

Company Registration No.: 200104404H

TIL OVERSEAS PTE LTD
(Incorporated in Singapore)

FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

TIL OVERSEAS PTE LTD
(Incorporated in Singapore)

FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

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TIL OVERSEAS PTE LTD
(Incorporated in Singapore)

GENERAL INFORMATION

Directors

Sumit Mazumder	(Resigned on 19 February 2024)
Seow Yoke Chan	(Resigned on 16 April 2024)
Ayan Banerjee	(Appointed on 19 February 2024)
Loh Hui Chen, Nicola	(Appointed on 16 April 2024)
Sunil Kumar Chaturvedi	(Appointed on 19 February 2024)

Company Secretary

Loh Hui Chen, Nicola

Registered Office

168 Robinson Road,
#18-02 Capital Tower
Singapore 068912

Independent Auditor

JBS Practice PAC

TIL OVERSEAS PTE LTD
(Incorporated in Singapore)

DIRECTORS' STATEMENT

The directors are pleased to present their statement to the member together with the audited financial statements of TIL OVERSEAS PTE LTD (the "Company") for the financial year ended 31 March 2024.

OPINION OF THE DIRECTORS

In the opinion of the directors,

- (a) the accompanying financial statements of the Company are drawn up so as to give a true and fair view of the financial position of the Company as at 31 March 2024 and its financial performance, changes in equity and cash flows for the financial year then ended; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

DIRECTORS

The directors of the Company in office at the date of this statement are as follows:

Ayan Banerjee
Loh Hui Chen, Nicola
Sunil Kumar Chaturvedi

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES OR DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTEREST IN SHARES OR DEBENTURES

According to the register of directors' shareholdings required to be kept under Section 164 of the Singapore Companies Act 1967, none of the directors holding office at the end of the financial year had any significant interest in the shares or debentures of the Company or its related corporations, except as follows:

TIL OVERSEAS PTE LTD
(Incorporated in Singapore)

DIRECTORS' STATEMENT (...CONT'D)

DIRECTORS' INTEREST IN SHARES OR DEBENTURES (...CONT'D)

	Holdings in which a director is to have an <u>interest</u>		Holdings in which a director is deemed to <u>have an interest</u>	
	As at 01.04.23 or at date of <u>appointment</u>	As at <u>31.03.24</u>	As at 01.04.23 or at date of <u>appointment</u>	As at <u>31.03.24</u>
	No. of ordinary shares		No. of ordinary shares	
<u>TIL Limited</u>				
Immediate holding company				
Sunil Kumar Chaturvedi	-	-	7,496,592	7,496,592
<u>Indocrest Transportation Private Limited</u>				
Ultimate holding company				
Sunil Kumar Chaturvedi	670,067	670,067	-	-

SHARE OPTIONS

There were no share options granted during the financial year to subscribe for unissued shares of the Company.

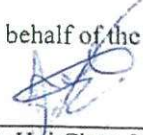
There were no shares issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company.

There were no unissued shares of the Company under option at the end of the financial year.


INDEPENDENT AUDITOR

The independent auditor, Messrs JBS Practice PAC, has expressed its willingness to accept re-appointment.

On behalf of the Board of Directors



Loh Hui Chen, Nicola
Director



Ayan Banerjee
Director

24 May 2024

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF
TIL OVERSEAS PTE LTD**
(Incorporated in Singapore)

Report on the Audit of Financial Statements

Opinion

We have audited the financial statements of TIL OVERSEAS PTE LTD (the "Company") as set out on pages 7 to 27, which comprise the statement of financial position of the Company as at 31 March 2024, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the financial year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Financial Reporting Standards in Singapore ("FRSs") so as to give a true and fair view of the financial position of the Company as at 31 March 2024 and of the financial performance, changes in equity and cash flows of the Company for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The other information comprises the General Information set out on page 1, the Directors' Statement set out on pages 2 to 3, and the accompanying Schedule of Other Operating Expenses, but does not include the financial statements and our auditor's reports thereon.

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

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

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF
TIL OVERSEAS PTE LTD (...CONT'D)**
(Incorporated in Singapore)

Report on the Audit of Financial Statements (...cont'd)

Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and FRSs, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

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

The directors' responsibilities include overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

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

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF
TIL OVERSEAS PTE LTD (...CONT'D)**
(Incorporated in Singapore)

Report on the Audit of Financial Statements (...cont'd)

Auditor's Responsibilities for the Audit of the Financial Statements (...cont'd)

- (c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- (d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- (e) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.



JBS PRACTICE PAC
PUBLIC ACCOUNTANTS AND
CHARTERED ACCOUNTANTS

Singapore

24 May 2024

TIL OVERSEAS PTE LTD
(Incorporated in Singapore)

STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2024

	<u>Note</u>	<u>2024</u> US\$	<u>2023</u> US\$
ASSETS			
Current assets			
Cash at banks	4	41,111	38,667
Financial assets, at FVTPL	5	56,998	68,835
Total assets		<u>98,109</u>	<u>107,502</u>
LIABILITY			
Current liability			
Other payables	6	16,050	15,811
Total liability		<u>16,050</u>	<u>15,811</u>
NET ASSETS		<u>82,059</u>	<u>91,691</u>
SHAREHOLDER'S EQUITY			
Share capital	7	708,012	708,012
Accumulated losses		(625,953)	(616,321)
TOTAL EQUITY		<u>82,059</u>	<u>91,691</u>

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

TIL OVERSEAS PTE LTD
(Incorporated in Singapore)

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

	<u>Note</u>	<u>2024</u> US\$	<u>2023</u> US\$
REVENUE			
Other income	8	(136)	11
Other gains	9	2,909	1,432
Total revenue		<u>2,773</u>	<u>1,443</u>
EXPENSES			
Employee benefits expense	10	-	11,272
Other operating expenses	11	(12,405)	(615,095)
Total expenses		<u>(12,405)</u>	<u>(603,823)</u>
Loss before income tax		(9,632)	(602,380)
Income tax expense	12	<u>-</u>	<u>(13,941)</u>
Net loss, representing total comprehensive loss for the year		<u>(9,632)</u>	<u>(616,321)</u>

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

TIL OVERSEAS PTE LTD
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**STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024**

	<u>Share capital</u> US\$	<u>Accumulated losses</u> US\$	<u>Total</u> US\$
<u>2024</u>			
Balance as at 01 April 2023	708,012	(616,321)	91,691
Net loss, representing total comprehensive loss for the financial year	-	(9,632)	(9,632)
Balance as at 31 March 2024	<u>708,012</u>	<u>(625,953)</u>	<u>82,059</u>
<u>2023</u>			
Balance as at 01 April 2022	708,012	-	708,012
Net loss, representing total comprehensive loss for the financial year	-	(616,321)	(616,321)
Balance as at 31 March 2023	<u>708,012</u>	<u>(616,321)</u>	<u>91,691</u>

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

TIL OVERSEAS PTE LTD
(Incorporated in Singapore)

STATEMENT OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

	<u>Note</u>	<u>2024</u> US\$	<u>2023</u> US\$
Operating activities:			
Loss before income tax		(9,632)	(602,380)
Adjustments for:			
Bad debts written off		-	491,527
Staff salary written back	10	-	(11,272)
Gain on disposal of Financial Assets, at FVTPL	9	(138)	(1,389)
Unrealised fair value gain on financial assets, at FVTPL	9	(2,771)	(43)
Operating cash flows before changes in working capital		(12,541)	(123,557)
Changes in working capital:			
Other payables		239	(6,295)
Net cash used in operating activities		(12,302)	(129,852)
Investing activity			
Proceeds from disposal of financial assets, at FVTPL		14,746	50,313
Net cash generated from investing activity		14,746	50,313
Net increase/(decrease) in cash at banks		2,444	(79,539)
Cash at banks at the beginning of the financial year		38,667	118,206
Cash at banks at the end of the financial year	4	41,111	38,667

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

TIL OVERSEAS PTE LTD
(Incorporated in Singapore)

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

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

1. GENERAL INFORMATION

TIL Overseas Pte Ltd (the “Company”) (Registration No. 200104404H) is a private limited company domiciled in Singapore. The Company’s registered office and principal place of business are at 168 Robinson Road, # 18-02 Capital Tower, Singapore 068912 and 11 Tractor Road, #03-00, Singapore 627971.

The principal activities of the Company are to carry on the business of importers and exporters of equipment and machinery parts in relation to the construction industry. There have been no significant changes in the nature of the Company’s principal activities during the financial year.

The financial statements of the Company for the financial year ended 31 March 2024 were authorised and approved by the directors for issuance on 24 May 2024.

2. MATERIAL ACCOUNTING POLICIES

a) Basis of preparation

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards (“FRS”). The financial statements which are expressed in United States dollars are prepared in accordance with the historical cost convention, except as disclosed in the accounting policies below.

In the current financial year, the Company has adopted all the new and revised FRSs and Interpretations of FRS (“INT FRS”) that are mandatory for application from that date. The adoption of these new and revised FRSs and INT FRSs have no material effect on the financial statements except as disclosed in the financial statements.

b) Currency translation

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates (its functional currency). The financial statements of the Company are presented in United States dollars, which is the functional currency of the Company.

TIL OVERSEAS PTE LTD
(Incorporated in Singapore)

**NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED
31 MARCH 2024 (...CONT'D)**

2. MATERIAL ACCOUNTING POLICIES (...CONT'D)

b) Currency translation (...cont'd)

In preparing the financial statements of the Company, monetary assets and liabilities in foreign currencies are translated into United States dollars at rates of exchange closely approximating to those ruling at the end of the reporting period and transactions in foreign currencies during the financial year are translated at rates ruling on transaction dates. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in profit or loss for the financial year. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the financial year except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in other comprehensive income.

c) Financial assets

(i) *Classification and measurement*

The Company classifies its financial assets in the following measurement categories:

- Amortised cost;
- Fair value through other comprehensive income (FVOCI); and
- Fair value through profit or loss (FVTPL).

The classification depends on the Company's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial asset.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

The Company reclassifies debt instruments when and only when its business model for managing those assets changes.

TIL OVERSEAS PTE LTD
(Incorporated in Singapore)

**NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED
31 MARCH 2024 (...CONT'D)**

2. MATERIAL ACCOUNTING POLICIES (...CONT'D)

c) Financial assets (...cont'd)

(i) *Classification and measurement (...cont'd)*

At initial recognition

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

At subsequent measurement

(a) *Debt instruments*

Debt instruments mainly comprise of cash at banks, investment in debt financial instruments.

There are three subsequent measurement categories, depending on the Company's business model for managing the asset and the cash flow characteristics of the asset.

- Amortised cost: Debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in interest income using the effective interest rate method
- FVOCI: Debt instruments that are held for collection of contractual cash flows and for sale, and where the assets' cash flows represent solely payments of principal and interest, are classified as FVOCI. Movements in fair values are recognised in Other Comprehensive Income (OCI) and accumulated in fair value reserve, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses, which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and presented in "other gains and losses". Interest income from these financial assets is recognised using the effective interest rate method and presented in "interest income".

TIL OVERSEAS PTE LTD
(Incorporated in Singapore)

**NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED
31 MARCH 2024 (...CONT'D)**

2. MATERIAL ACCOUNTING POLICIES (...CONT'D)

c) Financial assets (...cont'd)

(i) *Classification and measurement (...cont'd)*

At subsequent measurement (...cont'd)

(a) *Debt instruments (...cont'd)*

- FVTPL: Debt instruments that are held for trading as well as those that do not meet the criteria for classification as amortised cost or FVOCI are classified as FVTPL. Movement in fair values and interest income is recognised in profit or loss in the period in which it arises and presented in “other gains and losses”.

(b) *Equity investments*

The Company subsequently measures all its equity investments at their fair values. Equity investments are classified as FVTPL with movements in their fair values recognised in profit or loss in the period in which the changes arise and presented in “other gains and losses”, except for those equity securities which are not held for trading. The Company has elected to recognise changes in fair value of equity securities not held for trading in other comprehensive income as these are strategic investments and the Company considers this to be more relevant. Movements in fair values of investments classified as FVOCI are presented as “fair value gains/losses” in Other Comprehensive Income. Dividends from equity investments are recognised in profit or loss as “dividend income”.

(ii) *Impairment*

The Company assesses on a forward looking basis the expected credit losses associated with its debt financial assets carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 15(b) details how the Company determines whether there has been a significant increase in credit risk.

TIL OVERSEAS PTE LTD
(Incorporated in Singapore)

**NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED
31 MARCH 2024 (...CONT'D)**

2. MATERIAL ACCOUNTING POLICIES (...CONT'D)

c) Financial assets (...cont'd)

(ii) *Impairment (...cont'd)*

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

For trade receivables, the Company applies the simplified approach permitted by the FRS 109, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(iii) *Recognition and derecognition*

Regular way purchases and sales of financial assets are recognised on trade date – the date on which the Company commits to purchase or sell the asset.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

On disposal of a debt instrument, the difference between the carrying amount and the sale proceeds is recognised in profit or loss. Any amount previously recognised in other comprehensive income relating to that asset is reclassified to profit or loss.

On disposal of an equity investment, the difference between the carrying amount and sales proceed is recognised in profit or loss if there was no election made to recognise fair value changes in other comprehensive income. If there was an election made, any difference between the carrying amount and sales proceed amount would be recognised in other comprehensive income and transferred to retained profits along with the amount previously recognised in other comprehensive income relating to that asset.

TIL OVERSEAS PTE LTD
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**NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED
31 MARCH 2024 (...CONT'D)**

2. MATERIAL ACCOUNTING POLICIES (...CONT'D)

d) Financial liabilities

Financial liabilities are initially measured at fair value, and subsequently measured at amortised cost, using the effective interest method.

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled and expired.

e) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past events, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount has been reliably estimated.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimation. Provisions are measured at the present value of the expenditure expected to be required to settle the obligation using a pre-tax discount rate that reflects the current market assessment of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognised as finance expense.

Changes in the estimated timing or amount of the expenditure or discount rate are recognised in profit or loss when the changes arise.

f) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share capital account.

g) Revenue recognition

Revenue is measured based on the consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Revenue is recognised when the Company satisfies a performance obligation by transferring a promised goods or service to the customer, which is when the customer obtains control of the goods or service. A performance obligation may be satisfied at a point in time or over time.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED
31 MARCH 2024 (...CONT'D)**

2. MATERIAL ACCOUNTING POLICIES (...CONT'D)

h) Income tax

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when it affects neither the taxable profit nor the accounting profit at the time of the transaction.

A deferred income tax liability is recognised for all taxable temporary differences.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Deferred income tax is measured:

- (i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period; and
- (ii) based on the tax consequence that will follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income or expense in profit or loss except when they relate to items credited or debited outside profit or loss (either in other comprehensive income or directly in equity), in which case the tax is also recognised outside profit or loss (either in other comprehensive income or directly in equity, respectively).

TIL OVERSEAS PTE LTD
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**NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED
31 MARCH 2024 (...CONT'D)**

3. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

The presentation of financial statements in conforming to FRS requires the use of certain critical accounting estimates, assumptions and judgement in applying the accounting policies. These estimates, assumptions and judgement are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

The following are the critical accounting estimates, assumptions and judgement for preparation of financial statements:

(a) Critical judgements in applying the entity's accounting policies

In the process of applying the Company's accounting policies which are described in Note 2 above, management is of the opinion that there are no critical judgements involved, apart from those involving estimations that have a significant effect on the amounts recognised in the financial statements.

(b) Key sources of estimation uncertainty

The management is of the opinion that there is no key assumptions concerning the future or other key sources of estimation of uncertainty at the end of the reporting period that will have a significant risk causing a material adjustment to the carrying amount of asset and liability within the next financial year.

4. CASH AT BANKS

	<u>2024</u> US\$	<u>2023</u> US\$
Cash at banks	<u>41,111</u>	<u>38,667</u>

Cash at banks are denominated in the following currencies:

	<u>2024</u> US\$	<u>2023</u> US\$
United States dollars	36,211	38,100
Singapore dollars	4,900	567
	<u>41,111</u>	<u>38,667</u>

TIL OVERSEAS PTE LTD
(Incorporated in Singapore)

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024 (...CONT'D)

5. FINANCIAL ASSETS, AT FVTPL

	<u>2024</u> US\$	<u>2023</u> US\$
Balance at beginning of the financial year	68,835	117,716
Fair value gain (Note 9)	2,771	43
Disposal	<u>(14,608)</u>	<u>(48,924)</u>
Balance at end of the financial year	<u>56,998</u>	<u>68,835</u>
<u>Current - quoted</u>		
Hedge Funds	<u>56,998</u>	<u>68,835</u>
	<u>56,998</u>	<u>68,835</u>

Financial assets, at FVTPL are denominated in United States dollars.

6. OTHER PAYABLES

	<u>2024</u> US\$	<u>2023</u> US\$
Accrued operating expenses	5,974	7,536
Other creditors	<u>10,076</u>	<u>8,275</u>
	<u>16,050</u>	<u>15,811</u>

Other payables are denominated in the Singapore dollars.

7. SHARE CAPITAL

	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
	Number of ordinary		US\$	US\$
	shares issued			
At the beginning and end of the financial year	<u>107,577</u>	<u>107,577</u>	<u>708,012*</u>	<u>708,012*</u>

* Rounded up to the nearest United States dollars

All issued ordinary shares are fully paid. There is no par value for these ordinary shares.

The holder of ordinary shares is entitled to receive dividend as declared from time to time and entitled to one vote per share at meetings of the Company. All shares rank equally with regard to the Company's residual assets.

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED
31 MARCH 2024 (...CONT'D)**

8. OTHER INCOME

	<u>2024</u> US\$	<u>2023</u> US\$
Foreign exchange (loss)/gain	(138)	10
Interest income	2	1
	<u>(136)</u>	<u>11</u>

9. OTHER GAINS

	<u>2024</u> US\$	<u>2023</u> US\$
Unrealised fair value gain of financial assets, at FVPL (Note 5)	2,771	43
Gain on disposal of financial assets, FVTPL – debt instruments	138	1,389
	<u>2,909</u>	<u>1,432</u>

10. EMPLOYEE BENEFITS EXPENSE

	<u>2024</u> US\$	<u>2023</u> US\$
Staff salaries written back	-	(11,272)
	<u>-</u>	<u>(11,272)</u>

11. OTHER OPERATING EXPENSES

	<u>2024</u> US\$	<u>2023</u> US\$
Bad debts written off – third party	-	17,272
– holding company	-	564,298
Bank cheques in hand written off	(14,915)	14,915
Professional fees	10,683	9,439
Others	16,637	9,171
	<u>12,405</u>	<u>615,095</u>

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31 MARCH 2024 (...CONT'D)**

12. INCOME TAX EXPENSE

	<u>2024</u> US\$	<u>2023</u> US\$
Current tax	-	-
Deferred tax:		
Reversal of deferred tax asset	-	(13,941)
	<u>-</u>	<u>(13,941)</u>

The current year's income tax expense varied from the amount of income tax determined by applying the applicable Singapore statutory income tax rate 17% (2023: 17%) to the loss before income tax as a result of the following differences:

	<u>2024</u> US\$	<u>2023</u> US\$
Loss before income tax	<u>(9,632)</u>	<u>(602,380)</u>
Tax calculated at the applicable tax rate	(1,637)	(102,405)
Non-taxable income	(2,536)	-
Non-deductible expenses	-	102,405
Unabsorbed tax loss not recognised as deferred tax asset	4,173	-
Reversal of deferred tax asset	-	(13,941)
	<u>-</u>	<u>(13,941)</u>

The Company has unabsorbed tax losses of approximately of US\$316,000 (2023: US\$291,000) available for offsetting against future taxable income of the Company subject to there being no substantial change in the shareholder of the Company and its shareholding within the meaning of Section 37 of the Singapore Income Tax Act and agreement by the Inland Revenue Authority of Singapore.

Future tax benefits arising from unabsorbed tax loss have not been recognised since there is no reasonable certainty of their recoverability in future period.

13. IMMEDIATE AND ULTIMATE HOLDING COMPANY

The Company's immediate holding company and ultimate holding company is TIL Limited and Indocrest Transportation Private Limited respectively. Both the companies are incorporated in the Republic of India.

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED
31 MARCH 2024 (...CONT'D)**

14. SIGNIFICANT RELATED PARTY TRANSACTIONS

(a) Related party transactions

During the financial year, the Company had no other transactions with the holding company and related companies other than those related party information disclosed elsewhere in the financial statements.

(b) Key management personnel compensation

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

There is no key management apart from the directors. The directors did not receive any remuneration for the current and previous financial years.

15. FINANCIAL RISK MANAGEMENT

Financial risk factors

The Company's activities expose it to market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk. The Company's overall risk management strategy seeks to minimize adverse effects from the unpredictability of financial markets on the Company's financial performance.

(a) *Market risk*

(i) Foreign currency risk

The Company incurs foreign currency risk on transactions that are denominated in currency other than United States dollars such as Singapore dollars. However, the Company does not use any hedging instruments to protect against the volatility associated with foreign currency purchases and other assets and liabilities created in the normal course of business.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024 (...CONT'D)

15. FINANCIAL RISK MANAGEMENT (...CONT'D)

Financial risk factors (...cont'd)

(a) *Market risk (...cont'd)*

(i) Foreign currency risk (...cont'd)

The Company's significant currency exposure to Singapore dollars based on the information provided to key management is as follows:

	<u>2024</u> US\$	<u>2023</u> US\$
<u>Financial asset:</u>		
Cash at banks	4,900	567
<u>Financial liability:</u>		
Other payables	<u>(16,050)</u>	<u>(15,811)</u>
Net currency exposure on financial liability	<u>(11,150)</u>	<u>(15,244)</u>

If the Singapore dollars had strengthened by 5% (2023: 5%) against United States dollars with all other variables including tax rate being held constant, the Company's net loss and equity for the financial year would have been lower by approximately US\$550 (2023: US\$760) as a result of currency translation losses/gains on remaining Singapore dollars denominated financial assets and liabilities.

(ii) Interest rate risk

The Company has no significant exposure to market risk for changes in interest rates as it has no interest bearing borrowing.

(b) *Credit risk*

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The major classes of financial assets of the Company are bank deposits. For bank balances, deposits are placed with regulated bank which has a credit-ratings assigned by Moody's, a credit-rating agency. For credit exposures to customers, management assesses the credit quality of the customers, taking into account its financial position, past experience and other factors.

As the Company does not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the statement of financial position.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024 (...CONT'D)

15. FINANCIAL RISK MANAGEMENT (...CONT'D)

Financial risk factors (...cont'd)

(b) Credit risk (...cont'd)

The Company has applied the simplified approach by using the provision matrix to measure lifetime expected credit for trade receivables. Based on assessment of qualitative and quantitative factors that are indicative of the risk of default (including but not limited to external ratings, audited financial statements, management accounts and cash flow projections, and available press information, if available, and applying experienced credit judgement), these exposures are considered to have low risk credit risk. Therefore impairment on these balances has been measured on the 12 months expected credit loss basis, and the amount of the allowance is insignificant.

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash. At the end of the reporting period, assets held by the Company for managing liquidity risk included cash at banks as disclosed in Note 4.

Management monitors rolling forecasts of the Company's liquidity reserve (comprising amounts and cash at banks) on the basis of expected cash flow. This is generally carried out at local level of the Company in accordance with practice and limits set by the Company. These limits vary by location to take into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these; monitoring liquidity ratios; and maintaining debt financing plans.

The table below analyses the Company's non-derivative financial liabilities into relevant maturity grouping based on the remaining period from the end of each reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

	<u>Note</u>	<u>2024</u> US\$	<u>2023</u> US\$
<u>Less than 1 year or on demand</u>			
Other payables	6	16,050	15,811
		<u>16,050</u>	<u>15,811</u>

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NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024 (...CONT'D)

15. FINANCIAL RISK MANAGEMENT (...CONT'D)

Financial risk factors (...cont'd)

(d) *Fair value measurement*

i) Fair value of financial instruments that are carried at fair value

FRS 107 requires disclosure of a three level hierarchy for fair value measurements based upon transparency of inputs to the valuation of a financial asset or liability as of the measurement date. The three levels are defined as follows:

- (i) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- (ii) inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (is as prices) or indirectly (i.e. derived from prices) (Level 2); and
- (iii) Inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

	<u>Note</u>	<u>2024</u> US\$	<u>2023</u> US\$
<u>Level 1</u>			
Assets			
Financial asset, at FVTPL	5	<u>56,998</u>	<u>68,835</u>

The fair value of financial instruments traded in active markets (such as financial assets, at FVOCI) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Company is the current bid price. These instruments are included in Level 1.

There are no financials instruments measured under Level 2 and 3.

ii) Fair value of financial instruments by classes that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value.

The carrying amounts of cash at banks and other payables approximate their fair values due to their short-term nature.

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED
31 MARCH 2024 (...CONT'D)**

15. FINANCIAL RISK MANAGEMENT (...CONT'D)

Financial risk factors (...cont'd)

(e) Categories of financial instruments

The following table sets out the Company's financial instruments as at the end of the reporting period:

	<u>2024</u> US\$	<u>2023</u> US\$
Financial assets, at amortised cost	41,111	38,667
Financial assets, at FVTPL	56,998	68,835
Financial liabilities, at amortised cost	<u>16,050</u>	<u>15,811</u>

16. CAPITAL RISK MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. The capital structure of the Company consists of Company issued capital. In order to maintain or achieve an optimal capital structure, the Company may adjust the amount of dividend payment, return capital to shareholder, issue new shares, buy back issued shares or obtain new borrowings and loans.

The Company is not subject to externally imposed capital requirements and its overall strategy remained unchanged for the financial years ended 31 March 2024 and 2023.

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED
31 MARCH 2024 (...CONT'D)**

17. STANDARDS ISSUED BUT NOT YET EFFECTIVE

At the date of authorisation of these audited financial statements, the Company has not adopted the following FRS and amendments to FRS that were issued but not yet effective:

<u>Description</u>	<u>Effective for annual periods beginning on or after</u>
Amendments to FRS 1 <i>Presentation of Financial Statements: Non- current liabilities with covenants</i>	1 January 2024
Amendments to FRS 1 <i>Presentation of Financial Statements classification of Liability as Current or Non- Current</i>	1 January 2024

The Company expects that the adoption of the above standards will have no financial effect on the financial statements in the period of initial application.

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**THE ACCOMPANYING SCHEDULE OF OTHER OPERATING EXPENSES
HAS BEEN PREPARED FOR MANAGEMENT PURPOSES ONLY AND DOES NOT
FORM PART OF THE AUDITED FINANCIAL STATEMENTS.**

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**SCHEDULE OF OTHER OPERATING EXPENSES
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024**

	<u>2024</u> US\$	<u>2023</u> US\$
Auditors' remuneration - current year provision	5,974	7,535
- prior year over-provision	-	(3,945)
Bank charges	10,663	5,581
Bad debts written off	-	581,570
Bank cheques in hand (recovered)/written off	(14,915)	14,915
Professional fees	10,683	9,439
	<u>12,405</u>	<u>615,095</u>

The above schedule other operating expenses provide additional information and does not form part of the audited financial statements.