144		42,983,328
SHAREHOLDERS' FUNDS			61,277,565		49,894,749

The financial statements were approved by the Board of Directors and authorised for issue on 14/05/2025
and were signed on its behalf by:

....
Mr. Sathish Kumar - Director

The notes form part of these financial statements

Statement of Changes in Equity
for the Year Ended 31 March 2025

	Called up share capital £	Retained earnings £	Share premium £	Total equity £
Balance at 1 April 2023	2,300	32,748,531	6,909,121	39,659,952
Changes in equity				
Dividends	-	(1,250,000)	-	(1,250,000)
Total comprehensive income	-	11,484,797	-	11,484,797
Balance at 31 March 2024	2,300	42,983,328	6,909,121	49,894,749
Changes in equity				
Dividends	-	-	-	-
Total comprehensive income	-	11,382,816	-	11,382,816
Balance at 31 March 2025	2,300	54,366,144	6,909,121	61,277,565

The notes form part of these financial statements

1. **STATUTORY INFORMATION**

Relonchem Limited is a company limited by shares incorporated in England and Wales. The register office is Cheshire House, Gorsey Lane, Widnes, Cheshire, England WA8 0RP.

2. **MATERIAL ACCOUNTING POLICIES**

Accounting convention
These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standards applicable in UK and Republic of Ireland" (FRS 102) and the requirement of Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded in nearest pound.

The financial statements have been prepared on the historical cost convention. The principle accounting policies adopted are set out below.

Cash flow exemption
The company, being member of the group wherein the parent company prepares consolidated financial statements which are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with Financial Reporting Standard 102.

Going concern
At the time of approving the financial statement, the directors have a reasonable explanation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus, the directors continue to adopt the going concern basis of accounting in preparing financial statements.

Turnover
Turnover compromise fair value of the consideration received or receivable and represents the amount receivable by company in respect of goods supplied during the year, net of returns, discounts and rebates allowed by the Company and value added taxes based on the date they are dispatched.

Revenue from sale of goods to be recognized when significant risk and reward of ownerships of goods have passed to the buyer (usually on dispatch of goods), the amount of revenue can be measured reliably, it is probable that the economic benefit associated with the transactions will flow to the entity and the cost incurred or to be incurred in respect of transactions can be measured reliably.

Intangible fixed assets other than goodwill
Intangible assets acquired separately from business are recognized at cost and are subsequently measured at cost less accumulated impairment losses. Intangible assets acquired in business combinations are recognized separately from goodwill at acquisition date if the fair value can be measured reliably.

Amortization is recognized so as to write off the cost or valuation of the assets less their residual values over their useful lives on the following basis;

Product licenses 5 to 20 years Straight Line Method

Intangible work in progress
Capital work in progress represents costs incurred for which the marketing authorisation is yet to be obtained. Once the marketing authorisation is obtained, the accumulated cost is transferred to intangible assets. In circumstances where marketing authorisations are not granted or the applications are withdrawn, the accumulated costs are charged to the profit and loss account.

continued...

2. **MATERIAL ACCOUNTING POLICIES - continued**

Tangible fixed assets
Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognized so as to write off the cost or valuation of asset less their residual values over their useful lives on the following basis;

Fixtures, Fittings and Equipment 20% Straight Line Method

The gain or loss arising on the disposal of a fixed assets is determined as the difference between the sale proceed and carrying value of the asset, and is credited and charged to profit or loss.

Impairment of Fixed Assets

at each reporting end date, the company review the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of assets is estimated in order to determine the extent of impairment loss (if any). Whether it is not possible to estimate recoverable amount of an individual asset, the company estimate the recoverable amount of cash generating unit to which the asset belongs.

Recoverable amount is higher of fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discontinued at their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risk specific to the asset for which estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or Loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as revaluation decreases.

Stocks
Stocks are stated at lower of cost and estimated selling price less costs to complete sell. Cost of inventories is determined using the First-in, First-out method. Cost comprises direct materials and, where applicable, direct labour costs those overheads that have been incurred in bringing the stock to their present location and condition.

Stocks held for distribution at no or nominal consideration are measured at cost, adjusted where applicable for any loss of service potential.

At each reporting date, an assessment is made for impairment. Any excess of carrying amount of stocks over its estimated selling price less cost to complete and sell is recognized as an impairment loss in profit or loss. Reversals of impairment losses are also recognized in profit or loss.

Taxation
Taxation for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

continued...

2. **MATERIAL ACCOUNTING POLICIES - continued**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.
Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Financial instruments

The comply elected to apply the provisions of section 11 "Basic Financial Instruments" and section 12 "other Financial Instruments Issues" of FRS 102 to all of its financial instruments.
Financial instruments are recognized in company's statement of financial position when the company became party to the contractual provisions of the instruments.
Financial assets and liabilities are offset, with the net amount presented in the financial statements. When there is a legally enforceable right to set off the recognized amount and there is an intention to settle on a net basis or to realize the net asset and settle the liability simultaneously.

Basic Financial Assets

Basic financial assets which include trade and other receivables, cash and bank balances, are initially measured at transaction price including transaction cost and are subsequently carried at amortized cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at present value of the future receipts discounted at a market rate of interest.
Trade debtor, loans and other receivables that have fixed or determinable payments that are not quoted in active market are classified as "Loans and receivables" loans and receivables are measured at amortized cost using the effective interest method, less any impairment.

Impairment of Financial Assets

Financial Assets other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date. Financial Assets are impaired where there is objective evidence that, as a result of one or more events that accrued after the initial recognition of the financial assets, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognized in profit or loss.

If there is a decrease in impairment loss arising from an event occurring after the impairment was recognized, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what carrying amount would have been, had the impairment not previously been recognized. The impairment reversal is recognized in profit or loss.

Derecognition of Financial Asset

Financial assets are derecognized only when contractual right to the cash flow from the asset expire or are settled, or when the company transfer the financial asset and substantially all the risk and reward of ownership to another entity, or if some of significant risk and rewards of ownerships are retained but control of asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Trade payables are obligation to pay for goods and services that have been acquired in ordinary course of business from suppliers. Accounts payables are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognized initially at transaction price and subsequently measured at amortized cost using effective interest rate method.
Financial liabilities and equity instruments are classified according to the substance to the contractual arrangement entered into. An equity instrument is an contract that evidences a residual interest in the asset of the company after

continued...

2. **MATERIAL ACCOUNTING POLICIES - continued**

deducting all of its liabilities.

Classification of Financial Liabilities
Financial liabilities and equity instruments are classified according to the substances of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic Financial Liabilities
Basic financial liabilities include trade and other payables, bank loan, loan from fellow group companies and preference shares that are classified as debt, are initially recognized at transaction price unless the arrangement constitutes a financial transaction, where the debt instrument is measured at the present value of future payments discounted at a market rate of interest. Debt instruments are subsequently carried at cost, using effective interest rate method.

Derecognition of Financial Liability
Financial liabilities are derecognized when the company's contractual obligation expire or are discharged or cancelled.

Equity instruments
Equity instruments issued by company are recorded at the proceeds received, net of direct issue cost. Dividend payable on equity instrument are recognized as liability once they are no longer at the discretion of company. These amounts are recognised in the statement of changes in equity.

Leases
Rentals payables under operating leases, including any lease incentives received, are charged to income on a straight-line basis over the term of relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefit from the leased assets are consumed.

Retirement benefits
Payment to defined contribution retirement benefit schemes are charged as an expense as the fall due.

Employee benefits
The cost of short-term employee benefits is recognized as a liability and an expense, unless those cost are required to be recognized as part of the cost of stock or fixed asset. Termination benefit are recognized immediately as an expense when company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

Foreign Exchange
Transactions in currencies other than pounds sterling are recorded at the rate of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains or losses arising on translation are included in the profit and loss account for the period.

continued...

2. **MATERIAL ACCOUNTING POLICIES - continued**

Judgement and key sources of estimation uncertainty
In the application of the company's accounting policies, the directors are required to make judgements, estimated and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experiences and other factors that are considered to be relevant. Actual results may differ from these estimates.
The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognized in the period in which the estimates is revised where the revision effects only that period, or in the period of revision and future periods where the revision affects both current and future periods.

Cash and cash equivalents
Cash and cash equivalents include cash in hand, deposits held at call with banks, other short term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

Current asset Investment
Current asset investment includes short term deposits held with banks with maturity more than three months up to twelve months.

Critical Judgements
The following judgements (apart from those involving estimates) had the most significant effect on amount recognized in the financial statements.

Amortization of Product Licenses
The annual amortization charge for intangible assets is sensitive to changes in the estimated lives and residual values of assets. The useful economic lives and residual values are reviewed annually. These reviews require an estimation of how long each license is expected to be used based on expected sales of those licensed products. See note 12 for the carrying amount of the intangible assets and note 1 on Accounting Policies for the useful economic lives for each class of assets.

3. **TURNOVER**

An analysis of the company's turnover is as follows:

	31.3.25	31.3.24
	£	£
Turnover		
Sale of goods	55,117,832	46,515,049

The analysis of turnover by geographical markets:

	31.3.25	31.3.24
	£	£
United Kingdom	54,914,184	46,286,717
Europe	63,277	128,969
Rest of the world	140,371	99,363
Total	**55,117,832**	**46,515,049**

continued...

4. OTHER OPERATING INCOME

	31.3.25	31.3.24
	£	£
Provision written back	-	3,605
Bank Interest	918,534	876,234
Other income	281,919	-
	1,200,453	879,839

5. EMPLOYEES AND DIRECTORS

The average monthly number of persons (including directors) employed by the company during the year was:

	31.3.25	31.3.24
	Number	Number
	16	14

Their aggregate remuneration comprised of:

Wages and salaries	2,581,178	1,845,858
Social security costs	330,822	237,591
Other pension costs	87,494	71,633
	2,999,494	2,155,082

Director's Remuneration

	31.3.25	31.3.24
	£	£
Remuneration for qualifying services (including pension costs)	1,826,573*	1,291,821

*Directors remuneration amounting to £448,847 (2024: £279,367) is recharged to Bell, Sons Co. (Druggists) Limited.

6. OPERATING PROFIT

The operating profit is stated after charging/ (crediting):

	31.3.25	31.3.24
	£	£
Operating lease rents	40,457	33,319
Depreciation of owned tangible fixed assets	33,629	38,029
Amortisation of Intangible assets	259,689	265,812
(Write back) / Provision for bad debts	6,549	(3,605)
Cost of stock recognised as expenses	37,092,207	28,698,975

continued...

7. AUDITORS' REMUNERATION

Fees payable to the company's auditor and its associates:

	31.3.25	31.3.24
	£	£
For audit services		
Audit of the company's financial statements	9,000	9,000
For other services	11,200	1,200

8. TAXATION

	31.3.25	31.3.24
	£	£
Current tax		
UK corporation tax on profit	3,804,657	3,741,194
Short provision of prior year	24,531	(35,614)
UK corporation tax on profits for the current period	3,829,188	3,705,580

The charge for the year can be reconciled to the profit as per the profit and Loss account as follows:

	31.3.25	31.3.24
	£	£
Profit before Taxation on continued operations	15,212,003	15,190,377
Profit on ordinary activities before taxation multiplied by standard Rate of corporation tax of 25% (2024 -25%)	3,803,001	3,797,594
Tax effect of expenses that are not deductible in determining taxable profit	(41,917)	14,844
Research & Development Relief	43,997	(67,500)
Group relief	-	(3,414)
(Excess)/Short provision of prior years	24,531	(35,614)
Capital allowances for period in excess of depreciation	(424)	(330)
	26,187	92,014
Tax expense for the year	3,829,188	3,705,580

9. DIVIDENDS

	31.3.25	31.3.24
	£	£
Ordinary share capital shares of £1 each	-	1,250,000

continued...

10. OPERATING LEASES COMMITMENTS

At 31 March 2025 the company had annual commitments under non-cancellable operating leases as follows:

	31.3.25	31.3.24
	£	£
Expiry Date:		
Within one year	304,424	304,424
Between two and five year	1,056,584	1,488,510
After five year	-	144,304

11. INTANGIBLE FIXED ASSETS

	Product License	Capital work in progress	Totals
	£	£	£
COST			
At 1 April 2024	5,985,195	435,401	6,420,596
Additions	83,184	1,492,697	1,575,881
Reclassification/transfer	235,198	(235,198)	-
At 31 March 2025	6,303,577	1,692,900	7,996,477
AMORTISATION			
At 1 April 2024	3,824,416	52,171	3,876,587
Amortisation for year	259,689	-	259,689
Impairment	-	87,332	87,332
At 31 March 2025	4,084,105	139,503	4,223,608
NET BOOK VALUE			
At 31 March 2025	2,219,472	1,553,397	3,772,869
At 31 March 2024	2,160,779	383,230	2,544,009

continued...

12. TANGIBLE FIXED ASSETS

	Fixtures and fittings £
COST	
At 1 April 2024 and 31 March 2025	398,869
DEPRECIATION	
At 1 April 2024	346,676
Charge for year	33,629
At 31 March 2025	380,305
NET BOOK VALUE	
At 31 March 2025	18,564
At 31 March 2024	52,193

13. STOCKS

	31.3.25 £	31.3.24 £
Finished goods and goods for resale	9,468,035	5,851,213

During the year £99,060 (2024: £7,587) was recognized as an expense in Profit and Loss account in respect of the write down of inventory.

14. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.3.25 £	31.3.24 £
Trade debtors	12,047,542	8,075,200
Provision for bad debts	(19,448)	(12,899)
Advance to Vendors	187,608	-
Amounts owed by group undertakings	16,083,007	16,848,910
Other debtors	43,000	40,000
Corporation tax refund receivable	6,88,044	335,087
Prepayments and accrued income	563,037	196,267
	29,592,790	25,482,565

continued...

15. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.3.25	31.3.24
	£	£
Trade creditors	914,202	916,047
Dividend payable	-	1,250,000
Amounts owed to group undertakings	-	2,481,409
Social security and other taxes	57,580	49,019
VAT	2,194,868	1,208,323
Other creditors	356	5,661
Advances from customers	1,681	-
Accruals and deferred income	1,947,132	1,657,087
	5,115,819	7,567,546

16. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	31.3.25 £	31.3.24 £
2,300	Ordinary share capital	£1	2,300	2,300

17. RESERVES

	Retained earnings £	Share premium £	Totals £
At 1 April 2024	42,983,328	6,909,121	49,892,449
Profit for the year	11,382,816	-	11,382,816
Dividends	-	-	-
At 31 March 2025	54,366,144	6,909,121	61,275,265

18. PENSION COMMITMENTS

Defined contribution schemes
The company operated a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

The charge to profit and loss in respect of defined contribution schemes was £92,171 (2024 £71,633)

19. CAPITAL COMMITMENTS

	31.3.25	31.3.24
	£	£
Contracted but not provided for in the financial statements	861,408	1,847,250

continued...

20. **CONTROLLING PARTY**

The immediate parent undertaking is Marksans Pharma U.K Limited. The parent undertaking of the smallest group for which consolidated accounts are prepared is Marksans Pharma U.K. Limited. Consolidated accounts are available from Companies House, Cardiff, CF 14 3 UZ.

The Parents undertaking of the largest group for which consolidated accounts are prepared is Marksans Pharma Limited, a company incorporated in India. Consolidated accounts are available from the Registrar of Companies, Everest 100, Marine Drive, Mumbai- 400 002, Maharashtra.

In the opinion of the directors, Marksans Pharma Limited is the company's Ultimate parent Company and ultimate controlling party.

21. **PREVIOUS YEAR FIGURES**

Previous year figures have been rearranged/ regrouped/ reclassified wherever considered necessary to facilitate comparison with the current year figures.

Relonchem Limited

Trading and Profit and Loss Account
for the Year Ended 31 March 2025

	31.3.25		31.3.24	
	£	£	£	£
Sales		55,117,832		46,515,049
Cost of sales				
Purchases	32,642,352		25,380,802	
Laboratory testing	830,450		522,577	
Carriage Inwards and import duty	824,104		627,262	
Storage	1,017,447		889,799	
Pharmaceuticals license fees	329,254		287,293	
Regulatory & Vigilance Fees	1,361,267		991,242	
		37,004,874		28,698,975
GROSS PROFIT		18,112,958		17,816,074
Other income				
Provision written back	-		3,605	
Bank Interest	918,534		876,234	
Other operating income	281,919		-	
		1,200,452		879,839
		19,313,410		18,695,913
Expenditure				
Rent	40,457		33,319	
Insurance	337,172		275,770	
Wages	866,710		951,164	
Social security	312,310		237,591	
Pensions	92,171		71,632	
Telephone	12,899		10,307	
Printing & Stationery	4,141		4,573	
Post and Courier	346		243	
Travelling	104,917		108,409	
Interest on late payment	-		135,232	
Motor running expenses	3,039		3,292	
Claim Fees	17,605		-	
Repairs and maintenance	21,597		10,188	
Recruitment expense	51,589		18,060	
Waste Disposal Expenses	16,336		12,733	
Management recharge- Director's remuneration	(459,865)		(279,367)	
Sundry expenses	41,551		8,316	
Conference cost	10,300		11,000	
Bank charges	10,795		10,285	
Accountancy fees	5,560		12,001	
GMP Inspection Fees	26,353		3,977	
Subscriptions	2,039		2,117	
Directors' remuneration	1,842,255		1,291,821	
Legal and professional fees	174,521		32,396	
Auditors' remuneration	10,200		10,200	
Carried forward	3,544,998	19,313,410	2,975,259	18,695,913

This page does not form part of the statutory financial statements

Relonchem Limited

Trading and Profit and Loss Account
for the Year Ended 31 March 2025

	31.3.25		31.3.24	
	£	£	£	£
Brought forward	3,544,998	19,313,410	2,975,259	18,695,913
Amortisation of intangible fixed assets	259,689		265,812	
Provision for Bad Debts	6,549		-	
Depreciation of tangible fixed assets	33,629		38,029	
Impairment losses for intangible fixed assets	87,332		92,492	
Computer software expense	50,660		24,575	
Entertainment & advertising	65,349		59,369	
Promotions and exhibitions	2,000		-	
Consultancy fees	50,000		50,000	
Environmental Fees	1,200		-	
		4,101,406		3,505,536
		15,212,004		15,190,377
Finance costs				
Bank loan interest		-		-
NET PROFIT		15,212,004		15,190,377

This page does not form part of the statutory financial statements

Group Strategic Report, Report of the Directors and

Consolidated Financial Statements for the Year Ended 31 March 2025

for

Marksans Pharma U.K. Limited

Registration Number: 05467597 (England and Wales)

Marksans Pharma U.K. Limited
Contents of the Consolidated Financial Statements
for the Year Ended 31 March 2025

Marksans Pharma U.K. Limited

Company Information
for the Year Ended 31 March 2025

DIRECTORS:	Mr. Sathish Kumar Mrs. S Saldanha Mr. M Saldanha Mr. J Sharma Mr S R Buddharaju Mr C Hunter Mr J S Molyneux (Appointed on 9 May 2024) Mr Colin Hunter (Resigned on 10 May 2024)
SECRETARY:	Mrs G Jacks
REGISTERED OFFICE:	Cheshire House Gorsey Lane Widnes WA8 ORP
REGISTERED NUMBER:	05467597 (England and Wales)
AUDITORS:	PBG Associates Limited Chartered Accountants and Statutory Auditors 65 Delamere Road Hayes, Middlesex UB4 0NN

The directors present their strategic report of the company and the group for the year ended 31 March 2025.

FAIR REVIEW OF BUSINESS
The company holds entire ordinary share capital of Marksans Holdings Limited and Relonchem Limited. Marksans Holdings Limited owns 100% of the ordinary share capital of Bell, Sons & Co. (Druggists) Limited.

The directors consider the results of Bell, Sons & Co. (Druggists) Limited for the year to be excellent. During the period sales decreased from £53,652,924 to £51,868,281. The directors expect an increase in the level of activity in the forthcoming year.

The directors consider the results of Relonchem Limited for the year to be excellent. During the period sales increased from £46,515,049 to £55,117,832.

PRINCIPAL RISKS AND UNCERTAINTIES
Principal business and financial risks the company faces are as follows:

Operating risk:
The company acquires the bulk of its products from manufacturers who are part of the Marksans group. It holds regular meetings with these companies to ensure minimal risk and disruptions to its supply chain.

Market risk:
The company makes considerable efforts to protect its intellectual property rights at all times, for both new and existing product, and to ensure that the company is carries on its business without infringing the rights of others.

Liquidity risk:
Liquidity risk is managed by maintaining a balance between the funding requirements to support operational and other activities and the bank balances available for these purposes. The company's liquidity risk management includes short -term cash projections, and monitoring balance sheet liquidity on a frequent basis.

Foreign exchange risk:
A significant portion of the company's trading transactions is carried out in the local currency (GBP). The company does not enter into any hedging instruments. The Group's hedging is centralized at the parent company.

Credit risk:
Customers comprise large corporates with low credit risk. There are not considered to be any material risks relating to individual customers or business partners. Trade debtors are also managed in terms of credit and cash flow risk by policies concerning the credit offered to customers and the regular monitoring of amounts outstanding in terms of for both time and credit limits.

Interest rate risk:
The company owes amount to the group company on which interest is payable. However, there are not considered to be any material risk regarding interest rate

SECTION 172(1) STATEMENT
The Directors have acted in a way that they considered, in good faith, would be most likely to promote the success of Company for the benefits of its members as a whole, and in doing so had regard (amongst other matters) to the matters listed in section 172(1)(a) to (f) when performing their duties and comment as follows:

a. the Directors are satisfied that the current business activity is in the long term interest of the Company and its Shareholder;
b. the Directors considers that the employees are one of the key stakeholders and continue to focus on training and supporting of the employees in the understanding that a well informed and trained workforce is essential for the Company's ongoing success,
c. the Directors have adequately fostered the business relationship with the suppliers, customers and others;

d. the Directors are satisfied and have properly responded to the needs of the community and concerns regarding the environment, due to the operation of the company;
e. the Company's business is to continue to becoming holding company whose subsidiaries are into development, registration and distribution of generic prescription Pharmaceuticals, manufacture and sale of Pharmaceuticals in the UK The Directors are satisfied that the Company have maintained a reputation for high standards of business conduct, including its dealing with its customers, employees and the regulators, and
f. The Company has adequately and fairly kept its shareholders fully informed and provided quarterly financial statements and progress of the Company's business.

Energy consumption and Greenhouse gas emissions during the year, we consumed 805,652 kWh of electricity (a 39% decrease on previous year) and 451,175 kWh of gas (a 14% increase on previous year). There were no other material emissions as a result of the company's activities. Our Scope 1 and Scope 2 gross greenhouse gas (GHG) emissions for the year ended 31 March 2025 was 85.7 tonnes of CO_2 (a 70% decrease on previous year). This change has been a result of reduced consumption and to new renewable energy contracts (green contracts) for both gas and electricity starting in October 2024. We have calculated our Carbon footprint with assistance from independent consultants – 'Airfriendly' and 'Sustainable Foot Forward', using data from the energy supplier's reported fuel mix, as well as the recommended government conversion factors, to create a bespoke figure based on Group consumption.

Energy saving initiatives have been progressed in 2024 with 379 self-consumption photovoltaic units (solar panels) across 979m2 of the Southport factory & office roof space giving 204 kWh. This is delivering a further electricity saving of 27%. All new gas and electricity contracts have also been signed on green basis, meaning all utility supplies are from renewable sources.

The group will continue to develop its product range through new product development and acquisition of licences, to meet market needs.

The group profit for the year, after taxation before dividend amounted to £15,675,750 (2024: £16,436,347)

ON BEHALF OF THE BOARD:

....
Director

Date: 14/05/2025

The directors present their group annual report and financial statements for the year ended 31 March 2025.

PRINCIPAL ACTIVITY
The principal activity of the company continued to be that of a holding company.

The principal activity of Bell, sons & Co. (Druggists) Limited is the manufacture and sale of pharmaceuticals, while the principal activity of Relonchem Limited continued to be the development, registration and distribution of generic prescription pharmaceuticals in the UK.

DIVIDENDS
No dividend was declared during the year ended 2025 (2024: £2,500,000).

DIRECTORS
The directors who held office during the year and up to the date of signature of financial statements were as follow:

Mr. M Saldanha
Mr. J Sharma
Mrs. S Saldanha
Mr S Jayanna
Mr. Buddharaju, Seetharama Raju
Mr Colin Hunter (Resigned on 10th May 2024)
Mr. J S Molyneux (Appointed on 9th May 2024)

DIRECTORS' RESPONSIBILITIES STATEMENT
The directors are responsible for preparing the Group Strategic Report, the Report of the Directors and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the group and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's and the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS
So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS
The auditors, PBG Associates Limited, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

....

Mr. Sathish Kumar - Director

Date: 14/05/2025

Report of the Independent Auditors to the Members of
Marksans Pharma U.K. Limited

Opinion
We have audited the financial statements of Marksans Pharma U.K. Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 March 2025 which comprise the Consolidated Income Statement, Consolidated Other Comprehensive Income, Consolidated Balance Sheet, Company Balance Sheet, Consolidated Statement of Changes in Equity, Company Statement of Changes in Equity and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:
- give a true and fair view of the state of the group's and of the parent company affairs as at 31 March 2025 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion
We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern
In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's and the parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information
The directors are responsible for the other information. The other information comprises the information in the Group Strategic Report and the Report of the Directors, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, 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 we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. 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.

Opinions on other matters prescribed by the Companies Act 2006
In our opinion, based on the work undertaken in the course of the audit:
- the information given in the Group Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Group Strategic Report and the Report of the Directors have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception
In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the Group Strategic Report or the Report of the Directors.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:
- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors
As explained more fully in the Directors' Responsibilities Statement set out on page five, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the parent 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 group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a Report of the Auditors 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 (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with those charged with governance of the company.

Our approach was as follows:
- We obtained an understanding of the legal and regulatory requirements applicable to the company and considered that the most significant are the Companies Act 2006, UK financial reporting standards as issued by the Financial Reporting Council, UK taxation legislation, and the Medicines and Healthcare products Regulatory Agency, laws & Regulatory related to product safety, the European Medicine Agency, Anti bribery and competition law and other UK Tax legislation.

- The Company's principal activity was that of manufacturer and sale of pharmaceuticals. As such the Senior Statutory Auditor considered the experience and expertise of the engagement team to ensure that the team had the appropriate competence and capabilities, which included the use of specialists where appropriate.

- Enquiries with the management concerning any actual or potential litigation or claims; inspection of relevant legal correspondence if any; review of board minutes; testing the appropriateness of entries in the nominal ledger, including journal entries; reviewing transactions around the end of the reporting period; and the performance of analytical procedures to identify unexpected movements in account balances which may be indicative of fraud.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our Report of the Auditors.

Report of the Independent Auditors to the Members of
Marksans Pharma U.K. Limited

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

D. Arora

Devender Arora ACA (Senior Statutory Auditor)
for and on behalf of PBG Associates Limited
Chartered Accountants and Statutory Auditors
65 Delamere Road
Hayes, Middlesex
UB4 0NN

Date: 14/05/2025

Marksans Pharma U.K. Limited

Consolidated Income Statement
for the Year Ended 31 March 2025

	Notes	31.3.25 £	£	31.3.24 £	£
TURNOVER	4		94,506,830		89,050,443
Cost of sales			66,817,189		60,601,078
GROSS PROFIT			27,689,641		28,449,365
Distribution costs		1,491,498		1,560,753	
Administrative expenses		6,754,167		5,753,537	
			8,245,665		7,314,290
			19,443,976		21,135,075
Other operating income	5		1,431,496		1,078,465
OPERATING PROFIT	7		20,875,472		22,213,540
Gain/loss on revaluation of assets			-		5,909
PROFIT BEFORE TAXATION			20,875,472		22,219,449
Tax on profit	9		5,199,722		5,783,102
PROFIT FOR THE FINANCIAL YEAR			15,675,750		16,436,347
Profit attributable to:					
Owners of the parent			15,675,750		16,436,347

The notes form part of these financial statements

Marksans Pharma U.K. Limited

Consolidated Other Comprehensive Income
for the Year Ended 31 March 2025

	Notes	31.3.25 £	31.3.24 £
PROFIT FOR THE YEAR		15,675,750	16,436,347
OTHER COMPREHENSIVE INCOME		-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		15,675,750	16,436,347
Total comprehensive income attributable to:			
Owners of the parent		15,675,750	16,436,347

The notes form part of these financial statements

Marksans Pharma U.K. Limited (Registered number: 05467597)

Consolidated Balance Sheet
31 March 2025

	Notes	31.3.25 £	31.3.25 £	31.3.24 £	31.3.24 £
FIXED ASSETS					
Intangible assets	12		4,600,776		3,657,998
Tangible assets	13		5,774,098		4,876,711
Investments	14		-		-
			10,374,874		8,534,709
CURRENT ASSETS					
Stocks	15	25,196,893		17,578,117	
Debtors	16	29,533,751		26,010,783	
Cash at bank and in hand		30,689,452		30,615,802	
		85,420,096		74,204,702	
CREDITORS					
Amounts falling due within one year	17	8,792,165		11,331,657	
NET CURRENT ASSETS			76,627,931		62,873,045
TOTAL ASSETS LESS CURRENT LIABILITIES			87,002,805		71,407,754
PROVISIONS FOR LIABILITIES	18		445,775		526,474
NET ASSETS			86,557,030		70,881,280
CAPITAL AND RESERVES					
Called up share capital	19		8,596,941		8,596,941
Retained earnings			77,960,089		62,284,339
SHAREHOLDERS' FUNDS			86,557,030		70,881,280

The financial statements were approved by the Board of Directors and authorised for issue on 14/05/2025 and were signed on its behalf by:

....
Mr. Sathish Kumar - Director

The notes form part of these financial statements

Marksans Pharma U.K. Limited (Registered number: 05467597)

Company Balance Sheet
31 March 2025

	Notes	31.3.25 £	31.3.25 £	31.3.24 £	31.3.24 £
FIXED ASSETS					
Intangible assets	12		-		-
Tangible assets	13		-		-
Investments	14		20,326,514		20,326,514
			20,326,514		20,326,514
CURRENT ASSETS					
Debtors	16	-		2,500,000	
Cash in hand		150		232	
		150		2,500,232	
CREDITORS					
Amounts falling due within one year	17	5,433,140		7,920,612	
NET CURRENT LIABILITIES			(5,432,990)		(5,420,380)
TOTAL ASSETS LESS CURRENT LIABILITIES			14,893,524		14,906,134
CAPITAL AND RESERVES					
Called up share capital	19		8,596,941		8,596,941
Retained earnings			6,296,583		6,309,193
SHAREHOLDERS' FUNDS			14,893,524		14,906,134
Company's profit for the financial year			(12,610)		2,486,345

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the Board of Directors and authorised for issue on 14/05/2025 and were signed on its behalf by:

....
Mr. Sathish Kumar - Director

The notes form part of these financial statements

Consolidated Statement of Changes in Equity
for the Year Ended 31 March 2025

	Called up share capital £	Retained earnings £	Total equity £
Balance at 1 April 2023	8,596,941	48,347,992	56,944,933
Changes in equity			
Dividends	-	(2,500,000)	(2,500,000)
Total comprehensive income	-	16,436,347	16,436,347
Balance at 31 March 2024	8,596,941	62,284,339	70,881,280
Changes in equity			
Dividends	-	-	-
Total comprehensive income	-	15,675,750	15,675,750
Balance at 31 March 2025	8,596,941	77,960,089	86,557,030

The notes form part of these financial statements

Company Statement of Changes in Equity for the Year Ended 31 March 2025

	Called up share capital £	Retained earnings £	Total equity £
Balance at 1 April 2023	8,596,941	6,322,848	14,919,789
Changes in equity			
Profit for the year	-	2,486,345	2,486,345
Total comprehensive income	-	2,486,345	2,486,345
Dividends	-	(2,500,000)	(2,500,000)
Balance at 31 March 2024	8,596,941	6,309,193	14,906,134
Changes in equity			
Profit for the year	-	(12,610)	(12,610)
Total comprehensive income	-	(12,610)	(12,610)
Dividends	-	-	-
Balance at 31 March 2025	8,596,941	6,296,583	14,893,524

Marksans Pharma U.K. Limited

Consolidated Statement of Cashflows
for the Year Ended 31 March 2025

	Note	31.3.25	31.3.24
		£	£
Cash flows from operating activities			
Profit before taxation		20,745,648	22,219,449
Depreciation and Amortisation charges		1,157,149	960,792
Foreign Exchange (loss)		-	-
Impairment of Intangibles & Tangibles Fixed Assets		87,330	92,492
Finance costs		-	-
Provision for Bad debts		36,355	56,152
Provision for obsolute Stock		1,746,502	927,329
(Profit)/Loss on disposal of tangible asset		-	(5,909)
Interest on Fixed deposits		(1,079,529)	(1,070,323)
		22,693,455	**23,191,800**
Decrease/(increase) in stocks		(13,665,278)	(4,115,157)
Increase in trade and debtors		(295,178)	(876,758)
Increase/ (Decrease) in trade and creditors		1,295,317	(639,937)
Increase in provision		67,688	
Cash generated from operations		**10,096,004**	**17,559,948**
Tax paid		(5,517,240)	(7,911,129)
Net cash from operating activities		**4,578,764**	**9,648,819**
Cash flows from investing activities			
Investment in Fixed deposit		-	4,000,000
Interest on Fixed deposits		1,079,529	1,070,323
Purchase of intangible fixed assets		(1,575,881)	(238,945)
Purchase of tangible fixed assets		(1,508,763)	(1,664,273)
Net cash used in investing activities		**(2,005,115)**	**3,167,105**
Cash flows from financing activities			
Proceeds from share issue			
Dividend paid		(2,500,000)	(2,500,000)
Net cash from financing activities		**(2,500,000)**	**(2,500,000)**
Increase in cash and cash equivalents		73,649	10,315,924
Cash and cash equivalents at beginning of period		30,615,802	20,299,878
Cash and cash equivalents at end of period		**30,689,451**	**30,615,802**

continued...

1. **STATUTORY INFORMATION**

Marksans Pharma U.K. Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the General Information page.

2. **MATERIAL ACCOUNTING POLICIES**

Basis of preparing the financial statements
These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

Accounting convention
These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standards applicable in UK and Republic of Ireland" (FRS 102) and the requirements of the Companies Act 2006. The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest pound.

The financial statements have been prepared on the historical cost convention. The principle accounting policies adopted are set out below.
As permitted by Section 408 of the Companies Act 2006, the company has not presented its own profit and loss account and related notes. The company's profit for the year was £ 3,287,390 (2024-£ 2,486,345).

Basis of consolidation
The consolidated financial statements incorporate those of Marksans Pharma U.K. Limited and all of its subsidiaries (i.e. entities that Group controls through its power to govern the financial and operating policies so as to obtain economic benefits). Subsidiaries acquired during the year are consolidated using the purchase method. Their results are incorporated from the date that control passes. All financial statements are made up to 31 March 2025.

All intra group transactions, balances and unrealized gains on transactions between group companies are eliminated on consolidation. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the Group.

The cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued, and liabilities incurred and assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognized as goodwill.

Going concern
At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus, the directors continue to adopt the going concern basis of accounting in preparing financial statements.

continued...

2. **MATERIAL ACCOUNTING POLICIES - continued**

Related party exemption
The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

Transactions between group entities which have been eliminated on consolidation are not disclosed within the financial statements.

Turnover
Turnover comprises revenue recognized by company in respect of goods supplied during the year, exclusive of Value Added Taxes and trade discounts based on the date goods are dispatched.

Revenue from the sale of goods is recognized when significant risks and rewards of ownership of goods have passed to the buyer (usually on dispatch of goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transactions will flow to the entity and the costs incurred or to be incurred in respect of transactions can be measured reliably.

Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

Equity instruments
Equity instruments issued by the group are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognized as liabilities once they are no longer at the discretion of the group.

Employee benefits
The cost of short term employee benefits is recognized as a liability and an expense, unless those cost are required to be recognized as part of the cost of stock or fixed assets.
The costs of any unused holiday entitlement is recognized in the period in which the employee's services are received.
Termination benefits are recognized immediately as an expense when the group is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

Intangible fixed assets - goodwill
Goodwill, being the amount paid in connection with the acquisition of a business is nil, is being amortised evenly over its estimated useful life of nil years.

Goodwill is provided as the difference between amounts paid on the acquisition of a business and the fair value of the identifiable assets and liabilities. It is amortized to the profit and loss account over its estimated economic life of 20 years.

continued...

2. **MATERIAL ACCOUNTING POLICIES - continued**

Intangible fixed assets other than goodwill
Intangible assets acquired separately from a business are recognized at cost and are subsequently measured at cost less accumulated amortization and accumulated impairment losses. Intangible assets acquired on business combinations are recognized separately from goodwill at acquisition date if the fair value can be measured reliably.

Amortization is recognized so as to write off the cost or valuation of the assets less their residual values over their useful lives on the following basis

Patents, Prescription product licenses & Development costs	5-20 year Straight Line Method

Amortization of Product Licenses
The annual amortization charge for intangible assets is sensitive to changes in the estimated lives and residual values of assets. The useful economic lives and residual values are reviewed annually. These reviews require an estimation of how long each license is expected to be used based on expected sales of those licensed products. See note 9 for the carrying amount of the intangible assets and note 1 on Accounting Policies for the useful economic lives for each class of assets.

Tangible fixed assets
Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Tangible fixed assets are stated at cost or valuation less depreciation. Depreciation is not charged on free hold land. Depreciation is provided at rates calculated to write off the cost or valuation less estimated residual value of each assets over its expected useful life, as follows;

Freehold Building	2% to 10% Costs or revaluation
Plant and machinery	20% Reducing Method
Fixtures and Fittings	25% Straight Line Method

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

Capital work in progress of tangibles consists of asset under construction. It will be capitalized when the property is ready to use and will be depreciated over the tenure of the property.

At each reporting end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of asset is estimated in order to determine the extent of impairment loss (if any).

Where it is not possible to estimate recoverable amount of an individual asset, the company estimates the recoverable amount of cash generating unit to which the asset belongs.

The carrying amount of the investments accounted for using the equity method is tested for impairment as a single asset. Any goodwill included in the carrying amount of the investment is not tested separately for impairment.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discontinued to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash generating unit) is reduced to its recoverable amount.

continued...

2. MATERIAL ACCOUNTING POLICIES - continued

An impairment loss is recognized immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as revaluation decrease.

Stocks
Stocks are stated at lower of cost and estimated selling price less costs to complete sell. Cost of inventories is determined using the First-In, First-Out (FIFO) method. Cost of inventories includes the cost of purchases and other related costs incurred in bringing the inventories to their present location and condition. Cost comprises direct materials and, where applicable, direct labour costs those overheads that have been incurred in bringing the stock to their present location and condition.

Stocks held for distribution at no or nominal consideration are measured at cost, adjusted where applicable for any loss of service potential.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognized as an impairment loss in profit or loss. Reversals of impairment losses are also recognized in profit or loss.

Financial instruments
The group has elected to apply the provisions of section 11 "Basic Financial Instruments" and section 12 "other Financial Instruments Issues" of FRS 102 to all of its financial instruments.

Financial instruments are recognized in company's statement of financial position when the group became party to the contractual provisions of the instruments.
Financial assets and liabilities are offset, with the net amount presented in the financial statements, when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle on a net basis or to realize the asset and settle the liability simultaneously.

Basic Financial Assets
Basic financial assets which include trade and other receivables, cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortized cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at present value of the future receipts discounted at a market rate of interest.

Other Financial Assets
Other financial assets including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognized in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

Trade debtors, loans and other receivables that have fixed or determinable payments that are not quoted in active market are classified as "loans and receivables". Loans and receivables are measured at amortized cost using the effective interest method, less any impairment.

Impairment of Financial Assets
Financial Assets other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial Assets are impaired where there is objective evidence that, as a result of one or more events that accrued after the initial recognition of the financial assets, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognized in profit or loss.

continued...

2. **MATERIAL ACCOUNTING POLICIES - continued**

Derecognition of Financial Asset

Financial assets are derecognized only when contractual rights to the cash flow from the asset expire or are settled, or when the group transfers the financial asset and substantially all the risk and reward of ownership to another entity, or if some of significant risk and rewards of ownership are retained but control of asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of Financial Liabilities

Financial liabilities and equity instruments are classified according to the substances of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities.

Basic Financial Liabilities

Basic financial liabilities including trade and other payables, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognized at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of future payments discounted at a market rate of interest. Debt instruments are subsequently carried at amortised cost, using effective interest rate method.

Trade payables are obligation to pay for goods and services that have been acquired in ordinary course of business from suppliers. Accounts payables are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognized initially at transaction price and subsequently measured at amortized cost using effective interest method.

Financial liabilities and equity instruments are classified according to the substance to the contractual arrangement entered into. An equity instrument is a contract that evidences a residual interest in the asset of the company after deducting all of its liabilities.

De-recognition of Financial Liability

Financial liabilities are derecognized when the group's contractual obligations expire or are discharged or cancelled.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income and expenses that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liability is generally recognized for all timing differences and deferred tax asset is recognized to the extent that it is probable that they will be recovered against the reversal of deferred tax liability or other future taxable profits. Such assets and liabilities are not recognized if the timing differences arises from goodwill or from initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profits.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled, or the asset is realized. Deferred tax is charged or credited in profit and loss account, except when it relates to items charged or credited directly to equity, in which case deferred tax is also dealt with in equity. Deferred tax assets and liability are offset if, and only if there is a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rate of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains or losses arising on translation are

continued...

2. **MATERIAL ACCOUNTING POLICIES - continued**
included in the profit and loss account for the period.

Leases
Rentals payables under operating leases, including any lease incentives received, are charged to income on a straight-line basis over the term of relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

Retirement benefits
Payment to defined contribution retirement benefit schemes are charged as an expense as they fall due.

Critical judgements
The following judgements (apart from those involving estimates) had the most significant effect on amount recognized in the financial statements.

3. **JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

In the application of the company's accounting policies, the directors are required to make judgements, estimated and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experiences and other factors that are considered to be relevant. Actual results may differ from these estimates.
The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognized in the period in which the estimate is revised where the revision effects only that period, or in the period of revision and future periods where the revision affects both current and future periods.

4. **TURNOVER**

An analysis of company's turnover is as follows:	2025	2024
	£	£
Turnover		
Sale of goods	94,506,830	89,050,443

The analysis of turnover by geographical markets:

	31.3.25	31.3.24
	£	£
United Kingdom	90,869,430	82,362,411
Europe	804,264	943,358
Rest of the world	2,833,136	5,744,674
Total	**94,506,830**	**89,050,443**

5. **OTHER OPERATING INCOME**

	31.3.24	31.3.23
	£	£
Bank Interest Income	1,014,617	1,070,323
Other Income	416,879	8,142
	1,431,496	1,078,465

continued...

6. EMPLOYEES AND DIRECTORS

The average number of employees (including directors) employed by the company during the year was as follows:

	2025	2024
Production	190	200
Sales and Administration	17	18
	207	218

Their aggregate remuneration comprised of:

	2025	2024
	£	£
Wages and salaries	8,211,287	7,644,092
Social security costs	882,008	754,352
Other pension costs	269,150	239,805
	9,362,445	8,638,250

During the year, director remuneration was £ 897,695 (2024- £ 1,291,821)

During the year, retirement benefits were accruing to no directors (2024-Nil) of Marksans Pharma U.K Limited in respect of defined contribution pension schemes.

7. OPERATING PROFIT

The operating profit is stated after charging/ (crediting):

	2025	2024
	£	£
Depreciation - owned assets	611,376	406,864
Amortisation of intangible assets	545,773	555,179
Foreign exchange difference	-	-
Provision for bad Debts	42,904	56,152
Bad Debts	-	-
Impairment of intangible assets	87,332	92,492

8. AUDITORS' REMUNERATION

Fees payable to the company's auditors

	2025	2024
	£	£
For audit services		
Audit of the financial statements of the group and company	6,700	5,400
Audit of the company's subsidiaries	20,200	22,600
For other services	3,600	3,600

continued...

9. TAXATION

	31.3.25	31.3.24
	£	£
Current tax:		
UK corporation tax on profit	5,229,696	5,609,097
Short provision of prior year	50,724	(62,779)
UK Corporation tax on profits for the current period	5,280,420	5,546,318
Deferred tax:		
Originating and reversal timing differences	(80,698)	236,784
	5,199,722	5,783,102

The charges for the year can be reconciled to the profit and loss account as follow:

	2025	2024
	£	£
Profit before Taxation on continued operations	20,875,472	22,219,449
Profit on ordinary activities before taxation multiplied by standard Rate of corporation tax of 25% (2024-25%)	5,218,868	5,554,862
Tax effect of expenses that are not deductible in determining taxable profit	(21,610)	79,744
Amortisation on assets not qualifying for tax allowances	71,465	71,464
Originating and reversal timing differences	(80,698)	
R & D Credits	60,290	(119,850)
Difference of Capital allowances and depreciation	(99,317)	259,713
Short provision for earlier years	50,724	(62,831)
	(19,146)	228,240
Tax Expense for the year	5,199,722	5,783,748

10. INDIVIDUAL INCOME STATEMENT

As permitted by Section 408 of the Companies Act 2006, the Income Statement of the parent company is not presented as part of these financial statements.

11. DIVIDENDS

	31.3.25	31.3.24
	£	£
Ordinary share capital £1 each	-	2,500,000

continued...

12. INTANGIBLE FIXED ASSETS

Group

	Goodwill £	CWIP £	Product License £	Totals £
COST				
At 1 April 2024	5,717,140	435,401	6,054,077	12,206,618
Additions	-	1,492,697	83,184	1,575,881
Reclassification/transfer	-	(235,198)	235,198	-
At 31 March 2025	5,717,140	1,692,900	6,372,459	13,782,499
AMORTISATION				
At 1 April 2024	4,607,107	52,171	3,889,340	8,548,618
Amortisation for year	285,857	-	259,916	545,773
Impairment	-	-	87,332	87,332
At 31 March 2025	4,892,964	52,171	4,236,588	9,181,723
NET BOOK VALUE				
At 31 March 2025	824,176	1,640,729	2,135,871	4,600,776
At 31 March 2024	1,110,031	383,230	2,164,737	3,657,998

13. TANGIBLE FIXED ASSETS

Group

	Freehold property £	CWIP £	Plant and machinery £	Fixtures and fittings £	Totals £
COST					
At 1 April 2024	3,410,969	511,106	5,558,073	398,869	9,879,017
Additions	477,605	349,754	681,404	-	1,508,763
Reclassification/transfer	214,263	(445,276)	231,013	-	-
At 31 March 2025	4,102,837	415,584	6,470,490	398,869	11,387,780
DEPRECIATION					
At 1 April 2024	692,347	-	3,963,283	346,676	5,002,306
Charge for year	131,082	-	446,665	33,629	611,376
At 31 March 2025	823,429	-	4,409,948	380,305	5,613,682
NET BOOK VALUE					
At 31 March 2025	3,279,408	415,584	2,060,542	18,564	5,774,098
At 31 March 2024	2,718,622	511,106	1,594,790	52,193	4,876,711

continued...

14. FIXED ASSET INVESTMENTS

	Notes	Group 2025 £	2024 £	Company 2025 £	2024 £
Investments in subsidiaries		-	-	20,326,514	20,326,514

Details of the company's subsidiaries at 31 March 2025 are as follows:

Name of undertaking	Country of incorporation of residency	Nature of business	Class of Shareholding	% Held		Profit/ (Loss)	Capital and Reserve
				Direct	Indirect		
Marksans Holdings Limited	England and Wales	Holding Company	Ordinary	100		-	1,490,874
Bell, Sons & Co (Druggists) Limited	England and Wales	Pharmaceuticals	Ordinary	-	100	4,781,448	30,763,788
Relonchem Limited	England and Wales	Pharmaceuticals	Ordinary	100		11,382,816	61,277,565

15. STOCKS

	Notes	Group 2025 £	2024 £	Company 2025 £	2024 £
Raw materials and consumables		3,205,555	4,037,493	-	-
Work-in-progress		27,885	-		
Finished goods and goods for resale		21,963,453	13,540,624	-	-
		25,196,893	17,578,117	-	-

During the year £819,172 (2024: £333,204) was recognized as an expense in Profit and Loss account in respect of the write down of inventory.

16. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group 31.3.25 £	31.3.24 £	Company 31.3.25 £	31.3.24 £
Trade debtors	19,891,778	16,140,950	-	-
Provision for bad debts	(59,784)	(92,948)	-	-
Advance to vendors	348,990	-	-	-
Amounts owed by group undertakings	6,944,122	8,673,352	-	-
Other debtors	43,000	40,000	-	-
Dividend Receivable	-	-	-	2,500,000
Corporate Tax Receivable	1,110,838	467,133	-	-
Prepayments and accrued income	1,254,807	782,296	-	-
	29,533,751	26,010,783	-	2,500,000

continued...

17. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	31.3.25	31.3.24	31.3.25	31.3.24
	£	£	£	£
Trade creditors	2,178,842	2,973,374	-	-
Dividend payable	-	2,500,000	-	2,500,000
Amounts owed to group undertakings	-	-	5,420,360	5,420,612
Social security and other taxes	1,614,942	1,288,147	-	-
VAT	2,194,868	1,208,323	-	-
Other creditors	103,036	72,610	-	-
Advance from Customer	59,332	-	-	-
Accruals and deferred income	2,641,145	3,289,203	12,780	-
	8,792,165	11,331,657	5,433,140	7,920,612

18. PROVISIONS FOR LIABILITIES

	Notes	Group		Company	
		2025	2024	2025	2024
		£	£	£	£
Deferred tax liabilities		445,775	526,474	-	-

19. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	31.3.25 £	31.3.24 £
8,596,941	Ordinary Share Capital	£8596 941	8,596,941	8,596,941

20. CAPITAL COMMITMENTS

	31.3.25	31.3.24
	£	£
Contracted but not provided for in the financial statements	930,326	2,261,999

21. RELATED PARTY DISCLOSURES

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

continued...

22. CONTROLLING PARTY

The immediate parent undertaking is Marksans Pharma Limited, a company incorporated in India.
Consolidated accounts are available from the Registrar of Companies, Everest 100, Marine Drive, Mumbai- 400 002, Maharashtra.

In the opinion of the directors, Marksans Pharma Limited is the company's ultimate parent Company and ultimate controlling party.

23. RETIREMENT BENEFIT SCHEMES

	2025	2024
	£	£
Defined contribution schemes		
Charge to profit and loss in respect of defined contribution schemes	451,283	239,805

A defined contribution pension scheme is operated for all qualifying employees. The assets of the scheme are held separately from those of the group in an independently administered fund.

24. OPERATING LEASES COMMITMENTS

Leases

Operating lease payments represent rental payable in respect of property, equipment and vehicles.

At 31 March 2025 the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	Group 2025	Group 2024	Company 2025	Company 2024
	£	£	£	£
Within one year	304,424	304,424	-	-
Between two and five years	1,056,584	1,488,510	-	-
After five years	-	144,304	-	-

25. DEFERRED TAXATION

Deferred tax assets and liabilities are offset where the group or company has legal enforceable right to do so. The following is the analysis of the deferred tax balances (after offset) for the financial reporting purpose.

	2025	2024
Group	£	£
Accelerated capital allowances	445,776	526,474

The company has no deferred tax assets or liabilities.

There were deferred tax movements amounting -£ 80,698, (2024: £236,784) in the year.

continued...

26. PREVIOUS YEAR FIGURES

Previous year figures have been rearranged/ regrouped/ reclassified wherever considered necessary to facilitate comparison with the current year figures.

Marksans Pharma U.K. Limited

Consolidated Trading and Profit and Loss Account
for the Year Ended 31 March 2025

	31.3.25		31.3.24	
	£	£	£	£
Sales		94,506,830		89,050,443
Cost of sales				
Purchases	51,670,460		46,786,787	
Wages	4,425,699		5,025,472	
Social security	466,209		428,704	
Pension cost	139,019		131,691	
Laboratory testing	830,450		522,577	
Direct Manufacturing costs	1,813,202		1,335,031	
Carriage Inwards and import duty	2,751,819		2,306,685	
Power, light and heat	293,290		421,522	
Property repairs and maintenance	1,620,280		1,334,047	
Product development	514,050		492,005	
Regulatory & Vigilance Fees	1,418,791		1,028,895	
Sundry expenses	62,400		73,484	
Temporary recruitment	32,645		59,776	
Sales rebate	244,743		300,502	
Amortisation of intangible fixed assets				
Patents and licences	227		2,259	
Depreciation of tangible fixed assets				
Plant and machinery	533,905		351,641	
		66,817,189		60,601,078
GROSS PROFIT		27,689,641		28,449,365
Other income				
Interest Income	1,014,617		1,070,323	
Other Income	416,879		8,142	
		1,431,496		1,078,465
		29,121,137		29,527,830
Expenditure				
Wages	336,508		301,766	
Social security	34,311		34,311	
Pensions	15,516		15,516	
Vehicles Leasing	1,224		5,175	
Salesman expenses	15,318		22,792	
Carriage inwards and import duty	1,059,196		1,160,198	
Advertising	29,424		20,995	
Rent	121,039		112,706	
Carried forward	1,612,536	29,121,137	1,673,459	29,527,830

Marksans Pharma U.K. Limited

Consolidated Trading and Profit and Loss Account
for the Year Ended 31 March 2025

	31.3.25		31.3.24	
	£	£	£	£
Brought forward	1,612,536	29,121,137	1,673,459	29,527,830
Insurances (not premises)	370,613		309,072	
Wages	1,384,110		1,500,764	
Social security	366,057		291,338	
Pensions	92,171		71,632	
Telecommunications	63,026		55,687	
Printing & Stationery	59,818		67,490	
Post and Courier	346		243	
Travelling	104,917		108,409	
Leasing Motor expenses	5,146		144,744	
Motor running expenses	3,786		4,142	
Insurances (not premises)	17,605		-	
Property repairs and maintenance	169,453		144,231	
Staff recruitment costs	100,393		59,148	
Waste Disposal Expenses	16,336		12,733	
Staff training	42,554		34,150	
Premises insurance	441,677		228,499	
Staff pension	20,964		20,965	
remuneration	(39,454)		-	
Sundry expenses	71,632		43,900	
Conference Cost	10,300		31,479	
Bank charges	23,773		13,687	
Rates	114,186		104,674	
Accountancy fee	6,760		13,201	
GMC Inspection expenses	26,353		3,977	
Subscriptions	12,147		7,703	
Directors' remuneration	1,842,255		1,291,821	
Legal fees	238,379		67,877	
Auditors' remuneration	19,200		24,240	
Amortisation of intangible fixed assets	545,546		551,669	
Depreciation of tangible fixed assets	77,471		55,223	
Impairment losses for intangible fixed assets	87,332		92,492	
Computer software	50,660		24,575	
Entertaining	66,069		60,087	
Bad and doubtful debts	36,355		56,152	
Promotions and exhibitions	2,000		-	
Consultancy fees	50,000		50,000	
Employee Expenses	6,716		3,882	
Canteen expenses	6,846		2,343	
Provision for bad debts	6,549		-	
Product registrations and trade	113,082		88,602	
		8,245,665		7,314,290
Carried forward		20,875,472		22,213,540

This page does not form part of the statutory financial statements

Marksans Pharma U.K. Limited

Consolidated Trading and Profit and Loss Account
for the Year Ended 31 March 2025

	31.3.25		31.3.24	
	£	£	£	£
Brought forward		20,875,472		22,213,540
		-		-
		20,875,472		22,213,540
Gain/loss on revaluation of assets				
Gain/loss on revaluation of assets		-		5,909
NET PROFIT		20,875,472		22,219,449

This page does not form part of the statutory financial statements

MARKSANS PHARMA INC.

CONSOLIDATED FINANCIAL STATEMENTS MARCH 31, 2025

MARKSANS PHARMA INC.

CONSOLIDATED FINANCIAL STATEMENTS

YEARS ENDED MARCH 31, 2025 AND 2024

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Tel: +91 22 6974 0200
www.bdo.in

BDO India LLP
601, Floor 6, Raheja Titanium
Western Express Highway, Geetanjali Railway Colony
Ram Nagar, Goregaon (E), Mumbai 400063, INDIA

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Marksans Pharma Inc.,

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Marksans Pharma Inc. and its subsidiaries ('the Group"), which comprise the consolidated balance sheet as at March 31, 2025, and the consolidated statement of income, statement of changes in stockholder's equity and the cash flow statement for the year then ended, and the notes to the consolidated financial statements including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at March 31, 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with the accounting principles generally accepted in the United States of America ("US GAAP").

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 consolidated financial statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements, which includes the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information other than the consolidated financial statements and Auditors Report thereon

The Group's Board of Directors is responsible for the other information. As informed to us, the Group does not have any other information to be included in the annual report.

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

Responsibilities of Management and the Board of Directors for the Consolidated Financial Statements

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

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

Those Charged with governance are responsible for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an 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 are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

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

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

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

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

BDO India LLP

BDO India LLP
Mumbai, India
May 19, 2025

MARKSANS PHARMA INC.
CONSOLIDATED BALANCE SHEET
AS ON MARCH 31, 2025 AND 2024

Amounts in USD

	2025	2024
Assets		
Current assets		
Cash and cash equivalents	7,052,457	2,087,193
Trade accounts receivable, net (Allowance for doubtful accounts were $ 509,851 & $ 514,480 as of Mar 31, 2025 & 2024 respectively)	28,597,423	24,080,986
Inventory	31,993,607	20,151,152
Inventory in transit	12,710,354	6,680,603
Prepaid expenses	614,035	387,408
Other current assets	148,069	365,542
Total current assets	81,115,945	53,752,884
Non- Current assets		
Property, plant and equipment, net	19,376,963	18,952,006
Right-of-use assets	28,837,303	19,135,861
Intangibles, net	2,275,000	2,275,000
Goodwill, net	115,239	386,343
Capital work-in-progress	516,300	-
Other Non current assets	291,000	-
Total non current assets	**51,411,805**	**40,749,210**
Total assets	**132,527,750**	**94,502,094**
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable	54,428,548	34,912,897
Accrued liabilities	1,305,064	739,153
Line of credit	2,700,897	3,488,911
Lease liabilities	2,893,830	1,803,042
Short-term debt	-	57,098
Current tax liability	2,089,308	1,662,776
Total current liabilities	**63,417,648**	**42,663,877**
Non current liabilities		
Deferred tax liabilities, net	671,061	800,163
Lease liabilities	26,832,257	17,723,407
Long term debt	-	44,226
Total liabilities	**90,920,966**	**61,231,673**
Stockholders' equity		
Common stock , $.01 par value; 200 shares authorized and 110 issued	1	1
Additional paid-in capital	26,381,742	26,381,742
Retained earnings	15,225,041	6,888,679
Total stockholders' equity	**41,606,784**	**33,270,422**
Total liabilities and stockholders' equity	**132,527,750**	**94,502,094**

MARKSANS PHARMA INC.
CONSOLIDATED STATEMENT OF INCOME
FOR THE YEAR ENDED MARCH 31, 2025 AND 2024

Amounts in USD

	2025	2024
Sale of goods	142,894,889	105,808,581
Other income	893,947	342,317
Net revenue	**143,788,836**	**106,150,898**
Cost of goods sold	117,451,921	86,311,006
Gross profit	**26,336,915**	**19,839,892**
Selling, general and administrative expenses	1,854,076	1,696,576
Depreciation and amortisation expenses	3,613,435	3,035,191
Operating expenses	10,675,586	8,983,116
Income before income taxes	**10,193,817**	**6,125,009**
Income taxes		
Income tax expense	1,857,455	1,684,700
Net Income	**8,336,363**	**4,440,309**
Other comprehensive income	-	-
Total comprehensive income	**8,336,363**	**4,440,309**

MARKSANS PHARMA INC.
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE YEAR ENDED MARCH 31, 2025 AND 2024

Amounts in USD

	Common Stock	Paid-in Capital	Retained Earnings
Balance, March 31, 2023	1	26,381,742	2,448,370
Net income			4,440,309
Balance, March 31, 2024	1	26,381,742	6,888,679
Net income			8,336,363
Balance, March 31, 2025	1	26,381,742	15,225,041

MARKSANS PHARMA INC.
CONSOLIDATED STATEMENT OF CASH FLOWS
AS ON MARCH 31, 2025 AND 2024

Amounts in USD

Particulars	2025	2024
Cash flows from operating activities		
Net profit after Tax	8,336,363	4,440,309
Adjustments to reconcile net income to cash provided by operating activities		
Depreciation and Amortisation	3,613,435	3,035,191
Finance cost	1,067,492	882,653
Gain on lease termination	(293,301)	-
Loss/(Gain) on sale of property, plant and equipment, net	12,971	-
Allowance for doubtful Trade accounts receivables	(4,628)	167,258
Deferred taxes	(129,102)	(275,185)
Changes in operating assets and liabilities:		
Inventories (including inventories in transit)	(17,872,206)	(5,291,330)
Trade Accounts receivables	(4,511,809)	(2,345,440)
Other non-current/current assets	(300,154)	184,149
Trade payables/accured liabilities	19,770,066	6,767,610
Taxes, net	426,532	1,580,508
Net cash provided by operating activities	10,115,659	9,145,724
Cash flows from investing activities		
Payments to acquire property, plant and equipment and Capital Work-in-Progress	(2,211,988)	(3,704,633)
Proceeds from sale of property, plant and equipment	120,265	-
Net cash used in investing activities	(2,091,723)	(3,704,633)
Cash flows from financing activities		
Net Repayment of from Line of Credit	(788,014)	(1,572,898)
Repayment of dues to a director	-	(1,043,000)
Principal obligations / (payments) under leases	(2,035,709)	(2,010,324)
Interest paid	(234,949)	(375,995)
Net cash used in financing activities	(3,058,672)	(5,002,217)
Net change in cash and cash equivalents	4,965,264	438,874
Cash and cash equivalents		
Beginning of year	2,087,193	1,648,319
End of year	7,052,457	2,087,193
Componets of cash and cash equivalents		
Balance with Bank	7,051,457	2,086,193
Cash on Hand	1,000	1,000
Total cash and cash equivalents at the end of the year	7,052,457	2,087,193
Supplemental Information		
Taxes paid	1,508,263	1,684,700
Interest paid	234,949	375,995

The accompanying notes are an integral part of these consolidated financial statements.

MARKSANS PHARMA INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

YEARS ENDED MARCH 31, 2025 AND 2024

NOTE 1. ORGANIZATION

Marksans Pharma Inc. (the Company), a New York corporation, is a wholly owned subsidiary of Marksans Pharma Limited, India (Parent). On June 22, 2015, the Company acquired the stock of Time-Cap Laboratories Inc. (Time-Cap) and its wholly owned subsidiary Custom Coating Inc. (Coatings). Simultaneously, Marksans Realty LLC (Realty), a wholly owned subsidiary of Time-Cap, was formed and acquired the real estate in which Time-Cap and Coatings have their operations. On November 08, 2022, Marise Ann Inc. was incorporated, a wholly owned subsidiary of Marksans Pharma Inc. Time-Cap and Coatings are engaged primarily in the manufacture, coating, distribution and sales of pharmaceutical products in the United States. Marise Ann Inc. is engaged in the marketing & promotion of Branded OTC products.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Presentation - The consolidated financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). Subsequent events have been evaluated through May 19, 2025, the date the financial statements were available to be issued.

b. Principles of Consolidation - These consolidated financial statements include the accounts of Marksans Pharma Inc. and its wholly owned subsidiaries Time-Cap, Coatings, Marise, and Realty (collectively, the Company). All intercompany balances and transactions have been eliminated in the consolidated financial statements.

c. Functional Currency - The consolidated financial statements are reported in U.S. Dollars, which is the Company's functional currency.

d. Use of Estimates - The preparation of consolidated financial statements in accordance with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of income and expense during the reporting period. The most significant estimates relate to the selection of useful lives of property and equipment, intangible assets and associated useful lives, allowances for doubtful accounts and impairment of long-lived assets. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment, and makes adjustments when facts and circumstances dictate. These estimates are based on information available as of the date of the financial statements; therefore, actual results could differ from those estimates.

e. Cash and Cash Equivalents - For the purposes of balance sheet presentation and reporting of cash flows, the Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

f. Trade Accounts Receivable and Allowance for Credit Losses – Trade accounts receivable is a right to consideration that is unconditional (i.e., only the passage of time is required before payment is due). Trade accounts receivables are stated at an amount the Company expects to collect from outstanding balances. The Company's exposure to credit risk is dependent, to a large extent, on the pharmaceutical industry. The Company routinely addresses the financial strength of its customers, and as a consequence, believes that its receivable credit risk is limited. The Company performs ongoing credit evaluations of its customers and adjusts credit limits based upon payment history and the customer's current creditworthiness, as determined by a review of their current credit information. While credit losses have historically been within the Company's expectations, the Company cannot guarantee that the same credit loss rates will be experienced in the future. The Company generally does not require any security or collateral to support its receivables. The Company calculates expected credit losses for trade accounts receivable. Expected credit losses include losses expected based on known credit issues with specific customers as well as a general expected credit loss allowance based on relevant information, including historical loss rates, current conditions, and reasonable economic forecasts that affect collectability. Trade accounts receivables are written off when they are determined to be uncollectible.

g. Inventories - Inventories are included in the financial statements at the lower of cost (including raw materials, direct labour, other direct costs and related production overheads) and net realisable value. Cost is generally determined on a first in, first out basis.

h. Property and Equipment - Property and equipment are recorded at cost less accumulated depreciation. Depreciation is provided over the estimated useful lives of the assets using the straight-line method.

The estimated useful lives of assets are as follows:

Building	39 years
Computer and Software	5 years
Machinery and Equipment	5 - 15 years
Furniture and fixtures	5 - 15 years
Vehicle	5 years

Leasehold improvements are amortized over the shorter of the lease-term or the estimated useful life of the related asset.

Property and equipment are reviewed for impairment if indicators of impairment arise. There were no impairment charges related to property and equipment recognized during fiscal year ended 2025 and 2024.

i. Intangibles - Intangibles consist of marketing rights with an indefinite life which are not being amortized but will be evaluated for impairment on an annual basis or at other times during the year if events and circumstances indicate that it is more likely than not that the fair value of the marketing rights is below the carrying value.

j. Goodwill - Goodwill represents the excess of the purchase price of a business over the fair value of the identifiable net assets acquired. The Company has elected the accounting alternative to amortize goodwill on a straight-line basis over ten years and elected to test goodwill for impairment at the entity level upon occurrence of a triggering event.

k. Impairment of Long-Lived Assets - The Company assesses long-lived assets for impairment in accordance with the provisions of the Financial Accounting Standards Board ASC 360, Property, Plant and Equipment. Long-lived assets (asset group), such as property and equipment and intangibles, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. The carrying amount of a long-lived asset is not recoverable if it exceeds the sum of the undiscounted future cash flows expected to result from the use and eventual disposition of the asset. The amount of impairment loss, if any, is measured as the difference between the carrying value of the asset and its estimated fair value. Fair value is determined through various valuation techniques, including discounted cash flow models, quoted market values, and third-party independent appraisals, as considered necessary. As of March 31, 2025 and 2024, no impairment charge has been recorded.

l. Leases - The Company has operating & Finance leases. At inception of a contract, the Company determines whether a contract contains a lease, and if a lease is identified, whether it is an operating or finance lease. Right of Use lease assets represent a right to use an underlying asset for the lease term and may include any advance lease payments made and any initial direct costs and exclude lease incentives. Lease liabilities represent obligation to make lease payments arising from the terms of the lease. Right of Use lease assets and lease liabilities are recognized at the commencement of the lease and are calculated using the present value of lease payments over the lease term. The Company does not recognize ROU assets and lease liabilities for short-term leases with a term equal to or less than 12 months. The Company recognizes the lease payments in income statement on a straight-line basis over the lease term and variable lease payments in the period in which the obligation for those payments is incurred. Disclosures about the Company's leasing activities are presented in Note 9 " Leases".

m. Fair Value Measurements - The Company’s financial instruments consist primarily of cash, trade accounts receivable and accounts payable. The carrying value of all financial instruments and receivables are representative of their fair value due to short-term maturity.

n. Revenue Recognition – The Company receives revenue for supply of goods to external customers against orders received. The majority of contracts that Company enters into relate to sales orders containing single performance obligations for the delivery of pharmaceutical and consumer healthcare products. Product revenue is recognised when control of the goods is passed to the customer. The point at which control passes is determined by each customer arrangement, but generally occurs on delivery to the customer.

Revenue is recorded net of volume discounts, work credits, cash discounts, rebates and similar charges. Revenue is recognized using the five-step approach required by Accounting Standards Codification (ASC) Topic 606, as follows:

1. Identification of the contract with a customer;
2. Identification of the performance obligations in the contract;
3. Determination of the transaction price;
4. Allocation of the transaction price to the performance obligations in the contract;
5. Recognition of revenue when, or as, performance obligations are satisfied.

Performance Obligations and Significant Judgements

A performance obligation is a promise in a contract to transfer a distinct good to the customer. A contract’s transaction price is allocated to each performance obligation identified in the arrangement based on the relative standalone selling price of each distinct good and recognized as revenue when, or as, the performance obligation is satisfied. *Sales* and other transactions provide the customer with a particular good or bundle of goods and are considered a single performance obligation provided at a point in time upon the sale date.

Provisions for chargeback are estimated and provided for in the year of sales and recorded as reduction of revenue. A chargeback claim is a claim made by the wholesalers for the difference between the price at which the product is initially invoiced to the wholesaler and the net price at which it is agreed to be procured from the Company. Provisions for such chargebacks are accrued and estimated based on historical average chargeback rate actually claimed over a period of time and current contract prices with wholesalers/other customers

o. Employee Benefit Plan - The Company sponsors a qualified 401(k) defined contribution plan covering eligible employees. Participants may contribute a portion of their annual compensation limited to the maximum annual amount set by the Internal Revenue Service. There were no employer contributions under this plan for 2025 and 2024.

p. Advertising Expense - Advertising costs, included in selling expenses, are expensed as incurred.

q. Recent Accounting Pronouncements

- Amendment to ASC 710: Compensation – Stock Compensation: Scope Application of Profits Interest and Similar Awards, which improve current GAAP by adding an illustrative example to demonstrate how an entity should apply the scope guidance to determine whether a profits interest award should be accounted for in accordance with Topic 718.

  The amendment is effective for fiscal years beginning after December 15, 2024, including interim periods within those fiscal years.

  The amendment does not have any material impact on the financial statements as the Company had not entered any stock compensation arrangement.

- Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40) Disaggregation of Income Statement Expenses. The new standard requires new tabular disclosures disaggregating prescribed expense categories within relevant income statement captions.

  The amendment is effective to all public business for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. The new standard will be applied either (1) prospectively to financial statements issued for reporting periods after the effective date of this Update or (2) retrospectively to any or all prior periods presented in the financial statements.

- Debt with Conversion and Other Options (Subtopic 470-20) Induced Conversions of Convertible Debt Instruments. The new standard clarifies the assessment of whether a transaction should be accounted for as an induced conversion or extinguishment of convertible debt when changes are made to conversion features as part of an offer to settle the instrument.

  ASU 2024-04 is effective for annual reporting periods beginning after December 15, 2025, and interim reporting periods within those reporting periods.

The amendment does not have any material impact on the financial statements as the Company had not entered any Conversion of Convertible Debt Instruments arrangement.

- Liabilities (405): Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 122. This Update essentially removed the guidance related to obligations to safeguard crypto-assets an entity holds for its platform users in 405-10-S99-1 per SAB 122.

  The amendment does not have any material impact on the financial statements as the Company has not entered into cryto-assets transactions.

NOTE 3. INCOME TAXES

The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the consolidated financial statements. Under this method, deferred tax assets and liabilities are determined based on the differences between the consolidated financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

The Company records net deferred tax assets to the extent it believes these assets will more likely than not be realized. In making such determination, the Company considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax planning strategies, and recent financial operations. In the event the Company were to determine that it would be able to realize its deferred income tax assets in the future in excess of its net recorded amount, the Company would make an adjustment to the valuation allowance which would reduce the provision for income taxes.

The Company accounts for tax benefits from an uncertain tax position taken or expected to be taken only if it is “more likely than not” that the position is sustainable upon tax authority examination, based on its technical merits. The tax benefit of a qualifying position under this guidance would equal the largest amount of tax benefit that is greater than 50% likely of being realized upon settlement with a taxing authority having full knowledge of all the relevant information. A liability is established in the consolidated financial statements to the extent a current benefit has been recognized on a tax return for matters that are considered contingent upon the outcome of an uncertain tax position. In the opinion of management, the Company has no uncertain tax positions. The Company’s policy is to recognize interest and penalties on recognized tax benefits in income tax expense, if any, in the consolidated income statements.

NOTE 4. DEFERRED TAXES

Significant components of the Company’s deferred tax assets and liabilities are as follows:

	2025	2024
Deferred tax assets (liabilities)		
Goodwill and other intangibles	($80,993)	($143,905)
Property, equipment, and capital leases	($1,016,981)	($1,362,422)
Accruals and reserves not currently deductible	$189,180	$131,476
Section 481(a) Adjustment	--	($97,424)
Capitalized inventory costs	$129,210	$534,604
Allowance for bad debt	$108,523	$137,508
Net deferred tax liabilities	**($671,061)**	**($800,163)**

NOTE 5. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of the following at March 31, 2025 and 2024:

	2025	2024
Land	$62,080	$62,080
Building and improvements	$13,380,362	$13,015,999
Leasehold Improvements	$1,364,315	$1,267,009
Machinery and equipment	$10,873,279	$9,530,910
Computer & Software	$532,374	$466,525
Furniture and fixtures	$71,935	$67,871
Vehicles	$155,873	$155,873
	$26,440,218	$24,566,267
Accumulated depreciation	($7,063,254)	($5,614,261)
Total property, plant, and equipment, net	**$19,376,963**	**$18,952,006**

Depreciation expenses for the years ended March 31, 2025 and 2024 was $ 1,448,993 and $ 1,092,091 respectively.

NOTE 6. GOODWILL AND INTANGIBLES

Goodwill and intangibles consist of the following at March 31, 2025:

	Goodwill	Intangibles
Opening Balance	$4,517,141	$2,275,000
Accumulated amortization and adjustment	($4,401,902)	-
Balance - March 31, 2025	**$115,239**	**$2,275,000**

During the year ended March 31, 2019, the Company had received a settlement agreement with the original sellers, whereby, the Company received cash of $4,000,182 towards the original purchase price and hence the original Goodwill amounting to $ 8,517,322 was adjusted by the same amount as of March 31, 2019. This amount totaled $4,517,141 and is being amortized over 10 years. Amortization expenses for the years ended March 31, 2025, and 2024 were $271,104 and $271,104, respectively.

The Company acquired transferable marketing rights of various patent products from a third party for an aggregate amount of $1,925,000. On July 31, 2018, the Company purchased an intangible asset in the amount of $ 350,000 as an Abbreviated New Drug Application (ANDA). Management has determined that as of March 31, 2025 and 2024, respectively, the intangibles were not impaired.

NOTE 7. DEBT

As of March 31, 2025 and 2024, the Company had an outstanding liability on a line of credit of $ 2,700,897 and $ 3,488,911 with a Bank respectively. The total line of credit available through this agreement is $ 7,000,000. The loan is secured by first charge on entire current and fixed assets of Marksans Pharma Inc. and its subsidiaries i.e. Time Cap Laboratories Inc. (borrower), Marksans Realty LLC and Custom Coating Inc, first charge on the land and building situated at 7 Michael Avenue, Farmingdale, NY 11735 in name of Marksans Realty LLC and corporate guarantee of Marksans Pharma Inc and Marksans Realty LLC.

NOTE 8. CONCENTRATION OF CREDIT RISK

Financial instruments, which potentially subject the Company to concentration of credit risk, consist principally of cash and cash equivalents and trade accounts receivable.

Concentrations of credit risk with respect to trade accounts receivable are limited due to the diverse group of customers to whom the Company sells. The Company reviews a customer's credit history before extending credit, and will establish an allowance for possible losses, if necessary, based upon factors such as the credit risk of specific customers, historical trends and other information.

Major Customers - As of March 31, 2025 and 2024, Top five customers accounted for approximately 67% and 62%, respectively, of total trade accounts receivable. Revenues from these customers were approximately 61% and 72%, respectively, of total revenues.

NOTE 9. LEASES

The Company has entered into operating leases in the normal course of business primarily for storing inventories at warehouses in United States, with lease periods expiring in 2035. The determination on whether an arrangement is lease or not, is carried out at the inception of the lease.

Right of Use Assets represent the right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments arising from the lease. Right of Use Assets and lease liabilities are recognised at the lease commencement date based on the estimated present value of lease payments over the lease term.

Operating lease assets and liabilities are included in our consolidated balance sheet. The current portion of the operating lease liabilities is included under "Lease Liability" under "Current Liabilities" and the long-term portion is included under the "Noncurrent Liabilities".

Operating lease cost recognised in the consolidated statement of income is $2,035,709 and $ 2,010,324 for the year ended March 31, 2025 and 2024 respectively.

Other information about lease amounts recognized in the consolidated financial statements is summarized as follows:

Particulars	**2025**	**2024**
Weighted average remaining lease term	125 months	105.34 months
Weighted average discount rate	7.33 %	4.27 %

Set out below are the carrying amounts of right-of-use assets and lease liabilities recognized in the balance sheet:

Particulars	**2025**	**2024**
Right-of use assets	$28,837,303	$19,135,861
Lease liabilities		
Current lease liabilities	$2,893,830	$1,803,042
Non-current lease liabilities	$26,832,257	$17,723,407
Depreciation on right-of use assets	$1,893,339	$1,671,996

Undiscounted maturities of lease liabilities are as follows:

	Operating Leases
Periods ending March 31,	
2026	$ 28,93,830
2027	$ 37,63,759
2028	$ 38,95,490
2029	$ 40,31,833
2030	$ 41,72,947
Thereafter	$ 25,073,924
Total lease payment	$ 43,831,782

Supplemental cash flow information related to leases was as follows:

Particulars	**2025**	**2024**
Cash paid for amounts included in measurement of lease liabilities: -		
Operating cash flows from operating leases	$2,035,709	$ 2,010,324

NOTE 10. REVENUE FROM CONTRACTS WITH CUSTOMERS

Disaggregation of Revenue from Contracts with Customers

The following table disaggregates the Company's revenue based on the timing of satisfaction of performance obligations for the years ended March 31, 2025 and 2024.

	2025	2024
Performance obligations satisfied at a point in time		
Sale of Goods	$142,894,889	$105,808,581
Other revenue *		
Other income	$893,947	$342,317
Total	**$143,788,836**	**$106,150,898**

*Due to the nature of these revenue streams, these items are excluded from required disaggregation under ASC Topic 606. They are included here to provide a reconciliation to total revenue reported in the consolidated statements of income.

The nature of the Company's operations does not typically give rise to variable consideration. When variable consideration arises, estimated amounts are included in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Estimates of variable consideration are estimated based upon historical experience with customers and comparable projects as well as known trends within the Company and its industry.

Contract Balances

All of the Company's contract assets are considered trade accounts receivable and are included within the trade accounts receivable balance in the consolidated balance sheet. The Company has no contract liabilities. Balances in these accounts as of March 31, 2025 and 2024 are as follows.

	2025	2024
Trade accounts receivable, net	$28,597,423	$24,080,986

NOTE 11. COST OF GOODS SOLD

	2025	2024
Purchases	$96,795,343	$70,484,885
Direct wages	$8,567,513	$7,064,008
Payroll taxes	$846,635	$631,084
Other direct costs	$8,415,633	$4,840,376
Allocated overhead	$2,826,797	$3,290,653
TOTAL	**$117,451,921**	**$86,311,006**

NOTE 12. SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

	2025	2024
Commissions	$1,440,940	$1,338,067
Bad debt expense, net of allowance for doubtful accounts	($4,628)	$176,810
Advertising and promotion	$417,765	$181,699
TOTAL	**$1,854,076**	**$1,696,576**

NOTE 13. DEPRECIATION AND AMORTISATION EXPENSES

	2025	2024
Depreciation on Property, Plant & Equipment	$1,448,993	$1,092,091
Amortisation on intangible assets	$271,104	$271,104
Depreciation on right-of use assets	$1,893,339	$1,671,996
TOTAL	**$3,613,435**	**$3,035,191**

NOTE 14. OPERATING EXPENSES

	2025	2024
Utilities	$1,079,565	$1,070,396
Travel expenses	$198,382	$187,499
Salaries and wages	$4,432,590	$3,419,068
Repairs and maintenance	$276,981	$160,478
Rentals for short term leases	$324,235	$190,683
Property taxes	$218,068	$221,478
Professional fees	$906,254	$439,917
Other operating expenses	$171,709	$187,464

Membership and licenses	$348,620	$382,199
Interest and bank charges	$1,070,313	$886,446
Insurance	$731,429	$982,366
Computer-related expenses	$338,645	$289,594
Payroll taxes	$234,732	$206,990
Office expenses	$229,095	$65,236
Miscellaneous expense	$114,968	$293,302
TOTAL	**$ 10,675,586**	**$ 89,83,116**

NOTE 15. RELATED PARTY TRANSACTIONS

(a) Holding Company
Marksans Pharma Limited

(b) Key Management Personnel (KMP)/Directors
Mr. Mark Saldanha: Director
Mrs. Sandra Saldanha: Director
Mr. Jitendra Sharma: Director
Mr. Seetharama Raju Buddharaju: Director (Up to March 31,2025)
Mr. Anjani Kumar: Director and Chief Operating Officer

(c) *List of related parties with whom transactions have taken place during the year are as follows:*

Nature of Transactions	2025	2024
Purchase of goods		
Marksans Pharma Limited	$84,942,397	$53,271,900
Sales of goods		
Marksans Pharma Limited	$185,370	$5,712
Sale of Property, Plant and Equipment		
Marksans Pharma Limited	$6,000	$94,750

Nature of Transactions	2025	2024
Due to a director (Repayment)		
Mr. Mark Saldanha	-	$1,043,000
Managerial Remuneration Paid		
Mr. Mark Saldanha	$144,000	$144,000
Mr. Anjani Kumar	$224,705	$224,705

(d) *Balances outstanding at the end of the year*

Particulars	2025	2024
Accounts payable		
Marksans Pharma Limited	$50,696,728	$31,532,155
Trade accounts Receivable		
Marksans Pharma Limited	$163,960	$5,712

NOTE 16. RETIREMENT PLAN

The Company has a defined contribution retirement plan covering all employees with over 60 days of continuous service. Participants are allowed to contribute up to the Federal maximum to this plan each year, which is $23,000 and $22,500 respectively for 2025 and 2024. The Company does not make any matching contributions to the plan.

NOTE 17. LITIGATION CONTINGENCIES

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Liabilities for loss contingencies arising from claims, tax assessments, litigations, fines and penalties, and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment and/or remediation can be reasonably estimated. Legal costs incurred in connection with the same are expensed as incurred.

From time to time, the Company may be a party to litigation arising in the normal course of its business operations. In the opinion of management, it is not anticipated that the settlement or resolution of any such matters will have a material adverse impact on the Company's financial condition, liquidity, or results of operations. There are no contingent liabilities as at March 31, 2025 and 2024.

NOTE 18. SUBSEQUENT EVENTS

The Company evaluated subsequent events from March 31, 2025, the date of these consolidated financial statements, through May 19, 2025, which represents the date the financial statements were available for issuance, for events requiring recording or disclosure in the consolidated financial statements for the year ended March 31, 2025. The Company concluded that no events have occurred that would require recognition or disclosure in the consolidated financial statements.

Special Purpose Financial Statements and Independent Auditors' Report

for the period April 1, 2024 to March 31, 2025

ACCESS HEALTHCARE FOR MEDICAL PRODUCTS LLC

Dubai, United Arab Emirates

ACCESS HEALTHCARE FOR MEDICAL PRODUCTS LLC
Dubai, United Arab Emirates

ACCESS HEALTHCARE FOR MEDICAL PRODUCTS LLC **(License number: 835814)**

<u>Contents of the Special Purpose Financial Statements</u>

For the period April 1, 2024 to March 31, 2025

ACCESS HEALTHCARE FOR MEDICAL PRODUCTS LLC
Dubai, United Arab Emirates

Manager's Report for the period April 1, 2024 to March 31, 2025

The Manager has great pleasure in presenting his report together with the audited special purpose financial statements.

BUSINESS

ACCESS HEALTHCARE FOR MEDICAL PRODUCTS LLC (the Company) is a limited liability company registered on 12th May 2019 in Dubai, United Arab Emirates under License No. 835814 issued by Government of Dubai.

ACTIVITY

The principal activity of the company is medicinal chemical trading, medical surgical articles and requisites trading, people of determination equipment trading, paper products trading, laboratories tools and requisites trading, baby care requisites trading and para pharmaceutical products trading.

BUSINESS REVIEW

During the period April 1, 2024 to March 31, 2025, the results of the Company were as follows:

Particulars	April 1, 2024 March 31, 2025 AED	April 1, 2023 March 31, 2024 AED
Revenue	6,822,793	7,480,695
Net profit	2,541,415	3,069,549

EVENT AFTER YEAR END

In the opinion of the Manager, no item, transaction or event of a material and unusual nature arisen in the interval between the end of the financial period and the date of this report which is likely to affect, substantially the result of the operations of the Company for the financial period then ended.

ACCESS HEALTHCARE FOR MEDICAL PRODUCTS LLC
Dubai, United Arab Emirates

Manager's Report...continued

MANAGER

During the period, Mr. Wael Aly Selim Mohamed Ayad served as the Manager of the Company.

MANAGER'S RESPONSIBILITIES

The Manager is required to prepare the financial statements for each financial period which give a true and fair view of the state of affairs of the Company and of the profit or loss for the period then ended. The Manager hereby confirms the following:

i. In the preparation of the special purpose financial statements, the applicable accounting standards have been followed;

ii. The special purpose financial statements are prepared for the period April 1, 2024 to March 31, 2025.

iii. The Manager has selected the accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the states of affairs of the Company as at the end of the financial period and of the profit or loss of the company for the period;

iv. The Manager has taken proper and sufficient care for the maintenance of adequate: accounting records relevant to proper safeguarding of the company's assets and for preventing and detecting fraud and other irregularities;

v. The Manager has prepared the special purpose financial statements on going concern basis. For the year April 1, 2024 to March 31, 2025, the Company earned revenue of AED 6,822,793 (March 31, 2024-AED 7,480,695) and profit of AED 2,541,415 (March 31, 2024- AED 3,069,549)

AUDITORS

The auditors, H A A Auditing were appointed as auditor for the period April 1, 2024 to March 31, 2025.

ACCESS HEALTHCARE FOR MEDICAL PRODUCTS LLC
Dubai, United Arab Emirates

DISCLOSURE OF INFORMATION TO AUDITOR

The manager who held office at the date of approval of this Manager's report confirms that, so far they are aware, there is no relevant audit information of which the Auditors are unaware and they have taken all the steps that they ought to have taken as Manager to make themself aware of any relevant audit information and to established that the Auditors are aware of that information.

However, the Manager indemnifies the Auditors for any action taken in respect of UAE laws and acknowledges that the Auditors are absolved from third party claims on the basis that the Company's provision of (or omission to provide) information is an exempting "act of third party".

ACKNOWLEDGMENT

The Manager wish to place on record his appreciation of the services rendered by all the employees of the Company and his gratitude to the various departments of Governments, business associates and auditors for their support.

For and on behalf of Access Healthcare for Medical Products LLC

Manager

Wael Aly Selim Mohamed Ayyad

Date :May 7, 2025

Dubai, United Arab Emirates

Report of the Independent Auditor's to the Members of

ACCESS HEALTHCARE FOR MEDICAL PRODUCTS LLC (License number: 835814)

OPINION

We have audited the special purpose financial statements of **Access Healthcare for Medical Products LLC** ("the Company") for the period April 1, 2024 to March 31, 2025, as described in note 2 of the special purpose financial statement, which comprise the Statement of financial position as on March 31, 2025, Statement of profit and loss and other comprehensive income, Statement of changes in equity, Statement of cash flows for the period then ended and Notes to the special purpose financial statements, including a summary of material accounting policies.

In our opinion the special purpose financial statements as described in note 2 of the special purpose financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March, 2025 and of its profits for the period then ended;
- have been properly prepared in accordance with International Financial Reporting Standards and
- have been prepared in accordance with the requirements of UAE Federal Law.

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 Auditors' responsibilities for the audit of the special purpose financial statements section of our report. We are independent of the Company in accordance with the International ethical Standards Board for Accountants Code of Ethics for professional Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

EMPHASIS OF MATTER

These special purpose financial statements of the Company are prepared as per fair presentation framework in accordance International Financial Reporting Standards (IFRS), for the limited purpose, solely for the information of the Company ,its holding company and the statutory auditors of the holding company for the purpose of consolidation of financial statements of the holding company.

These special purpose financial statements do not contain certain disclosures and explanatory notes that would otherwise be required for a complete set of financial statements. These are special purpose financial statements, accordingly, should not be construed as the general-purpose financial statements. As a result, these special purpose financial statements may not be suitable for any other purpose.

Our report is intended solely for the preparation of special purpose financial statements of the company and should not be distributed to or used by any other party. Our Opinion is not modified in respect of the above matter.

RESPONSIBLITIES OF MANAGER

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

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

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

AUDITOR'S RESPONSIBILITES FOR THE AUDIT OF THE SPECIAL PURPOSE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the special purpose financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a Report of the Auditors 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 special purpose 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 risk of material misstatement of the special purpose financial statement, whether due to fraud or error, design and perform audit procedures responsive to those risk, and obtain audit evidence that is sufficient and appropriate to provide a basis of our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.

Report of the Independent Auditor's..........continued

- Conclude on the appropriateness of Management's use of going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exits related to events or conditions that may cast significant doubt on the Company's ability to continue as going concern. If we conclude that material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Special purpose 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 Special purpose financial statements, including the disclosures, and whether the Special purpose financial statements represent the underlying transaction 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 also confirm that, in our opinion, the special purpose financial statements for the period April 1, 2024 to as at March 31, 2025 of **ACCESS HEALTHCARE FOR MEDICAL PRODUCTS LLC** include, in all material aspects, the applicable requirements of the UAE Federal Law No 32 of (2021). We further confirm that proper financial records have been kept by the Company and the contents of the Manager's report relating to these Special purpose financial statements are in agreement with the Company's financial records. We have obtained all the information and explanations which are required for the purpose of our audit and, to the best of our knowledge and belief, no violations of the above-mentioned law have occurred during the period which would have had a material effect on the business of the Company or on its financial position as at March 31, 2025.

For **H A A Auditing**

H A A AUDITING
LICENSE NO 11694

Hussain Ali Abdulla Alabdouli

Registered Auditors

Audit Licence No 845, United Arab Emirates

Ministry of Economy (Audit Division)

Date: May 7, 2025

ACCESS HEALTHCARE FOR MEDICAL PRODUCTS LLC
Dubai, United Arab Emirates

	Notes	March 31, 2025	March 31, 2024
Non-Current Asset			
Property, plant and equipment	4-A	-	4,496
Intangible assets	4-B	8,159	
Total Non-Current Assets (A)		**8,159**	**4,496**
Current Assets			
Cash and cash equivalents	5	10,895,053	7,970,993
Inventory		833,037	567,765
Accounts receivable		1,666,209	2,061,083
Other current assets	6	420,338	380,719
Total Current Assets (B)		**13,814,637**	**10,980,560**
Total Assets (A)+(B)		**13,822,796**	**10,985,056**
Shareholders' Fund			
Share capital	7	324,000	324,000
Reserves and surplus	8	12,640,431	10,099,016
Total equity (C)		**12,964,431**	**10,423,016**
Non-current liabilities			
Provision for end of service benefits		64,400	40,600
Total non-current liabilities (D)		**64,400**	**40,600**
Current liabilities			
Accounts payable		-	3,703
Related party balances	15	185,945	20,000
Accrued expenses and other liabilities	9	320,464	429,737
Current tax	11-A	287,556	68,000
Total current liabilities (E)		**793,965**	**521,440**
Total Equity and Liabilities (C)+(D)+(E)		**13,822,796**	**10,985,056**

The Special purpose financial statements were approved and authorized for issue by the management on May 7, 2025 and signed on its behalf by

Wael Aly Selim Mohamed Ayyad

Manager

The accompanying notes are an integral part of the Special purpose financial statements

ACCESS HEALTHCARE FOR MEDICAL PRODUCTS LLC
Dubai, United Arab Emirates

Statement of Profit and Loss and Comprehensive Income for the year ended March 31st 2025

	Notes	April 1, 2024 March 31, 2025 AED	April 1, 2023 March 31, 2024 AED
Revenue		6,822,793	7,480,695
Cost of sales		(2,267,911)	(2,266,306)
Gross profit		**4,554,882**	**5,214,389**
General and administrative expenses	10	(2,115,453)	(2,083,973)
Depreciation and amortization	4	(4,925)	(8,894)
Earnings before interest and tax		**2,434,504**	**3,121,522**
Finance income (net)		326,467	16,027
Earnings before tax		**2,760,971**	**3,137,549**
Current tax	11-B	(219,556)	(68,000)
Deferred tax		-	-
Net profit after tax		**2,541,415**	**3,069,549**
Transfer to Statutory Reserve		-	-
Net profit		**2,541,415**	**3,069,549**
Other comprehensive income		-	-
Total Comprehensive Income		**2,541,415**	**3,069,549**

The results of operations are from continuing operations

The accompanying notes are an integral part of the Special purpose financial statements.

ACCESS HEALTHCARE FOR MEDICAL PRODUCTS LLC
Dubai, United Arab Emirates

Statement of Changes in Equity for the period ended 31st March, 2025.

	Share capital	Share premium	Statutory reserve	Accumulated profit	Total equity
	AED	AED	AED	AED	AED
As at April 1, 2023	324,000	976,000	162,000	5,891,467	7,353,467
Movement during the year					
Total comprehensive income.				3,069,549	3,069,549
As at March 31, 2024	**324,000**	**976,000**	**162,000**	**8,961,016**	**10,423,016**
Total comprehensive income	-	-	-	2,541,415	2,541,415
As at March 31, 2025	**324,000**	**976,000**	**162,000**	**11,502,431**	**12,964,431**

The accompanying notes are an integral part of the Special purpose financial statements.

ACCESS HEALTHCARE FOR MEDICAL PRODUCTS LLC
Dubai, United Arab Emirates

Statement of Cash flows for the year ended 31 March 2025

	March 31, 2025 AED	March 31, 2024 AED
Cash flow from operating activities		
Profit before tax	**2,760,971**	**3137,549**
Depreciation and amortization	4,925	8,894
Working capital adjustments		
(Increase)/Decrease in inventory	(265,272)	121,523
(Increase)/ Decrease in other current assets	(39,619)	(72,875)
(Increase)/Decrease in accounts receivable	394,874	(445,221)
Increase / (Decrease) in accrued expenses and provisions	(109,273)	(54,982)
Increase / (Decrease) in Accounts payable	(3,703)	(111,179)
Increase / (Decrease) in Related party balances	165,945	20,000
Increase in provision for end of service benefits	23,800	8,750
Net cash flows from operating activities	**2,932,648**	**2,612,459**
Cash flow from Investing Activities		
Intangible asset	(8,588)	-
Net cash used in Investing Activities	**(8,588)**	**-**
Cash flow from Financing Activities	-	-
Net cash used in financing activities	**-**	**-**
Net Increase in cash and cash equivalents	**2,924,060**	**2,612,459**
Cash and cash equivalents at the beginning of the period	7,970,993	5,358,534
Cash and cash equivalents at the end of the period	**10,895,053**	**7,970,993**

The accompanying notes are an integral part of the Special purpose financial statements

ACCESS HEALTHCARE FOR MEDICAL PRODUCTS LLC
Dubai, United Arab Emirates

1. CORPORATE INFORMATION

ACCESS HEALTHCARE MEDICAL PRODUCTS LLC (the Company) is a limited liability company registered on 12th May 2019 in Dubai, United Arab Emirates under License No. 835814 issued by Government of Dubai.

The principal activity of the company is medicinal chemical trading, medical surgical articles and requisites trading, people of determination equipment trading, paper products trading, laboratories tools and requisites trading, baby care requisites trading and para pharmaceutical products trading.

The company is a 100% subsidiary of Marksans Pharma Limited(Marksans), Public listed company in India on Bombay stock Exchange and National Stock Exchange, which was acquired by Marksans Pharma Limited on June 6, 2022.

The registered office of the company is situated at Office No.2009, DM.160, 343 Sh. Zayed Road, Al Mazaya Centre, P.O Box :334152

The Company is managed by Mr. Wael Aly Selim Mohamed Ayyad, Egypt National.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

a. Basis of preparation

i. This special purpose financial statement is prepared for inclusion in the consolidated financial statement of the Ultimate Holding Company (Marksans Pharma Limited).
ii. These special purpose financial statements have been prepared in accordance with the International Financial Reporting Standards ('IFRSs') and UAE Federal Laws and its latest amendments, wherever applicable.
iii. These special purpose financial statements have been prepared under the historical cost convention. The fair/ net realizable value concept of measurement of assets and liabilities has also been applied wherever applicable under IFRS.
iv. The special purpose financial statements of the Company has been prepared on going concern basis.
v. These special purpose financial statements do not contain certain disclosures and explanatory notes that would otherwise be required for a complete set of financial statements.

b. Basis of accounting

These special purpose financial statements are prepared under the accrual basis of accounting except provision for employee entitlement to annual leave. Under the accrual basis of accounting, transactions and events are recognized when they occur (and not as cash or its equivalent is received or paid) and they are recorded in the accounting records and reported in the Special purpose financial statements of the periods to which they relate.

c. **Property, Plant and Equipment**

Property, plant and equipment are stated at cost less accumulated depreciation. The cost of property plant and equipment is their purchase price together with any incidental expenses.

During the period, the company has office equipment, furniture and fixtures and computer and accessories as property, plant and equipment. Depreciation is calculated on the straight line method for a period of 4 years from the date of purchase to reduce the cost of assets to their estimated residual values over their expected useful lives.

d. **Intangible asset**

Intangible asset is an identifiable non monetary asset controlled by the Company and it is probable that the future economic benefits that are attributable to the asset will flow to the entity and the cost of asset can be measured reliably. The trademarks have been amortised over the useful life of 15 years.

e. **Receivables**

Provision for doubtful recovery is based on estimation, however, reliability is re-assessed at the end of every financial period and additional provisions are created on the basis of risks involved. Management considers that all the receivables are fully realizable, hence no provision is created.

f. **Current or Non-current classification**

The entity presents assets and liabilities in statement of financial position based on current/ noncurrent classification

An asset is current when it is:

Expected to be realized or intended to be sold or consumed In normal operating cycle or held primarily for the purpose of trading or expected to be realized within twelve months after the reporting period, or cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is current when:

It is expected to be settled in normal operating cycle or it is held primarily for the purpose of trading or it is due to be settled within twelve months after the reporting period, or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

g. **Revenue recognition**

Revenue is recognized when control of the goods are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods and when there are no longer any unfulfilled obligations.

h. Functional and presentation currency

Items included in the Special purpose financial statements of the entity are measured using the currency of the primary economic environment in which the Company operates ('the Functional currency'). The Special purpose financial statements of the Company are presented in UAE Dirhams ('AED'), which is the Company's functional and presentation currency. All the amounts represented in 'AED' have been rounded off to the nearest AED.

i. Foreign currency transactions

Foreign currency transactions are recorded in U.A.E Dirhams at the approximate rate of exchange ruling at the time of the transactions. Assets and liabilities expressed in foreign currencies at the statement of financial position date are translated into U.A.E Dirhams at the year end rate of exchange. All foreign currency gains or losses are booked in the statement of comprehensive income as and when they arise.

j. Impairment of assets

At the end of each reporting period , the entity reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exist, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the entity estimates the recoverable amount of the cash generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash generating units or otherwise they are allocated to smallest group of cash generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash generating unit) is estimating to be less than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of comprehensive income.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior periods. A reversal of an impairment loss is recognized immediately in the statement of comprehensive income.

k. End-of-service benefits

The Company provides end-of-service benefits to its expatriate employees' last year drawn salary and length of service, subject to the completion of a minimum service year. The expected costs of these benefits are accrued over the year of employment in accordance with the provisions of UAE Labor Law.

l. Provisions, contingent liabilities and contingent assets

i. Provisions are recognized when the Company has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation. Such provisions are determined based on management estimate of the amount required to settle the obligation at the balance sheet date. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognized as a consolidated asset only when the reimbursement is virtually certain.

ii. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

iii. Contingent liabilities are disclosed on the basis of judgment of management. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

m. Cash and cash equivalents

For the purpose of the Statement of cash flows, the Company considers bank balances and deposits with bank forms part of cash and cash equivalents.

n. Financial Instruments

Financial Assets

Initial Recognition and measurement

Financial Assets are classified, at initial recognition, as:

a) amortized cost
b) fair value through other comprehensive income OCI and ,
c) fair value through profit or loss

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under IFRS 15.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCE, it needs to give rise to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding, this assessment is referred to as the SPPI test and is performed at an instrument level.

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

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset

Subsequent measurement:
Financial assets are classified in four categories:

- Financial assets at amortized 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

Financial assets at amortised cost (debt instruments)
This category is the most relevant to the Company. The Company measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect-contractual cash flows and,
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

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 its fair value through OCI (debt instruments)
The Company measures debt instruments at fair value through OCI if both of the following conditions are met:

a. The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling, and;

b. The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

For debt instruments at fair value through OCI, interest income, foreign exchange revaluation and impairment Losses or reversals are 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.

The Company has no debt instruments at fair value through OCI.

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.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Company has no designated financial assets at fair value as at 31 March 2025.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit of loss Include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through OCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

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

This category includes derivative instruments and listed equity investments which the Company had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are also recognised as other income in the statement of profit or loss when the right of payment has been established. The Company's AFS investments, refundable deposits, due from related parties, trade/ accounts and other receivables and bank balances/current accounts with banks.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Company's statement of financial position) when;

- The rights to receive cash flows from the asset have expired; or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks. and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows, from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership when it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

The Company recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the. Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12- month ECL). for those credit exposures for which there has been a significant Increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL)

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.

The Company's financial liabilities include employees' end of service benefits and accrued expenses and provision.

Subsequent measurement

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

Financial liabilities at fair value through profit and 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.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortization process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the HR. The EIR amortization is included as finance costs in the statement of profit or loss.

This category generally applies to interest-bearing loans and borrowings.

Derecognition

A financial liability Is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another-from the same fonder on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of Financial Instruments

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

o. Inventories

i. Inventories are valued at lower of cost or net realizable value.

ii. The costs of inventories are determined on weighted average basis. Cost of inventories comprise all costs of purchase, and where applicable costs of conversion and other costs incurred in bringing the inventories to their present location and

iii. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

p. Value Added Tax ("VAT")

The Company is subject to a value added tax ("Vat") of 5% for sale of products. The amount of VAT liability is determined by applying the applicable tax rate to the invoiced amount of products (output VAT) less VAT paid on purchases made with the relevant supporting invoices (input Vat). The Company reports revenue net value added tax for all the periods presented in the Special purpose financial statements.

q. Use of estimates and judgments and assumptions

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

ii. The estimates and underlying assumptions are reviewed by the management on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

The key assumptions concerning the future and other key sources of estimation of uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period are discussed below:

a) Depreciation of property, plant and equipment

Management assigns useful lives and residual values to property, plant and equipment based on the intended use and the economic lives of those assets. Subsequent changes in circumstances could result in the actual useful lives or residual values differing from initial estimates. Where the management determines that the useful; life or residual value of an asset requires amendment, the net book amount in excess of the residual value is depreciated over the revised remaining useful life

b) Impairment of assets

Assessments of net recoverable amounts of property, plant and equipment, all financial assets other than trade and other receivables are based on assumptions regarding future cash flows expected to be received from the related assets.

c) Impairment of accounts receivables

The management regularly undertakes a review of the recovery status of amounts due from either third parties or related parties. Such review is made on variety of factors, including the overall quality and aging of the receivables, continuing credit evaluation of the customer's financial conditions. Based on the review, assumptions are made regarding the extent of impairment allowance required.

d) Going Concern

These special purpose financial statements are prepared on a going concern basis which is assumed that the Company will continue to operate as a going concern in a foreseeable future. In order to support the continuance of the Company's operations, the Directors confirm that sufficient funds will be made available as may be necessary.

***e)* Current and deferred income tax**

Tax is recognised in the statement of profit or loss and other comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax expense is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date. The directors periodically evaluate positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretations and establish provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the special purpose financial statements. 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. Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilised.

3. NEW STANDARDS, AMENDMENTS TO STANDARDS AND INTERPRETATIONS.

In the current year, the Company has applied the following amendments to IFRS issued by the International Accounting Standards Board ('IASB') that are mandatorily effective for an accounting period that are beginning on or after 1st January 2024, wherever applicable. The application of these standards does not have any material impact on the amounts reported for the current and prior periods but may affect the accounting for the Company's future transactions or arrangements.

Amendments to:

- Classification of liabilities as current or non-current - Amendments to IAS 1 (January 1, 2024)
- Lease liability in a sale and leaseback (Amendments to IFRS 16)
- Non current liabilities with covenants (Amendments to IAS 1)
- Supplier finance arrangements (Amendments to IAS 7 and IFRS 7)

Accounting standards that are in issue but not effective and which are likely to impact the Company

- Amendments to IAS 21 the effects of changes in foreign exchange rates relating to lack of exchangeability (on or after January 1, 2025)
- IFRS 18 presentation and disclosure of financial statements (on or after January 1, 2027)
- Amendments to IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures (2011)(Effective date postponed, earlier adoption permitted)
- Annual improvements to IFRS Accounting Standards(on or after January 1, 2026)

ACCESS HEALTHCARE FOR MEDICAL PRODUCTS LLC
Dubai, United Arab Emirates
Notes forming part of the financial statements for the year ended March 31, 2025.

4. Non Current Assets

4 -A Property, plant and equipment

Cost	March 31, 2025	March 31, 2024
At the beginning of the period	41,620	41,620
Addition during the period		-
At the end of the period	41,620	41,620
Accumulated depreciation		
At the beginning of the period	37,124	28,230
Charges for the period	4,496	8,894
At the end of the period	41,620	37,124
Net carrying amount	**-**	**4,496**

4-B Intangible asset

Intangible Asset	**March 31, 2025**	**March 31, 2024**
Cost		
At the beginning of the period	-	-
Addition during the period	8,588	-
At the end of the period	**8,588**	-
Accumulated depreciation		
At the beginning of the period	-	
Charges for the period	429	
At the end of the period	429	-
Net carrying amount	**8,159**	**-**

		March 31, 2025 AED	March 31, 2024 AED
5	Cash and cash equivalents		
	Cash at bank	10,890,518	7,965,285
	Cash in hand	4,535	5,708
		10,895,053	7,970,993

		March 31, 2025 AED	March 31, 2024 AED
6	Other current assets		
	Advances to vendors	329,447	277,778
	Prepaid expenses	90,891	70,397
	VAT receivable (net)	-	32,544
		420,338	380,719

		March 31, 2025 AED	March 31, 2024 AED
7	Share capital		
	Authorized share capital		
	300 shares of AED 1000 each	300,000	300,000
	Issued and paid up share capital		
	300 shares of AED 1000 each	300,000	300,000
	Additional paid up share capital		
	24 shares of AED 1000 each	24,000	24,000
		324,000	324,000

		March 31, 2025 AED	March 31, 2024 AED
8	Reserves and surplus		
	Retained earnings		
	Balance at the beginning	8,961,017	5,891,468
	Transfer during the period	2,541,415	3,069,549
	Balance at the end of the period	11,502,432	8,961,017
	Statutory reserve		
	Balance at the beginning	162,000	162,000
	Balance at the end of the period	162,000	162,000
	Share Premium	976,000	976,000
		12,640,432	10,099,017

		March 31, 2025 AED	March 31, 2024 AED
9	Accrued expenses and other liabilities		
	Accrued expenses	131,766	219,737
	Salaries payable	180,000	210,000
	VAT payable (net)	8,698	-
		320,464	429,737

		March 31, 2025 **AED**	**March 31, 2024** **AED**
10	General and administrative expenses		
	Rent (short term lease)	92,234	87,462
	Salaries and wages	1,427,411	1,592,673
	Commission and fee	177,241	62,610
	Professional fees	208,889	169,437
	Advertisement and marketing cost	51,455	145,344
	Dues and subscriptions	3,983	2,996
	Office expenses	81,170	18,546
	Foreign exchange loss	73,070	4,905
		2,115,453	**2,083,973**

		April 1, 2024 March 31, 2025 AED	April 1, 2023 March 31, 2024 AED
11-A	Current tax	287,556	68,000

		April 1, 2024 March 31, 2025 AED	April 1, 2023 March 31, 2024 AED
11-B	Current tax	219,556	68,000
	Deferred tax	-	-
		219,556	68,000

Reconciliation of tax

Profit before tax	**2,760,971**	**3,137,549**
Non taxable profit before January 1, 2024 (*)	-	2,353,162
Net taxable profit	2,760,971	784,387
Tax at effective rate 9% (PY -9%)	248,487	70,595
Temporary differences	-	-
Permanent differences		
Tax effect of standard deduction	(33,750)	(8,438)
Tax effect of expenses that are not deductible for tax purpose	4,819	5,843
Tax expense	**219,556**	**68,000**

(*) On 9 December 2022, the UAE Ministry of Finance had released Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses (Corporate Tax Law or the Law) to enact a Federal corporate tax regime in the UAE. The Corporate Tax regime is effective for accounting periods beginning on or after 1 June 2023. The Corporate tax is applicable to the Company for the first time from January 1, 2024. The current year tax has been computed for the period April 1, 2024 to March 31, 2025(Previous year-January 1, 2024 to March 31, 2024)

The Company assessed the deferred tax implications in accordance with IAS 12 Income taxes , it has been noted that there are temporary differences resulting in deferred tax asset/liability as at March 31, 2025. Company shall continue to monitor the impact of deferred taxes in the future period.

12. LEASE AGREEMENTS

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement and requires an assessment of whether the fulfillments of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset. A reassessment is made alter inception of the lease only if one of the following applies:

i. There is a change in contractual terms, other than a renewal or extension of the arrangements.
ii. a renewal option is exercised or extension granted, unless that term of the renewal or extension was Initially included in the lease term;
iii. there is a change in the determination of -whether fulfillment is dependent on a specified asset; or
iv. there is substantial change to the asset.

Where a reassessment is made, lease accounting shall commence or cease from the date when the change in circumstances gave rise to the reassessment for scenarios 1, 3 or 4 above and at the date of renewal or extension period for scenario 2.
Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases.

Company lease: Company's operating lease is categorized as short-term lease and hence not been reclassified as per IFRS 16 as asset and liability. Lease charges are charged to profit and loss account.

The Company leases an office. The lease typically runs for a period of one year, with an option to renew the lease after that date. Lease contract can contain terms to allow for annual increase to reflect market rentals.

During the period, AED 92,234 (PY AED 87,462) was recognized as an expense in the statement of profit or loss and other comprehensive income in respect of operating lease.

13. FAIR VALUE MEASUREMENT

The table set forth the carrying values and estimated fair values of financial assets and liabilities recognised as at 31st March, 2025. There are no unrecognized financial assets and liabilities at the financial position date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either: a) In the principal market for the asset or liability, or b} In the absence of a principal market, In the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible to by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non- financial asset takes into account. a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The following methods and assumptions were used to estimate the fair values:

- **Accrued Expenses and provision** – carrying amounts approximate fair values due to short-term nature of the accounts.
- **Employees end of service benefits** – the fair value is estimated at the present value of the amount of estimated future cash flows expected to be paid. As at financial position date, the carrying amounts of these instruments are not materially different from their calculated fair values.

	Carrying value		Fair value	
	31st March 2025	31st March 2024	31st March 2025	31st March 2024
	AED	AED	AED	AED
Financial asset				
Cash and cash equivalents	10,895,053	7,970,993	10,895,053	7,970,993
Inventory	833,037	567,765	833,037	567,765
Accounts receivable	1,666,209	2,061,083	1,666,209	2,061,083
Other current assets	420,338	380,719	420,338	380,719
Total financial asset	**13,814,637**	**10,980,560**	**13,814,637**	**10,980,560**
Financial liability				
Accrued expenses and other liabilities	320,464	429,737	320,464	429,737
Accounts payable	-	3,703	-	3,703
Related party balance payable	185,945	20,000	185,945	20,000
Employees' end of service benefits	64,400	40,600	64,400	40,600
Total Financial liabilities	**570,809**	**494,040**	**570,809**	**494,040**

14. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Risk Management Structure

The Company oversees and manages its exposure to market risk, credit risk and liquidity risk. The Company's policies on these risks arising from the Company's financial instruments follow:

Market risk

Market risk is the risk that the fair value of the future cash flows of a financial instrument will fluctuate because of the changes in the market prices. Market prices comprise risks such as foreign currency risk and interest rate risk.

Foreign currency risk

It is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is not exposed to significant exchange rate risks as a majority of its transactions are in USD or AED (AED is pegged against USD), except few transaction in Euro or GBP. As at March 31, 2025, there are no balances payable in Euro or GBP.

Interest rate risk

It is the risk that the value of a financial instrument will fluctuate due to changes in market interest rate. Since the as no interest-bearing financial instruments, it is not exposed to interest rate risk.

Liquidity risk

It is the risk that an enterprise will encounter difficulty in raising funds to meet commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

The tables summarize the maturity profile of the Company's financial liabilities as of 31 March, 2025 based on contractual undiscounted payments.

As at 31st March 2025

	Within 3 months AED	3 to 6 months AED	6 to 12 months AED	More than 1 year AED	Total AED
Accrued expenses and other liabilities	320,464				320,464
Accounts payable	185,945				185,945
Employees' end of service benefits				64,400	64,400
	506,409	-	-	**64,400**	**570,809**

As at 31 st March 2024

	Within 3 months AED	3 to 6 months AED	6 to 12 months AED	More than 1 year AED	Total AED
Accrued expenses and other liabilities	449,737				449,737
Accounts payable	3,703				3,703
Employees' end of service benefits				40,600	40,600
	453,440	-	-	**40,600**	**494,040**

Credit risk

It is the risk that one party will fail to discharge an obligation and cause the other party to incur a financial loss. The carrying amounts of accounts receivables represent the Company's maximum exposure to credit risk in relation to the financial asset.

The tables show's the Company's exposure on its financial assets as of 31 March 2025 and 2024

	March 31, 2025						
	Neither past due nor impaired						
	High Grade	**Medium Grade**	**Low Grade**	**Total**	**Past due but not impaired**	**Impaired**	**Total**
	AED	**AED**	**AED**	**AED**	**AED**	**AED**	**AED**
Accounts receivable	1,666,209	-	-	1,666,209	-	-	1,666,209

<u>High grade</u> - accounts with counterparties that have consistently displayed prompt settlement practices, with little or no Instances of defaults or discrepancies in payments,

<u>Medium grade</u> - active accounts with reasonable instances of default, often due to common collection but where the likelihood of collection is moderately high as the counterparties are responsive to communication or credit actions of the Company.

<u>Low grade</u> - accounts with a low probability of collection and can be considered impaired based on historical experience, where counterparties exhibit a recurring tendency to default despite constant reminder and communication, or even extended payment terms.

15. RELATED PARTY TRANSACTIONS

The Company has transactions with related parties in the normal course of the business. A related party transaction is a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged. If an entity has had related party transactions during the periods covered by the Special purpose financial statements, IAS 24 requires it to disclose the nature of the related party relationship as well as information about those transactions and outstanding balances, including commitments, necessary for users to understand the potential effect of the relationship on the Special purpose financial statements. Management of the Company believes that the terms of such transactions are not significantly different from prevailing market rates.

List of Related parties

Marksans Pharma Limited - Parent

	3/31/2025	3/31/2024
Transactions with Related parties		
Marksans Pharma Limited	AED	AED
Purchase of goods	89,650	20,000
Receipts/(Payments) on behalf	117,295	-
Balances outstanding		
Payable to Marksans Pharma Limited	185,945	20,000

16. DECLARATION OF DIVIDEND

During the period April 1, 2024 to March 31, 2025, the Company has not declared or paid any dividend.

17. NUMBER OF EMPLOYEES

During the period April 1, 2024 to March 31, 2025, there were average 7 employees in the Company (Previous period – 6)

18. STATUTORY RESERVE

In accordance with article 103 of UAE Federal Law No.32 of 2021, a transfer minimum of 5% of the net profit of the Company is required to be allocated every year subject to 50% of paid up share capital. Such transfers are required to be made until the balance of the statutory reserve equals one half of the Company's paid up share capital. The reserve is not available for distribution except as provided for in the UAE Federal Law. During the period April 1, 2024 to March 31, 2025, the Company transferred AED Nil (March 31, 2024, AED Nil) to the statutory reserve.

19. CONTINGENCIES AND COMMITMENTS

Except the on-going service commitments in the normal course of business against which no loss is expected, there has been no other known contingent liability or commitment on the Company's account.

20. COMPARATIVE FIGURES

The previous period's figures have been regrouped or reclassified wherever necessary to make them comparable to those of the current period.

21. Implementation of UAE Corporation Tax Law and application of

On 9 December 2022, the UAE Ministry of Finance released Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses (Corporate Tax Law or the Law) to enact a Federal corporate tax regime in the UAE. The Law was previously gazetted on 10 October 2022, becoming law 15 days later. The Corporate Tax regime is effective for accounting periods beginning on or after 1 June 2023. The first taxable year for the company is starting from 1 January 2024 till December 31, 2024 and the Corporate tax return is due on or before September 30, 2025

22. EVENT AFTER THE FINANCIAL POSITION DATE

There were no significant events occurring after the financial position date that would have any material on the Special purpose financial statements of the Company.

NOVA PHARMACEUTICALS AUSTRALASIA PTY LTD

A.C.N 104 838 440

FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

NOVA PHARMACEUTICALS AUSTRALASIA PTY LTD

ACN 104 838 440

CONTENTS

NOVA PHARMACEUTICALS AUSTRALASIA PTY LTD
ACN 104 838 440

DIRECTORS' REPORT

The Directors present their report on the Company for the financial year ended 31st March 2025 as follows:-

1. DIRECTORS

The names of the Directors in office since the start of the financial year to the date of this report, unless otherwise stated, are:

H Mohammed	O Mohammed
M Saldanha	J M P Sharma

2. PRINCIPAL ACTIVITY

The principal activity of the Company during the financial year was that of Medicines Wholesaling.No significant change in the nature of these activities occurred during the year.

3. SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

No significant changes in the company's state of affairs occurred during the year.

4. REVIEW OF OPERATIONS

During the year ended 31st March 2025 the company earned a profit after tax of $926,552.

5. EVENTS SUBSEQUENT TO THE END OF THE REPORTING PERIOD

No matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the company, the results of those operations, or state of affairs of the company in future financial years.

6. LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

Likely developments in the operations of the company and the expected results of those operations in the future financial years have not been included in this report as the inclusion of such information is likely to result in unreasonable prejudice to the company.

7. ENVIRONMENTAL REGULATION

The company's operations are not regulated by any significant environmental regulation under a law of the Commonwealth or of a state or territory.

8. DIVIDENDS

No dividends were paid during the year.and the Directors have decided that no final dividend be declared for the year ended 31st March 2025.

No dividends were paid during the year,and the Directors have decided that no final dividend be declared for the year ended 31st March 2025.

9. OPTIONS

No options over issued shares or interests in the company were granted during or since the end of the financial year and there were no options outstanding at the date of this report.

10. INDEMNIFICATION OF OFFICERS

No indemnities have been given or insurance premiums paid, during or since the end of the financial year, for any person who is or has been an officer or auditor of the company.

11. PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied for leave of court to bring proceedings on behalf of the company or intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or any part of those proceedings. The company was not a party to any such proceedings during the year.

Signed by Directors.

.... David Mohammed

.... Ofa Mohammed

Dated at Bella Vista this 24th day of April 2025.

NOVA PHARMACEUTICALS AUSTRALASIA PTY LTD

ACN 104 838 440

DIRECTORS' DECLARATION

The directors have determined that the company is not a reporting entity. The directors have determined that this special purposes financial report should be prepared in accordance with the accounting policies outlined in Note 1 to the financial statements.

The directors of the company declare that:

1. The financial statements and notes present fairly the company's financial position as at 31st March 2025 and its performance for the year ended on that date in accordance with the accounting policies described in Note 1 to the financial statements.

2. In the directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors:

.... David Mohammed

.... Ofa Mohammed

Dated at Bella Vista this 24th day of April 2025.

CHARTERED ACCOUNTANTS
AUSTRALIA + NEW ZEALAND

DARSHAN DHILLON
Bsc(Hons), DMA,CA
Chartered Accountant, Tax Agent

Telephone: (02)9876 2678
Facsimile: (02)9876 1164
Email: darshan.info@bigpond.com

INDEPENDENT ACCOUNTANT'S REPORT TO

NOVA PHARMACEUTICALS AUSTRALASIA PTY LTD

Scope

I have prepared the acompanying special purpose financial statements of NOVA PHARMACEUTICALS AUSTRALASIA PTY LTD, which comprise the statement of financial position as at 31st March 2025, the statement of comprehensive income, the statement of profit or loss, the trading account, the notes to the financial statements, and the statement of cashflows for the year then ended.

The specific purpose for which the special purpose financial statements have been prepared is set out in Note 1.

The Responsibility of the Directors of NOVA PHARMACEUTICALS AUSTRALASIA PTY LTD

The directors of NOVA PHARMACEUTICALS AUSTRALASIA PTY LTD are solely responsible for the information contained in the special purpose financial statements and have determined that the significant accounting policies adopted as set out in Note 1 to the financial statements are appropriate to meet their needs and for the purpose that the financial statements were prepared.

My Responsibility

On the basis of information provided by the directors of NOVA PHARMACEUTICALS AUSTRALASIA PTY LTD, I have prepared the accompanying special purpose financial statements in accordance with the significant accounting policies adopted as set out in Note 1 to the financial statements.

Dated at Epping, this 24th day of April 2025

D. Dhillon

Darshan Dhillon

BENTWITCH & CO

CPA

Bentwitch & Co is a CPA Practice
ABN 11 732 432 417

(Incorporating Eastwood Taxation Services)

Certified Practising Accountant & Tax Agent

Liability Limited by a scheme approved under Professional Standards Legislation

Alan N Bentwitch
B.Bus., CPA, J.P.

Ground Floor, Suite 3, 13 Bridge Street, Epping NSW 2121 Tel: (02) 9876 6626
PO Box 205, Epping NSW 1710 Email: info@bentwitch.com.au

INDEPENDENT AUDIT REPORT

To the members of Nova Pharmaceuticals Australasia Pty Ltd.

Scope

We have audited the financial report of Nova Pharmaceuticals Australasia Pty Ltd (the company) for the financial year ended 31st March, 2025. The company's directors are responsible for the financial report. We have conducted an independent audit of the financial report in order to express an opinion on it to the members of the company.

Our audit has been conducted in accordance with Australian Auditing Standards to provide reasonable assurance as to whether the financial report is free of material misstatement. Our procedures included examination, on a test basis, of evidence supporting the amounts and other disclosures in the financial report, and the evaluation of accounting policies and significant accounting estimates. These procedures have been undertaken to form an opinion whether, in all material respects, the financial report is presented fairly in accordance with Accounting Standards and other mandatory professional reporting requirements in Australia and statutory requirements so as to present a view which is consistent with our understanding of the company's financial position, and performance as represented by the results of its operations and its cash flows.

Audit Opinion

In our opinion, the financial report of Nova Pharmaceuticals Australasia Pty Ltd is in accordance with:

(a) the *Corporations Act 2001*, including:

(i) giving a true and fair view of the company's financial position as at 31st March, 2025, and of its performance for the year ended on that date; and

(ii) complying with Accounting Standards in Australia and the Corporations Regulations 2001; and

(b) other mandatory professional reporting requirements in Australia.

Date

28/4/2025

Bentwitch & Co.

....Alan Bentwitch
Principal

BENTWITCH & CO

Bentwitch & Co is a CPA Practice
ABN 11 732 432 417

(Incorporating Eastwood Taxation Services)

Certified Practising Accountant & Tax Agent

Liability Limited by a scheme approved under Professional Standards Legislation

Alan N Bentwitch
B.Bus., CPA, J.P.

Ground Floor, Suite 3, 13 Bridge Street, Epping NSW 2121 Tel: (02) 9876 6626
PO Box 205, Epping NSW 1710 Email: info@bentwitch.com.au

Auditor's Independence Declaration under Section 307C of the Corporations Act 2001 to the directors of Nova Pharmaceuticals Australasia Pty Ltd.

I declare that, to the best of my knowledge and belief, during the year ended 31st March, 2025, there have been no contraventions of:

1. The auditor independence requirements as set out in the Corporations Act 2001 in relation to the audit; and
2. Any applicable code of professional conduct in relation to the audit.

Bentwitch & Co

Alan Bentwitch

....Signature

28/4/2025.................................Dated

NOVA PHARMACEUTICALS AUSTRALASIA PTY LTD
ACN 104 838 440

STATEMENT OF FINANCIAL POSITION AS AT 31ST MARCH 2025

	NOTE		2024
CURRENT ASSETS			
Cash	2	2,091,886	647,766
Receivables	3	7,318,029	8,570,546
Inventories	4	10,022,688	10,249,343
		19,432,603	19,467,655
NON-CURRENT ASSETS			
Investments	5	94	94
PROPERTY PLANT AND EQUIPMENT	6	211,074	238,886
INTELLECTUAL PROPERTY	7	1,493,333	1,493,333
		1,704,501	1,732,313
TOTAL ASSETS		21,137,104	21,199,968
CURRENT LIABILITIES			
Creditors & Borrowings	8	10,448,786	11,426,588
Provisions	9	166,440	178,054
		10,615,226	11,604,642
TOTAL LIABILITIES		10,615,226	11,604,642
NET ASSETS	$	10,521,878	$ 9,595,326
SHARE CAPITAL AND RESERVES			
Share Capital		150	150
Reserves	10	322,888	322,888
Accumulated Profit		10,198,840	9,272,288
TOTAL CAPITAL & RESERVES	$	10,521,878	$ 9,595,326

NOVA PHARMACEUTICALS AUSTRALASIA PTY LTD
ACN 104 838 440

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31ST MARCH 2025

	NOTE		2024
Profit			
Before Income Tax		1,323,646	950,097
Income Tax Expense		397,094	285,029
Over(under) Provision of tax		-	116,455
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		926,552	548,613
Retained Profits at July 1		9,272,288	8,723,675
PROFIT AVAILABLE FOR APPROPRIATION		10,198,840	9,272,288
RETAINED PROFITS	$	10,198,840$	9,272,288

NOVA PHARMACEUTICALS AUSTRALASIA PTY LTD
ACN 104 838 440

STATEMENT OF PROFIT OR LOSS
FOR THE YEAR ENDED 31ST MARCH 2025

	NOTE	2024
INCOME		
Gross Profit Trading	16,202,826	13,872,980
Interest Received	188,205	14,640
TOTAL INCOME	16,391,031	13,887,620
EXPENSES		
Accountancy	29,620	20,590
Advertising & Selling	1,401,044	1,084,880
Audit Fees	7,213	5,000
Bank Charges	7,681	3,241
Cleaning	8,640	8,520
Consultants Fees	1,075,723	1,017,570
Computer Supplies	44,986	57,621
Depreciation	34,713	31,973
Donations	-	10,000
Electricity	8,435	3,556
Filing Fees	403	1,902
Freight & Cartage	1,943,210	1,707,147
Insurance	136,553	125,829
Interest	72,205	80,664
Licences & Registrations	1,124,542	1,231,668
Motor Vehicle Expenses	18,275	10,368
Office Expenses	17,807	22,715
Payroll Tax	183,447	150,980
Printing & Stationery	20,535	23,553
Product Development Fees	2,179,753	1,337,699
Rent	227,059	223,328
Repairs & Maintenance	45,805	16,799
Salaries	4,245,568	3,666,291
Staff Recruitment&Amenities	139,975	122,284
Storage	866,842	979,011
Superannuation	473,508	394,649
Telephone & Internet	23,156	19,567
Testing Fees	90,930	27,002
Travelling Expenses	443,943	251,684
Warehouse Expenses	195,814	301,432
TOTAL EXPENSES	15,067,385	12,937,523
OPERATING PROFIT BEFORE INCOME TAX	1,323,646	950,097
Income Tax Expense	397,094	285,029
Over(under) Provision of tax	-	116,455
OPERATING PROFIT FOR THE YEAR	926,552	548,613

NOVA PHARMACEUTICALS AUSTRALASIA PTY LTD
ACN 104 838 440

STATEMENT OF PROFIT OR LOSS
FOR THE YEAR ENDED 31ST MARCH 2025

	NOTE		2024
OPERATING PROFIT AND EXTRAORDINARY ITEMS		926,552	548,613
Retained Profits at July 1		9,272,288	8,723,675
PROFIT AVAILABLE FOR APPROPRIATION		10,198,840	9,272,288
RETAINED PROFITS	$	10,198,840$	9,272,288

NOVA PHARMACEUTICALS AUSTRALASIA PTY LTD
ACN 104 838 440

TRADING ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2025

	NOTE		2024
Sales		42,649,392	36,894,105
LESS COST OF SALES			
Opening Stock		10,249,347	9,208,649
Purchases		26,252,736	23,888,656
Foreign Exchange		(32,830)	173,167
		36,469,253	33,270,472
Closing Stock		10,022,687	10,249,347
		26,446,566	23,021,125
TOTAL TRADING PROFIT	$	16,202,826	13,872,980
		$	

NOVA PHARMACEUTICALS AUSTRALASIA PTY LTD
ACN 104 838 440

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2025

NOTE 1 - Statement of Significant Accounting Policies

Nova Pharmaceuticals Australasia Pty Ltd is a company limited by shares, incorporated and domiciled in Australia.

Basis of Preparation

The directors have prepared the financial statements on the basis that the company is a non-reporting entity beacause there are no users dependent on general purpose financial statements. These financial statements are therefore special purpose financial statements that have been prepared in order to meet the needs of members and to meet the requirements of the Corporations Act 2001. The company is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

The financial report has been prepared in accordance with the mandatory Australian Accounting Standards applicable to entities reporting under the Corporations Act 2001 and the significant accounting policies disclosed below, which the directors have determined are appropriate to meet the needs of members.Such accounting policies are consistent with the previous period.

The financial statements have been prepared on an accruals basis and are based on historic costs and do not take into account changing money values. The amounts presented in the financial statements have been rounded to the nearest dollar.

The significant accounting policies that have been adopted in the preparation of the financial statements are as follows:

1) Income Tax

The income tax expense,if any, for the year comprises current income tax expense. Current income tax charged to the profit or loss is the tax payable on income calculated using applicable income tax rates appicable at the end of the reporting period.

2) Property, Plant & Equipment

All depreciable assets are depreciated in accordance with rates prescribed by the Australian Tax Office.

3) Trade and Other Receivables

Trade receivables at measured at transaction price less any provision for impairment.

4) Inventories

The inventories held at the balance sheet date are measured at lower of cost and the net realisable value.

5)Provisions

Provisions are recognised when the company has a legal or constructive obligation, for which it is probable that an outflow of economic benefits will result.The provision is the best estimate of the amounts required to settle the obligation at the end of the reporting period.

6) Revenue

All revenue is stated net of, if any, goods and services tax. Revenue is measured at the value of the consideration received or receivable.

7) Leases

Lease payments for operating leases are recognised as expenses on a straight-line basis over the lease term.

8) Critical Accounting Estimates

The directors evaluate estimates and judgements incorporated into the financial statements based on historical knowledge and best available current information.

The registered office and the principal place of business of the company is at Suite 305, 10 Norbrik Drive, Bella Vista, NSW, 2153.

		2024

NOTE 2 - Cash

Cash in Hand	928	483
Westpac Cheque account	1,214,195	633,503
Westpac Maxi Business	859,124	11,267
USD account	17,639	2,513
	$ 2,091,886	$ 647,766

NOTE 3 - Current

Trade Debtors	4,381,177	4,638,661
Prepayments	774,155	1,400,993
Payments-in-Advance	-	368,195
Deposits Refundable	3,300	3,300
Div7A Receivables	2,159,397	2,159,397
	$ 7,318,029$	8,570,546

NOVA PHARMACEUTICALS AUSTRALASIA PTY LTD
ACN 104 838 440

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2025

NOTE 4 - Current

		2024
Stock	$ 10,022,688	10,249,343 $

NOTE 5 - Non Current

Shares in Nova Pharmaceuticals Ltd-Wholly owned subsidiary	$ 94	$ 94

NOVA PHARMACEUTICALS AUSTRALASIA PTY LTD
ACN 104 838 440

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2025

NOTE 6 - PROPERTY PLANT AND EQUIPMENT

		2024
Office Equipment - at Cost	107,253	100,352
Less Prov'n for Depreciation	57,578	49,765
	49,675	50,587
Motor Vehicles - at Cost	363,391	363,391
Less Prov'n for Depreciation	201,992	175,092
	161,399	188,299
Warehouse Equipment-at Cost	30,000	30,000
Less Prov'n for Depreciation	30,000	30,000
	-	-
	$ 211,074	$ 238,886

NOTE 7 - INTELLECTUAL PROPERTY

Intellectual Property	$ 1,493,333	$ 1,493,333

NOTE 8 - Current

Credit Cards	29,902	-
Trade Creditors	9,831,409	10,885,206
Accrued Expenses	587,475	541,382
	$ 10,448,786	$ 11,426,588

NOTE 9 - Current

Provision for Income Tax	$ 166,440	$ 178,054

NOTE 10 - Reserves

Cash Flow Boost Reserve	$ 322,888	$ 322,888

NOVA PHARMACEUTICALS AUSTRALASIA PTY LTD
A.C.N 104 838 440
STATEMENT OF CASHFLOWS FOR THE YEAR ENDED 31ST MARCH 2025

		A$ 2025		A$ 2024
Cashflows generated by Operating Activities				
Receipts from Customers		42,415,315		34,021,911
Payments to Suppliers & Employees		-41,080,294		-33,574,386
Interest Received		188,205		14,640
Interest Paid		-72,205		-80,664
Net Cash generated by Operating Activities(per Note below)		1,451,021		381,501
Cashflows to Investing Activities				
Payments for Motor Vehicles & Equipment	6,901		119,432	
Payments for Intellectual Property	0		100,000	
		-6,901		-219,432
Net Increase in Cash		1,444,120		162,069
Cash at the beginning of the financial year		647,766		485,697
		2,091,886		647,766
Cash at the end of the Financial year:				
Petty Cash	928		483	
Cheque account	1,214,195		633,503	
USD account	17,639		2,513	
Business Saver account	859,124	2,091,886	11,267	647,766

Note to the Statement of Cashflows

Reconciliation of Net Cash generated by Operating Activities to Profit after Income Tax for the financial year

	2025	2024
Profit after Income Tax	926,552	548,613
Depreciation Charge	34,713	31,973
Decrease in Inventory	226,655	-1,040,694
Decrease in Trade Creditors & Accruals	-977,802	3,535,749
Decrease in Income Tax Payable	-11,614	526,308
Increase in Div7A Receivables	0	-2,159,397
Decrease in Trade Debtors & Prepayments	1,252,517	-1,061,051
Net Cash generated by Operating Activities	1,451,021	381,501