

Company registration number 769070 (Republic of Ireland)

ND GYMS LIMITED

ABRIDGED FINANCIAL STATEMENTS

FOR THE 17 MONTHS ENDED 31 DECEMBER 2025

ND GYMS LIMITED

COMPANY INFORMATION

Directors	Michael Kelly Manga Dhillon Niall Dempsey	(Appointed 17 December 2025) (Appointed 1 August 2024) (Appointed 1 August 2024, Resigned 30 April 2025)
Secretary	ND Tax Limited	
Company number	769070	
Registered office	C/o ND Tax Limited Barrack Street Carlow Co Carlow	
Accountants	TLP Corporate Services Limited Naas Town Centre Sallins Road Naas Co Kildare	
Business address	C/o ND Tax Limited Barrack Street Carlow Co Carlow	

ND GYMS LIMITED

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ND GYMS LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE 17 MONTHS ENDED 31 DECEMBER 2025

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

Irish 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 Companies Act 2014 and FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (Generally accepted Accounting Practice in Ireland) issued by the Financial Reporting Council. 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 assets, liabilities and financial position of the company as at the financial year end date and of the profit or loss of the company for that financial year and otherwise comply with the Companies Act 2014.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the company financial statements and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with applicable accounting standards, identify those standards, and note the effect and the reasons for any material departure from those standards; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for ensuring that the company keeps or causes to be kept adequate accounting records which correctly explain and record the transactions of the company, enable at any time the assets, liabilities, financial position and profit or loss of the company to be determined with reasonable accuracy, enable them to ensure that the financial statements and Directors' Report comply with the Companies Act 2014. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

On behalf of the board

Michael Kelly
Director
27 March 2026

Manga Dhillon
Director

ND GYMS LIMITED

DIRECTORS' DECLARATION ON UNAUDITED FINANCIAL STATEMENTS FOR THE 17 MONTHS ENDED 31 DECEMBER 2025

In relation to the financial statements which comprise the profit and loss account, the balance sheet, the statement of changes in equity and the related notes:

- The directors approve these financial statements and confirm that they are responsible for them, including selecting the appropriate accounting policies, applying them consistently and making, on a reasonable and prudent basis, the judgments underlying them. They have been prepared on the going concern basis on the grounds that the company will continue in business.
- The directors confirm that they have made available to TLP Corporate Services Limited, all the company's accounting records and provided all the information necessary for the compilation of the financial statements.
- The directors confirm that to the best of their knowledge and belief, the accounting records reflect all transactions of the company for the 17 Months ended 31 December 2025.

On behalf of the board

Michael Kelly
Director
27 March 2026

Manga Dhillon
Director

ND GYMS LIMITED

BALANCE SHEET

AS AT 31 DECEMBER 2025

	Notes	2025 €	€
Current assets		-	
Creditors: amounts falling due within one year	2	(2,926)	
Net current liabilities			(2,926)
Capital and reserves			
Called up share capital presented as equity			100
Profit and loss account			(3,026)
Total equity			(2,926)

We, as directors of ND Gyms Limited, state that:

(a) the company is availing itself of the exemption from audit provided for by Chapter 15 of Part 6 of the Companies Act 2014;

(b) the company is availing itself of the exemption on the grounds that section 358 is complied with;

(c) no notice under subsection (1) of section 334 has, in accordance with subsection (2) of that section, been served on the company; and

(d) the directors acknowledge the obligations of the company, under the Companies Act 2014, to:

(i) keep adequate accounting records and prepare financial statements which give a true and fair view of the assets, liabilities and financial position of the company at the end of its financial 17 Months and of its profit or loss for such a 17 Months; and

(ii) to otherwise comply with the provisions of this Act relating to financial statements so far as they are applicable to the company.

(e) we have relied on the specified exemption contained in section 352 Companies Act 2014 on the grounds that the company is entitled to the benefit of that exemption as a small company and confirm that the abridged financial statements have been properly prepared in accordance with section 353 Companies Act 2014.

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with Financial Reporting Standard 102 'The Financial Statement Reporting Standard applicable in the UK and Republic of Ireland'.

The financial statements were approved by the board of directors and authorised for issue on 27 March 2026 and are signed on its behalf by:

Michael Kelly
Director

Manga Dhillon
Director

ND GYMS LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE 17 MONTHS ENDED 31 DECEMBER 2025

	Share capital	Profit and loss account	Total
	€	€	€
Balance at 1 August 2024	-	-	-
Period ended 31 December 2025:			
Loss and total comprehensive income for the period	-	(3,026)	(3,026)
Issue of share capital	100	-	100
	<u>100</u>	<u>(3,026)</u>	<u>(2,926)</u>
Balance at 31 December 2025	<u>100</u>	<u>(3,026)</u>	<u>(2,926)</u>

ND GYMS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE 17 MONTHS ENDED 31 DECEMBER 2025

1 Accounting policies

Company information

ND Gyms Limited is a limited company domiciled and incorporated in the Republic of Ireland. Its principal activity is the provision of Health and Fitness facilities. The registered office is C/o ND Tax Limited, Barrack Street, Carlow, Co Carlow and its company registration number is 769070.

1.1 Reporting period

The accounting period is from 1 August 2024 (date of incorporation) to 31 December 2025.

1.2 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102"), as adapted by Section 1A of FRS 102, and the requirements of the Companies Act 2014.

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

The financial statements have been prepared under the historical cost convention, [modified to include the revaluation of freehold properties and to include investment properties and certain financial instruments at fair value]. The principal accounting policies adopted are set out below.

1.3 Going concern

The company is currently dormant, however when trading commences, the directors will ensure that the company has adequate resources.

1.4 Cash and cash equivalents

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

1.5 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

ND GYMS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE 17 MONTHS ENDED 31 DECEMBER 2025

1 Accounting policies

(Continued)

Impairment of financial assets

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

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

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

Derecognition of financial assets

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

Classification of financial liabilities

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

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

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

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

Other financial liabilities

Debt instruments that do not meet the conditions in FRS 102 paragraph 11.9 are subsequently measured at fair value through profit or loss. Debt instruments may be designated as being measured at fair value through profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

Derecognition of financial liabilities

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

ND GYMS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE 17 MONTHS ENDED 31 DECEMBER 2025

1 Accounting policies

(Continued)

1.6 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.7 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

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

Deferred tax

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

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

2 Creditors: amounts falling due within one year

	2025
	€
Other creditors including tax and social insurance	2,176
Accruals	750
	<hr/>
	2,926
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ND GYMS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE 17 MONTHS ENDED 31 DECEMBER 2025

3 Directors' transactions

Interest free loans, which are repayable on demand, have been granted by the directors to the company as follows:

Description	% Rate	Opening balance €	Amounts advanced €	Amounts repaid €	Closing balance €
Loan from director	-	-	2,276	(100)	2,176
		<u>-</u>	<u>2,276</u>	<u>(100)</u>	<u>2,176</u>
		<u>-</u>	<u>2,276</u>	<u>(100)</u>	<u>2,176</u>

4 Approval of financial statements

The directors approved the financial statements on 27 March 2026.