Audited

Consolidated Financial Statements

for the Year Ended 31 March 2025

<u>for</u>

Remsons Holdings Ltd

Sharman Fielding
Chartered Accountants and Statutory Auditors
The Oval
57 New Walk
Leicester
Leicestershire
LE1 7EA

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Company Information for the Year Ended 31 March 2025

DIRECTORS:

D Bains

R K Kejriwal K R Kejriwal

REGISTERED OFFICE:

C/o Remsons Automotive Ltd.

Baldwin Road Stourport-On-Severn United Kingdom DY13 9BB

REGISTERED NUMBER:

12828611 (England and Wales)

AUDITORS:

Sharman Fielding

Chartered Accountants and Statutory Auditors

The Oval 57 New Walk Leicester Leicestershire LE1 7EA

Group Strategic Report for the Year Ended 31 March 2025

PRINCIPLE ACTIVITY

The company is a wholly owned subsidiary of Remsons Industries Ltd. The principal activity of the company is that of being the holding company for Remsons Automotive Ltd (formerly Magal Automotive Limited) and Remsons Properties Ltd (formerly Woolford Properties Limited) and BEE lighting Limited.

REVIEW OF BUSINESS

The Group's wholly owned subsidiary Remsons Automotive Ltd (formerly Magal Automotive Limited) acquired the trade and assets of Magal Cables Limited and the Group acquired 100% ordinary share capital of Remsons Properties Ltd (formerly Woolford Properties Limited) on 16th October 2020.

Remsons Automotive Ltd (formerly Magal Automotive Limited) is a Tier 1 full systems supplier engaged in manufacturing of Control Systems for the Automotive Industry, primarily control cables, winches, pedal boxes and scissor jacks.

Remsons Automotive Ltd (formerly Magal Automotive Limited) supplies its products through its manufacturing plant located in Stourport-on-Severn into global markets, with UK, Europe and North America being the key regions.

51% of BEE Lighting Ltd trade and assets were acquired on 18th October 2024.

The continued investment in research and development, capital investments will continue in the new financial year. The directors regard this as essential for continued long term business success and to be able to gain further new business in the coming years.

The revenue profile of the company is diversified across blue chip Automobile manufacturers in UK, EU & North America.

·	Unit	2025	2024
Turnover	GBP	9,405,431	7,108,337
Profit before tax	GBP	701,707	420,020
Shareholder funds	GBP	5,354,824	2,983,458

The results of the Group show profit on activities before taxation of £701,707 for the year (2024: £420,020) and turnover of £9,405,431 (2024: £7,108,337). Net assets of the Group as of 31st March 2025 are £5,354,824 (2024: £2,983,458). The profit before taxation includes the full profit in the newly acquired subsidiary, Bee Lighting Ltd. The non-controlling portion of the profit after tax is £354,765.

PRINCIPAL RISKS AND UNCERTAINTIES

Our approach is to continue to work closely with our customers on product development to maintain relationships and to deliver products which exceed customer requirements.

Raw materials and utility costs continue to be volatile. These risks are managed by offsetting rising costs with efficiency improvements and agreeing contracts with suppliers where possible.

Despite all these factors, based on our review of the ongoing projects, the Group is expecting to generate positive cash flows for next financial year.

Group Strategic Report for the Year Ended 31 March 2025

KEY PERFORMANCE INDICATORS

In managing the business, the directors pay particular attention to the key performance indicators. There are a range of KPI's that cover Quality, Sales, Finance and Human Resource. Major KPI's are EBIT (Total and in % of Sales), headcount, PPM, on time customer PPAP submission, cost of poor quality, Working Capital (Total and in % of Sales), Net sales per partner, quote performance, on-time delivery, on time response to customer concerns (8D), accident incident rate.

We are satisfied with the performance in these areas, whilst recognising that further improvements are always possible.

ENVIRONMENTAL MATTERS

The Group integrates health, safety and environmental factors into day to day and strategic business decisions.

The companies comply with all relevant legislation and commits to continual improvement activities in accordance with the international standard ISO 14001.

The company is committed in managing its resources to save energy, reduce waste, promote recycling and avoid damage to the environment.

DIVIDENDS

During the reporting period, the Group has not declared any dividends.

ON BEHALF OF THE BOARD:

D Bains - Director

Date: 1 October 2025

Report of the Directors for the Year Ended 31 March 2025

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

DIRECTORS

The directors shown below have held office during the whole of the period from 1 April 2024 to the date of this report.

D Bains

R K Kejriwal

K R Kejriwal

GOING CONCERN

In assessing whether the financial statements for the Group should be prepared on the going concern basis, the directors have considered the future outlook of the Group. The Directors have considered the future operating profits, cash flows and facilities available. The Group had £0.93m of cash available on its balance sheet at 31 March 2025. The Group has net current assets of £2.76m and positive shareholder's funds of £5.35m as at 31 March 2025.

Based on the negotiations with the main customers and review of the ongoing new projects in the pipeline, the Group does not expect a decline in revenue or profit for the year ended 31 March 2026 compared to the prior year. Under this scenario the Group is expected to generate positive operating cash flow for the year ending 31 March 2026. As a result, the directors have prepared these financial statements on a going concern basis.

FINANCIAL RISK MANAGEMENT

Other than covered by Principal risks and uncertainties facing the Group section of the Strategic Report on page 3 refer to the risks below: -

Price risk, credit risk, liquidity risk and cash flow risk

Price risk

Due to the nature of its business, the Group is exposed to price risks like increased energy and freight costs. Due consideration is given for raw material costs in line with the growth in business in terms of both price and volumes inter dependent on contract negotiations.

Credit risk

Credit risk refers to the risk of default on its obligation by the counter party. The Group has a robust mechanism for identifying instances wherein the provision for doubtful debts are required and makes such provision timely.

Liquidity risk

Proactive receivables management results in a favourable working capital position. Management continues its focus in this area.

Foreign currency exchange rate risk

Management is aware of the volatility in foreign currency fluctuation and will put in place measures to minimise the risks if this continues. However, the majority of transactions are being done in pounds and euros, impact of foreign currency will be minimal.

Interest rate risk

Interest rate risk has been mitigated with the change to new funding provider with significant reduction in % margin above BOE rate. The business has considered BOE rates +7% in its cash flow modelling with nil impacts.

Report of the Directors for the Year Ended 31 March 2025

ENGAGEMENT WITH SUPPLIERS, CUSTOMERS AND OTHER RELATIONSHIPS

The Group is committed to being a responsible business. Our behaviour is aligned with the expectations of our people, customers, shareholders, communities, and society as a whole. People are at the heart of delivering quality specialist services both internally and externally. For our business to continue to succeed we continually manage our peoples' performance and develop and bring through talent while ensuring we operate as efficiently as possible.

The Group is an equal opportunities employer and its policies for the recruitment, training, career development and promotion of employees are based on the relevant merits and abilities of the individuals concerned. It recognises its responsibilities towards the disabled and gives full and fair consideration to applications for employment from them and, so far as particular disabilities permit, will give continued employment to any existing employee who becomes disabled. It is the policy of the Group that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

SUPPLIERS

The Group policy is to negotiate payment terms with suppliers at the time of contracting or ordering, wherever this is possible. This ensures that suppliers are aware of payment terms in advance. The Group has a policy to abide by the payment terms in operation.

In addition, the Group will only work with suppliers which respect the supplier terms and conditions of supply, and including Corporate responsibility sustainable development and social responsibility considering: No forced work, child/young person labour or excessive working hours. Good working conditions with health, safety and environmental protection.

ENGAGEMENT WITH EMPLOYEES

The Group is also committed to provide employees with information on matters of concern to them on a regular basis, so that the view of the employees can be taken into account when making decisions that are likely to affect their interest. Employee involvement in the Group is encouraged to achieve a common awareness of the financial and economic factors affecting the Group. In addition, the Group encourages the involvement of employees by employee satisfaction surveys, focus group discussions and 360-degree feedback mechanism.

QUALIFYING THIRD PARTY INDEMNITY PROVISIONS

The directors and officers of the Group are covered by the corporate directors and officers liability insurance policy. This is in force at the Statement of Financial Position Statement date and also at the date of signing of the financial statements.

DISCLOSURE IN THE STRATEGIC REPORT

Please refer to the note on current situation and future strategy in the Strategic Report.

The strategy of the Group is to continue to develop the product range with existing and new customers and look for new opportunities within the EV segments.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

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

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

Report of the Directors for the Year Ended 31 March 2025

STATEMENT OF DIRECTORS' RESPONSIBILITIES - continued

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

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the group's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the group's auditors are aware of that information.

AUDITORS

The auditors, Sharman Fielding, will be proposed for re-appointment at the forthcoming Annual General Meeting.

This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

ON BEHALF OF THE BOARD:

D Bains - Director

Date: 1 October 2025

Opinion

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

In our opinion the financial statements:

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

Basis for opinion

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

Conclusions relating to going concern

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

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

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

Other information

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

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Group Strategic Report and the Report of the Directors for the financial year for which
 the financial statements are prepared is consistent with the financial statements; and
- the Group Strategic Report and the Report of the Directors have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the Group Strategic Report or the Report of the Directors.

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

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies' exemption from the requirement to prepare a Group Strategic Report or in preparing the Report of the Directors.

Responsibilities of directors

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

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

Auditors' responsibilities for the audit of the financial statements

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

The audit process includes an assessment of the entity's risk environment through enquiry of and discussion with management, including an assessment of any key laws and regulations with which the company must comply in the ordinary course of its business.

Additionally, the overall risks of irregular transactions occurring are assessed following observations and confirmation of the design and implementation of management's controls. Whilst we are mindful of these risks, our audit focus is geared towards the risk of material misstatement in the financial statements as a whole.

As such our procedures cannot guarantee that all transactions have been fully compliant with all relevant laws and regulations, including those regulations relating to fraud, as our procedures are not designed to detect all instances of non-compliance. By definition, the risk of our detection non-compliance is greater where compliance with a law or regulation is removed from the events and transactions reflected in the financial statements. The risk is also greater regarding irregularities due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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

Report of the Independent Auditors to the Members of Remsons Holdings Ltd

Use of our report

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

Mr Ashok Patel (Senior Statutory Auditor) for and on behalf of Sharman Fielding Chartered Accountants and Statutory Auditors The Oval 57 New Walk Leicester

Leicestershire LE1 7EA

Date: 1 October 2025

Consolidated Income Statement for the Year Ended 31 March 2025

	Notes	31.3.25 £	31.3.24 £
Turnover	3	9,405,431	7,108,337
Cost of sales		(5,318,526)	(4,306,655)
Gross profit		4,086,905	2,801,682
Distribution costs Administrative expenses		(245,969) (3,006,039)	(195,165) (2,069,930)
Operating profit	5	834,897	536,587
Interest receivable and similar income		1,025	**************************************
		835,922	536,587
Interest payable and similar expenses	7	(134,215)	(133,480)
Profit before taxation		701,707	403,107
Tax on profit	8	(39,362)	16,914
Profit for the financial year		662,345	420,021
Profit attributable to: Owners of the parent		662,345	420,021

Consolidated Other Comprehensive Income for the Year Ended 31 March 2025

	Notes	31.3.25 £	31.3.24 £
Profit for the year		662,345	420,021
Other comprehensive income			
Total comprehensive income fo	r the year	662,345	420,021
Total comprehensive income attri Owners of the parent Non-controlling interests	butable to:	307,580 <u>354,765</u>	420,021
		662,345	420,021

Remsons Holdings Ltd (Registered number: 12828611)

Consolidated Balance Sheet 31 March 2025

	31.3.25		.25	31.3.24	
	Notes	£	£	£	£
Fixed assets					
Intangible assets	10		1,800,468		177,721
Tangible assets	11		920,319		489,198
Investments	12		-		-
Investment property	13		2,100,000		2,100,000
			4,820,787		2,766,919
Current assets					
Stocks	14	2,480,782		1,160,135	
Debtors	15	3,046,110		2,161,612	
Cash at bank and in hand	16	932,210		686,517	
		6,459,102		4,008,264	
Creditors					
Amounts falling due within one year	17	3,690,722		2,011,424	
Net current assets			2,768,380		1,996,840
Total assets less current liabilities			7,589,167		4,763,759
Creditors					
Amounts falling due after more than one year	18		(1,301,786)		(1,301,614)
Provisions for liabilities	20		(577,792)		(478,687)
Net assets			5,709,589		2,983,458
Capital and reserves					
Called up share capital	22		2,886,358		1,900,000
share premium	22		503,042		-
Retained earnings	22		1,965,424		1,083,458
Shareholders' funds			5,354,824		2,983,458
Non-controlling interests	23		354,765		_
Total equity			5,709,589		2,983,458

The financial statements were approved by the Board of Directors and authorised for issue on 1 October 2025 and were signed on its behalf by:

D Bains - Director

Remsons Holdings Ltd (Registered number: 12828611)

Company Balance Sheet 31 March 2025

		31.3	.25	31.3	.24
	Notes	£	£	£	£
Fixed assets					
Intangible assets	10		-		-
Tangible assets	11		-		-
Investments	12		4,021,219		1,897,738
Investment property	13		_		-
			4,021,219		1,897,738
Current assets					
Debtors	15	-		122,733	
Cash at bank	16	39,589		39,373	
		39,589		162,106	
Creditors Amounts falling due within one year	17	922,837		390,599	
Net current liabilities			(883,248)		(229.402
net current nationities			(883,248)		(228,493
Total assets less current liabilities			3,137,971		1,669,245
Capital and reserves					
Called up share capital	21		2,886,358		1,900,000
Share premium			503,042		-,,
Retained earnings			(251,429)		(230,755
Shareholders' funds			3,137,971		1,669,245
Company's loss for the financial year			(20,674)		(18,962

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

The financial statements were approved by the Board of Directors and authorised for issue on 1 October 2025 and were signed on its behalf by:

D Bains - Director

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

Balance at 1 April 2023	Called up share capital £ 1,900,000	Retained earnings £ 663,437	Share premium £
Changes in equity			
Changes in equity Issue of share capital Total comprehensive income	-	420,021	-
Balance at 31 March 2024	1,900,000	1,083,458	_
Changes in equity			
Issue of share capital	986,358	~	503,042
Total comprehensive income	_	307,580	
Balance at 31 March 2025	2,886,358	1,391,038	503,042
	Total £	Non-controlling interests £	Total equity £
Balance at 1 April 2023	2,563,437	-	2,563,437
Changes in equity			
Issue of share capital	-	-	_
Total comprehensive income	420,021	-	420,021
Balance at 31 March 2024	2,983,458	***************************************	2,983,458
Changes in equity			
Issue of share capital	1,489,400	-	1,489,400
Total comprehensive income	337,796	324,549	662,345
Balance at 31 March 2025	4,810,654	324,549	5,135,203

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

Balance at 1 April 2023	Called up share capital £ 1,900,000	Retained earnings £ (211,793)	Share premium £	Total equity £ 1,688,209
Changes in equity Issue of share capital Total comprehensive income Balance at 31 March 2024	1,900,000	(18,962) (230,755)	- 	(18,962) 1,669,245
Changes in equity Issue of share capital Total comprehensive income Balance at 31 March 2025	986,358 	(20,674) (251,429)	503,042	1,489,400 (20,674) 3,137,971

Notes to the Consolidated Financial Statements for the Year Ended 31 March 2025

1. Statutory information

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

2. Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been applied to all the years presented, unless otherwise stated.

Basis of preparing the financial statements

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

Financial Reporting Standard 102 - reduced disclosure exemptions

The group has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of paragraphs 11 Basic Financial instruments
- the requirement of paragraph 33.7 Related Party Disclosures

The consolidation of all the group entities is done by Remsons Industries Limited, 401, Gladdiola, Hanuman Road, Vile Parle (East), Mumbai- 400057, India. The consolidated financial statements are publicly available at this address and on the company's website.

Basis of consolidation

The consolidated financial statements consolidate the financial statements of the company and its subsidiary undertakings drawn up to 31st March 2025.

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

The results of subsidiaries acquired or disposed of during the year are included in the Profit and Loss Account from the effective date of acquisition or up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by the group.

The purchase method of accounting is used to account for business combinations that result in the acquisition of subsidiaries by the group. The cost of a business combination is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the business combination. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Any excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised is recorded as goodwill.

Inter-company transactions, balances and unrealised gains on transactions between the company and its subsidiaries, which are related parties, are eliminated in full.

Intra-group losses are also eliminated but may indicate an impairment that requires recognition in the consolidated financial statements.

Notes to the Consolidated Financial Statements - continued for the Year Ended 31 March 2025

Accounting policies - continued

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group. Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the group's equity therein. Non-controlling interests consist of the amount of those interests at the date of the original business combination and the non-controlling shareholder's share of changes in equity since the date of the combination.

Going concern

In assessing whether the financial statements for the Group should be prepared on the going concern basis, the directors have considered the future outlook of the Group. The Directors have considered the future operating profits, cash flows and facilities available. The Group had £0.93m of cash available on its balance sheet at 31 March 2025. The Group has net current assets of £2.76m and positive shareholder's funds of £5.35m as at 31March 2025.

Based on the negotiations with the main customers and review of the ongoing new projects in the pipeline, the Group does not expect a decline in revenue or profit for the year ended 31 March 2026 compared to the prior year. Under this scenario the Group is expected to generate positive operating cash flow for the year ending 31 March 2026. As a result, the directors have prepared these financial statements on a going concern basis.

Significant judgements and estimates

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Revenue recognition

Turnover comprises the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the group's activities. Turnover is shown net of sales/value added tax, returns, rebates and discounts and after eliminating sales within the group.

The group recognises revenue when:

The amount of revenue can be reliably measured;

it is probable that future economic benefits will flow to the entity;

and specific criteria have been met for each of the group's activities.

Foreign currencies

Foreign currency transactions are initially recorded in the functional currency, by applying the spot exchange rate at the date of the transaction. Assets and liabilities denominated in foreign currencies are translated at the exchange rate ruling at the reporting date, with any gains or losses being taken to the profit and loss account.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rate on the date when the fair value is re-measured.

Non-monetary items measured in terms of historical cost in a foreign currency are not retranslated.

Business Combination

Business combinations are accounted for using the purchase method. The consideration for each acquisition is measured at the aggregate of the fair values at acquisition date of assets given, liabilities incurred or assumed, and equity instruments issued by the group in exchange for control of the acquired, plus any costs directly attributable to the business combination.

Notes to the Consolidated Financial Statements - continued for the Year Ended 31 March 2025

2. Accounting policies - continued

Goodwill

Goodwill arising on the acquisition of an entity represents the excess of the cost of acquisition over the group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the entity recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is held in the currency of the acquired entity and revalued to the closing rate at each reporting period date.

Goodwill, being the amount paid in connection with the acquisition of a business in 2020, is being amortised evenly over its estimated useful life of five years.

Goodwill on consolidation, on the acquisition of Bee Lighting Ltd in 2024, is being amortised evenly over its estimated useful life of ten years.

Intangible assets

Intangible assets are initially measured at cost. After initial recognition, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

Customer Contracts are being amortised evenly over their estimated useful life of ten years.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off the cost less estimated residual value of each asset over its estimated useful life.

Asset Class

Plant & machinery Fixtures, fitting and equipment Motor vehicles

Deprecation method and rate

5 to 6 years Straight line basis 2 to 4 years Straight line basis 6 years Straight line basis

Investments

Investments in equity shares which are publicly traded or where the fair value can be measured reliably are initially measured at fair value, with changes in fair value recognised in profit or loss. Investments in equity shares which are not publicly traded and where fair value cannot be reliably measured are measured at cost less impairment.

Interest income on debt securities, where applicable, is recognised in income using the effective interest method. Dividends on equity securities are recognised in income when receivable.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost is determined using the first-in, first-out (FIFO) method.

The cost of finished goods and work in progress comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. At each reporting date, stocks are assessed for impairment. If stocks are impaired, the carrying amount is reduced to its selling price less costs to complete and sell; the impairment loss is recognised immediately in profit or loss.

Notes to the Consolidated Financial Statements - continued for the Year Ended 31 March 2025

2. Accounting policies - continued

Debtors

Trade debtors are amounts due from customers for merchandise sold or services performed in the ordinary course of business.

Trade debtors are initially recognised at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade debtors 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 receivable.

Creditors

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the group does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Borrowings

Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the profit and loss account over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges.

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 reporting date.

Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee.

Assets held under finance leases are recognised at the lower of their fair value at inception of the lease and the present value of the minimum lease payments. These assets are depreciated on a straight-line basis over the shorter of the useful life of the asset and the lease term. The corresponding liability to the lessor is included in the company balance sheet as a finance lease obligation.

Lease payments are apportioned between finance costs in the profit and loss account and reduction of the lease obligation so as to achieve a constant periodic rate of interest on the remaining balance of the liability.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments.

Notes to the Consolidated Financial Statements - continued for the Year Ended 31 March 2025

2. Accounting policies - continued

Pension costs and other post-retirement benefits

The group operates a defined contribution pension scheme. A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the group has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions payable to the group's pension scheme are charged to profit or loss in the period to which they relate. If contribution payments exceed the contribution due for service, the excess is recognised as a prepayment.

Taxation

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

Current or deferred taxation assets and liabilities are not discounted.

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

Deferred tax

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

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Financial instruments

Classification

The company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties and loans from related parties.

Recognition and measurement

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other debtors and creditors, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method.

Debt instruments that are payable or receivable within one year, typically trade creditors or debtors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration, expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms of financed at a rate of interest that is not a market rate or in case of an out-right short term loan not at a market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Notes to the Consolidated Financial Statements - continued for the Year Ended 31 March 2025

3.	Turnover		
٥.			
	The turnover and profit before taxation are attributable to the one principal activ	vity of the group.	
	An analysis of turnover by class of business is given below:		
	Sale of goods	31.3.25 £ 9,405,431	31.3.24 £
		9,405,431	7,108,337
	An analysis of turnover by geographical market is given below:		
		31.3.25	31.3.24
	United Kingdom Rest of the World	£ 2,951,497 <u>6,453,934</u>	£ 2,661,327 4,447,010
		9,405,431	7,108,337
4.	Employees and directors	31.3.25	31.3.24
	W	£	£
	Wages and salaries Social security costs	2,842,909 273,280	1,996,658 170,295
	Other pension costs	42,094	41,790
		3,158,283	2,208,743
	The average number of employees during the year was as follows:		
		31.3.25	31.3.24
	Administration & Support Other Departments	4 53	4 60
	Other Departments		
		57	64
	The average number of employees by undertakings that were proportionately cor $(2024-64)$.	solidated during	the year was 57
		31.3.25	31.3.24
	Directors' remuneration	£ 267,459	£ 171,454

Notes to the Consolidated Financial Statements - continued for the Year Ended 31 March 2025

5.	Operating profit		
	The operating profit is stated after charging/(crediting):		
	Other operating leases Depreciation - owned assets Goodwill amortisation Customer Contracts amortisation Foreign exchange differences	31.3.25 £ 45,967 161,878 145,744 24,151 97,725	31.3.24 £ 284,000 13,034 24,151 (98,748)
6.	Auditors' remuneration		
	Fees payable to the company's auditors for the audit of the company's financial statements	31.3.25 £ 18,655	31.3.24 £ 20,850
7.	Interest payable and similar expenses	31.3.25	31.3.24
	Bank interest Bank loan interest Interest payable to group	£ 111,602 12,113	£ 122,951 -
	undertaking	10,500	10,529
		134,215	133,480
8.	Taxation		
	Analysis of the tax charge/(credit) The tax charge/(credit) on the profit for the year was as follows:	31.3.25 £	31.3.24 £
	Current tax: UK corporation tax R & D Tax Credit	168,200 (136,729)	8,323
	Total current tax	31,471	8,323
	Deferred tax	7,891	(25,237)
	Tax on profit	39,362	(16,914)

9. Individual income statement

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

Notes to the Consolidated Financial Statements - continued for the Year Ended 31 March 2025

10. Intangible assets

	Goodwill £	Customer Contracts £	Development costs	Totals £
Cost				
At 1 April 2024	65,173	241,512	529,191	835,876
Additions	1,338,950	-	_	1,338,950
At 31 March 2025	1,404,123	241,512	529,191	2,174,826
Amortisation				
At 1 April 2024	44,435	84,529	75,499	204,463
Amortisation for year	145,744	24,151	_	169,895
At 31 March 2025	190,179	108,680	75,499	374,358
Net book value At 31 March 2025	1,213,944	132,832	453,692	1,800,468
At 31 March 2024	20,738	156,983	465,017	642,738

The Group's wholly owned subsidiary, Remsons Automotive Ltd acquired the trade and assets of Magal Cables Limited and the Group acquired 100% ordinary share capital of Remsons Properties Ltd on 16th October 2020. The cash purchase consideration was £2,728,408 which consisted of the acquisition of goodwill of £65,173, contractual customer relationships of £241,512, plant and machinery of £851,165, investment property of £1,500,000, stock of £912,208, liabilities of £841,640 and direct transaction expenses of £128,408. The purchase method of accounting was used for this acquisition.

The assets are amortised as per the accounting policy.

On 18 October 2024, the Group acquired 51% of the ordinary share capital of Bee Lighting Ltd, a company incorporated in the United Kingdom. The cash purchase consideration was £2,032,000.

Goodwill on consolidation has been capitalised in the amount of £1,338,950 which is being amortised over ten years.

Notes to the Consolidated Financial Statements – continued for the Year Ended 31 March 2025

11. Tangible fixed assets

~	_		
G	٠0	u	D

Freehold property £	Machinery, equipment, fittings & vehicles £	Totals £
83,797	3,178,193	3,261,990
-	125,036	125,036
83,797	3,303,229	3,387,026
83,797	2,221,032	2,304,829
**	161,878	161,878
83,797	2,382,910	2,466,707
	920,319	920,319
_	957,161	957,161
	83,797 83,797 83,797	Freehold property £ vehicles £

Cost and depreciation brought forward for machinery, equipment, fittings and vehicles include amounts attributable to the acquisition of the subsidiary

12. Fixed asset investments

Company

Company	Investment in subsidiaries £
Cost At 1 April 2024 Additions	1,897,738 2,123,481
At 31 March 2025	4,021,219
Net book value At 31 March 2025	4,021,219
At 31 March 2024	1,897,738

Notes to the Consolidated Financial Statements - continued for the Year Ended 31 March 2025

12. Fixed asset investments - continued

The group or the company's investments at the Balance Sheet date in the share capital of companies include the following:

Subsidiaries

Remsons Automotive Ltd

Registered office: England & Wales

Class of shares: holding
Ordinary 100.00

Remsons Properties Ltd

Registered office: England & Wales

Class of shares: holding Ordinary 100.00

Bee Lighting Ltd

Registered office: England & Wales

Class of shares: holding Ordinary 51.00

13. Investment property

Group

Total £

Fair value At 1 April 2024

and 31 March 2025 2,100,000

Net book value

At 31 March 2025 2,100,000

At 31 March 2024 2,100,000

The valuation was made by an independent professional valuer on 7th December 2022. The directors do not consider there to be a change in this valuation.

Notes to the Consolidated Financial Statements - continued for the Year Ended 31 March 2025

14.	Stocks				
	Stocks			31.3.25 £ 2,480,782	31.3.24 £ 1,160,135
		Gı	roup	Com	pany
		31.3.25	31.3.24	31.3.25	31.3.24
	Raw materials and consumables	£ 2,040,173	£ 981,790	£	£
	Work in progress	213,207	155,085	-	-
	Finished goods and goods for resale	227,402	23,260	-	-
			***************************************		***************************************
		2,480,782	1,160,135	-	_
15.	Debtors				
		Gr	oup	Com	pany
		31.3.25	Toup 31.3.24	Com ₃	31.3.24
	Trade debtors	31.3.25 £	31.3.24 £	31.3.25 £	
	Trade debtors Amounts owed by related parties	31.3.25	31.3.24	31.3.25	31.3.24 £
	Amounts owed by related parties Other debtors	31.3.25 £ 2,155,057 - 650,503	31.3.24 £ 1,989,720 - 30,600	31.3.25 £	31.3.24
	Amounts owed by related parties	31,3.25 £ 2,155,057	31.3.24 £ 1,989,720	31.3.25 £	31.3.24 £
	Amounts owed by related parties Other debtors	31.3.25 £ 2,155,057 - 650,503	31.3.24 £ 1,989,720 - 30,600	31.3.25 £	31.3.24 £
	Amounts owed by related parties Other debtors	31.3.25 £ 2,155,057 650,503 240,550	31.3.24 £ 1,989,720 - 30,600 141,292	31.3.25 £	31.3.24 £ 122,733
16.	Amounts owed by related parties Other debtors	31.3.25 £ 2,155,057 650,503 240,550 3,046,110	31.3.24 £ 1,989,720 30,600 141,292 2,161,612	31.3.25 £	31.3.24 £ 122,733 122,733
16.	Amounts owed by related parties Other debtors Prepayments	31.3.25 £ 2,155,057 650,503 240,550 3,046,110	31.3.24 £ 1,989,720 30,600 141,292 2,161,612	31.3.25 £	31.3.24 £ 122,733
16.	Amounts owed by related parties Other debtors Prepayments	31.3.25 £ 2,155,057 650,503 240,550 3,046,110	31.3.24 £ 1,989,720 30,600 141,292 2,161,612	31.3.25 £	31.3.24 £ 122,733 122,733
16.	Amounts owed by related parties Other debtors Prepayments Cash at bank and in hand Cash in bank	31.3.25 £ 2,155,057 650,503 240,550 3,046,110 Gr 31.3.25 £ 931,809	31.3.24 £ 1,989,720 30,600 141,292 2,161,612	31.3.25 £	31.3.24 £ 122,733
16.	Amounts owed by related parties Other debtors Prepayments Cash at bank and in hand	31.3.25 £ 2,155,057 650,503 240,550 3,046,110 Gr 31.3.25 £	31.3.24 £ 1,989,720 30,600 141,292 2,161,612 oup 31.3.24 £	31.3.25 £	31.3.24 £ 122,733 - 122,733 pany 31.3.24 £

Notes to the Consolidated Financial Statements - continued for the Year Ended 31 March 2025

17. Creditors: amounts falling due within one year

	Group		Company	
	31.3.25	31.3.24	31.3.25	31.3.24
	£	£	£	£
Loans and borrowings	223,391	227,650	-	-
Trade creditors	765,609	307,376	-	-
Amounts owed to group undertakings	357,438	692,379	384,117	373,617
Amounts owed to participating interests	_	-	527,838	-
Corporation and Deferred Tax	351,364	8,323	-	-
Social security and other taxes	80,403	40,881	_	_
Other creditors	12,453	38,276	9,382	9,382
Pension contributions unpaid	10,472	6,725	-	_
Deferred income	1,340,535	289,224	-	-
Accrued expenses	549,057	400,590	1,500	7,600
	3,690,722	2,011,424	922,837	390,599

18. Creditors: amounts falling due after more than one year

	Gr	Group	
	31.3.25	31.3.24	
	£	£	
Loans and borrowings	1,301,786	1,301,614	
	more and a second		
	1,301,786	1,301,614	

19. Leasing agreements

Minimum lease payments fall due as follows:

Group

	Hire purch:	ase contracts
	31.3.25	31.3.24
	£	£
Net obligations repayable:		
Within one year	41,891	76,150
Between one and five years	66,478	61,820
	108 369	137 070

Notes to the Consolidated Financial Statements - continued for the Year Ended 31 March 2025

20.	Provisions fo	r liabilities				
					Gr	oup
					31.3.25	31.3.24
	Deferred tax				£ 577,792	£ 478,687
	Group					
			• •			Deferred tax £
	Balance at 1 A	April 2024				478,687
	Provided during	ng year				7,891
	Subsidiary bro	ought forward				91,214
	Balance at 31	March 2025				577,792
21.	Called up sha	re capital				
	Allotted, issue	d and fully paid:				
	Number:	Class:		Nominal	31.3.25	31.3.24
	2,886,358	Ordinary		value: 1	£ 2,886,358	£
	986,358 Ordin	ary shares of 1 eac	ch were allotted as fully pa	aid at a premium of	51p per share durii	ng the year.
22.	Reserves					

•	٦.			_
•	TI	-11	11	E

	Retained earnings £	Share premium £	Totals £
At 1 April 2024	1,657,844	~	1,657,844
Profit for the year	662,345		662,345
Purchase of own shares	·	503,042	503,042
Non controlling interest	(354,765)	-	(354,765)
At 31 March 2025	1,965,424	503,042	2,468,466

Notes to the Consolidated Financial Statements - continued for the Year Ended 31 March 2025

23. Non-controlling interests

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the parent company.

The non-controlling interest at the year end relates to the 49% of the equity in Bee Lighting Ltd, which is incorporated in the United Kingdom.

At 31 March 2025, the non-controlling interest in the consolidated financial statements comprised the following:-Share of profit for the year: £354,765

24. Ultimate parent company

Remsons Industries Ltd (incorporated in India) is regarded by the directors as being the company's ultimate parent company.

The ultimate parent entity producing publicly available financial statements is Remsons Industries Ltd.

These financial statements are available upon request from: -401, 4th Floor Glanddiola Hanuman Road Vile Parle East Mumbai, Maharashtra India 400057

25. Financial commitments, guarantees and contingencies

The company has provided a guarantee to Lloyds Bank Plc for the payment of liabilities of its parent company, Remsons Holdings Limited, and its fellow group undertakings, Remsons Properties Ltd and Bee Lighting Ltd, should the bank demand it.

26. Related party disclosures

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

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

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

31.3.25		31.3.24	
£	£	£	£
9.018.389		7 108 337	
		-	
	9,405,431		7,108,337
981,790		692,346	
4,495,886		3,240,862	
347,091		-	
1,510,784		987,228	
115,523		65,579	
15,897		16,109	
14,626		-	
105,041		10,236	
34,325		53,084	
		285	
7,799,307		5,466,789	
(2,040,173)		(981,790)	
(213,207)		(155,085)	
(227,402)		(23,259)	
	5,318,526		4,306,655
	4,086,905		2,801,682
	1,025		
	4,087,930		2,801,682
72,147		75,598	
173,822		119,567	
45,967		-	
113,212		77,239	
7,161			
23,354		1,300	
24.454		_	
28,043		16,534	
	9,018,389 387,042 981,790 155,085 23,259 4,495,886 347,091 1,510,784 115,523 15,897 14,626 105,041 34,325 7,799,307 (2,040,173) (213,207) (227,402) 72,147 173,822 45,967 113,212 71,809 152,362 267,459 10,442 8,160 1,064,666 147,315 18,037 15,518 7,161	£ £ £ 9,018,389 387,042 9,405,431 981,790 155,085 23,259 4,495,886 347,091 1,510,784 115,523 15,897 14,626 105,041 34,325 7,799,307 (2,040,173) (213,207) (227,402) 5,318,526 4,086,905 1,025 4,087,930 72,147 173,822 45,967 113,212 71,809 152,362 267,459 10,442 8,160 1,064,666 147,315 18,037 15,518 7,161	£ £ £ £ 9,018,389 387,042 9,405,431 981,790 155,085 118,379 23,259 282,681 4,495,886 3,240,862 347,091 1,510,784 987,228 115,523 65,579 15,897 16,109 14,626 105,041 10,236 34,325 53,084

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

	31.3.	25	31.3.24	
	£	£	£	£
Brought forward	2,252,582	4,087,930	1,740,024	2,801,682
Staff Training	2,829		1,243	
Repairs and renewals	103,228		55,892	
Staff Welfare	33,579		17,096	
Household and cleaning	13,269		2,976	
Security Costs	1,733		2,342	
Consultancy	53,784		· .	
Computer software & maintenance	88,137		23,717	
Sundry expenses	18,215		12,806	
Management charges payable	,		236	
Accountancy & Bookkeeping	63,111		43,165	
Subscriptions	8,172		8,063	
Hire of plant & machinery	21,269		24,833	
Legal & professional fees	117,658		78,417	
Auditors' remuneration	18,655		20,850	
Foreign exchange losses	97,725		(98,748)	
	27,7130	2,893,946		1,932,912
		1,193,984		868,770
Finance costs				
Bank charges	4,588		10,997	
Bank interest	111,602		122,951	
Bank loan interest	12,113			
Interest payable to group	12,110			
undertaking	10,500		10,529	
5		138,803	10,525	144,477
		138,803		177,7//
		1,055,181		724,293
Depreciation				
Goodwill	145,744		13,035	
Patents and licences	24,151		24,151	
Plant and machinery	183,579		284,000	
•	-	353,474		321,186
Net profit		<u>701,707</u>		403,107