

**ROUTE MOBILE (U) LIMITED,
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023**

ROUTE MOBILE (U) LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023

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**ROUTE MOBILE (U) LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023**

COMPANY INFORMATION

REGISTERED OFFICE

Ntinda Complex B
3rd Floor Innovation Village
Nakawa
P.O Box 40411
Kampala, Uganda

AUDITORS

JMH Associates.
Certified Public Accountant
P. O. Box 106000, Mukono

PRINCIPAL BANKERS

Eco Bank (U) Uganda
Parliamentary Avenue Branch
Kampala, Uganda

REPORT OF THE DIRECTORS

The Directors submit their report and the Audited financial statements for the year ended 31 March 2023 which disclose the state of affairs of the company.

PRINCIPAL ACTIVITIES

The company was incorporated on 26th March 2018 and the principal activity of the company is to Providing Enterprise Messaging Solutions & Software Development. The company is a cloud communication provider to enterprises, over the top players and mobile network operators.

RESULTS FOR THE YEAR

The results for the year are set out on page 7.

RESERVES

The reserves of the company are set out on page 8.

DIVIDEND

The Directors do not recommend the declaration of a dividend for the year.

DIRECTORS

The Directors who served during the year and to the date of this report were:

Sandip Kumar Chandrakant Gupta

Rajdip Kumar Gupta

AUDITORS

The company's auditors, Messrs. JMH Associates Certified Public Accountant have expressed their willingness to continue in office in accordance with Section 167(2) of the Companies Act.

BY ORDER OF THE BOARD

SECRETARY

..... 2023

Date

STATEMENT OF DIRECTORS' RESPONSIBILITY

The Companies Act 2012 requires the Directors to prepare financial statements which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the operating results for that year. It also requires the directors to ensure that the company maintains proper accounting records which disclose with reasonable accuracy the financial position of the company. The directors are also responsible for safeguarding the assets of the company.

The Directors accept the responsibility for the financial statements which have been prepared using appropriate accounting policies supported by reasonable and prudent judgments and estimates consistent with previous years, and in conformity with the International Financial Reporting Standards and the requirements of the Companies Act 2012. The Directors are of the opinion that the financial statements give a true and fair view of the state of the financial affairs of the company as at 31 March 2023 and of its operating results for the year then ended. The directors further confirm the accuracy and completeness of the accounting records maintained by the company which have been relied upon in the preparation of the financial statements, as well as on the adequacy of the systems of internal financial controls.

Nothing has come to the attention of the Directors to indicate that the company will not remain a going concern for at least the next twelve months from the date of this statement.

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



DIRECTOR

DIRECTOR



JMH ASSOCIATES

CERTIFIED PUBLIC ACCOUNTANTS

P.O. Box 106000
Naggalama, Mukono
+256 776 007 999
+256 752 007 999
cpa.jmh@gmail.com
www.jmh.com

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF ROUTE MOBILE (U) LIMITED

Opinion

We have audited the financial statements of Route Mobile (U) Limited set out on pages 8 to 20, which comprise the statement of financial position as at 31 March 2023 and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements including significant accounting policies.

In our opinion the financial statements present fairly in all material respects, the financial position of Route Mobile (U) Limited as at 31 March 2023, and of its financial performance and cash flows for the year then ended in accordance with the International Financial Reporting Standards and the Companies Act 2012.

Basis for the Opinion

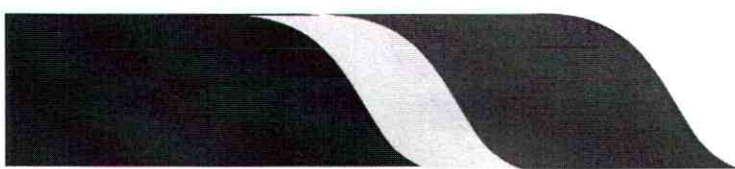
We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors Responsibilities for the Audit of Financial Statements section of our report. We are independent of the company in accordance with the International Federation of Accountants' Code of Ethics for Professional Accountants (IFAC code) and other independent requirements applicable to performing audit of Route Mobile (U) Limited. We have fulfilled our other ethical responsibilities in accordance with the IFAC Code, and in accordance with other ethical requirements applicable to performing the audit of Route Mobile (U) Limited. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Other Information

The management is responsible for the other information. The other information comprises the Report of the Directors. The other information does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express an audit opinion or 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. 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.





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Responsibilities of the Management for the Financial Statements

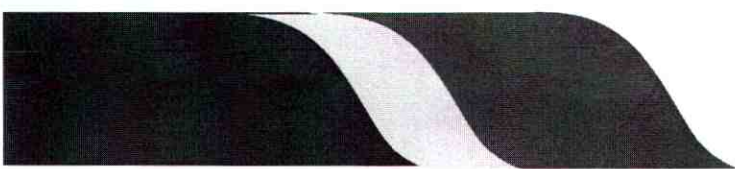
The management is responsible for the preparation and fair presentation of these financial statements in accordance with the International Financial Reporting Standards and for such internal controls as management determines are necessary to enable the preparation and fair presentation of the company financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management is 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 management 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 it is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our qualified 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 the accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.





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- Conclude on the appropriateness of the management 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 auditor's 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 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 management 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.

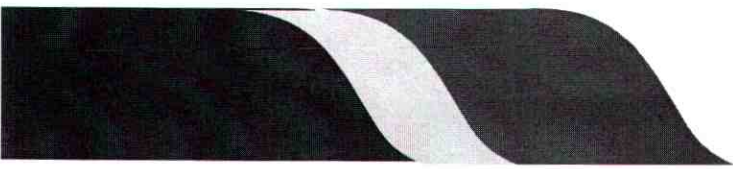
We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies Act, 2012, we report to you based on our audit, that:

1. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
2. In our opinion, proper books of account have been kept by the Company so far as appears from our examination of those books; and
3. The Company's statement of financial position and statement of comprehensive income are in agreement with the books of account.





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cpa.jmh@gmail.com ③
www.jmh.com ④

The engagement partner on the audit resulting in this independent auditor's report is CPA Mark B Kazibwe - FM3939



CPA Mark B Kazibwe - FM3939

ROUTE MOBILE (U) LIMITED
STATEMENT OF FINANCIALS POSITION
AS AT 31 MARCH 2023

	Note	2023 Ushs	2022 Ushs
ASSETS			
Non-current assets			
Property and Equipment		44,35,129	-
Related Party Transactions	2	5,00,00,000	5,00,00,000
Security Deposit	3	-	1,50,00,000
		<u>5,44,35,129</u>	<u>6,50,00,000</u>
Current assets			
Related Party Transactions	2		
Trade and other receivables	4	6,12,89,912	8,10,18,800
Tax Recoverable		15,00,000	15,00,000
Cash and Bank balances	5	1,74,03,013	3,40,22,742
		<u>8,01,92,925</u>	<u>11,65,41,542</u>
TOTAL ASSETS		<u>13,46,28,054</u>	<u>18,15,41,542</u>
EQUITY AND LIABILITIES			
Capital and reserves			
Share Capital	6	5,00,00,000	5,00,00,000
Accumulated Losses		(45,82,76,074)	(31,36,10,932)
		<u>(40,82,76,074)</u>	<u>(26,36,10,932)</u>
Non-current Liabilities			
Related Party Transactions	2	<u>55,34,87,857</u>	<u>43,25,44,028</u>
Current liabilities			
Trade and other payables	8	(1,05,83,729)	1,26,08,446
		<u>(1,05,83,729)</u>	<u>1,26,08,446</u>
TOTAL EQUITY AND LIABILITIES		<u>13,46,28,055</u>	<u>18,15,41,542</u>

These financial statements were approved by Board of Director on...../.....2023 and signed on its behalf by,

Director

Director

ROUTE MOBILE (U) LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023

STATEMENT OF COMPREHENSIVE INCOME

		2023	2022
	Notes	UShs	UShs
INCOME			
Revenue	8	30,939,644	1,084,155
Direct Costs	9	(17,620,596)	(15,364,878)
		13,319,047	(14,280,723)
Other income	10	-	15,155,846
		13,319,047	875,123
EXPENSES			
Administrative expenses	11	(157,094,890)	(86,423,813)
		(157,094,890)	(86,423,813)
Operating Loss		(143,775,843)	(85,548,690)
Finance costs	12	(889,300)	(547,370.0)
LOSS BEFORE TAXATION	13	(144,665,142)	(86,096,060)
TAXATION	14	-	-
LOSS FOR THE YEAR		(144,665,142)	(86,096,060)

ROUTE MOBILE (U) LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
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STATEMENT OF CHANGES IN EQUITY

	Share Capital	Accumulated Losses	Total
	UShs	UShs	UShs
As at 01 April 2022	50,000,000	(313,610,932)	(263,610,932)
Loss for the year	-	(144,665,142)	(144,665,142)
At 31 March 2023	<u>50,000,000</u>	<u>(458,276,074)</u>	<u>(408,276,074)</u>

	Share Capital	Accumulated Losses	Total
	UShs	UShs	UShs
As at 01 April 2021	50,000,000	(227,514,872)	(177,514,872)
Loss for the year	-	(86,096,060)	(86,096,060)
At 31 March 2022	<u>50,000,000</u>	<u>(313,610,932)</u>	<u>(263,610,932)</u>

ROUTE MOBILE (U) LIMITED
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STATEMENT OF CASHFLOWS

	Note	2023 UShs	2022 UShs
OPERATING ACTIVITIES			
Loss before tax		(144,665,142)	(84,726,060)
Adjustments for:		-	-
Operating profit before working capital changes		(144,665,142)	(84,726,060)
CASH FLOWS FROM OPERATING ACTIVITIES			
Related Party Transactions			
Increase in Trade and other receivables	5	19,728,888	(3,268,383)
(Decrease)/increase in trade and other payables	9	(23,192,175)	4,453,822
Cash generated from operations		(148,128,429)	(83,540,621)
Taxation/Deposit paid		-	(1,370,000)
Net cash generated from/(used in) operating activities		(148,128,429)	(84,910,621)
CASHFLOWS FROM INVESTING ACTIVITIES			
Related Party Transactions		135,943,829	94,818,377
Purchase of fixed assets		(4,435,129)	
Net cash used in investing activities		131,508,700	94,818,377
CASHFLOWS FROM FINANCING ACTIVITIES			
Issue of share capital		-	-
NET DECREASE IN CASH AND CASH EQUIVALENTS		(16,619,729)	9,907,756
Cash and cash equivalents at beginning of the year		34,022,742	24,114,986
CASH AND CASH EQUIVALENTS AT END OF YEAR		<u>17,403,013</u>	<u>34,022,742</u>
Statement of Reconciliation of Cash & Cash equivalents			
		2023 UShs	2022 UShs
Bank and cash balances	5	17,403,013	34,022,742
		<u>17,403,013</u>	<u>34,022,742</u>

NOTES TO THE FINANCIAL STATEMENTS

1.1 Basis of preparation

The financial statements are prepared under the historical cost convention.

1.2 Statement of Compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards.

1.3 Sales/Revenue

Revenue is measured at fair value of the consideration received or receivable and represents the amount receivable for goods or services provided in the normal course of business.

1.4 Inventories

Inventories are valued at the lower of cost and net realizable value. Cost comprises expenditure incurred in the normal course of business. Net realizable value is the price at which the inventories can be realized in the normal course of business after allowing for the costs of the realization. Provision is made for expired, slow moving and damaged inventories.

1.5 Property and Equipment

Property and equipment are stated at cost less accumulated depreciation. is initially recorded at cost and thereafter stated at historical cost less depreciation. Depreciation is calculated to write off the cost of property and equipment on a straight-line basis over the expected useful lives of the assets.

1.6 Translation of foreign currency

Monetary assets and liabilities at the balance sheet date, which are expressed in foreign currencies are translated into Uganda Shillings at the balance sheet date. Translations during the year are converted into Uganda Shillings at rates ruling at transactions date. The resulting differences from conversion and translation are dealt with in the statement of comprehensive income in the year in which they arise.

1.7 Trade receivables

Trade receivables are carried at anticipated amounts. An estimate is not made for doubtful receivables based on review of all outstanding amounts at year end. Bad debts are written off when all reasonable steps to recover them have been taken without success.

1.8 Trade and other payables

Liabilities for trade and other payables are carried at cost, which is the fair value of the consideration to be paid in the future for goods and services received.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

1.9 Cash and cash equivalents

For the purposes of the statement of cash flows, cash and cash equivalents comprise cash in hand, deposits held at call with banks

1.10 Taxation

Current tax

Tax on the profit or loss for the year comprises current tax and deferred tax charge/credit. Current tax is provided on the result for the year as adjusted for tax in accordance with tax legislation.

Deferred Tax

Deferred tax taxation is provided using the liability method, for all temporary differences arising between the tax bases of assets and liabilities and their carrying values for financial reporting purpose. Deferred tax assets are recognized for all deductible temporary differences, carry forward of unused tax loss and unused tax credits to the extent that is probable that future taxable profits will be available against which the deductible temporary differences, un used tax losses and the un used tax credit can be utilized. The carrying amount of the deferred tax assets and liabilities is reviewed at each balance sheet date and reduced to the extent that is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income asset to be utilized. The prevailing tax rates are used to determine deferred tax

1.11 Retirement benefit obligations

The company does not contribute to the Statutory National Social Security Fund (NSSF) since the numbers of staff that do exist are below the threshold. This is a defined contribution scheme registered under National Social Security Act. The company's obligation under the scheme is limited to contributions legislated from time to time and are currently 10% of the employees' gross salary. The company's contributions are charged to the income statement in the year to which they relate

2. RELATED PARTY TRANSACTIONS

A related party transaction is a transfer of resources, services or obligations between the reporting entity and related party, regardless of whether the price is charged or not. The following related party balance and transactions are included in the financial statements as at 31 March 2023.

	2023 UShs	2022 UShs
Non-current/Current asset		
Route Mobile (UK) Limited	50,000,000	50,000,000
Computers RMUL	4,435,129	-
	54,435,129	50,000,000
Non-current liabilities		
Route Mobile (UK) Limited	534,483,447	414,467,870
Route Sms Solution FZE	19,004,410	18,076,158
	553,487,857	432,544,028

ROUTE MOBILE (U) LIMITED
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NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

	2023 UShs	2022 UShs
3. SECURITY DEPOSIT		
RMUL	<u>-</u>	<u>15,000,000</u>
4. TRADE AND OTHER RECEIVABLES		
Trade Receivables	1,237,852	1,063,385
Related party Receivables	2,088,601	
Prepaid Expenses	1,337,400	678,375
Advances to Suppliers -RMUL	56,626,060	79,277,040
	<u>64,663,873</u>	<u>81,018,800</u>
5. CASH AND BANK		
For the purpose of the cashflow statement, cash and cash equivalents comprise the following:		
Bank Balance - Eco Bank	<u>17,403,013</u>	<u>34,022,742</u>
6.SHARE CAPITAL		
Authorized, issued and fully paid 100,000 ordinary shares of Ushs 500 each	<u>50,000,000</u>	<u>50,000,000</u>
7.TRADE AND OTHER PAYABLES		
Trade Payables	-	274,156
Other Payables		2,751,564
Payables for purchases	(21,152,864)	
Wages Payable	4,621,014	3,141,040
NSSF	3,958,574	3,617,042
URA PAYE	1,989,547	2,824,644
	<u>(10,583,729)</u>	<u>12,608,446</u>

ROUTE MOBILE (U) LIMITED
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8.REVENUE

Enterprise messaging services	32,356,641	1,084,155
Intercompany Sales -RMUL	1,938,521	-
Domestic Sales-RMUL	-3,355,518	4,175,020
	<u>30,939,644</u>	<u>5,259,175</u>

9.DIRECT COSTS

Domestic purchase - RMUL	3,373,960	
Short Code Service Charges - RMUL	8,246,636	9,939,858
Sender ID registration charges	6,000,000	1,250,000
	<u>17,620,596</u>	<u>11,189,858</u>

ROUTE MOBILE (U) LIMITED
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NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

	2023	2022
	UShs	UShs
10. OTHER INCOMES		
Write back	-	4,212,590
Exchange Gain	-	10,943,256
	<u>-</u>	<u>15,155,846</u>
11. ADMINISTRATION EXPENSES		
Accountancy, audit and tax fees	-	13,125,000
Professional Fees	25,575,000	-
Exchange loss	19,065,816	1,515,309
Telephone, Internet and courier	13,536,211	-
Licenses, membership and permits	944,000	400,000
Salaries and wages	91,851,972	67,723,054
Couriers Charges	-	339,450
Office expenses	76,648	-
Rent rates and taxes	2,800,000	1,750,000
Fines and penalties	-	201,000
Tax Expenses	-	1,370,000
Travelling Expenses	1,834,133	-
Depreciation	1,411,110	-
	<u>157,094,890</u>	<u>86,423,813</u>
12. FINANCE COSTS		
Written Off		(30)
Bank Charges	889,300	547,400
	<u>889,300</u>	<u>547,370</u>
Loss before taxation is stated after charging:		
Accountancy, audit and tax fees		13,125,000
Depreciation and amortization	<u>1,411,110</u>	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

	2023 UShs	2022 UShs
13. TAXATION		
Statement of financial position		
Balance brought forward	1,500,000	1,500,000
Tax Deposits for the year	-	-
withholding tax	-	-
Charge for the year	-	-
	<u>1,500,000</u>	<u>1,500,000</u>
Deferred Tax		
Balance brought forward	-	-
Charge for the year	-	-
Balance carried forward	<u>-</u>	<u>-</u>
Statement of comprehensive income		
Current Tax at 30%	-	-
Differed tax	-	-
	<u>-</u>	<u>-</u>
The net deferred tax liability comprised of;		
Accelerated Capital Allowances		
Tax Losses	(141,665,142)	(94,012,923)
Share Capital	<u>(141,665,142)</u>	<u>(94,012,923)</u>

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

14. POST BALANCE SHEET EVENTS

There were no post balance sheet events that require disclosure in the financial statements.

15. FINANCIAL INSTRUMENTS

Nature of activities and policies with respect to financial statements.

Foreign exchange

The company's operations are predominantly in Uganda where the currency is subject to gradual devaluation against major currencies. All assets and liabilities are denominated in Uganda shillings. The company does not hedge its foreign currency risk.

Credit Risk

In the normal course of its business, all company encounter credit risk from financial institutions and advances to customers. The credit risk exposure is, however, limited due to the management's constant monitoring of the status of financial institutions where deposits are maintained, the maintenance of collateral loan security fund and the ongoing procedures, which monitor the credit worthiness of its customers.

Fair Value

There is no material difference, between the fair value and the carrying value of the company's financial assets and liabilities

16. CAPITAL COMMITMENTS

There were no capital commitments as at 31 March 2023.

17. CONTINGENT LIABILITIES

There were no contingent liabilities as at 31 March 2023.

18. EMPLOYEES

There was no permanent staff during the year.

19. INCORPORATION

The company is incorporated in Uganda under the Companies Act 2012.

20. CURRENCY

The financial statements are presented in Uganda Shillings

ROUTE MOBILE (U) LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
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TAX COMPUTATION

	2023	2022
	UShs	UShs
Particulars		
Loss as per accounts	(141,665,142)	(86,096,060)
Add		
Depreciation	1,411,110	-
Fines and penalties		201,000
	<u>(143,254,032)</u>	<u>(85,895,060)</u>
Less:		
Wear & Tear		-
Adjusted Tax loss	(313,376,412)	(85,895,060)
Less tax loss brought forward		(227,481,352)
Tax loss to be carried forward	<u>(456,630,444)</u>	<u>(313,376,412)</u>
Tax @ 30%		
Less tax paid in advance		-
Tax Claimable b/f	-	(1,500,000)
Provisional Tax	-	-
Withholding Tax	-	-
Tax Claimable	<u>-</u>	<u>(1,500,000)</u>