McFADDENS &Co Group Limited

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Financial Statements for the Year Ending 31st March 2022

McFADDENS & CO GROUP LIMITED

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CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED
31 MARCH 2022

M^c^FADDENS & CO GROUP LIMITED

CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

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McFADDENS & CO GROUP LIMITED

CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

COMPANY INFORMATION

Company Registration Number	:	IC20120875
Directors	:	Matthew Thompson
Secretary	:	Sterling Management Limited
Registered Office	:	19th Floor, Business Centre Conrad Hotel Sheikh Zayed Road P O Box 125900 Dubai UAE

REPORT OF THE DIRECTORS

The directors present their report and the Unaudited Consolidated Financial Statements for the year ended 31 March 2022.

Incorporation
M[c]Faddens & Co Group Ltd ("the Company") was incorporated in the United Arab Emirates on 14 August 2012 and changed its name from ECB Services Ltd on 16 August 2020 for the purpose of becoming a holding company for the Group having a company number IC20120875.

Principal activities and review of the business
The Company is a private limited company incorporated and domiciled in the United Arab Emirates.

The principal activity of McFaddens & Co Group Ltd and its subsidiaries ("the Group") during the year was the provision of corporate services including asset management services and corporate advisory services. The Group holds private equity investments in growth companies via its subsidiary McFaddens Advisory AP Limited. Generally the Company will receive payments for services provided by way of shares in client companies which are predominantly growth companies. As the majority of the investments the Company is focusing on are in growth companies, the investments are typically held for 5-7 years prior to achieving ultimate liquidity.

The Company has a $200,000 credit facility. At 31 March 2022, $117,654 was used and there was $82,346 available to draw down. Interest is charged at 6% per annum.

The Group derives revenues from providing asset management and management contracts for the provision of corporate advisory services. In addition revenues are derived from movement in fair value of investments which are reviewed regularly under the Company's impairment policy.

At 31 March 2022, the Group had $378,358,297 of equity investments which are held in the Group's subsidiaries McFaddens Advisory AP Limited and McFaddens & Co Advisory Limited. Profit for the year ended 31 March 2022 was $45,248,119 of which $4,222,076 was attributable to non-controlling interest and $26,460,484 for the year ended 31 March 2021.

Results and dividends
The results for the year are set out on page 6. The directors do not recommend payment of a dividend.

Recent developments
The Company made acquisitions on 16 April 2020 and 30 June 2020 in order to expand its business offering into family office services enabling its subsidiaries to provide a range of family office services going forward. The Company's advisory practice will continue to provide a range of corporate services to clients. As at the 31 March 2021, the Group subscribed all of its private equity assets into McFaddens Advisory AP Ltd to increase the focus on its family office business.

REPORT OF THE DIRECTORS

Future developments
The Company will continue to expand its family office business by entering into joint venture agreements with synergistic partners and master license agreements in territories where it is not represented in order to increase its geographical footprint. In addition to this it will look to increase its product offering organically and through acquisitions in order to increase business from its existing client's base and in order to attract additional clients.

Business Relationships
The Company will not enter into business relationships with any entity or its management or its affiliates except where those relationships: involve the purchase of goods and services from the firm or the entity in the ordinary course of business and on an arm's length basis; or would be inconsequential to either party in the view of an objective, reasonable and informed third party.

Significant risks and uncertainties
At 31 March 2022, the Group had private equity investments to the value of $378,358,299 held in its subsidiaries McFaddens Advisory AP Ltd and McFaddens & Co Advisory Limited. The majority of these assets comprise equity investments in private companies and funds that are predominantly focused on long term growth. A failure of any of these companies could impact the Company's value and profitability.

- At any time a small number of equity investments could account for a large proportion of the Group's assets.
- Long term growth investments may need additional financing prior to achieving profitability.
- Growth companies can require a significant amount of capital to be raised. The ability to raise the required amount of capital could be adversely affected by a movement in global capital markets or the political stability of the geographical area in which investments are situated.
- There may be unforeseen changes in government policy or legislation.
- A portfolio company may not be able to secure additional funding required for its growth plans.
- Growth companies generally have a higher risk of failure than more established entities.
- Cash realisation from equity investments could vary significantly from year to year and this is more significant due to the majority of the Group's investments being held in growth companies, which could be illiquid.
- The Group has only minority shareholdings in its portfolio companies, and it therefore has no direct control over their management.
- A global economic downturn could result in a significant drop in demand and therefore affect the short-term viability of the Company's investments. The change in the global economic climate could also have a detrimental impact on the ability of a portfolio company to raise any additional growth capital required which could adversely affect the future viability of a portfolio company.
- Due to one or more of the above, a portfolio company could be forced to sell off its assets or cease further development or may be acquired by a third party at less than it is currently worth.

McFADDENS & CO GROUP LIMITED

CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

REPORT OF THE DIRECTORS

Going concern
The financial statements have been prepared on a going concern basis. The current pandemic caused by Covid-19 triggered global uncertainty, the initial impact had a depressive effect on demand, but this has largely been offset now by strong growth in the commodity sectors where the Company operates. The directors continue to monitor the progress and effect of the spread of the virus, though they are unable to immediately quantify its impact on future commerciality. Strategies and policies to manage the evolving developments have been implemented by the directors, specifically:

- monitoring changes in fair value of investments in line with the valuation policy of the Company.
- monitoring the management responses of others holding similar investments.
- reviewing the impact on forecasts that may impact impairment evaluations.

The directors believe that the Group and the Company have sufficient resources to bear the global impact of Covid-19.

Substantial shareholders
The following shareholders held 3% or more of the total issued shares of 1,000 of McFaddens & Co Group Ltd as at 20th February 2023:

Shareholder Name	Number of Shares	Percentage
Sterling Management Ltd	1,000	100%

Directors' responsibilities
The directors are responsible for preparing the consolidated financial statements in accordance with applicable law and regulations.

REPORT OF THE DIRECTORS

The directors have prepared these consolidated financial statements for the financial year which give a true and fair view of the state of affairs of the Company and of the Group and of its Profit or Loss for the Group for the year. In preparing the consolidated financial statements, the directors have:

a) selected suitable accounting policies and then applied them consistently.

b) made judgements and estimates that are reasonable and prudent.

c) prepared the consolidated financial statements on the going concern basis as the directors believe that the Company will continue in business.

The directors are responsible for keeping proper accounting records, which disclose with reasonable accuracy at any time the financial position of the Company and to support the transactions made by the Company in compliance with the UAE Commercial Law.

Corporate responsibilities
The Group seeks to ensure that best practices are followed in all its dealings with shareholders, clients and employees.

McFADDENS & CO GROUP LIMITED

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2022

INCOME STATEMENT	Note	GROUP Year Ended 31 Mar 22 US$	GROUP Year Ended 31 Mar 21 US$
Revenue			
Revenue from services		37,125,864	18,229,364
Increase in fair value of equity investments		23,873,288	10,781,214
Profit on sale of investments		1,243	7,990,329
		61,000,395	37,000,907
General and administrative expenses		15,351,697	3,385,643
Depreciation and amortisation		287,139	215,354
Total Operating Expenses		15,638,836	3,600,997
Profit from operations		45,361,559	33,399,910
Other income and (expenses)			
Loan interest income		212,800	212,508
Loan interest expense		(363,339)	(385,715)
Other expenses		-	(6,557,395)
Total other income / (expenses)		(150,539)	(6,730,602)
Profit for the year		45,211,020	26,669,308
Other comprehensive income (loss)			
Exchange differences on translating foreign operations		37,099	(208,824)
Total Comprehensive Profit for The Year		45,248,119	26,460,484
Attributable to:			
Equity holders of the Company		41,026,043	19,564,807
Non-controlling interest		4,222,076	6,895,677
		45,248,119	26,460,484
Earnings per Share			
Basic and diluted	6	$45,248	$21,622

There are no recognised gains or losses other than those passing through the Profit or Loss.

The above items relate entirely too continuing operations.

The accounting policies and notes set out on pages 10 to 25 form an integral part of these Financial Statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2022

	Notes	GROUP 31 Mar 22 US$	GROUP 31 Mar 21 US$	COMPANY 31 Mar 22 US$	COMPANY 31 Mar 21 US$
ASSETS					
Non-current assets					
Investment in subsidiaries	8	-	-	270,844,037	270,843,523
Equity investments	9	378,358,299	329,234,750	3,412,197	-
Intangible assets, net	10	358,923	646,061	-	-
Loans Receivable		-	-	-	-
		378,717,222	329,880,811	274,256,234	270,843,523
Current assets					
Cash and cash equivalents		-	-	-	-
Trade receivables		10,372,963	6,165,186	-	1,605,000
Loans receivable	11	3,571,708	3,358,908	3,571,708	3,358,908
Amounts due from subsidiaries		-	-	3,975,020	1,142,509
		13,944,671	9,524,094	7,546,728	6,106,417
Total assets		392,661,893	339,404,905	281,802,962	276,949,940
LIABILITIES AND SHAREHOLDERS' EQUITY					
LIABILITIES					
Current liabilities					
Trade and other payables	12	8,796,016	1,169,601	2,304,650	319,589
Loan payable	13	173,594	158,568	173,594	158,568
Amounts due to associates		-	-	5,803,353	6,449,094
		8,969,610	1,328,169	8,281,597	6,927,251
Non-current liabilities					
Loans payable	13	2,896,697	2,592,243	-	-
Note payable	14	134,726	71,752	134,726	71,752
		3,031,423	2,663,995	134,726	71,752
Total liabilities		12,001,033	3,992,164	8,416,323	6,999,003
Shareholders' equity					
Share capital	15	273	273	273	273
Share premium account		172,847,523	172,847,523	172,847,523	172,847,523
Retained earnings		144,820,654	103,867,964	100,538,843	97,103,141
Other comprehensive losses		(337,765)	(411,118)	-	-
Total shareholders' equity		317,330,685	276,304,642	273,386,639	269,950,937
Non-controlling interest		63,330,175	59,108,099	-	-
Total equity		380,660,860	335,412,741	273,386,639	269,950,937
Total liabilities and shareholders' equity		392,661,893	339,404,905	281,802,962	276,949,940

The accounting policies and notes set out on pages 10 to 25 form an integral part of these Financial Statements.

McFADDENS & CO GROUP LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
AS AT 31 MARCH 2022

	Common Stock								
	Shares	Amount US$	Share Premium Account US$	Treasury Shares US$	Retained Earnings US$	Accumulated Other Comprehensive Income/(Losses) US$	Total Shareholders' Equity US$	Total Non-Controlling Interests US$	Total Equity US$
Balance at 31 March 2017	1,000	273	114,892,823	(231)	42,033,470	-	156,926,335	-	156,926,335
Net profit for the year ended. 31 March 2018	-	-	-	-	11,676,781	-	11,676,781	-	11,676,781
Balance at 31 March 2018	1,000	273	114,892,823	(231)	53,710,251	-	168,603,116	-	168,603,116
Net profit for the year ended 31 March 2019	-	-	-	-	10,557,638	-	10,557,638	-	10,557,638
Balance at 31 March 2019	1,000	273	114,892,823	(231)	64,267,889	-	179,160,754	-	179,160,754
Net profit for the year ended. 31 March 2020	-	-	-	-	19,624,150	-	19,624,150	-	19,624,150
Balance at 31 March 2020	1,000	273	114,892,823	(231)	83,892,039	-	198,784,904	-	198,784,904
Treasury shares used for the acquisition of subsidiary	-	-	6,553,070	10	-	-	6,553,080	-	6,553,080
3 for 1 bonus issue	-	-	(156)	156	-	-	-	-	-
Treasury shares used for the acquisition of investments	-	-	51,401,813	38	-	-	51,401,851	-	51,401,851
1 for 9 bonus issue	-	-	(27)	27	-	-	-	-	-
Acquisition of Associate	-	-	-	-	-	-	-	52,617,010	52,617,010
Other comprehensive losses during the year ended. 31 March 2021	-	-	-	-	-	(411,118)	(411,118)	202,294	(208,824)
Net profit for the year ended. 31 March 2021	-	-	-		19,975,925	-	19,975,925	6,693,383	26,669,308
Balance at 31 March 2021	1,000	273	172,847,523	-	103,867,964	(411,118)	276,304,642	59,108,099	335,412,741
Other comprehensive losses during the year ended. 31 March 2022	-	-	-	-	-	73,353	73,353	(36,254)	37,099
Net profit for the year ended. 31 March 2022	-	-	-	-	40,952,690	-	40,952,690	4,258,330	45,211,020
Balance at 31 March 2022	1,000	273	172,847,523	-	144,820,654	(337,765)	317,330,685	63,330,175	380,660,860

The accounting policies and notes set out on pages 10 to 25 form an integral part of these Financial Statements.

McFADDENS & CO GROUP LIMITED

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CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MARCH 2022

	GROUP Year Ended 31 Mar 22 US$	GROUP Year Ended 31 Mar 21 US$	COMPANY Year Ended 31 Mar 22 US$	COMPANY Year Ended 31 Mar 21 US$
Reconciliation of operating profit to net cash inflow from operating activities:				
Net profit for the year before tax	45,211,020	26,669,308	3,435,702	13,211,104
Adjustments to reconcile operating profit to net cash provided by (used in) operating activities:				
Add back payments received from trade debtors in equities	(32,918,088)	(13,087,866)	(4,025,000)	(3,900,000)
Payments to trade creditors in equities	7,669,070	2,384,308	675,000	978,752
Movement in fair value of equity investments	(23,873,288)	(10,781,214)	(62,197)	(7,062,463)
Profit on sale of equity investments	(1,243)	(7,990,329)	-	(6,576,298)
Addback write down of investment in subsidiaries	-	6,553,080	-	-
Effect of exchange rate movements	37,099	(411,118)	-	-
Addback amortisation expense during the year	287,138	215,354	-	-
Other changes that provided (used) cash in operating assets and liabilities:				
(Increase) decrease in trade receivables	(4,207,777)	(4,335,186)	1,605,000	225,000
Increase (decrease) in trade payables	7,151,985	785,835	1,700,561	(36,942)
Increase in accruals	474,430	42,514	284,500	15,280
Amount due to/from associates	-	-	(3,478,252)	5,306,585
Net cash from operating activities	(169,654)	44,686	135,314	2,161,018
Cash used in investing activities:				
Increase in loan note receivable	(212,800)	(212,508)	(212,800)	(212,508)
Proceeds from sale of equity investments	416,314,373	200,363,818	315,000	149,969,017
Acquisition of equity investments	(416,314,373)	(200,363,818)	(315,000)	(149,969,017)
Acquisition of subsidiary	-	-	(514)	(10,000)
Value of investments subscribed into subsidiaries	-	(19,052,055)	-	-
Investments acquired from acquisition of subsidiary	-	(32,987,158)	-	-
Acquisition of intangible assets	-	(861,415)	-	-
	(212,800)	(53,113,136)	(213,314)	(222,508)
Cash flow from financing activities:				
Proceeds from credit facility provider	62,974	4,274	62,974	4,274
Proceeds from loans payable	304,454	2,524,199	-	(1,942,784)
Repayments of loans payable	15,026	(1,874,740)	15,026	-
Movement in non-controlling interest from acquisitions made during the year.	-	52,414,717	-	-
Net cash provided by financing activities	382,454	53,068,450	78,000	(1,938,510)
Increase (Decrease) in Cash Flow during the year	-	-	-	-
Cash and cash equivalents at the beginning of the year	-	-	-	-
Cash and cash equivalents at the end of the year	-	-	-	-

The accounting policies and notes set out on pages 10 to 25 form an integral part of these Financial Statements.

1. General information

McFaddens & Co Group Ltd ("the Company") is a private limited company, incorporated and domiciled in the United Arab Emirates on 14 August 2012 and changed its name from ECB Services Ltd on 16 August 2020 for the purpose of becoming a holding company for the Group having a company number IC20120875. The Company's registered office address can be found on the Company Information page.

The principal activity of McFaddens & Co Group Ltd and its subsidiaries ("the Group") during the year was the provision of corporate services including asset management services and corporate advisory services. The Group holds private equity investments in growth companies and in addition provides corporate consultancy services via its subsidiaries. Generally, the Group receives payments for services provided by way of equity in client companies which are predominantly growth companies. As the majority of the investments the Group is focusing on are in growth companies, the investments are typically held for 5-7 years prior to achieving ultimate liquidity.

The Company commenced trading during April 2014. It is forecast that the various equity investments held by the Company will increase in value as the underlying businesses progress through various recognised milestones, resulting in the Company achieving fair value gains prior to ultimately selling the investments.

2. Basis of preparation

These Financial Statements have been prepared in accordance with International Financial Reporting Standards [IFRS's] as developed and published by the International Accounting Standards Board [IASB]' The Financial Statements have been prepared under the historical cost convention, as modified by the revaluation of certain assets.

The financial statements are presented in US Dollar ($) which is the functional currency of the company.

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the date of the financial statements. If in the future such estimates and assumptions which are based on management's best judgement at the date of the financial statements, deviate from the actual circumstances, the original estimates and assumptions will be modified as appropriate in the year in which the circumstances change. Where necessary, the comparatives have been reclassified or extended from the previously reported results to take into account presentational changes.

Provisions

Provisions are recognised where a legal or constructive obligation has been incurred which will probably lead to an outflow of resources that can be reasonably estimated. Provisions are recorded for the estimated ultimate liability that is expected to arise, taking into account the time value of money. A contingent liability is disclosed where the existence of the obligations will only be confirmed by future events, or where the amount of the obligation cannot be measured with reasonable reliability.

Ordinary dividends

Ordinary dividends proposed by the Board of Directors are not recorded in the financial statements until they have been approved by the shareholders at the Annual General Meeting.

The significant accounting policies set out below have been consistently applied, except where stated.

3. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these Consolidated Financial Statements are set out below and have been consistently applied to all the years presented.

The preparation of interim consolidated financial statements in compliance with IAS 34 requires the use of certain critical accounting estimates. It also requires Group management to exercise judgement in applying the Group's accounting policies. The areas where significant judgements and estimates have been made in preparing the financial statements and their effect are disclosed in Note 3.

There have been no material revisions to the nature and amount of changes in estimates of amounts reported in the 31 March 2022 Financial Statements.

Basis of Consolidation

The Consolidated Financial Statements incorporate the Financial Statements of the Company and all its subsidiaries made up to 31 March 2022. Subsidiaries are entities (including structured entities) controlled by the Group. The Group controls an entity when the Group has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain economic benefits from its activities. Subsidiaries are consolidated from the date on which control is transferred to the Group up to the effective date on which control ceases, as appropriate. Intragroup transactions, balances, income and expenses are eliminated on consolidation. Where necessary, adjustments are made to the Financial Statements of subsidiaries to ensure consistency of accounting policies with those of the Group.

(a) Business Combinations

Acquisitions of businesses are accounted for using the acquisition method. Under the acquisition method, the consideration transferred for acquisition of a subsidiary is the fair value of the assets transferred, liabilities incurred, and the equity interests issued by the Group at the acquisition date. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs, other than the costs to issue debt or equity securities, are recognised in profit or loss when incurred. In a business combination achieved in stages, previously held equity interests in the acquiree are re-measured to fair value at the acquisition date and any corresponding gain or loss is recognised in profit or loss. Non-controlling interests in the acquiree may be initially measured either at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets at the date of acquisition. The choice of measurement basis is made on a transaction-by-transaction basis.

The FRS requires that the consolidated Accounts prepared following a reverse acquisition shall be issued in the name of the legal parent (i.e., the accounting acquiree), but presented as a continuation of the Accounts of the legal subsidiary (i.e. the accounting acquirer).

The following principles have been applied:

(i) The assets and liabilities of the legal subsidiary shall be recognised and measured in the Consolidated Financial Statements at their pre-combination carrying amounts;

(ii) The assets and liabilities of the legal parent shall be recognised and measured in the Consolidated Financial Statements at their fair values at the acquisition date;

(iii) The retained profits and other equity balances (such as revaluation reserves and foreign exchange reserves) recognised in the consolidated Financial Statements shall be the retained profits and other equity balances of the legal subsidiary immediately before the business combination;

(iv) The amount recognised as issued equity instruments (i.e. share capital and share premium) in the Consolidated Financial Statements shall be determined by adding to the issued equity of the legal subsidiary immediately before the business combination the fair value of the legal parent (i.e. the deemed cost of the business combination); and

(v) The equity structure appearing in the consolidated Financial Statements shall reflect the equity structure of the legal parent, including the equity instruments issued by the legal parent to effect the combination.

Intangible assets other than goodwill
Intangible assets, other than goodwill, are measured at cost less accumulated amortisation and accumulated impairment losses. Amortisation is charged so as to allocate the cost of assets less their residual values over their estimated useful lives, using the straight-line method.

Investments in Associates
Investments in associates are accounted for at cost less any accumulated impairment losses. However, investments for which a published price quotation exists are accounted for at fair value with changes in fair value recognised in profit or loss of the period of the change. Dividend income from associates is recognised when the shareholders' right to receive payment has been established and is shown as other income.

Equity investments

Investments are recognised and derecognised on the transaction date where a purchase or sale is under contract whose terms require delivery within the time frame established by the contract and are initially measured at fair value. The Company is operating in the business of investing in financial assets with a view to profiting from their total return in the form of dividends or increases in fair value in which they are designated at fair value through the Profit or Loss and are subsequently re-measured at reporting dates at fair value. The fair value of equity investments are calculated in accordance with the principles of valuation of equity investments set out below. Changes in the fair value of equity investments are recognised in the Profit or Loss.

Principles of valuation of quoted equity investments

The fair values of quoted equity investments are based on current bid prices at the balance sheet date.

Principles of valuation of unquoted equity investments

Unquoted equity investments – designated as 'at fair value' through the Profit or Loss

The fair value of unquoted equity investments is established using International Private Equity and Venture Capital Valuation Guidelines (the "IPEVCV Guidelines") endorsed by the British and European Venture Capital Associations.

The valuation methodology used most commonly by the Company is the 'price of recent investment' contained in the IPEVCV Guidelines. The following considerations are used when calculating the fair value using the 'price of recent investment' guidelines:

- Where the investment being valued was itself made recently, its cost will generally provide a good indication of fair value.
- Where there has been any recent investment by third parties, the price of that investment will provide a basis of the valuation.
- If there is no readily ascertainable value from following the 'price of recent investment' methodology, the Group considers alternative methodologies in the IPEVCV Guidelines, being principally discounted cash flows and price earnings multiples requiring management to make assumptions over the timing and nature of future earnings and cash flows when calculating fair value.
- Where a fair value cannot be estimated reliably, the investment is reported at the carrying value of the previous reporting date; unless there is evidence that the investment has since been impaired.

Unquoted equity investments – designated as 'at fair value' through the Profit or Loss (Continued)
Due to the nature of the majority of the Group's investments being held in growth companies the shares are currently illiquid and are typically held for 5-7 years. There is no guarantee that there would be sufficient liquidity in the shares for the Group to liquidate its positions on a timely basis. In addition, if the Group were to attempt to liquidate its position in the short term, there is a possibility that this could adversely affect the valuation downwards.

Where there has been a recent investment by third parties, the price of that investment will provide a good indication of the fair value of the Group's investee company. In addition, the Group's policy is not to use the price of a third party's recent investment unless the combined investment is equal to a minimum of 10% of the equity in the investee company. Where the investments have been valued at the "price of recent investment", the Group has additionally used discounted cash flows and price earnings multiples requiring management to make assumptions over the timing and nature of future earnings and cash flows to support the fair value. When preparing this information, management take into account market conditions and use the latest available information. Where the discounted cash flows do not support the fair values derived from the "price of recent investment" methodology, the Group values the investment at the fair value as per the last reporting year unless there is evidence that the investment value has been impaired.

If the investment was not held at the prior reporting period, the investment will be carried at cost. The Group's policy is that where there has been no "price of recent investment" in the company in which the Group holds equity in, then the Group values it's investment at cost or the carrying value of the previous reporting date; unless there is evidence that the investment has since been impaired.

Although these investments are valued in line with established International Private Equity and Venture Capital Valuation Guidelines, management believes it is worth pointing out that these types of investments contain a degree of risk and that there can be no guarantee that the Group could dispose of these assets in a timely fashion as there is no readily available public market. However, there is also the potential for significant growth in the medium to long term. The value of these investments in the medium to long term could therefore be significantly higher or lower than their current fair values.

Information about the valuation techniques and inputs used in determining the fair value of various assets are disclosed in notes 7 and 12. Financial instruments that are measured subsequent to initial recognition at fair value are grouped into levels 1 to 3 based on the degree to which the fair value is observable:

Level 1 fair value measurements are those derived from inputs that are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 fair value measurements for those derived from inputs other than quoted prices included within Level 1 that are observable for the assets or liability, either directly or indirectly.

Unquoted equity investments – designated as 'at fair value' through the Profit or Loss (Continued)
Level 3 fair value measurements are those derived from inputs that are not based on observable market data. Level 3 inputs shall be used to measure fair value to the extent that relevant observable market data inputs are not available, thereby allowing for situations in which there is little market activity for the asset or liability at the measurement date. However, the fair value measurement objective remains the same, i.e., an exit price at the measurement date from the perspective of a market participant that holds the asset or owes the liability. Therefore, Level 3 inputs shall reflect the assumptions that market participants would use when pricing the asset or liability, including assumptions about risk.

At the balance sheet date all of the Company's financial assets fell into Level 3.

Trade and other receivables
Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor probability that the debtor will enter bankruptcy or financial reorganisation and default, or delinquency in payments are considered indicators that the trade receivable is impaired.

The amount of any provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognised in the income statement within "administrative expenses". When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited against "administrative expenses" in the income statement.

Cash and cash equivalents
Cash comprises cash on hand and demand deposits. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash.

Financial instruments
Financial assets and financial liabilities are recognised when the company becomes party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable (other than financial assets or liabilities at fair value through profit or loss) are added to or deducted from the fair value as appropriate on initial recognition.

Financial assets
Financial assets are subsequently classified into the following specified categories:

- financial assets at fair value through profit or loss, including held for trading.
- fair value through other comprehensive income; or
- amortised cost.

Financial assets (continued)
The classification depends on the nature and purpose of the financial asset (i.e., the Company's business model for managing the financial assets and the contractual terms of the cash flows) and is determined at the time of initial recognition.

Financial assets are classified as at fair value through other comprehensive income if they are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and 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. They are measured at amortised cost if they are held within a business mode whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets not held at amortised cost or fair value through other comprehensive income are held at fair value through profit or loss.

Financial liabilities
Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements.

Equity instruments are any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments are recognised at proceeds received net of issue costs.

Financial liabilities are classified as either financial liabilities at fair value through profit or loss ("FVTPL") or financial liabilities at amortised cost, which are measured using the effective interest method. At present the company does not have any financial liabilities at FVTPL.

Fair values
Fair value is the amounts for which a financial asset, liability or instrument could be exchanged between knowledgeable and willing parties in an arm's length transaction. It is determined by reference to quoted market prices adjusted for estimated transaction costs that would be incurred in an actual transaction, or by the use of established estimation techniques. The fair values at the end of the reporting period are approximately in line with their reported carrying values unless specifically mentioned in the notes to the financial statements.

Effective interest method
The effective interest method is a method of calculating the amortised cost of a debt instrument and allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument, or a shorter period, on the net carrying amount on initial recognition.

Significant judgements and estimates

In the application of the Group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of the assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant in line with the valuation policy of the Company. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis in line with the valuation policy of the Company. Revisions to accounting estimates are recognised in the period in which the estimates are revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

The critical judgment made by the management is to continue recognising the fair value of investments as permitted by the relevant accounting standards in line with the valuation policy of the Company.

Trade and other payables

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Going concern

The financial statements have been prepared on a going concern basis. The current pandemic caused by Covid-19 has triggered global uncertainty, the initial impact had a depressive effect on demand, but this has largely been offset now by strong growth in the commodity sectors where the Company operates. The directors continue to monitor the progress and effect of the spread of the virus, though they are unable to immediately quantify its impact on future commerciality. Strategies and policies to manage the evolving developments have been implemented by the directors, specifically:

- monitoring changes in fair value of investments in line with the valuation policy of the Company.
- monitoring the management responses of others holding similar investments.
- reviewing the impact on forecasts that may impact impairment evaluations.

The directors believe that the Group and the Company have sufficient resources to bear the global impact of Covid-19.

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date.

Revenue recognition

Revenue from services is derived from the provision of corporate consultancy services. Other Revenues are derived from dividends received from various investments and the gains on disposal of the investments. Gains on disposal of equity investments represent the surplus over carrying value on the disposal of equity investments. Revenues are also derived from movements in fair value of equity investments represented by revaluation gains and losses on the Group's portfolio of equity investments. The Company recognises revenue when the amount of revenue can be reliably measured, and it is probable that future economic benefits will flow to the entity.

Expenses

All expenses are accounted for on an accrual's basis.

Foreign currency translation

(a) Functional and presentation currency

The financial information is presented in United States Dollars ($), which is the Group's functional and presentation currency.

(b) Transactions and balances

Changes in fair value of equity investments represent revaluation gains and losses on the Group's portfolio of equity investments. Gains on disposal of equity investments represent the surplus over carrying value on the disposal of equity investments.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Profit or Loss.

Translation differences on equity investments held at fair value through the Profit or Loss are recognised in the Profit or Loss as part of the fair value gain or loss.

New and revised IFRSs in issue but not yet effective

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

Standard	Effective Date
IFRS 16 - Covid-19-Related Rent Concessions (Amendment to IFRS 16)	1 June 2020
IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 Interest Rate Benchmark Reform — Phase 2	1 January 2021

New standards, interpretations and amendments not yet effective

No new standards, interpretations and amendments not yet effective are expected to have a material effect on the Group's future financial statements.

4. Taxation

The Company is exempt from the provisions of the Income Tax Ordinance of the United Arab Emirates.

5. Profit before tax

Profit before tax, all of which arises from the Group's principal activities, is stated after charging:

	Group Year Ended 31 Mar 22 US$	Group Year Ended 31 Mar 21 US$
Auditors' remuneration: audit services	-	30,000
Finance costs: Loan Payable and Note Payable interest expense	363,339	385,715

There has been no remuneration paid to the auditors in respect of non-audit services in any of the years covered by this report.

The Company has not presented its own separate income statement. The profit for the Company included in the Consolidated Income Statement is $3,435,702 for the year ended 31 March 2022 and $13,211,102 for the year ended 31 March 2021.

The Company has no direct employees and the directors are the only key management personnel of the Company.

6. Earnings per Share

The calculation of the basic earnings per share is based on the earnings attributable to ordinary shareholders divided by the weighted average number of shares in issue during the period. The calculation of diluted earnings per share is based on the basic earnings per share adjusted to allow for the issue of shares on the assumed conversion of all dilutive options.

	Group Year Ended 31 Mar 22	Group Year Ended 31 Mar 21
Profit from Continuing Operations attributable to equity holders of the Company	$ 41,026,043	$ 19,767,101
Weighted average number of shares - Basic and Diluted	1,000	914
Earnings per share	$ 41,026	$ 21,622

7. Other operating income

Continuing operations

	Group Year Ended 31 Mar 22 US$	Group Year Ended 31 Mar 21 US$
Profit on sale of equity investments	1,243	7,990,329
Increase in fair value of equity investments held at fair value through the Profit and Loss	23,873,288	10,781,214
Net foreign exchange gains / (losses)	37,099	(208,824)
	23,911,630	18,562,719

All the other operating income of $23,911,630 for the year ended 31 March 2022 and $18,562,719 for the year ended 31 March 2021 were derived from continuing operations.

8. Investment in subsidiaries

	Company 31 Mar 22 US$	Company 31 Mar 21 US$
McFaddens Advisory AP Ltd	210,534,418	210,534,418
McFaddens & Co (Australia) Pty Ltd	60,299,105	60,299,105
McFaddens & Co Advisory Ltd	10,000	10,000
McFaddens & Co FZ LLC	14	-
McFaddens & Co plc	-	-
CIIC McFaddens Holdings Ltd	500	-
Closing balance	270,844,037	270,843,523

Name of Subsidiary	Type of Company	Country of Incorporation	% Ownership
McFaddens & Co plc	Advisory Services	England and Wales	99.996%
McFaddens & Co (Australia) Pty Ltd	Advisory Services	Australia	51.53%
McFaddens Advisory AP Ltd	Private Equity Holdings	Marshall Islands	63.14%
McFaddens & Co Advisory Ltd	Advisory Services	Marshall Islands	100%
McFaddens & Co FZ LLC	Investment Management	United Arab Emirates	51.00%
CIIC McFaddens Holdings Ltd	Advisory Services	Hong Kong	50%

On 31 March 2021, McFaddens & Co Group Ltd subscribed $210,534,418.21 of assets into McFaddens Advisory AP Ltd for 142,252,985 shares. The shareholders of McFaddens Advisory AP Ltd as at 31 March 2022 were McFaddens & Co Group Ltd 63.14% and McFaddens & Co (Australia) Pty Ltd 36.86%.

9. Equity Investments

Unquoted equity investments – designated as "at fair value through the profit or loss".

	Group Year Ended 31 Mar 22 US$	Group Year Ended 31 Mar 21 US$	Company Year Ended 31 Mar 22 US$	Company Year Ended 31 Mar 21 US$
Opening Balance	329,234,750	196,318,586	-	196,318,586
Cost of investments acquired during the year	416,314,373	200,363,818	315,000	149,969,017
Investments acquired from acquisition of Subsidiary	-	32,987,158	-	-
Value of investments subscribed into the Company	-	51,401,850	-	51,401,850
Value of investments subscribed into subsidiary	-	19,052,055	-	-
Payments from trade debtors in equities	32,918,088	13,087,866	4,025,000	3,900,000
Cost of investments sold during the year	(416,314,373)	(192,373,489)	(315,000)	(143,427,488)
Cost of investments subscribed into subsidiary. by McFaddens & Co Group Ltd	-	-	-	(53,711,382)
Value of investments transferred to subsidiary	-	-	-	(210,534,294)
Payments to trade creditors in equities	(7,669,070)	(2,384,308)	(675,000)	(978,752)
Profit on sale of equity investments	1,243	-	-	-
Movement in fair values	23,873,288	10,781,214	62,197	7,062,463
Closing Balance	378,358,299	329,234,750	3,412,197	-

The Group had no significant investments in Assets classified as Equity Investments where it held 25% or more of the issued share capital of the companies. Where the Group held 25% or more of the issued share capital of the companies these investments have been classified as investments in associates.

The Group holds equity investments in various companies which have their assets in Asia, the Middle East and Africa, Europe and Canada.

Fair value information

Unquoted investments at 31 March 2022 have been measured on a Level 3 basis as no observable market data was available.

Financial instruments that are measured subsequent to initial recognition at fair value are grouped into levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from inputs that are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

- Level 2 fair value measurements for those derived from inputs other than quoted prices included within Level 1 that are observable for the assets or liability, either directly or indirectly.

Fair value information (continued)

- Level 3 fair value measurements are those derived from inputs that are not based on observable market data. Level 3 inputs shall be used to measure fair value to the extent that relevant observable market data inputs are not available, thereby allowing for situations in which there is little market activity for the asset or liability at the measurement date. However, the fair value measurement objective remains the same, i.e. an exit price at the measurement date from the perspective of a market participant that holds the asset or owes the liability. Therefore, Level 3 inputs shall reflect the assumptions that market participants would use when pricing the asset or liability, including assumptions about risk.

At the balance sheet date all of the Company's financial assets fell into Level 3.

10. Intangible Assets

	Group 31 Mar 22 US$	Group 31 Mar 21 US$
Cost:		
Opening Balance	861,415	-
Additions	-	861,415
Closing Balance	861,415	861,415
Amortisation:		
Opening Balance	215,354	-
Amortisation charge	287,138	215,354
Closing Balance	502,492	215,354
Net Book Value	358,923	646,061

During the year ended 31 March 2021 the Group acquired the rights to various Advisory Contracts. The directors believe that this acquisition will provide a benefit to the Group for a minimum of three years. The asset has thus been amortised over three years.

11. Loans Receivable

	Group 31 Mar 22 US$	Group 31 Mar 21 US$	Company 31 Mar 22 US$	Company 31 Mar 21 US$
Loan receivable – principal	3,040,000	3,040,000	3,040,000	3,040,000
Loan receivable – interest	531,708	318,908	531,708	318,908
Closing Balance	3,571,708	3,358,908	3,571,708	3,358,908

The Loan is due for repayment in full on 30 September 2023. Interest is charged at 7% p.a.

12. Trade and other payables

	Group 31 Mar 22 US$	Group 31 Mar 21 US$	Company 31 Mar 22 US$	Company 31 Mar 21 US$
Trade payables	8,241,572	1,089,587	1,967,370	266,809
Accruals	554,444	80,014	337,280	52,780
Other current liabilities	-	-	-	-
Closing Balance	8,796,016	1,169,601	2,304,650	319,589

13. Borrowings – Loan Payable

Current	Group 31 Mar 22 US$	Group 31 Mar 21 US$	Company 31 Mar 22 US$	Company 31 Mar 21 US$
Loan payable – principal	150,260	150,260	150,260	150,260
Loan payable – interest	23,334	8,308	23,334	8,308
Closing Balance	173,594	158,568	173,594	158,568

The loan payable by the Company attracts interest at 10% p.a.

Non-Current	Group 31 Mar 22 US$	Group 31 Mar 21 US$	Company 31 Mar 22 US$	Company 31 Mar 21 US$
Loan payable – principal	2,308,152	2,345,952	-	-
Loan payable – interest	588,545	246,291	-	-
	2,896,697	2,592,243	-	-

Non-Current loan payable as at 31 March 2022 consisted of a loan payable of AUS$3,080,000 plus interest of 15% per annum. The loan was taken out by a subsidiary of the Company. The loan is repayable on 31 December 2023.

14. Borrowings – Note Payable

	Group 31 Mar 22 US$	Group 31 Mar 21 US$	Company 31 Mar 22 US$	Company 31 Mar 21 US$
Note payable – principal	117,654	61,436	117,654	61,436
Note payable – interest	17,072	10,316	17,072	10,316
Closing Balance	134,726	71,752	134,726	71,752

The Group has a $200,000 credit facility. At 31 March 2022 the amount still available to be drawn down was $82,346. Interest is charged at 6% p.a.

15. Share capital.

As at 31 March 2022	US$
Authorised	
1,000 ordinary shares of AED 1.00	273
Allotted, called up and fully paid	
1,000 ordinary shares of AED 1.00	273
As at 31 March 2021	
Authorised	
1,000 ordinary shares of AED 1.00	273
Allotted, called up and fully paid	
1,000 ordinary shares of AED 1.00	273

During April 2020, the Company transferred 35 shares from treasury for the acquisition of McFaddens & Co plc and subsequently performed a 3 for 1 bonus issue of 571 shares from treasury. During June 2020, the Company transferred a further 140 shares from treasury for the acquisition of equity investments and the completed a 1 for 9 bonus issue of 99 shares from treasury. As at 31 March 2022 Sterling Management Ltd held 156 shares in escrow with regards to the acquisition of McFaddens & Co Plc and 156 shares in escrow with regards to the purchase of assets on 29 June 2020.

16. Ultimate and Immediate Parent Company

Sterling Management Limited, a company incorporated in the United Arab Emirates is the immediate and ultimate controlling party.

17. Capital commitments.

There were no commitments at 31 March 2022 or at 31 March 2021.

18. Contingent liabilities

There were no contingent liabilities at 31 March 2022 or at 31 March 2021.

19. Related parties

During the period the Company provided a loan to Trinus Impact Capital Limited. The Company also had a contract to provide consultancy services to Trinus Impact Capital Limited at a rate of $45,000 per month. There were no fees charged during the year ended 31 March 2022 and fees charged during the year ended 31 March 2021 were $540,000. The balance outstanding to the Company from Trinus Impact Capital Limited in relation to fees as of 31 March 2022 was $Nil. The balance outstanding to the Company from Trinus Impact Capital Limited in relation to the loan as of 31 March 2022 was $3,571,708 which includes interest of $531,708.

During the year ended 31 March 2021, the Company had a consultancy contract with EAA Holdings Limited where EAA Holdings Limited were charged fees of $250,000 a month. There were no fees charged in relation to this contract for the year ended 31 March 2022 and there was no balance outstanding to the Company from EAA Holdings Limited as of 31 March 2022. EAA Holdings Limited is deemed a related party as the controller of EAA Holdings Limited has significant influence over the Company.

20. Events after the reporting date

In order to effect a planned public listing the Company has formed a Guernsey holding company called McFaddens Group Limited which will enter into a share for share exchange with the Company. Immediately prior to the share for share exchange the Company will effect a change to its share structure which will result in 94,786,724 shares outstanding when the share for share exchange is completed with McFaddens Group Limited.

Prior to the planned public listing the Company intend distributing 38.32% of its holding in McFaddens Advisory AP Limited to its shareholders in order to facilitate the separate public listing of McFaddens Advisory AP Limited. The distribution of 38.32% of McFaddens Advisory AP Limited to its shareholders will reduce the Company's holding in McFaddens Advisory AP Limited to 49.18% which will result in McFaddens Advisory AP Limited being accounted for as an associate instead of a consolidated subsidiary.