

365squared Ltd

Company Registration Number: C 58493

Annual Report and Financial Statements

For the Year Ended 31 March 2022

365squared Ltd

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For the Year Ended 31 March 2022

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365squared Ltd

General information

For the Year Ended 31 March 2022

Registration

365squared Ltd ("the Company") is registered with the Malta Business Registry, AM Business Centre, Triq il-Labour, Zejtun, ZTN 2401, Malta as a limited liability company under the Companies Act, (Cap. 386) with registration number C 58493.

Directors

Rajdipkumar Gupta
Sandipkumar Chandrakant Gupta
Tonio Ellul

Registered office

365squared Ltd
Velzon Buildings, Block B
Triq Pantar
Lija LJA 2023
Malta

Auditors

ZD Assurance Limited
230, 230 Works Business Centre,
Second Floor,
Eucharistic Congress Road
Mosta MST 9039
Malta

365squared Ltd

Reporting by Directors

For the Year Ended 31 March 2022

The Board presents its report and the audited financial statements for the year ended 31 March 2022.

Principal Activities

The Company's principal activity is to provide data processing and managed services to mobile network operators.

Performance Review

The directors note that sales decreased by 22% over the preceding year whilst, the gross profit margin increased to 86% of revenue (2021: 65%). Administrative expenses amounted to EUR2,318,078 (2021: EUR1,700,134) and as a result, the Company registered a profit before taxation amounting to EUR2,458,324 (2021: EUR2,685,686). After deducting taxation thereon, the profit for the year amounted to EUR2,317,611 (2021: EUR2,552,290).

Reserves and Dividends

The profit or loss for the year is set out on page 5. A net final dividend on ordinary shares in respect of the current year, amounting to EUR1,190,000 (2021: EUR1,768,300), were declared during the year under review.

Post Balance Sheet Events

No significant events have occurred after the balance sheet date which require mention in this report.

Future Developments

The Company is not envisaging any changes in operating activities for the forthcoming year.

Directors

The directors of the Company who held office during the year were:

Rajdipkumar Gupta

Sandipkumar Chandrakant Gupta

Tonio Ellul

In accordance with the Company's Articles of Association, the present director remains in office until such time as they resign or are otherwise removed.

365squared Ltd


Reporting by Directors (continued)

For the Year Ended 31 March 2022

Auditors

ZD Assurance Limited, Registered Auditors, have expressed their willingness to continue in office and a resolution for their reappointment will be proposed at the General Meeting.

Approved by the Board of Directors on 28.04.2022 and signed on its behalf by:



Rajdipkumar Gupta

Director



Tonio Ellul

Director



Sandipkumar Chandrakant Gupta

Director

Registered Address:
Velzon Buildings, Block B
Triq Pantar
Lija
LJA 2023

365squared Ltd

Directors' Responsibilities

For the Year Ended 31 March 2022

The directors are required by the Companies Act, Cap. 386 of the Laws of Malta to prepare financial statements for each financial year which give a true and fair view of the state of the affairs of the Company and of the profit or loss of the Company for that year. In preparing these financial statements, the directors are required to:

- adopt the going concern basis unless it is inappropriate to presume that the Company will continue in the business;
- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- account for income and charges relating to the accounting year on the accruals basis;
- value separately the components of asset and liability items; and
- report comparative figures corresponding to those of the preceding accounting period.

The directors are also responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act (Cap. 386) enacted in Malta. This responsibility includes designing, implementing and maintaining such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. The directors 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.


365squared Ltd**Income Statement****For the Year Ended 31 March 2022**

			2021
		2022	(as restated)
	Note	EUR	EUR
Revenue	3	5,474,065	7,041,731
Cost of sales		(778,072)	(2,466,029)
Gross profit		4,695,993	4,575,702
Administrative expenses		(2,318,078)	(1,700,134)
Operating profit		2,377,915	2,875,568
Finance income	4	1	1
Other income		272	-
(Loss) / Gain on exchange differences		80,136	(189,883)
Profit before tax	5	2,458,324	2,685,686
Income tax expense	6	(140,713)	(133,396)
Profit for the year		2,317,611	2,552,290

365squared Ltd
Balance Sheet
As At 31 March 2022

		2022	2021
	Note	(as restated)	
		EUR	EUR
ASSETS			
Non-current assets			
Property, plant and equipment	8	26,978	59,718
Deferred tax	9	-	10,270
Total non-current assets		26,978	69,988
Current assets			
Trade and other receivables	10	2,011,772	2,237,216
Cash and cash equivalents	11	1,345,946	431,825
Total current assets		3,357,718	2,669,041
TOTAL ASSETS		3,384,696	2,739,029
EQUITY AND LIABILITIES			
Equity			
Share capital	12	2,001	2,001
Capital contribution	12	146,772	-
Retained earnings	12	1,932,341	804,730
Total equity		2,081,114	806,731
Liabilities			
Non-current liabilities			
Deferred tax	9	2,720	-
Current liabilities			
Current tax payable	7	271,389	1,416,400
Trade and other payables	13	1,029,358	514,673
Bank overdraft	11	115	1,225
Total current liabilities		1,300,862	1,932,298
TOTAL EQUITY AND LIABILITIES		3,384,696	2,739,029

The financial statements set out on pages 5 to 20 were approved and authorised for issue by the Board of Directors on 28.04.2022 and signed on its behalf by:


Rajdipkumar Gupta
Director

Tonio Ellul
Director

Sandipkumar Chandrakant Gupta
Director

365squared Ltd**Statement of Changes in Equity****For the Year Ended 31 March 2022**

	Share Capital	Capital contribution	Retained earnings	Total Equity
	EUR	EUR	EUR	EUR
Equity as at 01 April 2020	2,001	-	20,740	22,741
Profit for the year (as restated)	-	-	2,552,290	2,552,290
Ordinary dividends	-	-	(1,768,300)	(1,768,300)
Equity as at 31 March 2021	<u>2,001</u>	<u>-</u>	<u>804,730</u>	<u>806,731</u>

	Share capital	Capital contribution	Retained earnings	Total Equity
	EUR	EUR	EUR	EUR
Equity as at 01 April 2021	2,001	-	804,730	806,731
Profit for the year	-	-	2,317,611	2,317,611
Ordinary dividends	-	-	(1,190,000)	(1,190,000)
Equity settled share based payment in the parent company	-	146,772	-	146,772
Equity as at 31 March 2022	<u>2,001</u>	<u>146,772</u>	<u>1,932,341</u>	<u>2,081,114</u>

365squared Ltd
Cash Flows Statement
For the Year Ended 31 March 2022

		2022	2021
			(as restated)
	Note	EUR	EUR
Cash from operating activities:			
Profit before tax		2,458,324	2,685,686
Interest income to reconcile to profit from operations		(1)	(1)
Depreciation		40,765	37,816
Employee share options		146,772	-
Profit from operations		2,645,860	2,723,501
Decrease (increase) in trade and other receivables		(941,752)	(613,184)
Increase (decrease) in trade and other payables		514,686	(1,169,718)
Proceeds from interest received classified as operating		1	1
Payments of income taxes		(1,295,539)	(1,074,519)
Net cash flows from/(used in) operating activities		923,256	(133,919)
Cash flows from investing activities:			
Payments to acquire property, plant and equipment		(8,025)	(14,395)
Proceeds from disposal of property, plant and equipment		-	1,712
Net cash flows used in investing activities		(8,025)	(12,683)
Net cash from/(used in) in cash and cash equivalents		915,231	(146,602)
Cash and cash equivalents at beginning of year		430,600	577,202
Cash and cash equivalents at end of year	11	1,345,831	430,600

1. General Notes

1.1. Basis of preparation

i Basis of measurement and statement of compliance

The financial statements of 365squared Ltd ("the Company") have been prepared in accordance with the Accountancy Profession (General Accounting Principles for Small and Medium-Sized Entities) Regulations, 2015 and the Schedule accompanying and forming an integral part of those Regulations ("GAPSME"). The financial statements have been prepared on the historical cost basis.

ii Functional and presentation currency

The financial statements are presented in euro (€), which is the Company's functional currency and presentation currency.

2. Significant accounting policies

2.1. Property, plant and equipment

i Recognition and measurement

The cost of an item of property, plant and equipment is recognised as an asset when it is probable that the future economic benefits that are associated with the asset will flow to the entity and the cost can be measured reliably. Property, plant and equipment are initially measured at cost comprising the purchase price, any costs directly attributable to bringing the assets to a working condition for their intended use, and the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. Subsequent expenditure is capitalised as part of the cost of property, plant and equipment only if it enhances the economic benefits of an asset in excess of the previously assessed standard of performance, or it replaces or restores a component that has been separately depreciated over its useful life.

After initial recognition, property, plant and equipment may be carried under the cost model, that is at cost less any accumulated depreciation and any accumulated impairment losses, or under the revaluation model, that is at their fair value at the date of the revaluation less any accumulated depreciation and any accumulated impairment losses.

After initial recognition, property, plant and equipment are carried under the cost model.

ii Depreciation

Depreciation is calculated to write down the carrying amount of the asset on a systematic basis over its expected useful life. Depreciation of an asset begins when it is available for use and ceases at the earlier of the date that the asset is classified as held for sale (or included in a disposal group that is classified as held for sale) or the date that the asset is derecognised. The depreciation charge for each period is recognised in profit or loss.

The rates of depreciation used for other items of property, plant and equipment are the following:

Furniture and fixtures	10% straight line
Office equipment	33% straight line

2. Significant accounting policies (continued)

2.1. Property, plant and equipment (continued)

ii Depreciation (continued)

Depreciation method, useful life and residual value

The depreciation method applied, the residual value and the useful life are reviewed on a regular basis and when necessary, revised with the effect of any changes in estimate being accounted for prospectively.

Derecognition of property, plant and equipment

Property, plant and equipment are derecognised on disposal or when no future economic benefits are expected from their use or disposal. Gains and losses arising from derecognition represent the difference between the net proceeds (if any) and the carrying amount and are included in profit or loss in the period of derecognition.

2.2. Financial assets, financial liabilities and equity

A financial asset or a financial liability is recognised on the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially recognised at their fair value plus in the case of financial assets and financial liabilities not classified as held for trading and subsequently measured at fair value, transaction costs attributable to the acquisition or issue of the financial assets and financial liabilities.

Financial assets and financial liabilities are derecognised if and to the extent that, it is no longer probable that any future economic benefits associated with the item will flow to or from the entity.

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

A financial instrument, or its component parts, is classified as a financial liability, financial asset or an equity instrument in accordance with the substance of the contractual arrangement rather than its legal form.

i Trade and other receivables

Trade and other receivables are stated at their nominal value unless the effect of discounting is material in which case trade and other receivables are measured at amortised cost using the effective interest method. Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss when there is objective evidence of impairment.

ii Cash and cash equivalents

Cash comprises cash on hand and demand deposits. Cash equivalents are short-term investments that are held to meet short-term cash commitments rather than for investment or other purposes. Bank overdrafts, which are repayable on demand and form an integral part of the Company's cash management, and are presented in current liabilities in the balance sheet.

iii Ordinary shares

Ordinary shares issued by the Company are classified as equity. Dividends to ordinary shareholders are debited directly to equity and are recognised as liabilities in the period in which they are declared.

2. Significant accounting policies (continued)

2.2. Financial assets, financial liabilities and equity (continued)

iv Trade and other payables

Trade and other payables are stated at their nominal value unless the effect of discounting is material, in which case trade and other payables are measured at amortised cost using the effective interest method.

2.3. Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership to the lessee. All other leases are classified as operating leases. Lease classification is made at the inception of the lease, which is the earlier of the date of the lease agreement and the date of commitment by the parties to the principal provisions of the lease.

2.4. Impairment of assets

The Company's property, plant and equipment and financial assets are tested for impairment.

i Property, plant and equipment

The carrying amounts of the Company's Property, plant and equipment are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognised and the carrying amount of the asset is reduced to its recoverable amount. Impairment losses are recognised immediately in profit or loss, unless they relate to an asset which is carried at revalued amount, in which case they are treated as a revaluation decrease to the extent that the impairment loss does not exceed the amount in the revaluation surplus for that asset.

The carrying amounts of Company's assets are also reviewed at each balance sheet date to determine whether there is any indication that an impairment loss recognised in prior periods may no longer exist or may have decreased. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss previously recognised is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that it does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Impairment reversals are recognised immediately in profit or loss, unless they relate to an asset which is carried at revalued amount, in which case they are treated as a revaluation increase unless an impairment loss on the same asset was previously recognised in profit or loss.

ii Financial assets

A financial asset or a group of financial assets is impaired and impairment losses are incurred if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

2. Significant accounting policies (continued)

2.4. Impairment of assets (continued)

ii Financial assets (continued)

If there is objective evidence that an impairment loss on financial assets carried at amortised cost or cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The amount of the loss is recognised in profit or loss. If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed. The reversal does not result in a carrying amount of the financial asset that exceeds what the amortised cost/cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in profit or loss.

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, the amount of the impairment loss is measured as the difference between the carrying amount of the financial asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses are not reversed.

When a decline in the fair value of an available-for-sale financial asset has been recognised directly in equity and there is objective evidence that the asset is impaired, the cumulative loss that had been recognised directly in equity is reclassified from equity to profit or loss as a reclassification adjustment even though the financial asset has not been derecognised. The amount of the cumulative loss that is removed from equity and is recognised in profit or loss is the difference between the acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that financial asset previously recognised in profit or loss. Impairment losses recognised in profit or loss for an investment in an equity instrument classified as available for sale is not reversed through profit or loss.

If, in a subsequent period, the fair value of a debt instrument classified as available-for-sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss shall be reversed, with the amount of the reversal recognised in profit or loss.

2.5. Taxation

Income tax expense comprises current and deferred tax. Income tax expense is recognised in profit or loss except to the extent that the tax arises from a transaction or event which is recognised directly in equity, in which case it is recognised in equity.

Current tax is based on the taxable profit for the year, as determined in accordance with tax laws, and measured using tax rates, which have been enacted or substantively enacted by the balance sheet date.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

2. Significant accounting policies (continued)**2.5. Taxation (continued)**

Deferred tax is recognised on temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. The Company recognises a deferred tax liability in respect of all taxable temporary differences and a deferred tax asset in respect of all deductible temporary differences except to the extent that such deferred tax liability arises from the initial recognition of goodwill or the deferred tax asset/liability arises from the initial recognition of an asset or liability which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit (loss). Recognition of a deferred tax asset is however limited to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. The Company re-assesses any unrecognised deferred tax asset at each balance sheet date to determine whether future taxable profit has become probable that allows the deferred tax asset to be recovered.

2.6. Income**i Rendering of services**

Revenue from telecommunication services is recognised when the services are rendered, using the percentage-of-completion method based on the actual service provider as a proportion of the total services to be permitted.

ii Interest income

Revenue is recognised as interest accrues (using the effective interest method). Interest income is included in finance revenue in the income statement.

2.7. Foreign currencies

Transactions denominated in foreign currencies are converted to the functional currency at the rates of exchange ruling on the dates on which the transactions first qualify for recognition. Monetary assets and monetary liabilities denominated in foreign currencies at balance sheet date are translated at year end closing rates of exchange. Any exchange differences arising on the settlement of monetary assets and monetary liabilities, or on translating foreign denominated monetary assets and liabilities at the balance sheet date at rates different from those at which they were previously translated, are recognised in profit or loss.

3. Revenue

Revenue is derived from the provision of telecommunication services, and is analysed as follows:

	2022	2021
	EUR	EUR
Rendering of services	<u>5,474,065</u>	<u>7,041,731</u>

4. Finance income

	2022	2021
	EUR	EUR
Bank interest	<u>1</u>	<u>1</u>

5. Profit before tax

Profit before tax is charged after charging the following:

	2022	2021 (as restated)
	EUR	EUR
Directors' remuneration	122,947	38,500
Depreciation	40,765	37,816

5.1. Auditors remuneration

Fee due to the Company's auditors for the service rendered during the year amounted to:

	2022	2021 (as restated)
	EUR	EUR
Audit fees	11,751	15,584

5.2. Staff costs

Staff costs incurred during the year are analysed as follows:

	2022	2021 (as restated)
	EUR	EUR
Salaries and Wages	643,955	646,295
Employer's Share of Social Security Contributions	16,166	14,612
	<u>660,121</u>	<u>660,907</u>

5.3. Number of employees

The average number of persons employed by the Company during the year was as follows:

	2022	2021 (as restated)
	No.	No.
Management	5	2
Operations support	5	7
	<u>10</u>	<u>9</u>

6. Taxation**6.1. Fiscal Unit**

In 2021, the Company has agreed to form part of a Fiscal Unit for Maltese income tax purposes in terms of the Consolidated Group (Income Tax) Rules ('Consolidated Group tax rules') effective from financial year ended 31 March 2021. These Rules allow the members of the Fiscal Unit to elect to be treated as one single taxpayer and to compute their chargeable income or losses on a consolidated basis. Under the Consolidated Group tax rules, the Maltese tax liabilities otherwise due on the taxable profits of the Fiscal Unit's subsidiaries can be set off against the 6/7ths tax refund otherwise due thereon to their shareholders, resulting in the Fiscal Unit as a whole incurring tax at a 5% effective tax rate.

As part of this process, the Company entered into a tax sharing and funding agreement with the Fiscal Unit's parent company, which is the Fiscal Unit's principal taxpayer in terms of the Consolidated Group tax rules. Such an agreement provides for the allocation of income taxes to the Fiscal Unit members: the allocation of tax within the Fiscal Unit is calculated as if each member entity was an individual entity for tax purposes, with taxes allocated by reference to the chargeable income/losses of each member entity and recognised fully in each member entity's own financial statements.

Under the terms of this agreement, the Company shall compensate the Fiscal Unit's principal taxpayer for its share of the tax payable that has been assumed by the principal taxpayer; it will conversely be compensated by the principal taxpayer for its share of any tax receivable. As a result, the Company recognises a liability towards (or an asset receivable from) the principal taxpayer for its allocated share of the current tax liabilities (or deferred tax assets arising from unused tax losses and tax credits) that have been assumed by the principal taxpayer.

Since the tax consolidation regime allows for a full integration of the tax position of the Fiscal Unit's members, the Company has applied an equivalent effective tax rate of 5% for the computation of current tax expense. The Company previously applied a tax rate of 35% for the computation of its current tax expense for the year ended 31 March 2021. The restatements made due to prior period adjustments arising from the application of the Fiscal Unit consolidation is disclosed in Note 14.

6.2. Income tax expense

	2022	2021 (as restated)
	EUR	EUR
Current tax expense	127,723	143,666
Deferred tax expense (credit)	12,990	(10,270)
	<u>140,713</u>	<u>133,396</u>

6.3. Tax reconciliation

	2022	2021 (as restated)
	EUR	EUR
Profit for the year	2,458,324	2,685,686
Tax at 5%	122,916	134,284
Tax effect of:		
Expenses disallowed for tax purposes	10,487	11,386
Disallowed income	(4,007)	-
Capital allowances	(1,673)	(2,004)
Deferred tax (income)	12,990	(10,270)
	<u>140,713</u>	<u>133,396</u>

365squared Ltd

Notes to the Financial Statements (continued)

For the Year Ended 31 March 2022

7. Current tax payable

	2022	2021
		(as restated)
	EUR	EUR
Tax payable to authorities	-	1,272,734
Tax payable to parent	271,389	143,666
Total current tax payable	271,389	1,416,400

8. Property, plant and equipment

	Furniture and fixtures EUR	Office equipment EUR	Total EUR
Cost			
Opening balance	43,414	188,905	232,319
Additions	561	7,464	8,025
Balance at 31 March 2022	43,975	196,369	240,344
Depreciation			
Opening balance	(24,373)	(148,228)	(172,601)
Depreciation	(4,368)	(36,397)	(40,765)
Balance at 31 March 2022	(28,741)	(184,625)	(213,366)
Carrying amount			
At 01 April 2021	19,041	40,677	59,718
At 31 March 2022	15,234	11,744	26,978

9. Deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities		Net	
	2022	2021	2022	2021	2022	2021
	EUR	EUR	EUR	EUR	EUR	EUR
Property, plant and equipment	1,287	775	-	-	1,287	775
Unrealised foreign exchange loss (income)	(4,007)	9,495	-	-	(4,007)	9,495
Tax assets (liabilities)	(2,720)	10,270	-	-	(2,720)	10,270

Movement in temporary differences during the year:

	Balance, beginning of period, 2021	Recognised in income	Recognised in equity	Balance, end of period, 2021
	EUR	EUR	EUR	EUR
Property, plant, and equipment	-	775	-	775
Unrealised FX loss (income)	-	9,495	-	9,495
	-	10,270	-	10,270

	Balance, beginning of period, 2022	Recognised in income	Recognised in equity	Balance, end of period, 2022
	EUR	EUR	EUR	EUR
Property, plant, and equipment	775	512	-	1,287
Unrealised FX loss (income)	9,495	(13,502)	-	(4,007)
	10,270	(12,990)	-	(2,720)

365squared Ltd**Notes to the Financial Statements (continued)****For the Year Ended 31 March 2022****10. Trade and other receivables**

	2022	2021
	EUR	EUR
Trade receivables	1,599,004	1,902,502
Accrued Income	335,772	211,570
Prepayments	27,261	26,268
Deposits	4,034	8,632
Indirect taxation	9,429	22,569
Amounts due from sister entity	10,268	2,600
Amounts due from Route Mobile Limited	3,200	125
Other receivable	22,804	62,950
	<u>2,011,772</u>	<u>2,237,216</u>

Trade receivables include a balance amounting to €1,109,389 (2021: €1,500,939) which is due from the Parent Company.

Amounts due from sister entity amounting to €10,268 is unsecured, interest free and repayable upon demand.

11. Cash and cash equivalents

Cash and cash equivalents for the purpose of the balance sheet and cash flow statement are as follows:

	2022	2021
	EUR	EUR
Cash on hand	474	5,009
Bank balances	1,345,472	426,816
Total cash and cash equivalents in the Balance Sheet	1,345,946	431,825
Bank overdraft	(115)	(1,225)
Total cash and cash equivalents in the statement of cash flows	<u>1,345,831</u>	<u>430,600</u>

12. Share capital**12.1. Share capital**

	2022	2021
	EUR	EUR
Authorised		
2,001 Ordinary Shares of €1 each	<u>2,001</u>	<u>2,001</u>
Issued and fully paid up		
2,001 Ordinary Shares of €1 each	<u>2,001</u>	<u>2,001</u>

Notes to the Financial Statements (continued)

For the Year Ended 31 March 2022

12. Share capital (continued)

12.2. Capital Contribution

This represents a stock option that employees have to buy shares at a future date. The shares will be in Route Mobile Limited, while Route Mobile (UK) Limited will bear the cost of the option. Route Mobile (UK) Limited will not seek any compensation from the Company for the benefit that the employees of the Company will get. As Route Mobile (UK) will not be seeking compensation from the Company, this benefit being a non-cash consideration will be recognised as a capital contribution.

12.3. Retained earnings

Final dividend of €1,190,000 was declared on 31 March 2022. Net dividends declared in prior year amounting to €1,768,300 and net dividends declared during the year amounting to €1,190,000 were set off against the amount due from shareholder which is included in the trade receivable balance in note 9.

13. Trade and other payables

	2022	2021
	EUR	EUR
Trade payables	542,454	327,498
Accruals	484,151	177,174
Other payables	2,753	10,001
	<u>1,029,358</u>	<u>514,673</u>

Trade payables and accruals include a balance amounting to €155,879 (2021: €201,911) which was due to the parent company.

14. Non-cancellable operating leases

	2022	2021
	EUR	EUR
Non-Current liabilities		
Commitments related to non-cancellable-operating leases in existence at the reporting date but not recognised as liabilities payable:	38,575	60,575
Payment due		
Within one year	22,000	22,000
Later than one year but no later than five years	16,575	38,575
	<u>38,575</u>	<u>60,575</u>

15. Correction of prior period errors

As disclosed in Note 6, in 2021, the Company has agreed to form part of a Fiscal Unit for Maltese income tax purposes in terms of the Consolidated Group (Income Tax) Rules ('Consolidated Group tax rules') effective from financial year ended 31 March 2021 and has applied an equivalent effective tax rate of 5% (previously 35%) for the computation of current tax expense.

The following are the restatements made due to prior period adjustments in the Company's financial statements as at 31 March 2021:

15. Correction of prior period errors (continued)

	31 March 2021 (previously stated) EUR	Adjustments EUR	31 March 2021 (as restated) EUR
	31 March 2021 (previously stated) EUR	Adjustments EUR	31 March 2021 (as restated) EUR
Balance sheet:			
Deferred tax asset	71,887	(61,617)	10,270
Current tax liabilities	(2,278,394)	1,005,660	(1,272,734)
Tax payable to Parent	-	(143,666)	(143,666)
Retained earnings	(4,353)	(800,377)	(804,730)
Income statement:			
Tax expense	(933,773)	800,377	(133,396)

16. Related party disclosures

16.1. Related party relationship

The Company is controlled by the direct parent of the Company, Route Mobile (UK) Limited (incorporated in United Kingdom), which owns 100% of the Company's shares. The ultimate parent of the group is Route Mobile Limited (incorporated in India) and the ultimate controlling parties of the Group are Mr. Sandipkumar Chandrakant Gupta and Mr. Rajdipkumar Gupta who each own 14.68% of the Group's issued share capital.

The Company has a related party relationship with its key management personnel, parent company, fellow subsidiaries, ultimate shareholders and companies owned or controlled by the Company's ultimate shareholders and key management personnel.

Key management personnel are those individuals who have significant authority and responsibility for planning, directing and controlling the activities of the company/Group. The key management personnel within the Company includes the director.

16.2. Related party transactions

	2022 EUR	2021 EUR
Directors remuneration	122,947	38,500
Key management personnel remuneration	317,777	451,105
Invoices issued by the ultimate Parent Company	428,624	613,277
Payments made to ultimate Parent Company	459,289	538,169
Declared net dividend	1,190,000	1,768,300
Amount receivable from the shareholder netted off against dividend payable	1,190,000	2,293,300
Invoices issued to the shareholder	1,937,015	2,749,598
Payments made by the shareholder	1,329,606	1,226,433

Related party balances are disclosed in Notes 10 and 13.

Independent Auditor's Report

To the Shareholders of 365squared Ltd

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of 365squared Ltd set out on pages 5 - 20 which comprise the balance sheet as at 31 March 2022, the statement of 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.

In our opinion, the accompanying financial statements give a true and fair view of the balance sheet of the Company as at 31 March 2022, and of its financial performance for the year then ended in accordance with the Accountancy Profession (General Accounting Principles for Small and Medium-sized Entities) Regulations, 2015 and the Schedule accompanying and forming an integral part of those Regulations (GAPSME) and have been properly prepared in accordance with the requirements of the Maltese Companies Act (Cap. 386).

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 the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in accordance with the Accountancy Profession (Code of Ethics for Warrant Holders) Directive issued in terms of the Accountancy Profession Act (Cap. 281) in Malta, and we have fulfilled our other ethical responsibilities in accordance with these requirements and 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 the directors' report. Our opinion on the financial statements does not cover the other information and 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.

With respect to the directors' report, we also considered whether the directors' report includes the disclosures required by Art. 177 of the Maltese Companies Act (Cap. 386).

Based on the work we have performed, in our opinion:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with the Maltese Companies Act (Cap. 386).

In addition, in light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we are required to report if we have identified material misstatements in the directors' report and other information. We have nothing to report in this regard.

Independent Auditor's Report (continued)

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation of the financial statements that give a true and fair view in accordance with the Accountancy Profession (General Accounting Principles for Small and Medium-sized Entities) Regulations, 2015 and the Schedule accompanying and forming an integral part of those Regulations (GAPSME) and the requirements of the Maltese Companies Act (Cap. 386), and for such internal control as the directors 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 has 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 auditor's 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 scepticism 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 auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Independent Auditor's Report (continued)

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.

Report on Other Legal and Regulatory Requirements

We also have responsibilities under the Maltese Companies Act (Cap. 386) to report to you if, in our opinion:

- Adequate accounting records have not been kept, or that returns adequate for our audit have not been received from branches not visited by us.
- The financial statements are not in agreement with the accounting records and returns.
- We have not received all the information and explanation which, to the best of our knowledge and belief we require for the purpose of our audit.

We have nothing to report to you in respect of these responsibilities.



Kris Bartolo (Partner)

for and on behalf of

ZD Assurance Limited

Registered Auditors

Company Reg No: C66286

zampadebattista.com

230, 230 Works Business Centre,
Second floor
Eucharistic Congress Road
Mosta, Malta

Date: 28.04.2022

**The Schedules and Appendices on the pages that follow do not form part
of the financial statements**

365squared Ltd**Schedules****For the Year Ended 31 March 2022****Schedule of Administrative Expenses**

	2022	2021
	EUR	EUR
Administrative expenses		
Accountancy	24,401	22,948
Audit fee	11,751	15,584
Bank charges	3,802	23,809
Professional fees	10,400	14,108
Depreciation	40,765	37,816
Directors' remuneration	122,947	38,500
Fines and penalties	22,201	1,916
Insurance	15,247	8,062
IT expenses	182,233	21,976
Lease rentals on operating lease	22,000	22,000
Realised loss on exchange	(54,923)	(39,321)
Printing and stationery	14,796	13,871
Repairs and maintenance	101	430
Research and development costs	313,541	215,317
Salaries, wages and employee benefits	537,174	664,154
Staff costs	7,121	270
Subscriptions	10,945	-
Telephone and fax	43,923	25,887
Training	125	3,350
Travel expenses	11,891	13,261
Equity settled share based payment in the parent	146,772	-
Marketing	5,875	25,332
Operations	823,312	565,868
Other expenses	1,678	4,996
	<u>2,318,078</u>	<u>1,700,134</u>