

# **Mr Messaging Limited**

**Company Registration Number: C 64127**

## **Annual Report and Financial Statements**

**For the Period from 1 January 2022 to 31 March 2023**

**Mr Messaging Limited**

**Table of Contents**

**For the Period from 1 January 2022 to 31 March 2023**

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	<u>Page(s)</u>
General Information	1
Directors' Report	2 - 3
Directors' Responsibilities	4
Income Statement	5
Balance Sheet	6
Statement of Changes in Equity	7
Cash Flows Statement	8
Notes to the Financial Statements	9 - 20
Independent Auditors' Report	21 - 23

## **Mr Messaging Limited**

### **General Information**

**For the period from 1 January 2022 to 31 March 2023**

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#### **Registration**

Mr Messaging Limited is registered with the Malta Business Registry, Bonnici House, 2nd Floor, Triq is-Sardin, Burmarrad St Paul's Bay, Malta as a limited liability company under the Companies Act, (Cap. 386) with registration number C 64127.

#### **Directors**

Rex Desmond Ellis resigned on 7th March 2022

Michael Wanliss resigned on 7th March 2022

Robin Craig Sullivan

Rajdipkumar Gupta appointed on 7th March 2022

Sandipkumar Gupta appointed on 7th March 2022

#### **Registered office**

Mr Messaging Limited

Bonnici House, 2nd Floor, Triq is-Sardin,

Burmarrad,

St. Paul's Bay

Malta

#### **Auditors**

ZD Assurance Limited

230, 230 Works Business Centre, Second Floor

Eucharistic Congress Road

Mosta MST 9039

Malta

## **Mr Messaging Limited**

### **Directors' Report**

**For the Period from 1 January 2022 to 31 March 2023**

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The Board presents its report and the audited financial statements for the period from 1 January 2022 to 31 March 2023 following change in year end from 31 December 2022 to 31 March 2023. In this regard, the period under review is of 15 months, whilst the comparative figures represent 12 months.

#### **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 increased by 138% over the preceding period whilst, the gross profit margin decreased to 16% of revenue (2021: 22%). Administrative expenses increased by 15% to €7,216,867 and as a result the Company registered a profit before taxation amounting to €5,611,232 (2021: €1,280,803). After deducting taxation thereon, the profit for the period amounted to €5,298,817 (2021: €832,522).

#### **Reserves and Dividends**

The profit or loss for the period is set out on page 5. Dividend on ordinary shares in respect to current period, amounted to €4,687,658 (2021: €971,921) was declared and paid in 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 period were:

Rajdipkumar Gupta appointed on 7 March 2022

Robin Craig Sullivan

Sandipkumar Gupta appointed on 7 March 2022

Michael Wanliss resigned on 7th March 2022

Rex Desmond Ellis resigned on 7th March 2022

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

**Mr Messaging Limited**

**Directors' Report (continued)**

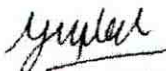
**For the Period from 1 January 2022 to 31 March 2023**

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**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 Annual General Meeting.

**Approved by the board of Directors on 18 May 2023 and signed on its behalf by:**



Rajdipkumar Gupta  
Director



Sandipkumar Gupta  
Director



Robin Craig Sullivan  
Director

**Registered Address:**

Bonnici House, 2nd Floor, Triq Is-Sardin,  
Burmarrad,  
St. Paul's Bay  
Malta

## **Mr Messaging Limited**

### **Directors' Responsibilities**

**For the period from 1 January 2022 to 31 March 2023**

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The Directors are required by the Companies Act, Cap. 386 of the Laws of Malta to prepare financial statements for each financial period 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 period. 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 period 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.

**Mr Messaging Limited****Income Statement****For the period from 1 January 2022 to 31 March 2023**

		<b>01.01.2022 to 31.03.2023</b>	<b>01.01.2021 to 31.12.2021</b>
		<b>EUR</b>	<b>EUR</b>
Revenue	<b>Note</b>		
	<b>3</b>	81,881,839	34,396,242
Cost of sales		(69,053,740)	(26,848,754)
<b>Gross profit</b>		<b>12,828,099</b>	<b>7,547,488</b>
Administrative expenses		(7,216,867)	(6,266,685)
<b>Operating profit</b>		<b>5,611,232</b>	<b>1,280,803</b>
<b>Profit before tax</b>	<b>4</b>	<b>5,611,232</b>	<b>1,280,803</b>
Income tax expense	<b>5</b>	(312,415)	(448,281)
<b>Profit for the period/year</b>		<b>5,298,817</b>	<b>832,522</b>



**Mr Messaging Limited****Balance Sheet****As At 1 January 2022 to 31 March 2023**

	Note	2023 EUR	2021 EUR
<b>ASSETS</b>			
Property, plant and equipment	6	63,876	131,195
Investments in subsidiaries	7	-	-
<b>Total non-current assets</b>		<u>63,876</u>	<u>131,195</u>
<b>Current assets</b>			
Trade and other receivables	8	11,860,944	7,087,253
Cash and cash equivalents	9	1,439,134	1,423,679
<b>Total current assets</b>		<u>13,300,078</u>	<u>8,510,932</u>
<b>TOTAL ASSETS</b>		<u><u>13,363,954</u></u>	<u><u>8,642,127</u></u>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share capital			
Retained earnings	10	233	233
Shareholders' contributions	10	611,159	-
<b>Total equity</b>	10	<u>2,578,224</u>	<u>-</u>
		<u>3,189,616</u>	<u>233</u>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Current tax payable			
Trade and other payables	11	297,250	3,794,750
Bank overdraft	12	9,877,088	4,846,583
<b>Total current liabilities</b>	9	<u>-</u>	<u>561</u>
<b>Total liabilities</b>		<u>10,174,338</u>	<u>8,641,894</u>
		<u>10,174,338</u>	<u>8,641,894</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u><u>13,363,954</u></u>	<u><u>8,642,127</u></u>

The financial statements set out on pages 5 to 20 were approved and authorised for issue by the board of directors on 18 May 2023 and signed on its behalf by:

  
 Rajdipkumar Gupta  
 Director

  
 Sandipkumar Gupta  
 Director

  
 Robin Craig Sullivan  
 Director



**Mr Messaging Limited****Statement of Changes in Equity****For the period from 1 January 2022 to 31 March 2023**

	Share Capital	Shareholders Contribution	Retained Earnings	Total Equity
	EUR	EUR	EUR	EUR
Opening balance 01 January 2022	233	-	-	233
Profit for the period	-	-	5,298,817	5,298,817
Shareholders contribution	-	2,578,224	-	2,578,224
Ordinary dividends	-	-	(4,687,658)	(4,687,658)
<b>Balance at 31 March 2023</b>	<b>233</b>	<b>2,578,224</b>	<b>611,159</b>	<b>3,189,616</b>

	Share Capital	Shareholders Contribution	Retained Earnings	Total equity
	EUR	EUR	EUR	EUR
Opening balance 01 January 2021	233	-	139,399	139,632
Profit for the year	-	-	832,522	832,522
Ordinary dividends	-	-	(971,921)	(971,921)
<b>Balance at 31 December 2021</b>	<b>233</b>	<b>-</b>	<b>-</b>	<b>233</b>

The notes on pages 9 to 20 form an integral part of these financial statements.

**Mr Messaging Limited**

**Cash Flows Statement**

**For the period from 1 January 2022 to 31 March 2023**

	Note	01.01.2022 to 31.03.2023 EUR	01.01.2021 to 31.12.2021 EUR
<b>Cash from operating activities:</b>			
Profit from operations		5,298,817	832,522
Income tax expense		312,415	448,281
Depreciation		108,666	69,493
<b>Profit from operations</b>		<b>5,719,898</b>	<b>1,350,296</b>
(Increase)/decrease in trade and other receivables		(2,195,466)	128,708
Increase in trade and other payables		5,030,505	753,255
Payments of income taxes		(3,809,915)	-
<b>Net cash flows from operating activities</b>		<b>4,745,022</b>	<b>2,232,259</b>
<b>Cash flows from investing activities:</b>			
Payments to acquire property, plant and equipment		(43,064)	(53,116)
Proceeds from disposal of assets		1,716	7,911
<b>Net cash flows used in investing activities</b>		<b>(41,348)</b>	<b>(45,205)</b>
<b>Cash flows from financing activities:</b>			
Payments of dividends by reporting entity		(4,687,658)	(971,921)
<b>Net cash flows used in financing activities</b>		<b>(4,687,658)</b>	<b>(971,921)</b>
<b>Net cash from in cash and cash equivalents</b>		<b>16,016</b>	<b>1,215,133</b>
Cash and cash equivalents at beginning of year		1,423,118	207,985
<b>Cash and cash equivalents at end of year</b>	9.	<b>1,439,134</b>	<b>1,423,118</b>

The notes on pages 9 to 20 form an integral part of these financial statements.

**Mr Messaging Limited**

**Notes to the Financial Statements**

**For the period from 1 January 2022 to 31 March 2023**

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**1. Basis of preparation**

**1.1. Basis for change of financial reporting period**

The Company's previous financial statements were prepared for the financial year end 31st December 2021. During the year under review, the Company changed its financial period from 31 December to 31 March, in this regard the Financial statements cover the period from 1 January 2022 - 31 March 2023 i.e. 15 months to be in line with related group entities. The comparative amounts covering the period 1 January 2021 to 31 December 2021 (12 months) for the income statement, statement of changes in equity, statement of cash flows are not entirely comparable.

**1.2. Basis of measurement and statement of compliance**

The financial statements of Mr Messaging Limited ("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.

The Company is not required to draw up consolidated financial statements since it has taken advantage of the exemption from doing so conferred to it by Article 174 of the Companies Act (Cap.386) on the grounds that it is included in the accounts of a larger group. Accordingly, these financial statements present information about the Company as an individual undertaking and not about its group.

**1.3. 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 costs of dismantling and removing the item and restoring the site to 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.

**Mr Messaging Limited**

**Notes to the Financial Statements (continued)**

**For the period from 1 January 2022 to 31 March 2023**

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

**2.1. Property, plant and equipment (continued)**

**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.

Land is not depreciated. The rates of depreciation used for other items of property, plant and equipment are the following:

Plant and machinery	33%
Furniture and fixtures	33%
Office equipment	33%
IT equipment	33%

*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.

**iii. Disposal**

On disposal or retirement of an item of property, plant and equipment, the difference between the net disposal proceeds and its carrying amount is recognised in profit or loss as other operating income or other operating costs. Any amount in revaluation reserve relating to that asset is transferred to retained earnings directly.

**2.2. Investments in subsidiary**

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

An investment in a subsidiary is initially measured at cost. After initial recognition the investment in subsidiary may be carried either under the cost, that is cost less any accumulated impairment losses or under the equity method.

After initial recognition, the investment in subsidiary is carried under the cost method.



**Mr Messaging Limited**

**Notes to the Financial Statements (continued)**

**For the period from 1 January 2022 to 31 March 2023**

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

**2.3. 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, are presented in the current liabilities in the balance sheet.

**iii. Share capital issued by the Company**

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.

**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.

**2.4. Impairment of assets**

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

**Mr Messaging Limited**

**Notes to the Financial Statements (continued)**

**For the period from 1 January 2022 to 31 March 2023**

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

**2.4. Impairment of assets (continued)**

**i. Property, plant and equipment and investment in subsidiaries**

The carrying amounts of the Company's property, plant and equipment and investment in subsidiaries 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.

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



**Mr Messaging Limited**

**Notes to the Financial Statements (continued)**

**For the period from 1 January 2022 to 31 March 2023**

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

**2.4. Impairment of assets (continued)**

- ii. **Financial assets (continued)**  
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 period, 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.

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 rendering of services is recognised when the outcome of a transaction involving the rendering of services can be estimated reliably. Revenue from the provision of communications platform services is recognised in proportion to the stage of completion of the transaction at the balance sheet date.



**Mr Messaging Limited****Notes to the Financial Statements (continued)****For the period from 1 January 2022 to 31 March 2023****2. Significant accounting policies (continued)****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 period 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:

	01.01.2022 to 31.03.2023	01.01.2021 to 31.12.2021
	EUR	EUR
Services rendered	81,881,839	34,396,242

**4. Profit before tax****4.1. Profit for the year**

Profit before tax is charged after charging the following:

	01.01.2022 to 31.03.2023	01.01.2021 to 31.12.2021
	EUR	EUR
Audit fee	38,000	3,000
Depreciation and amortisation	108,666	69,493
Loss on foreign exchange	58,357	2,891
Balances written off	533,293	-

**4.2. Staff costs**

Staff costs incurred during the period are analysed as follows:

	01.01.2022 to 31.03.2023	01.01.2021 to 31.12.2021
	EUR	EUR
Salaries and wages	3,245,510	2,151,358
Employer's share of social security contributions	197,912	-
	3,443,422	2,151,358

Included within Salaries and wages are commission paid to Employees amounting to €740,822. In addition Director's remuneration (including commission) amounting to €219,456 is also included with Salaries and wages.

**Mr Messaging Limited****Notes to the Financial Statements (continued)****For the period from 1 January 2022 to 31 March 2023****4.3. Number of employees**

The average number of persons employed by the Company during the period was 33 (2021: 38)

	01.01.2022 to 31.03.2023
Management	6
Operational	27
	<u>33</u>

**5. Taxation****5.1. Income tax expense**

	01.01.2022 to 31.03.2023	01.01.2021 to 31.12.2021
	EUR	EUR
Current tax expense	<u>312,415</u>	<u>448,281</u>

**5.2. Tax reconciliation**

	2023 €	2022 €
Profit for the period	<u>5,611,232</u>	<u>1,280,803</u>
Tax at 5% (2021: 35%)	<u>279,953</u>	<u>448,281</u>
Tax effect of:		
Expenses disallowed for tax purposes	<u>32,462</u>	<u>-</u>
	<u>312,415</u>	<u>448,281</u>

**Mr Messaging Limited**

**Notes to the Financial Statements (continued)**

**For the period from 1 January 2022 to 31 March 2023**

**6. Property, plant and equipment**

	Plant and Machinery EUR	Furniture and fixtures EUR	Office equipment EUR	IT equipment EUR	Total EUR
<b>Cost</b>					
Opening balance	4,330	160,101	231,915	-	396,346
Additions	-	725	8,841	33,498	43,064
Disposals	-	-	-	(1,716)	(1,716)
Transfers	(1,710)	(30,968)	32,678	-	-
<b>Balance at 31 March 2023</b>	<b>2,620</b>	<b>129,853</b>	<b>273,434</b>	<b>31,782</b>	<b>437,694</b>
<b>Depreciation and impairment losses</b>					
Opening balance	(2,310)	(87,610)	(175,231)	-	(265,151)
Depreciation	(291)	(29,595)	(70,653)	(8,128)	(108,667)
<b>Balance at 31 March 2023</b>	<b>(2,601)</b>	<b>(117,205)</b>	<b>(245,884)</b>	<b>(8,128)</b>	<b>(373,818)</b>
<b>Carrying amount</b>					
At 01 January 2022	2,020	72,491	56,684	-	131,195
At 31 March 2023	19	12,653	27,550	23,654	63,876

**7. Investments in subsidiary**

	2023 EUR	2022 EUR
Opening and closing balance	-	-

**a. Investment in subsidiary**

Name	Registered Address	%	2023 EUR
Mr Messaging South Africa Proprietary Limited	Noland House, River Park, Mowbray, South Africa	100	-
Name			2022 EUR
Mr Messaging South Africa Proprietary Limited			-

**Mr Messaging Limited****Notes to the Financial Statements (continued)****For the period from 1 January 2022 to 31 March 2023****7. Investments in subsidiary (continued)****7.2. Share capital and reserves of subsidiary**

The management accounts of the subsidiary have been prepared using IFRS as adopted by the EU and will be reviewed in accordance with International Standard on related Services 4410 (revised) Compilation Engagement by Nolands Tyg Incorporated.

The share capital and reserves of the subsidiary at the balance sheet date stood as follows:

	2023	2022
	SA Rand	SA Rand
Class ordinary shares	-	-
Retained Earnings	6,059,937	4,578,114
	<u>6,059,937</u>	<u>4,578,114</u>

**8. Trade and other receivables**

	2023	2022
	EUR	EUR
Trade receivables	8,085,791	4,675,661
Deposits	39,000	-
Indirect taxation	22,595	48,550
Amounts receivable from third parties	49,248	20,800
Amounts receivable from related parties	3,663,460	2,342,242
Amounts receivable from parent entity	850	-
	<u>11,860,944</u>	<u>7,087,253</u>

The amounts due from related parties and third parties are unsecured, interest free and repayable on demand.

**9. Cash and cash equivalents**

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

	2023	2022
	EUR	EUR
Cash on hand	2,085	4,636
Bank balances	1,436,056	1,393,248
Other cash and cash equivalents	993	25,795
<b>Total cash and cash equivalents</b>	<u>1,439,134</u>	<u>1,423,679</u>
Bank overdraft	-	(561)
<b>Total cash and cash equivalents in the statement of cash flows</b>	<u>1,439,134</u>	<u>1,423,118</u>

**Mr Messaging Limited****Notes to the Financial Statements (continued)****For the period from 1 January 2022 to 31 March 2023****10. Share capital****10.1. Share capital**

	2023 EUR	2022 EUR
<b>Authorised</b>		
1,165 Ordinary Shares of €1 each	1,165	1,165
<b>Issued and fully paid up</b>		
1165 Shares of €1 each, 20% paid up	233	233

**10.2. Retained earnings**

Retained earnings represent accumulated profits or losses. dividends paid out of retained earnings during the period amounted to €4,687,658 (2022: €971,921).

**c. Shareholders contribution**

The Shareholder's contribution relates to funds forwarded by the Shareholder to the Company with no fixed date of repayment. Repayment is at the Company's discretion and thus, this does not constitute a liability.

**11. Current tax payable**

	2023 EUR	2022 EUR
Tax payable	-	3,794,750
Tax payable to parent entity	297,250	-
	<u>297,250</u>	<u>3,794,750</u>

**12. Trade and other payables**

	2023 EUR	2022 EUR
Trade payables	4,854,749	2,557,400
Accruals	72,139	2,289,183
Amounts due to related parties	4,950,200	-
	<u>9,877,088</u>	<u>4,846,583</u>

Amounts due to related parties are unsecured, interest free and repayable on demand.



**Mr Messaging Limited****Notes to the Financial Statements (continued)****For the period from 1 January 2022 to 31 March 2023****13. Related parties****13.1. Related party relationships**

The Company's parent entity is, Mr Messaging (Holding) Limited, (incorporated in Malta, registered address of which is Bonnici House, Triq is-Sardin, Burmarrad, St. Paul's Bay, Malta, which owns 100% of the Company 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 consolidated Financial Statements of the group is drawn up at Route Mobile Limited's level.

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

Key management personnel are the persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly and indirectly, including any director (whether executive or otherwise) of the Company.

**13.2. Transactions with related parties**

	01.01.2022 to 31.03.2023 EUR
Write off of trade debtors from other related party	464,603
Remuneration paid to key management personnel	757,416
Ordinary dividends paid to parent entity	4,687,658
Repayment of balances due from key management personnel	370,344
Expenses paid by the Company on behalf of key management personnel	321,450
Expenses paid by the Company on behalf of parent entity	4,385
Expenses paid by the Company on behalf of intermediary parent	464,811
Expenses paid by the Company on behalf of other related entities	9,131
Expenses paid by former shareholder through intermediary parent	2,578,224
Reassignment of loans between intermediary parents	3,327,155
Recharging of expenses to intermediary parent	734,238
Invoices raised to other related party	11,741,446
Invoices raised by other related party	12,064,532
Invoices raised by intermediary parent	3,358,111
Payments made to intermediary parent	1,298,029
Payments made to other related entities	114,156
Payments made by other related parties	2,008,601
Payments made by intermediary parent	1,125,816

**13.3. Related party balances**

Related party balances are disclosed in note 8 and note 12.

**Mr Messaging Limited**

**Notes to the Financial Statements (continued)**

**For the period from 1 January 2022 to 31 March 2023**

**14. Commitments**

**a. Operating leases**

	<b>2023</b>
	<b>€</b>
Commitments within 1 year	68,526
Commitments between 2 and 5 years	205,578
Commitments over 5 years	137,502
	<u>411,606</u>

In 2018, the Company entered into a non-cancelable lease for its offices in Burmarrad (Second floor, Bonnici House, Sardine Street) for a period of 8 year, 3 of which are considered to be 'di fermo' and the rest (i.e. 5) 'di rispetto'. Provided that, during the 'di rispetto' period, the tenant has the right to terminate the lease at any time, by giving the landlord 3 months written notice.

**15. Comparative information**

Some comparative amounts have been reclassified in order to confirm with the current's year presentation.



## Independent Auditor's Report

### To the Shareholders of Mr Messaging Limited

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the accompanying financial statements of Mr Messaging Limited set out on pages 5 - 20 which comprise the balance sheet as at 31 March 2023, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the period 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 2023, and of its financial performance for the period 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 Matter

The financial statements of the Company for the period ended 31 December 2021, were audited by another auditor who expressed an unmodified opinion on those statements on 11 February 2022.

#### Other Information

The Directors are responsible for the other information. The other information comprises the General Information and 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 period 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.

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.



# Zampa Assurance Debattista

## Independent Auditor's Report (continued)



### 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.

**John Debattista (Partner)**

for and on behalf of

**ZD Assurance Limited**

Registered Auditors

Company Reg No: C66286

zampadebattista.com

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Second floor  
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Mosta, Malta

Date: 08/06/2023