

Company registration number 07733317 (England and Wales)

ROUTE MOBILE (UK) LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

ROUTE MOBILE (UK) LIMITED

COMPANY INFORMATION

Directors	Mr Rajdipkumar Gupta Mr Sandipkumar Gupta Mr Arun Vijaykumar Gupta	(Appointed 2 September 2021)
Company number	07733317	
Registered office	183-189 The Vale Acton London W3 7RW	
Auditor	Reddy Siddiqui LLP 183-189 The Vale Acton London W3 7RW	

ROUTE MOBILE (UK) LIMITED

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ROUTE MOBILE (UK) LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 31 MARCH 2022

The directors present the strategic report for the year ended 31 March 2022.

Fair review of the business

The Company's revenues increased by 33 % from £97 million in the fiscal year ended 31 March 2021 to £129 million in the fiscal year ended 31 March 2022.

The Company is in continuous process of expanding in existing and newer markets through direct and indirect channels. In the past, the Company has achieved success by pursuing similar strategy.

Principal risks and uncertainties

There are a number of potential risks and uncertainties, which could have a material impact on the company's long-term performance and could cause actual results to differ materially from expected results.

Liquidity risk

The Company seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably. External funding facilities are managed to ensure that both short-term and longer-term funding is available to provide short-term flexibility whilst providing sufficient funding to the company's forecast working capital requirements.

Credit risk

The Company extends credit to customers of various durations depending on customer creditworthiness and industry custom and practice for the product or service. In the event that a customer proves unable to meet payments when they fall due, the company will suffer adverse consequences. To manage this, the company continually monitors credit terms to ensure that no single customer is granted credit inappropriate to its credit risk.

Competitor risk

The Company operates in a highly competitive market with rapidly changing product and pricing innovations. We are subject to the threat of our competitors launching new products in our markets (including updating product lines) before we make corresponding updates and development to our own product range. This could render our products and services out-of-date and could result in loss of market share. To reduce this risk, we undertake new product development and maintain strong supplier relationships to ensure that we have products at various stages of the life cycle.

Competitor risk also manifests itself in price pressures which are usually experienced in more mature markets. This results not only in downward pressure on our gross margins but also in the risk that our products are not considered to represent value for money. The company therefore monitors market prices on an ongoing basis.

Acquisition integration execution

The Company actively pursues inorganic opportunities both in terms of geographical expansion, consolidation in existing markets and adding new product line to its existing product portfolio. The Board acknowledges that there is a risk of operational disturbance in the course of integrating the acquired businesses with existing operations. The Company mitigates this risk by careful planning and rigorous due diligence.

ROUTE MOBILE (UK) LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

Development and performance

The company has developed its business to such extent that it has been recognized as "Tier 1 in International A2P messaging provider" by the annual survey conducted by ROCCO for 2021.

MNOs have particularly voted Route Mobile for being strong in key areas - Pricing model, Global reach, Enabler, NPS & Performance+ categories.

MNOs have complimented Route Mobile for being trustworthy, reliable and having good performance.

Key performance indicators

The financial key performance indicators are set out below:

Particulars	2022 GBP	2021 GBP
Turnover	129,215,685	97,086,414
Cost of Sales	115,127,721	86,938,952
Gross profit	14,087,964	10,147,462
Gross profit %	10.90%	10.45%
Operating profit	9,317,336	8,718,812
Other Operating Cost	6,215,990	4,804,108
PBT*	9,772,288	10,065,399
PAT	7,807,354	9,198,248

* The profit before tax includes £1.4 million of Foreign exchange gain conversion where as this was £3.3 million in the previous year.

Promoting the success of the company

This statement aligns to the Section 172 of the Companies Act 2006. The statement focuses on how the directors of the Company have had regard during the year to matters set out in section 172(1) (a) to (f) of the Act when performing their duties.

The directors must act in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole. In doing so a director of a Company must have regard (amongst other matters) to:-

a. The likely consequence of any decision in the long term:

The decisions of the Board are taken after due deliberation and post considering the different interests and several factors of various stakeholders. The interest of one group of stakeholders shall not be aligned with the interest of other stake holders however the Board ensures that the decision taken are always in the interest of the Company and wider group of stakeholders. The major Decision taken by the Company during the year under review was acquisition of 100% stock ownership of Masivian S.A.S., Colombia, South America ("Masivian"). The Board ensured and took all necessary steps and conducted Due Diligence to understand the risk involved and synergies derived from the said transaction. Masivian is a leading cloud communications platform service provider in Latin America, with leadership position in Colombia and Peru, as well as a presence in several countries in the region. Masivian's differentiated and well-adapted cloud communication platform, security & data analytics offer a comprehensive suite of communications, marketing, and unique AI-powered products for enterprises. Masivian offers multichannel notification services through SMS, Email, as well as Voice, serving marquee clients across Colombia & Peru.

ROUTE MOBILE (UK) LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

b. The interests of the Company's employees:

The employees are fundamental to the delivery of Company's plan. The health, safety and well being of the employees is one of the primary considerations in the way Company conducts its business activities. To help motivate and retain employees, they have been granted Employee Stock Options. Employees have been covered under the Pension Scheme and provided with Medclaim Benefits.

c. The need to foster the Company's business relationships with suppliers, customers and others:

The Company has a strong presence in the local market with a professional team that engages with enterprise customers and operators within the UK and Europe. As accredited members of the GSMA and Mobile Ecosystem Forum, the Company engages with suppliers and customers to create an inclusive set of solutions that benefit the entire value chain.

Further, the Company strengthens its relationship with suppliers and customers in following ways:

Customers:

The Company plays a crucial role in customer service along with customer engagement. The Company has a dedicated sales team allocating a dedicated account manager for all the accounts, who are responsible for the overall relationship. Furthermore, the Company also provide back end support for the technical and new product and services.

Suppliers:

Company has an open and transparent engagement with the suppliers/vendors and try to engage vendor with bilateral engagement/arrangement which helps to strengthen the relationship with an interrupted service flow. The Company is in continuous and constant communication with the supplier regarding the accounts, relationship & future engagements.

d. The impact of the Company's operations on the community and the environment:

The Company had adopted and implemented the Environmental, Social and Governance policy as a part of Company's commitment to improve the environment and contribute for environmental sustainability. The Company engages its employees towards awareness and communication campaigns to sensitize them the need to conserve resources and be environmentally responsible.

e. The desirability of the Company maintaining a reputation for high standards of business conduct:

The Company's intention is to behave responsibly and ensure that management operate the business in a responsible manner, within the high standards of business conduct and good governance. Furthermore, the objective is to nurture the Company's reputation, through both the construction and delivery of plan, which reflects the responsible behavior. The key policy which binds our people and partners are Anti-Bribery & Anti-Corruption Policy.

f. The need to act fairly as between members of the company:

The Company is committed to openly engage with shareholder and hold meetings updating them of the financial performance, operational issues and future plans.

On behalf of the board

Mr Sandipkumar Gupta
Director



16 May 2022

ROUTE MOBILE (UK) LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2022

The directors present their annual report and financial statements for the year ended 31 March 2022.

Principal activities

The principal activity of the company continued to be engaged in the business of inter alia providing technology services for mobile communications with a focus on messaging.

Results and dividends

The results for the year are set out on page 11.

Ordinary dividends were paid amounting to £1,850,000. The directors do not recommend payment of a final dividend.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Mr Rajdipkumar Gupta

Mr Sandipkumar Gupta

Mr Ramachandran Sivathanu

Mr Arun Vijaykumar Gupta

(Resigned 27 August 2021)

(Appointed 2 September 2021)

Business relationships

Customer service along with customer engagement is at the heart of what we do at RML. With our dedicated sales team allocating a dedicated account manager to all our accounts who are responsible for the overall relationship. We also provide back end support for the technical and new product and services.

We have an open and transparent engagement with our suppliers/vendors. We try to engage our vendor with bilateral engagement/arrangement this helps to strengthen the relationship with an interrupted service flow. We also are in continuous and constant communication with our supplier regarding our account, relationship & future engagements.

Auditor

The auditor, Reddy Siddiqui LLP, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

Energy and carbon report

As the company has not consumed more than 40,000 kWh of energy in this reporting period, it qualifies as a low energy user under these regulations and is not required to report on its emissions, energy consumption or energy efficiency activities.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

ROUTE MOBILE (UK) LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

Going Concern

The impact on the Company arising from the uncertainty of the recent COVID-19 outbreak has been considered by the Directors:

- Management have considered updated financial forecasts. Based upon the information available, the Directors consider that the Company has sufficient liquidity to continue in business for at least the next 12 months as a going concern.
- The Directors have reviewed the assets of the business and do not believe there to be any impairments arising as a result of the pandemic.
- To date, there has been no material impact on the Company arising from the Covid-19 outbreak and the Directors continue to monitor the situation very closely. In addition, the Directors do not believe there will be any impact on the Company arising from the UK's exit from the European Union.
- In assessing the recoverability of receivables including unbilled receivables, the Company has considered internal and external information up to the date of these financial statements including credit reports and economic forecasts. The Company has performed sensitivity analysis on the assumptions used and based on the current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets.

The impact of the global health pandemic and Brexit may be different from the estimate as at the date of these financial statements and the Company will closely monitor any material changes to future economic conditions and respond accordingly.

On behalf of the board

Mr Sandip Kumar Gupta
Director



16 May 2022

ROUTE MOBILE (UK) LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 MARCH 2022

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

ROUTE MOBILE (UK) LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ROUTE MOBILE (UK) LIMITED

Opinion

We have audited the financial statements of Route Mobile (UK) Limited (the 'company') for the year ended 31 March 2022 which comprise the profit and loss account, the statement of comprehensive income, the balance sheet, the statement of changes in equity, the statement of cash flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

The impact of macro-economic uncertainty on our audit

As part of our audit of the financial statements we are required to obtain an understanding of all relevant uncertainties, including those due to the effects of macro-economic uncertainties such as Covid-19, Brexit and economic sanctions against Russia. All audits are subject to assessing, reviewing and challenging the reasonableness of estimates made by the directors along with the related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's prospects and performance.

Covid-19, Brexit and the economic sanctions against Russia are currently the most significant economic events faced by the UK, and as at the date of this report their effects are subject to unprecedented levels of uncertainty, with the full range of possible outcomes and their impacts unknown. We have applied a standardised approach in response to these uncertainties when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company associated with these particular events.

Conclusions relating to going concern

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

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

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

ROUTE MOBILE (UK) LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF ROUTE MOBILE (UK) LIMITED

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. 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 course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report. We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine 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.

Auditor's 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 (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

ROUTE MOBILE (UK) LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF ROUTE MOBILE (UK) LIMITED

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to breaches of employment laws, data protection and relevant tax compliance regulations, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls) and determined that the principal risks were related to posting inappropriate journals to manipulate financial results and management bias in accounting estimates. Audit procedures performed included:

- Enquiry of management, those charged with governance, including consideration of known or suspected instances of non compliance with laws and regulations and fraud.
- Reviewing minutes of meetings of those charged with governance.
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations.
- Auditing the risk of management override of controls, including through testing journal entries and other adjustments for appropriateness, and evaluating the business rationale of significant transactions outside the normal course of business.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

ROUTE MOBILE (UK) LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF ROUTE MOBILE (UK) LIMITED

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report,

Investment in Subsidiaries

Refer to the accompanying financial statements for the accounting policies and notes 13 and 14 for financial disclosures with respect to carrying value of investments in subsidiaries,

During the year ended 31 March 2022, the Company has completed the acquisition of Masivian S.A.S., a company based in Columbia for a total consideration of USD 50 million on the basis of Stock Purchase Agreement and other related arrangements, The Company also incorporated two new subsidiaries during the year, PT Route Mobile Indonesia and Send Clean Inc., USA.

We have considered the above investments in subsidiaries to be a matter of most significance to our current year audit considering the materiality of the amounts involved, complexity involved in the acquisition as well as significant judgements and estimates in relation to the assessment of fair values of assets and liabilities recognised on acquisition and therefore, it has been identified as a key audit matter for the current year.

Impairment assessment of Investment in Subsidiaries

Impairment assessment of investment in subsidiaries is considered as a significant risk as there is a risk that recoverability of the investments could not be established, and potential impairment charge might be required to be recorded in the financial statements, The recoverability of these investments is inherently subjective due to reliance on net worth of investee and cash flow projections of these investee companies.

An impairment loss is not recognised during the period. However, due to their materiality and significant degree of judgement and subjectivity involved in the estimates and key assumptions used in determining the cash flows used as part of impairment evaluation, this is considered to be an area which had the greatest effect on our overall audit strategy and allocation of resources in planning and completing our audit and accordingly, the matter is determined as a key audit matter.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's 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 members as a body, for our audit work, for this report, or for the opinions we have formed.



Omar Siddiqui (Senior Statutory Auditor)
For and on behalf of Reddy Siddiqui LLP

Date:

Chartered Accountants
Statutory Auditor

183-189 The Vale
Acton
London
W3 7RW

ROUTE MOBILE (UK) LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 MARCH 2022

	Notes	2022 £	2021 £
Turnover	3	129,215,685	97,086,414
Cost of sales		(115,127,721)	(86,938,952)
Gross profit		14,087,964	10,147,462
Administrative expenses		(6,215,990)	(4,804,108)
Other operating income		1,445,362	3,375,458
Operating profit	4	9,317,336	8,718,812
Interest receivable and similar income	8	1,021,648	1,575,580
Interest payable and similar expenses	9	(566,696)	(228,993)
Profit before taxation		9,772,288	10,065,399
Tax on profit	10	(1,964,934)	(867,151)
Profit for the financial year		7,807,354	9,198,248

The profit and loss account has been prepared on the basis that all operations are continuing operations.

ROUTE MOBILE (UK) LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2022

	2022 £	2021 £
Profit for the year	7,807,354	9,198,248
Other comprehensive income	-	-
Total comprehensive income for the year	<u>7,807,354</u>	<u>9,198,248</u>

ROUTE MOBILE (UK) LIMITED

BALANCE SHEET

AS AT 31 MARCH 2022

	Notes	2022 £	£	2021 £	£
Fixed assets					
Tangible assets	13		44,399		158,169
Investments	14		55,201,113		17,367,312
			<u>55,245,512</u>		<u>17,525,481</u>
Current assets					
Debtors	16	28,483,829		38,700,720	
Investments	17	486,947		463,978	
Cash at bank and in hand		11,254,998		5,853,975	
		<u>40,225,774</u>		<u>45,018,673</u>	
Creditors: amounts falling due within one year	18	(53,293,010)		(31,773,361)	
Net current (liabilities)/assets			<u>(13,067,236)</u>		<u>13,245,312</u>
Total assets less current liabilities			<u>42,178,276</u>		<u>30,770,793</u>
Creditors: amounts falling due after more than one year	19	(15,174,367)		(10,391,498)	
Provisions for liabilities					
Deferred tax liability	21	7,925		29,430	
		<u>(7,925)</u>		<u>(29,430)</u>	
Net assets			<u>26,995,984</u>		<u>20,349,865</u>
Capital and reserves					
Called up share capital	24	20,000		20,000	
Other reserves	25	688,765		-	
Profit and loss reserves	26	26,287,219		20,329,865	
Total equity		<u>26,995,984</u>		<u>20,349,865</u>	

The financial statements were approved by the board of directors and authorised for issue on 16 May 2022 and are signed on its behalf by:

Mr Sandipkumar Gupta
Director



Company Registration No. 07733317

ROUTE MOBILE (UK) LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2022

	Notes	Share capital £	Other reserves £	Profit and loss reserves £	Total £
Balance at 1 April 2020		20,000	-	11,131,617	11,151,617
Year ended 31 March 2021:					
Profit and total comprehensive income for the year		-	-	9,198,248	9,198,248
Balance at 31 March 2021		20,000	-	20,329,865	20,349,865
Year ended 31 March 2022:					
Profit and total comprehensive income for the year		-	-	7,807,354	7,807,354
Dividends	11	-	-	(1,850,000)	(1,850,000)
Transfers		-	688,765	-	688,765
Balance at 31 March 2022		20,000	688,765	26,287,219	26,995,984

ROUTE MOBILE (UK) LIMITED

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2022

	Notes	2022 £	£	2021 £	£
Cash flows from operating activities					
Cash generated from/(absorbed by) operations	30	42,020,106		(377,701)	
Interest paid		(566,696)		(228,993)	
Income taxes (paid)/refunded		(2,395,640)		379,735	
Net cash inflow/(outflow) from operating activities		39,057,770		(226,959)	
Investing activities					
Purchase of tangible fixed assets		(5,257)		(373)	
Proceeds on disposal of subsidiaries	(37,841,846)		(199,379)		
Receipts from associates		(139)		13,416	
Receipts arising from loans made		8,184		(8,184)	
Interest received		1,616		6,283	
Dividends received		1,019,958		2,039,166	
Net cash (used in)/generated from investing activities		(36,817,484)		1,850,929	
Financing activities					
Proceeds from issue of shares		688,765		-	
Repayment of borrowings		4,345,117		2,378,564	
Repayment of bank loans		(176)		176	
Dividends paid		(1,850,000)		-	
Net cash generated from financing activities		3,183,706		2,378,740	
Net increase in cash and cash equivalents		5,423,992		4,002,710	
Cash and cash equivalents at beginning of year		6,317,953		2,315,243	
Cash and cash equivalents at end of year		11,741,945		6,317,953	
Relating to:					
Cash at bank and in hand		11,254,998		5,853,975	
Short term deposits included in current asset investments		486,947		463,978	

ROUTE MOBILE (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2022

1 Accounting policies

Company information

Route Mobile (UK) Limited is a private company limited by shares incorporated in England and Wales. The registered office is 183-189 The Vale, Acton, London, W3 7RW.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

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

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

The company has taken advantage of the exemption under section 401 of the Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an individual entity and not about its group.

Route Mobile (UK) Limited is a wholly owned subsidiary of Route Mobile Limited and the results of Route Mobile (UK) Limited are included in the consolidated financial statements of Route Mobile Limited which are available from 4th Dimension, 3rd Floor, Mind Space, Mumbai 400 064, India.

1.2 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1.3 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

When cash inflows are deferred and represent a financing arrangement, the fair value of the consideration is the present value of the future receipts. The difference between the fair value of the consideration and the nominal amount received is recognised as interest income.

ROUTE MOBILE (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

1 Accounting policies

(Continued)

The Company recognises revenue from sales of services based on the usage of messaging services. The revenue is recognised when the Company's services are used based on the specific terms of the contract with customers.

Income from services is recognised when the service is rendered in terms of the agreements/arrangements with parties.

Revenue in excess of invoicing are classified as unbilled revenue while invoicing /collection in excess of revenue for services to be performed in future are classified as deferred revenue / advances from customers.

Liquidated damages and penalties are accounted as per the contract terms wherever there is a delayed delivery attributable to the Company and when there is a reasonable certainty with which the same can be estimated.

Profit on sale of investments is recorded on transfer of title from the company and is determined as the difference between the sale price and carrying value of the investment.

Dividend are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the group, and the amount of the dividend can be measured reliably.

Interest income for all debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

1.4 Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably; the intangible asset arises from contractual or other legal rights; and the intangible asset is separable from the entity.

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Software	straight line over 3 years
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1.5 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

ROUTE MOBILE (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

1 Accounting policies

(Continued)

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Fixtures, fittings & equipment	straight line over 3 to 5 years
Computer equipment	straight line over 3 to 5 years

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

1.6 Fixed asset investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

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

An associate is an entity, being neither a subsidiary nor a joint venture, in which the company holds a long-term interest and where the company has significant influence. The company considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

Entities in which the company has a long term interest and shares control under a contractual arrangement are classified as jointly controlled entities.

1.7 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

ROUTE MOBILE (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

1 Accounting policies

(Continued)

1.8 Cash and cash equivalents

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

1.9 Financial instruments

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

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

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

Basic financial assets

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

Other financial assets

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

Impairment of financial assets

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

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

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

Derecognition of financial assets

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

ROUTE MOBILE (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

1 Accounting policies

(Continued)

Classification of financial liabilities

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

Basic financial liabilities

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

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

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

Other financial liabilities

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

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

Derecognition of financial liabilities

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

1.10 Equity instruments

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

1.11 Derivatives

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to fair value at each reporting end date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

A derivative with a positive fair value is recognised as a financial asset, whereas a derivative with a negative fair value is recognised as a financial liability.

1.12 Taxation

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

ROUTE MOBILE (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

1 Accounting policies

(Continued)

Current tax

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

Deferred tax

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

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

1.13 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.14 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1.15 Share-based payments

Equity-settled share-based payments are measured at fair value at the date of grant by reference to the fair value of the equity instruments granted. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the estimate of shares that will eventually vest. A corresponding adjustment is made to equity.

When the terms and conditions of equity-settled share-based payments at the time they were granted are subsequently modified, the fair value of the share-based payment under the original terms and conditions and under the modified terms and conditions are both determined at the date of the modification. Any excess of the modified fair value over the original fair value is recognised over the remaining vesting period in addition to the grant date fair value of the original share-based payment. The share-based payment expense is not adjusted if the modified fair value is less than the original fair value.

Cancellations or settlements (including those resulting from employee redundancies) are treated as an acceleration of vesting and the amount that would have been recognised over the remaining vesting period is recognised immediately.

ROUTE MOBILE (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

1 Accounting policies

(Continued)

The employees of the company participate in a share-based payment arrangement granted by the parent company. The fair value of the options granted is recognised as an employee benefits expense with a corresponding increase in equity as capital contribution from the parent company. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions
- excluding the impact of any service and non-market performance vesting conditions
- including the impact of any non-vesting conditions

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the Company revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustments to equity.

1.16 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leases asset are consumed.

1.17 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

2 Judgements and key sources of estimation uncertainty

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

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

3 Turnover and other revenue

An analysis of the company's turnover is as follows:

	2022	2021
	£	£
Turnover analysed by class of business		
Revenue	129,215,685	97,086,414

ROUTE MOBILE (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

3 Turnover and other revenue

(Continued)

	2022 £	2021 £
Other significant revenue		
Interest income	1,690	4,545
Dividends receivable	1,019,958	1,571,035

	2022 £	2021 £
Turnover analysed by geographical market		
UK	6,399,270	4,799,147
Europe	41,404,212	35,961,621
Rest of the world	81,412,203	56,325,646
	<u>129,215,685</u>	<u>97,086,414</u>

4 Operating profit

	2022 £	2021 £
Operating profit for the year is stated after charging:		
Exchange losses	3,293,497	3,249,862
Depreciation of owned tangible fixed assets	119,027	122,715
Share-based payments	437,928	-
Operating lease charges	6,926	2,815

5 Auditor's remuneration

	2022 £	2021 £
Fees payable to the company's auditor and associates:		
For audit services		
Audit of the financial statements of the company	23,700	21,400
For other services		
Taxation compliance services	2,850	2,850
All other non-audit services	50	50
	<u>2,900</u>	<u>2,900</u>

ROUTE MOBILE (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

6 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2022 Number	2021 Number
Administration	4	2

Their aggregate remuneration comprised:

	2022 £	2021 £
Wages and salaries	879,054	96,000
Social security costs	2,160	3,814
Pension costs	57,157	1,462
	938,371	101,276

7 Directors' remuneration

	2022 £	2021 £
Remuneration for qualifying services	96,000	96,000

8 Interest receivable and similar income

	2022 £	2021 £
Interest income		
Interest on bank deposits	1,690	4,545
Income from fixed asset investments		
Income from shares in group undertakings	1,019,958	1,571,035
Total income	1,021,648	1,575,580

Investment income includes the following:

Interest on financial assets not measured at fair value through profit or loss	1,690	4,545
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ROUTE MOBILE (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

9 Interest payable and similar expenses

	2022 £	2021 £
Interest on financial liabilities measured at amortised cost:		
Interest payable to group undertakings	559,945	222,345
Other finance costs:		
Other interest	6,751	6,648
	<u>566,696</u>	<u>228,993</u>

10 Taxation

	2022 £	2021 £
Current tax		
UK corporation tax on profits for the current period	1,684,147	1,637,038
Other tax reliefs	-	(746,779)
Total UK current tax	<u>1,684,147</u>	<u>890,259</u>
Foreign current tax on profits for the current period	302,292	-
Total current tax	<u>1,986,439</u>	<u>890,259</u>
Deferred tax		
Origination and reversal of timing differences	(21,505)	(23,108)
Total tax charge	<u>1,964,934</u>	<u>867,151</u>

The actual charge for the year can be reconciled to the expected charge for the year based on the profit or loss and the standard rate of tax as follows:

	2022 £	2021 £
Profit before taxation	<u>9,772,288</u>	<u>10,065,399</u>
Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2021: 19.00%)	1,856,735	1,912,426
Permanent capital allowances in excess of depreciation	(1,411)	(208)
Depreciation on assets not qualifying for tax allowances	22,615	23,317
Other non-reversing timing differences	(21,505)	(23,108)
Effect of overseas tax rates	302,292	-
Dividend income	(193,792)	(298,497)
Foreign tax credit	-	(746,779)
Taxation charge for the year	<u>1,964,934</u>	<u>867,151</u>

ROUTE MOBILE (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

11 Dividends

	2022 £	2021 £
Interim paid	1,850,000	-

12 Intangible fixed assets

	Software £
Cost	
At 1 April 2021 and 31 March 2022	62,472
Amortisation and impairment	
At 1 April 2021 and 31 March 2022	62,472
Carrying amount	
At 31 March 2022	-
At 31 March 2021	-

13 Tangible fixed assets

	Fixtures, fittings & equipment £	Computer equipment £	Total £
Cost			
At 1 April 2021	9,142	384,379	393,521
Additions	-	5,257	5,257
At 31 March 2022	9,142	389,636	398,778
Depreciation and impairment			
At 1 April 2021	8,106	227,246	235,352
Depreciation charged in the year	983	118,044	119,027
At 31 March 2022	9,089	345,290	354,379
Carrying amount			
At 31 March 2022	53	44,346	44,399
At 31 March 2021	1,036	157,133	158,169

ROUTE MOBILE (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

14 Fixed asset investments

	Notes	2022 £	2021 £
Investments in subsidiaries	15	53,626,432	16,043,783
Loans to subsidiaries	15	1,567,686	1,308,489
Loans to associates		6,995	6,856
Loans		-	8,184
		<u>55,201,113</u>	<u>17,367,312</u>

Movements in fixed asset investments

	Shares in subsidiaries £	Loans to subsidiaries and associates £	Other loans £	Total £
Cost or valuation				
At 1 April 2021	16,043,783	1,315,345	8,184	17,367,312
Additions	37,582,649	259,475	-	37,842,124
Valuation changes	-	(139)	-	(139)
Disposals	-	-	(8,184)	(8,184)
At 31 March 2022	<u>53,626,432</u>	<u>1,574,681</u>	<u>-</u>	<u>55,201,113</u>
Carrying amount				
At 31 March 2022	<u>53,626,432</u>	<u>1,574,681</u>	<u>-</u>	<u>55,201,113</u>
At 31 March 2021	<u>16,043,783</u>	<u>1,315,345</u>	<u>8,184</u>	<u>17,367,312</u>

15 Subsidiaries

The company has taken advantage of the exemption under section 401 of the Companies Act 2006 not to prepare consolidated accounts.

Route Mobile (UK) Limited is a wholly owned subsidiary of Route Mobile Limited, India and the results of Route Mobile (UK) Limited are included in the consolidated financial statements of Route Mobile Limited which are available from 4th Dimension, 3rd Floor, Mind Space, Mumbai 400 064, India.

Details of the company's subsidiaries at 31 March 2022 are as follows:

Name of undertaking	Registered office	Nature of business	Class of shares held	% Held Direct Indirect
365squared Ltd.	Malta	Inter alia providing Technology services for mobile communications with a focus on SMS filtering, analytics and monetisation.	Ordinary	100.00 -

ROUTE MOBILE (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

15 Subsidiaries

(Continued)

Name of undertaking	Registered office	Nature of business	Class of shares held	% Held	
				Direct	Indirect
Route Connect (Kenya) Ltd.	Kenya	Cloud Communications Platform service provider offering Communication Platform as a Service (CPaaS) solutions	Ordinary	100.00	-
Route Mobile Inc	USA	Cloud Communications Platform service provider offering Communication Platform as a Service (CPaaS) solutions	Ordinary	100.00	-
Route Mobile Ltd. (Ghana)	Ghana	Cloud Communications Platform service provider offering Communication Platform as a Service (CPaaS) solutions	Ordinary	70.00	-
Route Mobile (Bangladesh) Limited	Bangladesh	Cloud Communications Platform service provider offering Communication Platform as a Service (CPaaS) solutions	Ordinary	99.99	-
Route Mobile Nepal Pvt. Ltd.	Nepal	Cloud Communications Platform service provider offering Communication Platform as a Service (CPaaS) solutions	Ordinary	100.00	-
Route Mobile Lanka (Private) Limited	Sri Lanka	Cloud Communications Platform service provider offering Communication Platform as a Service (CPaaS) solutions	Ordinary	100.00	-
Route Mobile Malta Limited	Malta	Cloud Communications Platform service provider offering Communication Platform as a Service (CPaaS) solutions	Ordinary	100.00	-
Route Mobile Uganda Limited	Uganda	Cloud Communications Platform service provider offering Communication Platform as a Service (CPaaS) solutions	Ordinary	100.00	-
Routesms Solutions Zambia Limited	Zambia	Cloud Communications Platform service provider offering Communication Platform as a Service (CPaaS) solutions	Ordinary	99.99	-
PT Route Mobile Indonesia	Indonesia	Cloud Communications Platform service provider offering Communication Platform as a Service (CPaaS) solutions	Ordinary	99.96	-

ROUTE MOBILE (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

15 Subsidiaries

(Continued)

Name of undertaking	Registered office	Nature of business	Class of shares held	% Held	
				Direct	Indirect
Send Clean Inc.	USA	Cloud Communications Platform service provider offering Communication Platform as a Service (CPaaS) solutions	Ordinary	100.00	-
Masivian S.A.S.	Columbia	Cloud Communications Platform service provider offering Communication Platform as a Service (CPaaS) solutions	Ordinary	100.00	-
Elibom Columbia S.A.S	Columbia	Cloud Communications Platform service provider offering Communication Platform as a Service (CPaaS) solutions	Ordinary	-	100.00
Estratec S.A.S.	Columbia	Cloud Communications Platform service provider offering Communication Platform as a Service (CPaaS) solutions	Ordinary	-	100.00
Masivian Peru SAC	Peru	Cloud Communications Platform service provider offering Communication Platform as a Service (CPaaS) solutions	Ordinary	-	100.00

The investments in subsidiaries are all stated at cost.

16 Debtors

	2022	2021
	£	£
Amounts falling due within one year:		
Trade debtors	18,030,635	8,800,279
Amounts owed by group undertakings	8,872,477	24,578,127
Other debtors	1,499,011	5,201,272
Prepayments and accrued income	76,842	121,042
	<u>28,478,965</u>	<u>38,700,720</u>
	2022	2021
	£	£
Amounts falling due after more than one year:		
Amounts owed by group undertakings	4,864	-
	<u>4,864</u>	<u>-</u>
Total debtors	<u>28,483,829</u>	<u>38,700,720</u>

ROUTE MOBILE (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2022

17 Current asset investments

	2022 £	2021 £
Other investments	486,947	463,978

18 Creditors: amounts falling due within one year

	2022 £	2021 £
Payments received on account	217,207	111,998
Trade creditors	28,774,961	17,344,752
Amounts owed to group undertakings	6,508,506	11,104,821
Corporation tax	1,227,837	1,637,038
Other taxation and social security	558	46,014
Other creditors	15,053,812	12,959
Accruals and deferred income	1,510,129	1,515,779
	53,293,010	31,773,361

19 Creditors: amounts falling due after more than one year

	Notes	2022 £	2021 £
Bank loans and overdrafts	20	-	176
Other borrowings	20	15,174,367	10,391,322
		15,174,367	10,391,498

20 Loans and overdrafts

	2022 £	2021 £
Bank loans	-	176
Loans from group undertakings	15,174,367	10,391,322
	15,174,367	10,391,498
Payable after one year	15,174,367	10,391,498

ROUTE MOBILE (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

21 Deferred taxation

Deferred tax assets and liabilities are offset where the company has a legally enforceable right to do so. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

	Liabilities 2022 £	Liabilities 2021 £
Balances:		
Accelerated capital allowances	7,925	29,430
	<u>7,925</u>	<u>29,430</u>
Movements in the year:		2022 £
Liability at 1 April 2021		29,430
Credit to profit or loss		(21,505)
		<u>7,925</u>
Liability at 31 March 2022		<u>7,925</u>

The deferred tax liability set out above is expected to reverse within 12 months and relates to accelerated capital allowances that are expected to mature within the same period.

22 Retirement benefit schemes

	2022 £	2021 £
Defined contribution schemes		
Charge to profit or loss in respect of defined contribution schemes	57,157	1,462
	<u>57,157</u>	<u>1,462</u>

The company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

23 Share-based payment transactions

Liabilities and expenses

During the year, the company recognised total share-based payment expenses of £437,928 (2021 - £-) which related to equity settled share based payment transactions.

Group share-based payments

The employees of the company participate in a share based payment plan of the parent company. The company recognises and measures its share based payment expense on the basis of a reasonable allocation of the expense recognised for the group. The allocation is based on the number of employees benefiting from the share based payment plan employed by each group entity.

24 Share capital

	2022 Number	2021 Number	2022 £	2021 £
Ordinary share capital				
Issued and fully paid				
Ordinary shares of £1 each	20,000	20,000	20,000	20,000
	<u>20,000</u>	<u>20,000</u>	<u>20,000</u>	<u>20,000</u>

ROUTE MOBILE (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

25 Other reserves

	Capital reserve £
At the beginning of the prior year	-
At the end of the prior year	-
Additions	688,765
At the end of the current year	688,765

The parent company, Route Mobile Limited India has granted options over its own shares to the employees of the Company and its subsidiaries under the RML Employee Stock Option Plan 2021. The share-based payment is treated as equity-settled by the Company and the equity element is recognised as a capital contribution from the parent company.

26 Profit and loss reserves

	2022 £	2021 £
At the beginning of the year	20,329,865	11,131,617
Profit for the year	7,807,354	9,198,248
Dividends declared and paid in the year	(1,850,000)	-
At the end of the year	26,287,219	20,329,865

27 Operating lease commitments

Lessee

Operating lease payments represent rentals payable by the company for certain of its properties.

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2022 £	2021 £
Within one year	44,000	-

ROUTE MOBILE (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

28 Related party transactions

Remuneration of key management personnel

The remuneration of key management personnel is as follows.

	2022 £	2021 £
Aggregate compensation	96,000	96,000

Transactions with related parties

During the year the company entered into the following transactions with related parties:

	Purchase of services	
	2022 £	2021 £
Entities with control, joint control or significant influence over the company	2,510,241	322,609
Entities over which the entity has control, joint control or significant influence	1,897,226	2,505,961
Fellow subsidiaries	9,362,865	1,122,478

	Sale of services		Management and other group charges	
	2022 £	2021 £	2022 £	2021 £
Entities with control, joint control or significant influence over the company	3,465,931	17,075,860	1,501,594	749,171
Entities over which the entity has control, joint control or significant influence	2,918,114	211,736	-	-
Fellow subsidiaries	6,848,275	6,275,385	-	-

The following amounts were outstanding at the reporting end date:

	2022 £	2021 £
Amounts owed to related parties		
Entities with control, joint control or significant influence over the company	2,141,454	1,738,071
Entities over which the entity has control, joint control or significant influence	1,030,060	2,653,339
Fellow subsidiaries	3,336,992	6,713,411

The amount owed to related parties is not secured and is repayable within one year. No interest is payable on the outstanding amount.

ROUTE MOBILE (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

28 Related party transactions

(Continued)

The following amounts were outstanding at the reporting end date:

	2022 Balance £
Amounts owed by related parties	
Entities with control, joint control or significant influence over the company	384,326
Entities over which the entity has control, joint control or significant influence	2,290,956
Fellow subsidiaries	6,197,195
	2021 Balance £
Amounts owed in previous period	
Entities with control, joint control or significant influence over the company	16,444,025
Entities over which the entity has control, joint control or significant influence	2,067,857
Fellow subsidiaries	6,066,245

Route Mobile Limited has provided a guarantee for Route Mobile (UK) Limited for USD 19,999,000.

The following amounts were recognised as an expense in the period in respect of bad and doubtful debts due from related parties:

	2022 £	2021 £
Fellow subsidiaries	8,911	-

29 Ultimate controlling party

The parent company is Route Mobile Limited, India.

The company financial statements of Route Mobile (UK) Limited are consolidated into the group accounts of the parent company, Route Mobile Limited, India. These are available at Route Mobile Limited, 4th Dimension, 3rd floor, Mind Space, Malad (West), Mumbai- 400 064, India.

ROUTE MOBILE (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2022

30 Cash generated from/(absorbed by) operations

	2022 £	2021 £
Profit for the year after tax	7,807,354	9,198,248
Adjustments for:		
Taxation charged	1,964,934	867,151
Finance costs	566,696	228,993
Investment income	(1,021,648)	(1,575,580)
Depreciation and impairment of tangible fixed assets	119,027	122,715
Equity settled share based payment expense	437,928	-
Movements in working capital:		
Decrease/(increase) in debtors	10,216,965	(13,752,342)
Increase in creditors	21,928,850	4,533,114
Cash generated from/(absorbed by) operations	42,020,106	(377,701)

31 Analysis of changes in net debt

	1 April 2021 £	Cash flows £	31 March 2022 £
Cash and cash equivalents	6,317,953	5,423,992	11,741,945
Borrowings excluding overdrafts	(10,391,498)	(4,782,869)	(15,174,367)
	(4,073,545)	641,123	(3,432,422)

ROUTE MOBILE (UK) LIMITED
MANAGEMENT INFORMATION
FOR THE YEAR ENDED 31 MARCH 2022

ROUTE MOBILE (UK) LIMITED

DETAILED TRADING AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2022

	2022		2021	
	£	£	£	£
Turnover				
Sales UK		6,399,270		4,799,147
Sales Europe		41,404,212		35,961,621
Sales Rest of the world		81,412,203		56,325,646
		<u>129,215,685</u>		<u>97,086,414</u>
Cost of sales				
Direct costs	115,127,721		86,938,952	
Total cost of sales		<u>(115,127,721)</u>		<u>(86,938,952)</u>
Gross profit	10.90%	14,087,964	10.45%	10,147,462
Other operating income				
Foreign exchange gain/loss		1,445,362		3,375,458
Administrative expenses				
Wages and salaries	345,126		-	
Social security costs	2,160		3,814	
Staff welfare	2,070		21	
Staff pension costs defined contribution	57,157		1,462	
Equity settled share based payment costs	437,928		-	
Directors' remuneration	96,000		96,000	
Management charge - group	1,400,272		749,171	
Rent re operating leases	6,926		2,815	
Computer running costs	39,500		26,869	
Travelling expenses	32,441		1,661	
Professional subscriptions	13,299		7,790	
Legal and professional fees	39,998		412,270	
Consultancy fees	36,882		29,007	
Accountancy	4,390		3,850	
Audit fees	17,550		17,550	
Bank charges	24,295		29,879	
Bad and doubtful debts	8,911		17,254	
Discounts received	(2,870)		(1,707)	
Insurances (not premises)	3,710		-	
Printing and stationery	9		27	
Advertising	135,569		33,221	
Telecommunications	298		156	
Sundry expenses	523		421	
Depreciation	119,027		122,715	
Profit or loss on foreign exchange	3,293,497		3,249,862	
Charges from group companies	101,322		-	
		<u>(6,215,990)</u>		<u>(4,804,108)</u>
Operating profit		9,317,336		8,718,812

ROUTE MOBILE (UK) LIMITED

DETAILED TRADING AND PROFIT AND LOSS ACCOUNT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

	£	2022 £	£	2021 £
Interest receivable and similar income				
Bank interest received	1,690		4,545	
Dividends receivable from group companies	1,019,958		1,571,035	
		1,021,648		1,575,580
Interest payable and similar expenses				
Interest on overdue taxation - not financial liabilities	6,751		6,648	
Interest payable to group companies	559,945		222,345	
		(566,696)		(228,993)
Profit before taxation	7.56%	9,772,288	10.37%	10,065,399