

EMDI (Overseas) FZ - LLC
DDA, Dubai - UAE.

Financial Statements and Auditors Report
For the year ended 31st March 2023.

EMDI (Overseas) FZ - LLC
DDA, Dubai - UAE.

Financial statements and Auditors Report
For the year ended 31st March 2023.

Contents	Page
Company Information	1
Directors Report	2 - 3
Auditor's Report	4 - 6
Statement of Financial Position	7 - 8
Statement of Profit or Loss and Other Comprehensive Income	9
Cash Flow Statement	10
Statement of Changes in Equity	11
Notes to the financial statements	12 - 30

EMDI (Overseas) FZ - LLC
DDA, Dubai, UAE.

Company information

Address : Premises: 110, 111 & 115,
Floor 01, Building No: B13,
Dubai Knowledge Park,
P. O. Box No: 500499,
Dubai - UAE.

Tax Registration Number : 100612130300003

Financial year ended : 31st March 2023

Shareholder : **Incorporated In**
M/s. Ironwood Education Limited India

Manager : **Nationality**
Mr. Tushar Arun Morsawala Indian

The Auditors : **M/s. ASP Auditing**
P.O. Box No: 103528
Dubai-UAE
Tel: +971 - 4 - 3353970
Email: aspa@emirates.net.ae

The Main Banker : Emirates NBD

Directors' Report and Management Discussion and Analysis

We have pleasure in presenting the financial statements for the year ended 31st March 2023.

BUSINESS OVERVIEW:

The company is engaged in the activity of Technical and Occupational Skills including training of Health Care Awareness, Hospitality and Tourism and Media Production and Training in Professional & Management Development including Management & Sales & Marketing Training.

BUSINESS OPERATIONS REVIEW AND FUTURE BUSINESS DEVELOPMENT:

The company has been in operation from March 2004.

HIGHLIGHTS OF EMDI (OVERSEAS) FZ - LLC'S PERFORMANCE IN 2023:

Despite the difficult global business conditions, it pleases to inform you that the company succeeded in achieving new businesses.

- The company achieved a Turnover of AED. 492,506/- for the year ended 31st March 2023 as compared to AED. 646524/- for the previous year ended 31st March 2022.
- The company posted a Net Loss of AED. 469,792/- for the year ended 31st March 2023 as against a Net Loss of AED. 366,672/- for the previous year ended 31st March 2022.
- The company experienced a smooth cash flow throughout the financial period and concluded with the liquidity in cash and bank balance equivalent worth AED. 21,130/-.

AUDITORS:

The Auditors, M/s. ASP Auditing, Dubai, UAE are eligible for re-appointment and have expressed their willingness to continue as Auditors for the next year.

DIRECTOR'S RESPONSIBILITIES:

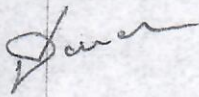
The Company law requires the Directors to prepare the financial statements for each financial year which gives a true and fair view of the state of the affairs of the Company and the Net Profit or Loss for the year. The Directors are responsible for keeping proper books of accounts and accounting records which disclose with reasonable accuracy at any time, the financial position of the Company and to enable them to ensure that the financial statements comply with Commercial Companies Law of 2021.

ACKNOWLEDGEMENTS:

The Directors take this opportunity to convey their deep sense of gratitude for valuable assistance and Co-operation extended to the company by all valued Customers, Bankers and various departments of government and local authorities.

The Directors also wish to place on record their sincere appreciation for the valued contribution, unstinted efforts and spirit of dedication shown by the Company employees, officers and the executives at all levels which contributed, in no small measure, to the progress and the high performance of the company during the year under review.

For EMDI (Overseas) FZ-LLC



Authorized Signatory

Director

May 15, 2023.



EMDI (OVERSEAS) FZ LLC

Block 13, Office # F-15, Knowledge Village, Dubai, U.A.E. P.O. Box 500499

+971 4 433 2833

+971 4 437 0802

dubai@emdiworld.ae

www.emdiworld.ae

Incorporated as a Free Zone Company with limited liability pursuant to the Dubai Technology and Media Free Zone
Private Companies Regulations 2003 issued under Law No. 1 of 2000 of the Emirates of Dubai (as amended)

Page 3

تأسست شركة منطقة حرة ذات مسؤولية محدودة وفقا لقانون الشركات الخاصة في منطقة دبي الحرة للتكنولوجيا والإعلام رقم 1 لسنة 2000 لإمارة دبي (أندمجلازم)
والصادر بموجب قانون رقم (1) لسنة 2000 لإمارة دبي (أندمجلازم)



To,
The Shareholder,
M/s. EMDI (Overseas) FZ - LLC
DDA, Dubai - UAE.

Independent Auditor's Report

Report on the Audit of the Financial statements

Opinion

We have audited the accompanying financial statements of M/s. EMDI (Overseas) FZ - LLC, DDA, Dubai - UAE, UAE which comprise the statement of financial position as at 31st March 2023, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year ended 31st March 2023, and a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 31st March 2023, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS).

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 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, and we have fulfilled our 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.

Responsibilities of Management and Those Charged with Governance ("TCWG") for the Financial statements

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

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

Those Charged with Governance are responsible for overseeing the Company's financial reporting process.

Auditors' responsibilities for the Audit of the Financial statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the Audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosure made by management.

- Conclude on the appropriateness of management 's use of going concern basis of Accounting and based on the audit evidence obtained, whether 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 Auditors Report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the Overall presentation, structure and content of the financial statements including the disclosures, and whether the financial statements represent the underlying transaction's and events in a manner that achieves fair presentation.

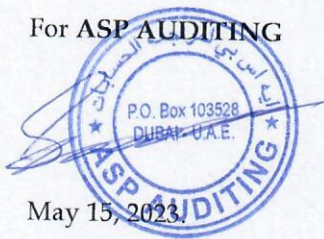
We communicate with management and those charged with Governance regarding, among other matters, the planned scope and timing of the Audit and significant audit findings, including any significant deficiencies in internal control that were identify during the Audit.

Report on the Legal and Regulatory Requirements

Further, as required by the UAE Federal Commercial Companies Law No. 32 of 2021 (as amended), Dubai Development Authority is a Dubai Government entity established and named pursuant to Law No. 15 of 2014 and Law No 10 of 2018, we report that:

- i. the company has maintained proper books of accounts;
- ii. we have obtained all the information we considered necessary for the purposes of our audit;
- iii. the financial information included in the directors' report is in consistent with the books of accounts of the Company;
- iv. Further, based on the information made available to us, nothing has come to our attention which causes us to believe that the Company has contravened during the financial year ended 31st March 2023 of the above-mentioned laws and its Articles of Association which would materially affect its activities or its financial position as at 31st March 2023.

For ASP AUDITING



May 15, 2023



EMDI (Overseas) FZ - LLC

DDA, Dubai - UAE

STATEMENT OF FINANCIAL POSITION

As at 31st March 2023

ASSETS	Note	Mar-23	Mar-22
		AED	AED
NON -CURRENT ASSETS			
Property, Plant and Equipment	5	4,061	4,891
Intangible Assets	6	-	3,300
Total Non-Current Assets	A	4,061	8,191
CURRENT ASSETS			
Cash and Cash Equivalents	7	21,130	28,528
Accounts & Other Receivables	8	220,555	208,215
Other Current Assets	9	77,132	70,336
Total Current Assets	B	318,817	307,079
TOTAL ASSETS	A+B	322,878	315,270
EQUITY & LIABILITIES			
EQUITY			
Share Capital	4	50,000	50,000
Shareholder Loan Account	14	1,473,085	1,366,519
Retained Earnings	15	(2,484,558)	(2,014,766)
Total Equity	C	(961,473)	(598,247)

(Cont.)



EMDI (Overseas) FZ - LLC

DDA, Dubai - UAE

STATEMENT OF FINANCIAL POSITION (Cont.)

As at 31st March 2023

LIABILITIES	Note	Mar-23	Mar-22
		AED	AED
NON CURRENT LIABILITIES			
Provision for Employee Benefits	13	14,469	9,094
Total Non Current Liabilities	D	14,469	9,094
CURRENT LIABILITIES			
Accounts & Other Payables	10	176,213	180,646
Other Current Liabilities	11	1,002,669	700,577
Accruals and Provisions	12	91,000	23,200
Total Current Liabilities	E	1,269,882	904,423
TOTAL LIABILITIES	D+E	1,284,351	913,517
TOTAL EQUITY & LIABILITIES	C+D+E	322,878	315,270

The notes on pages 12 to 30 form an integral part of these financial statements.

These financial statements were approved on May 15, 2023.

For EMDI (Overseas) FZ - LLC

Authorised Signatory

The report of the auditors is set on page 4 to 6.



EMDI (Overseas) FZ - LLC
DDA, Dubai - UAE

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
For the year ended 31st March 2023

	Note	Mar-23 AED	Mar-22 AED
Continuing Operations			
Revenue			
Cost of Revenue	F	492,506	646,524
Gross Profit	G	(122,911)	(217,212)
		369,595	429,312
Other Income			
	H	58,572	45,618
Operating Expenses			
Employee Cost & Benefits			
General & Administration Expenses	I	(265,107)	(208,935)
Selling and Distribution Expenses	J	(317,782)	(356,254)
Managerial Remuneration	K	(90,765)	(65,281)
Trademark Amortisation during the year	L	(103,500)	(92,900)
Depreciation on Property, Plant and Equipment		(3,300)	(3,300)
Total Operating Expenses		(830)	(5,854)
		(781,284)	(732,524)
Operating Loss for the year		<u>(353,117)</u>	<u>(257,594)</u>
Financial Charges			
	M	(116,675)	(109,078)
Loss for the year		<u>(469,792)</u>	<u>(366,672)</u>
Other Comprehensive Income		-	-
Total Comprehensive Income For the year		<u>(469,792)</u>	<u>(366,672)</u>
Loss for the year:			
Attributable to Shareholder		(469,792)	(366,672)

The notes on pages 12 to 30 form an integral part of these financial statements.

These financial statements were approved on May 15, 2023.

For EMDI (Overseas) FZ - LLC

Authorised Signatory

The report of the auditors is set on page 4 to 6.



EMDI (Overseas) FZ - LLC
DDA, Dubai - UAE

CASH FLOW STATEMENT
For the year ended 31st March 2023

	Mar-23 AED	Mar-22 AED
Cash Flow from Operating Activities		
Total Comprehensive Loss as per Profit & Loss Account		
Adjustment for non-cash items	(469,792)	(366,672)
Depreciation		
Interest paid during the year	830	5,854
Trademark Amortisation	106,566	98,747
Operating Cash Flow before changes in net operating assets	3,300	3,300
	(359,096)	(258,771)
Changes in :		
(Increase) / Decrease in Accounts & Other Receivables	(12,340)	39,106
(Increase) / Decrease in Other Current Assets	(6,796)	19,208
Increase / (Decrease) in Accounts & Other Payables	(4,433)	(59,521)
Increase / (Decrease) in Other Current Liabilities	302,092	9,368
Increase / (Decrease) in Accruals & Provisions	67,800	(21,300)
Cash generated from Operating Activities	346,323	(13,139)
Net Cash Flow from / (used) from Operating Activities	(12,773)	(271,910)
Cash flow from Financing Activities		
Increase / (Decrease) of Non Current Liabilities	5,375	(10,636)
Increase / (Decrease) of Shareholders Loan Account	-	294,260
Net Cash Flow from / (used) in Financing Activities	5,375	283,624
Cash flow from Investing Activities		
Net Changes in Property, Plant and Equipment	-	-
Net Cash Flow from / (used) in Investing Activities	-	-
Net increase / (decrease) in cash & cash equivalents	(7,398)	11,714
Cash & Cash equivalents in the beginning of the year	28,528	16,814
Cash & Cash equivalents at the end of the year	21,130	28,528

The notes on pages 12 to 30 form an integral part of these financial statements.

These financial statements were approved on May 15, 2023.

For EMDI (Overseas) FZ - LLC

Authorised Signatory

The report of the auditors is set on page 4 to 6.



EMDI (Overseas) FZ - LLC
DDA, Dubai - UAE

STATEMENT OF CHANGES IN EQUITY
For the year ended 31st March 2023

Particulars	Share Capital AED	Shareholder Loan Account AED	Retained Earnings AED	Total AED
Balance as on 01st April 2021	50,000	973,512	(1,648,094)	(624,582)
Net Movements of the year	-	393,007	-	393,007
Comprehensive Loss of the year	-	-	(366,672)	(366,672)
Balance as on 01st April 2022	50,000	1,366,519	(2,014,766)	(598,247)
Net Movements of the year	-	106,566	-	106,566
Comprehensive Loss of the year	-	-	(469,792)	(469,792)
Balance as on 31st March 2023	50,000	1,473,085	(2,484,558)	(961,473)

The notes on pages 12 to 30 form an integral part of these financial statements.

These financial statements were approved on May 15, 2023.

For EMDI (Overseas) FZ - LLC

Authorised Signatory

The report of the auditors is set on page 4 to 6.

EMDI (Overseas) FZ - LLC
DDA, Dubai - UAE.

Notes to the Financial Statements
As on 31st March 2023

1. Legal Status and Activities

1.1 M/s. EMDI (Overseas) FZ-LLC, is a Free Zone Limited Liability Company registered with the Dubai Development Authority, Government of Dubai, UAE vide Commercial License No. : 18140. The original license was granted on the 04th day of March 2004.

1.2 The registered address of the Company is Premises: 110, 111 & 115, Floor 01, Building: B13, Dubai Knowledge Park, P. O. Box No: 500499, Dubai, UAE.

1.3 **The Shareholder of the Company is:**
M/s. Ironwood Education Limited, Incorporated in India 100% Holder

1.4 **Mr. Tushar Arun Morsawala, Indian National** has been appointed as the manager of the Company and shall take care of the day to day activities of the Company.

1.5 The Company is licensed to engage in the activities of Technical and Occupational Skills including training of Health Care Awareness, Hospitality and Tourism and Media Production and Training in Professional & Management Development including Management & Sales & Marketing Training.

2. Application of new and revised International Financial Reporting Standards (IFRS)

2.1 **New and revised IFRSs effective for accounting periods beginning on or after 01st January 2022:**

The following new and revised IFRSs which became effective for annual periods beginning on or after 1 January 2022 have been adopted in these financial statements.

EMDI (Overseas) FZ - LLC
 DDA, Dubai - UAE.

New and revised IFRSs	Effective for annual periods beginning on or after
Amendments to IAS 37 - <i>Provisions, Contingent Liabilities and Contingent Assets</i> -Onerous Contracts - Cost of Fulfilling a Contract	1 January 2022
Annual Improvements to IFRS Accounting Standards 2018-2020 Cycle – Amendments to IFRS 1- <i>First time Adoption of International Financial Reporting Standards</i> , IFRS 9 - <i>Financial Instruments</i> , IFRS 16 - <i>Leases</i> and IAS 41 - <i>Agriculture</i> .	1 January 2022
Amendments to IFRS 3 - <i>Business Combinations</i> - Reference to the Conceptual Framework	1 January 2022
Amendments to IAS 16 - <i>Property, Plant and Equipment</i> - Proceeds before Intended Use	1 January 2022

The above IFRSs amendments did not have any material impact on the Company's financial statements for the year ended 31 December 2022.

EMDI (Overseas) FZ - LLC
DDA, Dubai - UAE.

2.2 New and revised IFRSs in issue but not effective

The Company has not yet applied the following new and revised IFRSs that have been issued but are not yet effective:

New and Revised IFRSs	Effective for annual periods beginning on or after
IFRS 17 – <i>Insurance Contracts</i>	1 January 2023
Amendments to IAS 1 <i>Presentation of Financial Statements</i> and IFRS Practice Statement 2- <i>Making Materiality Judgements</i> -Disclosure of Accounting Policies	1 January 2023
Amendments to IAS 12 – <i>Income Taxes</i> Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023
Amendments to IAS 8 – <i>Accounting Policies, Changes in Accounting Estimates and Errors</i> - Definition of Accounting Estimates	1 January 2023
Amendments to IAS 1 – <i>Presentation of Financial Statements</i> Non-current Liabilities with Covenants	1 January 2024
Amendments to IAS 1 – <i>Presentation of Financial Statements</i> Classification of Liabilities as Current or Non-current	1 January 2024
Amendments to IFRS 16 – <i>Leases</i> -Lease Liability in a Sale and Leaseback	1 January 2024

The Company has planned to apply the above new and amended IFRSs initially from the date their application is required and the impact of the initial application of these new and amended IFRSs on the Company's financial statements is not reasonably estimable.

3. Significant Accounting Policies

Basis of Preparation

These financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB), Interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC) and applicable rules and regulation of the UAE Law and DDA rules and regulations. The significant accounting policies, which have been applied, are set out below:

a) **Going concern basis of accounting**

The financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet the mandatory repayment terms.

EMDI (Overseas) FZ - LLC

DDA, Dubai - UAE.

b) Application of IFRS 9 Financial Instruments

The Company has adopted IFRS 9 effective from 1 January 2018. IFRS 9 replaces IAS 39 and addresses the accounting for financial instruments including hedge accounting. IFRS 9 contains three principal classification categories for financial assets: measured at amortised cost, FVTOCI and FVTPL. IFRS 9 classification is generally based on the business model in which a financial asset is managed and its contractual cash flows. The business model assessment was completed based on the facts and circumstances which existed at the initial date of application. IFRS 9 eliminates the existing IAS 39 categories of held-to-maturity, loans and receivables and available-for-sale. Under IFRS 9, derivative embedded contracts where the host is a financial asset in the scope of IFRS 9 are never bifurcated. Instead, the whole hybrid instrument is assessed for classification.

The requirements for classification and measurement of financial liabilities under IFRS 9 are largely as existing under IAS 39.

IFRS 9 replaces the “incurred loss” model under IAS 39 with “expected credit loss” model as it relates to the impairment of financial assets. The new impairment model does not apply to equity investments.

IFRS 9 amends the requirements for hedge effectiveness and consequently the application of hedge accounting. The IAS 39 effectiveness test is replaced with a requirement for an economic relationship between the hedged item and the hedging instrument, and for the “hedged ratio” to be the same as that used by the Company for risk management purposes.

The new standard requires alignment between the risk management objective of an individual hedging relationship and the risk management strategy of the Company. When assessing hedge effectiveness under IFRS 9, the Company is required to ensure credit risk due to counterparty or own creditworthiness does not dominate the change in fair value of either the hedged item or the hedging instrument. Generally, the mechanics of hedge accounting remain unchanged.

EMDI (Overseas) FZ - LLC

DDA, Dubai - UAE.

Impairment of financial assets

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

Changes in accounting policies resulting from the adoption of IFRS 9 have been applied retrospectively. However in accordance with transition provisions under IFRS 9, the Company has elected not to restate the comparative years.

c) Accounting Convention:

These financial statements have been prepared under the historical Cost convention. The accounting policies have been consistently applied by the Company.

d) Revenue recognition:

Income is recognized when it is earned, not necessarily when received. Expenses and charges have been recognized when it was incurred, not necessarily when paid.

Revenue from contracts with customers

IFRS 15 Revenue from Contracts with Customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance found across several Standards and Interpretations within IFRSs.

It establishes a new five-step model that will apply to revenue arising from contracts with customers.

Step 1: Identify the contract with a customer.

Step 2: Identify the performance obligations in the contract.

Step 3: Determine the transaction price.

Step 4: Allocate the transaction price to the performance obligations in the contract.

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

EMDI (Overseas) FZ - LLC

DDA, Dubai - UAE.

e) Leases:

IFRS 16 supersedes IAS 17 Leases, IFRIC 4 Determining whether and Arrangement contains a Lease, SIC - 15 Operating Leases - Incentives and SIC - 27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model.

The Company also elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option and lease contracts for which the underlying asset is of low value.

f) Other Income

Other Income is recognized on an accrual basis or when the Company's right to receive payment is established.

g) Property, Plant & Equipment:

Property, Plant & Equipment is stated at historical cost less accumulated depreciation and identified impairment loss, if any. The cost comprises of purchase price, levies, duties and any directly attributable costs of bringing the asset to its working condition. The cost of property, plant & equipment is depreciated using the Straight Line Method basis over their estimated useful economic lives as follows:

- Furniture & Fittings : 5 Years
- Motor Vehicles : 5 Years
- Hardware & Software : 5 Years

The Carrying value of Property, Plant & Equipment is viewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. If any such indication exists and where the carrying value exceed the estimated recoverable amount, the assets are written down to their recoverable amount, being the higher of their fair value less costs to sell and their value in use.

Gains and losses on disposal of property, plant and equipment are determined by reference to their carrying amount and are taken into account in determining net profit.

EMDI (Overseas) FZ - LLC

DDA, Dubai - UAE.

Repairs and renewals are charged to the statement of profit or loss and other comprehensive income when the expenditure is incurred.

h) Related Party Transactions:

The company, in its normal course of business, enters in to transactions with the companies that fall under the definition of "Related Party" of International Accounting Standard 24. Related parties comprise companies and entities under the common ownership and/or common management and in which control and management vested with the share holders or the key managerial personnel.

i) Intangible Assets:

Trademarks acquired are initially recognized at cost and are subsequently carried at cost less accumulated amortization and accumulated impairment losses. These costs are amortized to profit or loss using the straight line method over 10 years.

j) Foreign Currency Transactions:

Foreign currency transactions are recorded in UAE Dirham at the approximate rate of exchange ruling at the time of the transaction. Assets and liabilities expressed in foreign currencies at the Statement of Financial Position date are converted into UAE dirham at the year end rate of exchange. All foreign currency gains and losses are booked in the statement of income as they arise.

k) Revenues:

Income represents the services rendered during the year, net of discounts and indentive income.

l) Accounts Receivables:

The schedule of Accounts Receivables represents amounts falling due as on the date of the Statement of Financial Position. Accounts Receivables are normally requiring the amounts to be received within 120 days of the date of invoice. Bad debts are written off as and when they arise. Accounts Receivables are stated net of provision for doubtful debts and discounts.

EMDI (Overseas) FZ - LLC

DDA, Dubai - UAE.

m) Employees' Terminal benefits:

Provision is made in accounts for end of service benefits due to employees in accordance with UAE federal labour Laws No 33 of 2021 on the regulations of labour relations and DDA Rules and Regulations. Provision is made for amounts payable under the UAE Labour Law applicable to employees Accumulated year of service at the statement of financial position date.

n) Rounding off:

The figures stated in the attached Financial Statements are rounded off to the nearest UAE Dirham.

o) Fair Value of financial instruments:

The value of all classes of financial assets and financial liabilities, as recorded in the Statement of Financial Position approximate the fair value of these assets and liabilities.

p) General:

In the opinion of the management all the assets as shown in the Financial Statements are existing and realizable at the amount shown against and there are no liabilities against the Company contingent or otherwise not included in the above Financial Statements.

q) Profit and Loss account:

The Company's profit or loss is arrived at after charging all expenses incurred in day to day operations of the business and in maintaining Property, Plant and Equipment.

r) Accounts payables:

The schedule of Accounts payable represents amounts falling due as on the date of Statement of Financial Position. Accounts payable are normally settled within 120 days. Liabilities are recognized for amounts to be paid in the future for goods or services whether or not billed to the Company.

s) Inflationary Factor:

No adjustments have been made in these Financial Statements to identify the inflationary factor.

EMDI (Overseas) FZ - LLC

DDA, Dubai - UAE.

t) Key Sources of Estimation Uncertainty

The entity management set out the entity's overall business strategies and its risk management policy. The Entity's overall financial risk management program seeks to minimize potential adverse effects on the financial performance of the entity. The entity policies include financial risk management policies covering specific areas, such as market risk (including foreign exchange risk, interest risk, liquidity risk and credit risk). Periodic reviews are undertaken to ensure that the entity's policy guidelines are complied with.

There has been no change to the entity's exposure to the financial risks or the manner in which it manages and measures the risk.

The entity is exposed to the following risks related to financial instruments. The entity has not framed formal risk management policies; however, the risks are monitored by management on a continuous basis. The entity does not enter into or trade in financial instruments, investment in securities, including derivative financial instruments, for speculative or risk management purposes.

a) Foreign Currency risk management

The entity undertakes certain transactions denominated in foreign currencies. Hence, exposures to exchange rate fluctuations arise.

b) Liquidity risk management

Ultimate responsibility for liquidity risk management rest with the management which has built an appropriate liquidity risk management framework for the management of the entity's short, medium and long term funding and liquidity management requirements. The entity manages liquidity risk by maintaining adequate reserves, continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

EMDI (Overseas) FZ - LLC
DDA, Dubai - UAE.

The table below summarizes the maturity profile of the entity's financial assets and financial liabilities. The contractual maturities of the financial assets and financial liabilities have been determined on the basis of the remaining period at the financial position date based on contractual repayment agreements were as follows:

Particulars	Interest Bearing			Non Interest Bearing			Total
	On Demand or Less than 3 Months	Within 1 Year	More than 1 Year	On Demand or Less than 3 Months	Within 1 Year	More than 1 Year	
As at 31st March 2023							
Financial Assets							
Cash and Bank Balances	-	-	-	21,130	-	-	21,130
Accounts Receivables	-	-	-	65,585	192,670	-	258,255
TOTAL	-	-	-	86,715	192,670	-	279,385
Financial Liabilities							
Accounts Payables	-	-	-	19,394	110,919	-	130,313
TOTAL	-	-	-	19,394	110,919	-	130,313

c) Credit Risk Management

Credit risk refers to the risk that the counterparty will default on its contractual obligations resulting in financial loss to the entity. The Entity's exposure are continuously monitored and their credit exposure is reviewed by the management regularly and the entity maintains allowances for doubtful debts based on expected collectability of all Accounts Receivables .

Accounts Receivables consist of a number of customers. Ongoing credit evaluation is performed on the financial condition of Accounts Receivables. Further details of credit risk on trade and other receivable are disclosed in the notes to Financial Statements.

EMDI (Overseas) FZ - LLC
 DDA, Dubai - UAE.

The Company is exposed to credit risk on its Cash at Bank and Accounts Receivables as follows:

Particulars	31st March 2023	31st March 2022
	AED	AED
Cash at Bank	20,901	28,421
Accounts Receivable	258,255	245,915
TOTAL	279,156	274,336

With respect to credit risk arising from the other financial assets of the Company, including cash and cash equivalents, the Company's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

d) Capital risk management

The Company's objectives when managing capital to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The director's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt consistent with others in the industry; the Company monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total liabilities less Cash at Bank.

The Company manages its capital structure and makes adjustments to it, in light of changed in economic conditions. No Changes were made in the objectives, Policies or Processes during the years ended 31st March 2023 and 31st March 2022. Capital Consists of Share Capital Account, Shareholder Loan Account and Retained Earnings are measured at **Debit balance of AED. 961,473/-** as at 31st March 2023. (March 2022: Debit Balance of AED. 598,247/-).

EMDI (Overseas) FZ - LLC

DDA, Dubai - UAE.

e) Impairment of Accounts Receivables

An estimate of the collectible amount of Accounts Receivables is made when collection of the full amount is no longer probable. For individually significant amounts, this estimation is performed on an individual basis. Amounts which are not individually significant, but which are past due, are assessed individually and a provision applied according to the length of time past due, based on historical recovery rates.

At the reporting date, gross Accounts Receivables was AED. 258,255/- (2022: AED. 245,915/-), with provision for doubtful debts AED. 37,700/- (2022: AED. 37,700/-). Any difference between the amounts actually collected in future years and the amounts expected will be recognized in the statement of comprehensive income

f) Useful Lives of Property and Equipment

The Company's management determines the estimated useful lives of its property and equipment for calculating depreciation. This Estimate is determined after considering the expected usage of the asset or physical wear and tear. Management reviews the residual value and useful lives annually and future depreciation charge would be adjusted where the management believes the useful lives differ from previous estimates.

u) **Contingencies and commitments:**

As at 31st March 2023 the Company doesn't have any commitments and contingencies

v) **Exchange Rate Risk:**

Since the main currencies of the financial instruments, other assets, liabilities and trading transactions including purchase and sales are UAE Dirhams and US Dollars, the Company is not exposed to any significant exchange rate risk.

w) **Financial Charges:**

The Financial Charges includes finance cost, interest on Loan and other charges related to finance and the bank charges.

EMDI (Overseas) FZ - LLC

DDA, Dubai - UAE.

x) Corresponding Figures

The corresponding figures of the previous year are comparable as these comprise the financial position and operating results for the year ended 31st March 2022, while the current figures comprised the financial position and operating results for the year ended 31st March 2023. Reclassification has been made wherever necessary, for the purpose of better presentation of financial information.

y) Subsequent Events:

There were no significant events subsequent to the year ended 31st March 2023 and occurring before the date of signing of the financial statements that would have a significant impact on these financial statements.

4. Share Capital

Authorized, Subscribed, Issued, Paid up Share Capital;

-50 Shares of AED. 1,000/- each

31st March 2023

AED. 50,000/-

Shareholder and its holdings;

M/s. Ironwood Education Limited, Incorporated in India

: 50 shares

AED. 50,000/-

Total

: 50 shares

AED. 50,000/-

EMDI (Overseas) FZ - LLC

DDA, Dubai - UAE

31st March 2023

5. Property, Plant and Equipment

	Furniture & Fittings AED	Motor Vehicles AED	Hardware & Software AED	Total AED
Cost				
Opening Value	214,415	19,000	20,489	253,904
Additions	-	-	-	-
Deletions	-	-	-	-
Total Cost	214,415	19,000	20,489	253,904
Depreciation				
Accumulated as on 01st April 2022	210,074	19,000	19,939	249,013
Charge for the year	530	-	300	830
Accumulated as on 31st March 2023	210,604	19,000	20,239	249,843
Closing Value				
As on 31st March 2022	4,341	-	550	4,891
As on 31st March 2023	3,811	-	250	4,061

EMDI (Overseas) FZ - LLC

DDA, Dubai - UAE

31st March 2023

Notes to the Financial Statements

	Mar-23	Mar-22
	AED	AED
6. Intangible Assets		
Trademark	3,300	6,600
Less: Written off	(3,300)	(3,300)
	-	3,300
7. Cash and Cash Equivalents		
Cash in hand	229	107
Cash at Bank	20,901	28,421
	21,130	28,528
<p>Cash and Cash Equivalents are items, which are readily convertible to known amounts of Cash and which are subject to insignificant risk of change in value.</p>		
8. Accounts & Other Receivables		
Accounts Receivables	258,255	245,915
Less: Provision for Doubtful Debts	(37,700)	(37,700)
	220,555	208,215
<i>Ageing Analysis:</i>		
0 - 30 days	46,585	40,036
31 - 60 days	9,500	16,437
61 - 90 days	9,500	5,500
90 - 120 days	192,670	183,942
	258,255	245,915

The company uses an allowance account when recognizing impairment losses on its receivables unless otherwise determined that the likelihood of collection is remote, in which the Company directly charges the loss against its receivables. The company writes off receivables if after exhausting prudent collection procedures, the Management assessed that the possibility of collection is remote.

EMDI (Overseas) FZ - LLC

DDA, Dubai - UAE

31st March 2023

Notes to the Financial Statements

	Mar-23	Mar-22
	AED	AED
9. Other Current Assets		
Deposits	20,000	20,000
Prepayments	57,132	50,336
	77,132	70,336
<i>Prepayments as follows:</i>		
<i>Prepaid license fee</i>	17,725	-
<i>Prepaid rent</i>	28,903	-
<i>Other prepaids</i>	10,504	-
	57,132	-
10. Accounts & Other Payables		
Accounts Payables	130,313	148,246
Other Payables	45,900	32,400
	176,213	180,646
<i>Ageing Analysis:</i>		
<i>0 - 30 days</i>	18,484	9,417
<i>31 - 60 days</i>	-	29,900
<i>61 - 90 days</i>	910	-
<i>90 - 120 days</i>	110,919	108,929
	130,313	148,246
11. Other Current Liabilities		
Loan from Third Parties	820,355	506,660
Deferred Revenue	179,492	189,809
Vat Payable	2,822	4,108
	1,002,669	700,577
12. Accruals & Provisions		
Accrued Expenses	91,000	23,200
	91,000	23,200
<i>Accrued Expenses as follows:</i>		
<i>Salary payable</i>	91,000	-
	91,000	-

EMDI (Overseas) FZ - LLC

DDA, Dubai - UAE

Notes to the Financial Statements

31st March 2023

	Mar-23	Mar-22
	AED	AED
13. Provision for Employee Benefits		
Provision for Employee Benefits	14,469	9,094
	14,469	9,094

The Provision for end of service benefits for employees is made in accordance with the requirements of the UAE Labour Laws. This is an unfunded defined benefits retirement plan. Employees are entitled to benefits based on the length of service and final remuneration. Accrued employees' terminal benefits are payable on termination of employment.

14. Shareholders Loan Account

Balance at the beginning of the year	1,366,519	973,512
Add: Interest charged	106,566	98,747
Add: Additional Loan taken during the year	-	294,260
Balance at the end of the year	1,473,085	1,366,519

15. Retained Earnings

Balance at the beginning of the year	(2,014,766)	(1,648,094)
Add: Total comprehensive Loss for the year	(469,792)	(366,672)
Balance at the end of the year	(2,484,558)	(2,014,766)

F. Revenue

Course Fees	492,506	646,524
	492,506	646,524

G. Cost of Revenue

Direct Expenses	122,911	217,212
	122,911	217,212

H. Other Income

Rental Income	-	1,404
Miscellaneous Income	-	3,500
Student Visa Income	58,429	35,714
Management Fees	-	5,000
Graduation Ceremony Income	143	-
	58,572	45,618

EMDI (Overseas) FZ - LLC

DDA, Dubai - UAE

31st March 2023

Notes to the Financial Statements

	Mar-23	Mar-22
	AED	AED
I. Employee Cost & Benefits		
Salaries & Benefits	265,107	208,935
	265,107	208,935
J. General and Administration Expenses		
Rent	146,481	164,454
Communication Cost	33,548	31,723
Printing & Stationery	2,370	2,186
Repair & Maintenance	1,987	522
Insurance Charges	798	857
Audit Fees	16,000	21,000
License, Professional & Legal Charges	51,590	91,640
Travelling and Conveyance Expenses	37,022	3,370
General Expenses	27,986	40,502
	317,782	356,254
K. Selling and Distribution Expenses		
Advertising and Marketing Expenses	90,765	65,281
	90,765	65,281
L. Managerial Remuneration		
Managerial Remuneration	103,500	92,900
	103,500	92,900
* Transactions with key Managerial Personnel		
<i>Key managerial personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the company. Key managerial personnel is manager of the company.</i>		
M. Financial Charges		
Finance Cost *	116,675	109,078
	116,675	109,078
Finance Cost *		
Bank Charges	10,109	-
Interest on GC loan	106,566	-
	116,675	-

* Finance Cost includes bank charges, interest on loan, other charges related to finance.

EMDI (Overseas) FZ - LLC
 DDA, Dubai - UAE

Performance Analysis

31st March 2023

Particulars	Mar-23 AED	Mar-22 AED
Revenue		
Cost of Revenue	492,506	646,524
Gross Profit	122,911	217,212
Gross Profit Ratio	75.04%	66.40%
<i>Liquidity Ratios</i>		
Current Ratio		
Current Assets / Current Liabilities	0.25	0.34
Quick Ratio or Liquid Ratio		
(Cash + Marketable Securities + Accounts receivables) / Current Liabilities	0.22	0.30
Debt-to-Asset Ratio		
Total Liabilities / Total Assets	3.98	2.90