ISP Internet Mauritius Company

Financial Statements

For the year ended 31 March 2024

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for the year ended 31 March 2024

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Corporate data

		Date of appointment	Date of resignation
Directors	: Avadhut Digambar Ketkar	07-May-19	-
	Fatweena Uteene-Mahamod	23-Mar-20	-
	Sharmanand Jhurreea	23-Mar-20	-

Administrator and Secretary : IQ EQ Corporate Services (Mauritius) Ltd
33, Edith Cavell Street
Port Louis, 11324
Mauritius

Registered office : C/o IQ EQ Corporate Services (Mauritius) Ltd
33, Edith Cavell Street
Port Louis, 11324
Mauritius

Auditors : VBS Business Services
1st Floor, Hennessy Court
Pope Hennessy Street
Port Louis
Mauritius

Banker : The Mauritius Commercial Bank Limited
9-11, Sir William Newton Street
Port Louis
Mauritius

The directors submit herewith their commentary together with the audited financial statements of ISP Internet Mauritius Company (the "Company") for the year ended 31 March 2024.

Status and principal activity

The Company was incorporated in Mauritius on 15 June 1994 under the Mauritius Companies Act. The Company holds a Global Business Licence and is regulated by the Financial Services Commission. The principal activity of the Company is that of investment holding.

Results and dividend

The results for the year are shown on page 7.

The directors did not recommend the payment of dividend for the financial year under review (2023: USD Nil).

Statement of directors' responsibilities in respect of the financial statements

Company law requires the directors to prepare financial statements for each financial year which present fairly the financial position, financial performance and cash flows of the Company. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether International Financial Reporting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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 confirm that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and enable the preparation of financial statements that comply with the Mauritius Companies Act. 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.

The directors have made an assessment of the Company's ability to continue as a going concern and have no reason to believe that the Company will not be a going concern in the year ahead.

Auditors

The auditors, **VBS Business Services**, have expressed their willingness to continue in office and will be automatically re-appointed at the next annual meeting of the Company.

Secretary's certificate

(Section 166 (d) of the Mauritius Companies Act)

We certify, to the best of our knowledge and belief, that **ISP Internet Mauritius Company** (the "Company") has filed with the Registrar of Companies all such returns as are required of the Company under the Mauritius Companies Act for the year ended 31 March 2024.

....

Secretary

Date: 19/04/2024

INDEPENDENT AUDITORS' REPORT TO THE MEMBER OF ISP INTERNET MAURITIUS COMPANY

Report on the Audit of Financial Statements

Opinion

We have audited the financial statements of ISP Internet Mauritius Company (the "Company"), which comprise of the statement of financial position as at 31 March 2024 and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 7 to 31.

In our opinion, these financial statements give a true and fair view of the financial position of the Company as at 31 March 2024 and of its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards as modified by the exemption from consolidation in the Mauritius Companies Act for companies holding a Global Business Licence and in compliance with the requirements of the Mauritius Companies Act.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with International Ethics Standards Board for Accountants (IESBA Code) Code of Ethics for Professional Accountants, and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The directors are responsible for the other information. The other information comprises of commentary of the directors and secretary's certificate.

Our opinion on the financial statements does not cover the other information.

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

INDEPENDENT AUDITORS' REPORT TO THE MEMBER OF ISP INTERNET MAURITIUS COMPANY (CONTINUED)

Report on the Audit of Financial Statements (continued)

Directors' Responsibilities for the Financial Statements

The directors are responsible for the preparation and presentation of these financial statements in accordance with International Financial Reporting Standards as modified by the exemption from consolidation in the Mauritius Companies Act for companies holding a Global Business Licence and in compliance with the requirements of the Mauritius Companies Act. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the 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 an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

INDEPENDENT AUDITORS' REPORT TO THE MEMBER OF ISP INTERNET MAURITIUS COMPANY (CONTINUED)

Report on the Audit of Financial Statements (continued)

Auditors' Responsibilities for the Audit of the Financial Statements (continued)

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Other Matter

This report is made solely to the Company's member in accordance with Section 205 of the Mauritius Companies Act. Our audit work has been undertaken so that we might state to the Company's member those matters that we are required to state in an auditors' report 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 member, for our audit work, for this report, or for the opinions we have formed.

Report on Other Legal and Regulatory Requirements

Mauritius Companies Act

We have no relationship with or interests in the Company other than in our capacity as auditors.

We have obtained all the information and explanations we have required.

In our opinion, proper accounting records have been kept by the Company as far as it appears from our examination of those records.

VBS Business Services
Chartered Certified Accountants

Port Louis, Mauritius

Date: 19 April 2024

Statement of profit or loss and other comprehensive income

for the year ended 31 March 2024

	Note	2024 USD	2023 USD
INCOME		**-**	-
EXPENSES			
Professional fees		**5,830**	6,050
Licence fees		**3,085**	2,425
Audit fees		**2,197**	2,064
Accounting fees		**1,000**	1,000
Bank charges		**230**	220
		12,342	11,759
LOSS BEFORE TAXATION		**(12,342)**	(11,759)
Taxation	7	**-**	-
LOSS FOR THE YEAR		**(12,342)**	(11,759)
Other comprehensive income		**-**	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		**(12,342)**	(11,759)
BASIC AND DILUTED EARNINGS PER SHARE	14	**(0.41)**	(0.39)

Independent auditors' report on pages 4 to 6.
The notes on pages 11 to 31 are an integral part of these financial statements.

ISP Internet Mauritius Company

Statement of financial position
as at 31 March 2024

	Note	**2024 USD**	2023 USD
ASSETS			
Non-current asset			
Investment in subsidiary	8	**1**	1
Current assets			
Loan to subsidiary	9	**1**	1
Prepayments		**7,702**	8,852
Cash and cash equivalents		**23,55,132**	23,67,244
Total current assets		**23,62,835**	23,76,097
TOTAL ASSETS		**23,62,836**	23,76,098
EQUITY AND LIABILITIES			
Equity			
Stated capital	10	**32,14,288**	32,14,288
Accumulated losses		**(8,55,222)**	(8,42,880)
Total equity		**23,59,066**	23,71,408
Liabilities			
Current liabilities			
Accrued expenses		**3,770**	4,690
TOTAL EQUITY AND LIABILITIES		**23,62,836**	23,76,098

Approved by the board of directors on **19 April 2024** and signed on its behalf by

....
Director **Director**

Independent auditors' report on pages 4 to 6.
The notes on pages 11 to 31 are an integral part of these financial statements.

Statement of changes in equity
for the year ended 31 March 2024

	Stated capital USD	Accumulated losses USD	Total USD
At 01 April 2022	32,14,288	(8,31,121)	23,83,167
Total comprehensive income for the year			
Loss for the year	-	(11,759)	(11,759)
Total comprehensive income for the year	-	(11,759)	(11,759)
At 31 March 2023	32,14,288	(8,42,880)	23,71,408
Total comprehensive income for the year			
Loss for the year	**-**	**(12,342)**	**(12,342)**
Total comprehensive income for the year	**-**	**(12,342)**	**(12,342)**
At 31 March 2024	**32,14,288**	**(8,55,222)**	**23,59,066**

Statement of cash flows
for the year ended 31 March 2024

	2024 USD	2023 USD
Cash flows from operating activities		
Loss before taxation	**(12,342)**	(11,759)
Working capital:		
Change in prepayments	**1,150**	(7,140)
Change in accrued expenses	**(920)**	230
Net cash used in operating activities	**(12,112)**	(18,669)
Net movement in cash and cash equivalents	**(12,112)**	(18,669)
Cash and cash equivalents at beginning of year	**23,67,244**	23,85,913
Cash and cash equivalents at end of year	**23,55,132**	23,67,244

Independent auditors' report on pages 4 to 6.
The notes on pages 11 to 31 are an integral part of these financial statements.

1. General information

ISP Internet Mauritius Company (the "Company") was incorporated on 15 June 1994 as a private company with limited liability by shares and is domiciled in Mauritius. The Company holds a Global Business Licence and is regulated by the Financial Services Commission. The address of the Company's registered office is C/o IQ EQ Corporate Services (Mauritius) Ltd, 33, Edith Cavell Street, Port Louis, 11324, Mauritius. The principal activity of the Company is that of investment holding.

2. Basis of preparation

(a) Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as modified by the exemption from the consolidation in the Mauritius Companies Act for companies holding a Global Business Licence and comply with Mauritius Companies Act.

The financial statements were authorised for issue by the board of directors on …………………….

(b) Basis of measurement

The financial statements are prepared on the historical cost basis, except for financial assets and liabilities which are measured at amortised cost.

(c) Functional and presentation currency

The financial statements of the Company are presented in the United States Dollar ("USD") and all values are rounded to the nearest dollar except when otherwise indicated. The Company's functional currency is USD, the currency of the primary economic environment in which the Company operates.

(d) Use of estimates and judgements

The preparation of the financial statements in conformity with IFRSs requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimates are revised and in any future years affected.

3. Changes in accounting policies

During the year under review, the following standards were effective. However, there was no significant impact on the financial statements. The Company has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

- <u>IFRS 17 Insurance Contracts</u>

IFRS 17 establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts and supersedes IFRS 4 Insurance Contracts. IFRS 17 outlines a general model, which is modified for insurance contracts with direct participation features, described as the variable fee approach. The general model is simplified if certain criteria are met by measuring the liability for remaining coverage using the premium allocation approach. The general model uses current assumptions to estimate the amount, timing and uncertainty of future cash flows and it explicitly measures the cost of that uncertainty. It takes into account market interest rates and the impact of policyholders' options and guarantees.

3. Changes in accounting policies (continued)

- Disclosure of Accounting Policies - Amendments to IAS 1 and IFRS Practice Statement 2

The IASB amended IAS 1 to require companies to disclose their material rather than their significant accounting policies. The amendments define what is 'material accounting policy information' and explain how to identify when accounting policy information is material. They further clarify that immaterial accounting policy information does not need to be disclosed. If it is disclosed, it should not obscure material accounting policy information.

To support this amendment, the IASB also amended IFRS Practice Statement 2 Making Materiality Judgements to provide guidance on how to apply the concept of materiality to accounting policy disclosures.

- Definition of Accounting Estimates - Amendments to IAS 8

The amendments clarify how companies should distinguish changes in accounting policies from changes in accounting estimates. The distinction is important, because changes in accounting estimates are applied prospectively to future transactions and other future events, whereas changes in accounting policies are generally applied retrospectively to past transactions and other past events as well as the current period.

- Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to IAS 12

The amendments require companies to recognise deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. They will typically apply to transactions such as leases of lessees and decommissioning obligations, and will require the recognition of additional deferred tax assets and liabilities.

The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, companies should recognise deferred tax assets (to the extent that it is probable that they can be utilised) and deferred tax liabilities at the beginning of the earliest comparative period for all deductible and taxable temporary differences associated with:

- right-of-use assets and lease liabilities, and
- decommissioning, restoration and similar liabilities, and the corresponding amounts recognised as part of the cost of the related assets.

The cumulative effect of recognising these adjustments is recognised in retained earnings, or another component of equity, as appropriate.

- Income Taxes - International Tax Reform - Pillar Two Model Rules - Amendments to IAS 12

The IASB amends the scope of IAS 12 to clarify that the Standard applies to income taxes arising from tax law enacted or substantively enacted to implement the Pillar Two model rules published by the OECD, including tax law that implements qualified domestic minimum top up taxes described in those rules. The amendments introduce a temporary exception to the accounting requirements for deferred taxes in IAS 12, so that an entity would neither recognise nor disclose information about deferred tax assets and liabilities related to Pillar Two income taxes.

4. Accounting policies

(a) Income tax expense

(i) Income tax

Income tax expense comprises of current and deferred tax. Current tax and deferred tax are recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

(ii) Current tax

Current tax is the expected tax payable on the taxable income for the year using tax rates enacted or substantively enacted at the reporting date and any adjustment to tax payable in respect of prior years.

(iii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(b) Expenses

All expenses are recognised in the statement of profit or loss and other comprehensive income on an accrual basis.

4. Accounting policies (continued)

(c) Foreign currency transactions

The financial statements are presented in USD (presentation currency) which is also the currency of the primary economic environment in which the Company operates (functional currency). The Company determines its own functional currency and items included in the financial statements of the Company are measured using that functional currency.

Transactions in foreign currencies are initially recorded by the entity at their respective functional currency spot rates prevailing at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange ruling at the reporting date. All differences arising on settlement or retranslation of monetary items are taken to profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on retranslation of non-monetary items is treated in line with the recognition of gain or loss on change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

(d) Financial instruments

(i) Recognition and initial measurement

All financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

(ii) Classification and subsequent measurement

On initial recognition, a financial asset is classified as measured at: amortised cost; fair value through other comprehensive income ("FVOCI") – debt investment or equity investment; or fair value through profit or loss ("FVTPL").

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

4. Accounting policies

(d) Financial instruments (continued)

(ii) Classification and subsequent measurement (continued)

Financial assets at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at fair value through profit or loss:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at fair value through other comprehensive income if it meets both of the following conditions and is not designated as at fair value through profit or loss:

- It is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or fair value through other comprehensive income as described above are measured at fair value through profit or loss. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at fair value through other comprehensive income as at fair value through profit or loss if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets – Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- The stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;

- How the performance of the portfolio is evaluated and reported to the management; and

- The risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

4. Accounting policies (continued)

(d) Financial instruments (continued)

Financial assets – Business model assessment (continued)

(ii) Classification and subsequent measurement (continued)

The Company has determined that it has one business model:

- Hold-to-collect business model: this includes loan to subsidiary and cash and cash equivalents. These financial assets are held to collect contractual cash flows.

Financial assets – Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable-rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets – Subsequent measurement and gains and losses:

Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

4. Accounting policies (continued)

(d) Financial instruments (continued)

Financial liabilities: Classification and subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

(iii) Derecognition

Financial asset

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expires, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Company enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligation is discharged or cancelled, or expires. The Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value. On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

(iv) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the statement of financial position when, and only when, the Company has a legal right to set off the recognised amounts and it intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Income and expenses are presented on a net basis only when permitted under IFRSs, for example, for gains and losses arising from a group of similar transactions, such as gains and losses from financial instruments at fair value through profit or loss.

(v) Fair value measurement principles

'Fair value' is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Company has access at that date.

4. Accounting policies (continued)

(d) Financial instruments (continued)

(v) Fair value measurement principles (continued)

The Company measures the fair value of an instrument, using valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs, if there is no quoted price in an active market. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

(vi) Amortised cost measurement

The amortised cost of a financial asset or liability is the amount at which the financial asset or liability is measured at initial recognition, minus principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between the initial amount recognised and the maturity amount, minus any reduction for impairment.

(e) Stated capital

Ordinary shares are classified as equity.

(f) Related parties

For the purposes of these financial statements, parties are considered to be related to the Company if they have the ability, directly or indirectly, to control the Company or exercise significant influence over the Company in making financial and operating decisions, or vice versa, or where the Company is subject to common control or common significant influence. Related parties may be individuals or other entities.

(g) Impairment

Non-derivative financial assets

The Company recognises loss allowances for expected credit losses (“ECLs”) on financial assets measured at amortised cost.

The Company measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company’s historical experience and informed credit assessment and including forward-looking information.

4. Accounting policies (continued)

(g) Impairment (continued)

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Company considers a financial asset to be in default:

- when the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising assets (if any is held); or

- the financial asset is more than 90 days past due.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. 12-months ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive).

ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer
- it is probable that the borrower will enter bankruptcy or other financial reorganisation
- the underlying project is put on hold
- breach of contract such as a default or being more than 90 days past due.

Presentation of allowance for ECLs in the statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

4. Accounting policies (continued)

(h) Investment in subsidiary

Subsidiary is an entity (including special purpose entities) over which the Company has power, is exposed or has rights to variable returns from its involvement and has the ability to use its power to affect its returns.

Investment in subsidiary is shown at cost. Any impairment in the value of an investment is recognised by reducing the cost of the investment to its recoverable amount and charging the difference to profit or loss.

On disposal of an investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to profit or loss.

(i) Consolidated financial statements

The Company owns 100% of the share capital of Oracle (OFSS) BPO Services Inc. as at 31 March 2024. It has taken advantage of the exemption provided by the Mauritius Companies Act, allowing a wholly owned or virtually wholly owned parent company holding a Global Business Licence not to present consolidated financial statements. The financial statements are therefore separate statements which contain information about the Company as an individual company and do not contain consolidated financial information as the parent of a group.

(j) Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made.

5. New standards, interpretations and amendments to existing standards in issue but not yet effective

The following standards and interpretations had been issued but were not mandatory for annual year ended on 31 March 2024.

Title	**Key requirement**	**Effective date**
Lease Liability in a Sale and Leaseback - Amendments to IFRS 16	In September 2022, the IASB finalised narrow-scope amendments to the requirements for sale and leaseback transactions in IFRS 16 Leases which explain how an entity accounts for a sale and leaseback after the date of the transaction. The amendments specify that, in measuring the lease liability subsequent to the sale and leaseback, the seller-lessee determines 'lease payments' and 'revised lease payments' in a way that does not result in the seller-lessee recognising any amount of the gain or loss that relates to the right of use that it retains. This could particularly impact sale and leaseback transactions where the lease payments include variable payments that do not depend on an index or a rate.	01 January 2024

5. New standards, interpretations and amendments to existing standards in issue but not yet effective (continued)

<table>
<tr><th>Title</th><th>Key requirement</th><th>Effective date</th></tr>
<tr><td>Classification of Liabilities as Current or Non-current - Amendments to IAS 1 & Non-current Liabilities with Covenants - Amendments to IAS 1</td><td>Amendments made to IAS 1 Presentation of Financial Statements in 2020 and 2022 clarified that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the entity's expectations or events after the reporting date (e.g. the receipt of a waiver or a breach of covenant).

Covenants of loan arrangements will not affect classification of a liability as current or non-current at the reporting date if the entity must only comply with the covenants after the reporting date. However, if the entity must comply with a covenant either before or at the reporting date, this will affect the classification as current or non-current even if the covenant is only tested for compliance after the reporting date.

The amendments require disclosures if an entity classifies a liability as non-current and that liability is subject to covenants that the entity must comply with within 12 months of the reporting date. The disclosures include:

• the carrying amount of the liability,
• information about the covenants, and
• facts and circumstances, if any, that indicate that the entity may have difficulty complying with the covenants.

The amendments also clarify what IAS 1 means when it refers to the 'settlement' of a liability. Terms of a liability that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instrument can only be ignored for the purpose of classifying the liability as current or non-current if the entity classifies the option as an equity instrument. However, conversion options that are classified as a liability must be considered when determining the current/non-current classification of a convertible note. The amendments must be applied retrospectively in accordance with the normal requirements in IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors. Special transitional rules apply if an entity had early adopted the 2020 amendments regarding the classification of liabilities as current or non-current.</td><td>01 January 2024</td></tr>
</table>

5. New standards, interpretations and amendments to existing standards in issue but not yet effective (continued)

Title	Key requirement	Effective date
Supplier finance arrangements - Amendments to IAS 7 and IFRS 7	The IASB has issued new disclosure requirements about supplier financing arrangements ('SFAs'), after feedback to an IFRS Interpretations Committee agenda decision highlighted that the information required by IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures falls short of meeting user information needs. The objective of the new disclosures is to provide information about SFAs that enables investors to assess the effects on an entity's liabilities, cash flows and the exposure to liquidity risk. The new disclosures include information about the following: The terms and conditions of SFAs. 1. The carrying amounts of financial liabilities that are part of SFAs and the line items in which those liabilities are presented. 2. The carrying amount of the financial liabilities in (2) for which suppliers have already received payment from the finance providers. 3. The range of payment due dates for both the financial liabilities that are part of SFAs, and comparable trade payables that are not part of such arrangements. 4. Non-cash changes in the carrying amounts of financial liabilities in (2). 5. Access to SFA facilities and concentration of liquidity risk with finance providers. The IASB has provided transitional relief by not requiring comparative information in the first year, and also not requiring disclosure of specified opening balances. Further, the required disclosures are only applicable for annual periods during the first year of application. Therefore, the earliest that the new disclosures will have to be provided is in annual financial reports for December 2024 year-ends, unless an entity has a financial year of less than 12 months.	01 January 2024

5. New standards, interpretations and amendments to existing standards in issue but not yet effective (continued)

Title	Key requirement	Effective date
Lack of Exchangeability - Amendments to IAS 21	On 15 August 2023, the IASB issued amendments to IAS 21 to help entities: 1. assess exchangeability between two currencies; and 2. determine the spot exchange rate, when exchangeability is lacking. An entity is impacted by the amendments when it has a transaction or an operation in a foreign currency that is not exchangeable into another currency at a measurement date for a specified purpose. A currency is exchangeable when there is an ability to obtain the other currency (with a normal administrative delay), and the transaction would take place through a market or exchange mechanism that creates enforceable rights and obligations. Assessing exchangeability between two currencies requires an analysis of different factors; such as the time frame for the exchange, the ability to obtain the other currency, markets or exchange mechanisms, the purpose of obtaining the other currency, and the ability to obtain only limited amounts of the other currency. When a currency is not exchangeable into another currency, the spot exchange rate needs to be estimated. The objective in estimating the spot exchange rate at a measurement date is to determine the rate at which an orderly exchange transaction would take place at that date between market participants under prevailing economic conditions. The amendments to IAS 21 do not provide detailed requirements on how to estimate the spot exchange rate. Instead, they set out a framework under which an entity can determine the spot exchange rate at the measurement date using: a. an observable exchange rate without adjustment, for example: i. a spot exchange rate for a purpose other than that for which an entity assesses exchangeability; or ii. the first exchange rate at which an entity is able to obtain the other currency for the specified purpose after exchangeability of the currency is restored. b. another estimation technique, for example, that could be any observable exchange rate adjusted as necessary to meet the objective of the new requirements.	01 January 2025

5. New standards, interpretations and amendments to existing standards in issue but not yet effective (continued)

Title	Key requirement	Effective date
Sale or contribution of assets between an investor and its associate or joint venture - Amendments to IFRS 10 and IAS 28	The IASB has made limited scope amendments to IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures. The amendments clarify the accounting treatment for sales or contribution of assets between an investor and their associates or joint ventures. They confirm that the accounting treatment depends on whether the non-monetary assets sold or contributed to an associate or joint venture constitute a 'business' (as defined in IFRS 3 Business Combinations). Where the non-monetary assets constitute a business, the investor will recognise the full gain or loss on the sale or contribution of assets. If the assets do not meet the definition of a business, the gain or loss is recognised by the investor only to the extent of the other investor's interests in the associate or joint venture. The amendments apply prospectively.	N/A

There are no other IFRSs or IFRIC interpretations that are not yet effective that would expect to be relevant and have a significant impact on the Company.

6. Significant accounting judgement, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of income, expenses, assets and liabilities, and the accompanying disclosures, the disclosure of contingent liabilities. Uncertainties about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements which have the most significant effect on the amounts recognised in the financial statements:

Determination of functional currency

The primary objective of the Company is to generate returns in USD, its capital-raising currency. The liquidity of the Company is managed on a day-to-day basis in USD.

The Company's performance is evaluated in USD. Therefore, management considers USD as the currency that most faithfully represents the economic effect of the underlying transactions, events and conditions.

Impairment of financial assets

The Company uses estimates in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting date.

6. Significant accounting judgement, estimates and assumptions (continued)

Judgements (continued)

Impairment of investment in subsidiary

The carrying value of investment in subsidiary is tested for impairment whenever there is any objective evidence or indication that the investment may be impaired. This determination requires significant judgement. In estimating the recoverable amount of the investment, the Company evaluates, amongst other factors, the future profitability of the subsidiary, its financial health and near-term business outlook, including factors such as industry and sector performance, changes in technology, and operational and financing cash flows.

Ukraine war

On February 24, 2022, Russia launched an invasion of Ukraine and, as a result, a number of countries (including the United States, the United Kingdom, and the European Union) imposed new sanctions against certain entities and individuals in Russia and Belarus. Additionally, the recent conflict in Ukraine has created challenges to businesses located and operating there. We have assessed the impact of the ongoing Russia/Ukraine conflict on the financial statements of the Company.

The Directors believe that the ongoing events have no direct impact on the Company as there are no investments with headquarters located in either jurisdiction, nor are there any significant indirect impacts to other investments. Finally given the current situation the Directors have re-evaluated their current financial statements disclosures and considered whether any further disclosure is warranted. They have concluded that their current risk footnote encompasses this matter (that is the discussion of the national and international political circumstances) and that no subsequent event is warranted given significant impact to date.

7. Taxation

The Company holds a Global Business Licence and is therefore liable to income tax in Mauritius on its chargeable income at the rate of 15%.

Under the current tax regime, the Company is able to claim an 80% partial exemption on specific types of income, subject to meeting pre-defined substance conditions. Other types of income not falling within the categories of income benefitting from the partial exemption is taxed at 15%. As an alternative to the partial exemption, the Company can claim a tax credit against its Mauritius tax liability based on the foreign tax charged on the income in the foreign jurisdiction.

The partial exemption is available on following specified income, and as applicable, is conditional on the Company satisfying the conditions relating to the substance of its transactions, as prescribed by the Financial Services Commission:

- Foreign source dividend
- Interest income (in line with section 7 (a) of the Income Tax Regulations 2020)
- Income attributable to a permanent establishment which a resident Fund has in a foreign country
- Income derived by a collective investment scheme (CIS), closed end fund, CIS Manager, CIS Administrator
- Investment Advisor or Asset Manager
- Income derived by companies engaged in ship and aircraft leasing
- Leasing and provision of international fibre capacity
- Reinsurance and reinsurance brokering activities
- Sale, financing arrangement, asset management of aircraft and its spare parts and aviation related advisory services

7. Taxation (continued)

A reconciliation between the actual income tax of the Company and the theoretical amount that would arise using the applicable income tax rate is as follows:

Recognised in the statement of profit or loss and other comprehensive income

	2024 **USD**	2023 USD
Current tax expense		
Current year income tax	**-**	-
Reconciliation of effective tax		
Loss before taxation	**(12,342)**	(11,759)
Less non taxable income	**-**	-
Taxable loss	**(12,342)**	(11,759)
Income tax at 15%	**(1,851)**	(1,764)
Deffered tax asset not recognised	**1,851**	1,764
Tax expense	**-**	-

At 31 March 2024, the Company had accumulated tax losses of **USD 59,107** (2023: USD 55,674) and therefore no provision for income tax has been made in the accounts. The tax losses are available for set off against future taxable profit of the Company as per table below.

The loss of **USD 8,909** (2023: USD 13,878) has lapsed during the year.

Loss relating to financial year ending:	**Carry forward up to financial year ending:**	**USD**
31-Mar-20	31-Mar-25	10,694
31-Mar-21	31-Mar-26	11,451
31-Mar-22	31-Mar-27	12,861
31-Mar-23	31-Mar-28	11,759
31-Mar-24	31-Mar-29	12,342
Tax losses carried forward		**59,107**

No deferred tax assets of **USD 8,866** (2023: USD 8,351) has been provided at year end due to the uncertainty that future taxable profit will be available, within the tax allowable period, against which the temporary differences can be utilised.

8. Investment in subsidiary

	2024 USD	2023 USD
Cost		
At start/ end of the year	**480**	480
Impairment		
At start/ end of the year	**(479)**	(479)
Carrying amount		
At start/ end of the year	**1**	1

The directors have reviewed the investment in subsidiary company at the end of the reporting year and determined that it should be maintained at USD 1 as at 31 March 2024.

Details of the investment held in the subsidiary are as follows:

Name of investee company	*Country of incorporation*	*Type and number of shares*	*% held*	Cost	Carrying amount 2024 USD	2023 USD
Oracle (OFSS) BPO Services Inc.	USA	20,000 common stock of USD 0.01 each	100	480	**1**	1

9. Loan to subsidiary

	2024 USD	2023 USD
At start/end of the year	**1**	1

In 2024, the directors have assessed the recoverable amount of the loan to Oracle (OFSS) BPO Services Inc. amounting to USD 2,396,897 and have determined that it should be kept at USD 1 for the year ended 31 March 2024. The loan to the subsidiary is unsecured, interest free and receivable on demand.

10. Stated capital

	2024	2023
	USD	USD
25,200 Series A Ordinary shares of no par value	**27,00,002**	27,00,002
4,800 Series B Ordinary shares of no par value	**5,14,286**	5,14,286
	32,14,288	32,14,288

Series A Ordinary shares are entitled to 84% of the voting rights, rights to dividend, right to return on capital and any distribution in any form whatsoever.

Series B Ordinary shares are entitled to 16% of the voting rights, rights to dividend, right to return on capital and any distribution in any form whatsoever.

11. Financial instruments and capital management

Overview

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

Risk management framework

The board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

Credit risk

The Company’s maximum exposure to credit risk at 31 March 2024 is the carrying amount of its loan to subsidiary and cash and cash equivalents. The Company manages credit risk by banking with reputable financial institutions and by carrying out transactions through company within the group. At the reporting date, there was no significant concentration of credit risk.

At the reporting date, the Company's exposure to credit risk was as follows:

	Carrying amount	
	2024	2023
	USD	USD
Cash and cash equivalents	**23,55,132**	23,67,244
Loan to subsidiary	**1**	1
	23,55,133	23,67,245

11. Financial instruments and capital management (continued)

Risk management framework (continued)

Expected Credit Loss ("ECL")

Impairment on cash and cash equivalents has been measured on a 12-month expected loss basis and reflects the short maturities of the exposures. The Company considers that its cash and cash equivalents have low credit risk and the identical impairment loss is immaterial.

There has been no change in impairment loss allowance on loan to subsidiary at reporting date.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure that it will always have sufficient liquidity to meet its liabilities when they become due without incurring unacceptable losses or risking damage to the Company's reputation.

The table below illustrates the maturity analysis of the Company's financial liabilities based on contractual undiscounted payments.

31 March 2024	**Due on demand USD**	**Due for less than 1 year USD**	**Due between 1-5 years USD**	**Total USD**
Financial liabilities				
Accrued expenses	**-**	**3,770**	**-**	**3,770**

31 March 2023	Due on demand USD	Due for less than 1 year USD	Due between 1-5 years USD	Total USD
Financial liabilities				
Accrued expenses	-	4,690	-	4,690

Market risk

Market risk represents the potential loss that can be caused by a change in the market value of financial instruments. The Company's exposure to market risk is determined by a number of factors, including interest rates, foreign currency exchange rates and market volatility.

Currency risk

There is no significant currency risk as substantially all financial assets and financial liabilities are denominated in the Company's functional currency, the USD.

11. Financial instruments and capital management (continued)

Interest rate risk

The majority of the Company's financial assets and liabilities are non-interest bearing. As a result, the Company is not subject to significant amounts of risk due to fluctuations in the prevailing levels of market interest rates. The Company is not exposed to interest rate risk at the reporting date.

Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholder and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to monitor and adjust the capital structure, the Company may adjust the amount of dividends paid to shareholder or issue new shares. In the event that the Company requires additional capital, the immediate parent will provide the appropriate financial support to the Company.

Fair values measurement

The carrying amount of the Company’s financial assets and liabilities comprising of loan to subsidiary, cash and cash equivalents and accrued expenses approximate their fair values.

Categories of financial instruments

	Financial assets at amortised cost	
	2024	2023
	USD	USD
Financial assets		
Cash and cash equivalents	**23,55,132**	23,67,244
Loan to subsidiary	**1**	1
Total financial assets	**23,55,133**	23,67,245

	Financial liabilities at amortised cost	
	2024	2023
	USD	USD
Financial liabilities		
Accrued expenses	**3,770**	4,690

12. Related party transactions

The following are related parties' transactions and balances at year end.

	2024	2023
Loan to subsidiary - Oracle (OFSS) BPO Services Inc.	**USD**	USD
At start/end of the year	**1**	1
Administrator and secretary - IQ EQ Corporate Services (Mauritius) Ltd		
Administration expenses	**4,990**	5,880

13. Holding and ultimate holding company

The directors consider Oracle Financial Services Software Limited, a company incorporated under the laws of India as the Company's immediate and ultimate holding company.

14. Basic and diluted earnings per share

The earnings per share is calculated by dividing the profit attributable to the holders of ordinary shares by the weighted average number of ordinary shares as follows:

	2024	2023
	USD	USD
Earnings attributable to the ordinary shareholder	**(12,342)**	(11,759)
Weighted average number of ordinary shares	**30,000**	30,000
Earnings per share	**(0.41)**	(0.39)

15. Events after the reporting date

There have been no material events after the reporting date which would require disclosure or adjustment to the financial statements for the year ended 31 March 2024.