

CA HITESH SOLANKI (Partner)
(FCA, DISA, FAFD)

CA ANILKUMAR GUPTA (Partner)
(FCA, DISA, FAFD, CS, LLB)

Independent Auditor's Report on Special Purpose Financial Statements of MR Messaging South Africa Proprietary Limited

To
The Board of Directors
MR Messaging South Africa Proprietary Limited

## **Opinion**

- 1. We have audited the accompanying special purpose financial statements of MR Messaging South Africa Proprietary Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including material accounting policy information and other explanatory information.
- In our opinion and to the best of our information and according to the explanations given to us, the accompanying special purpose financial statements has been prepared, in all material respects, in accordance with the basis of preparation described in Note 1 to the accompanying special purpose financial statements.

## **Basis for Opinion**

3. We conducted our audit in accordance with the International Standards on Auditing ("ISAs") issued by the International Auditing and Assurance Standards Board ("IAASB"), subject to the materiality specified in the Group audit instructions as described in paragraph 12 below. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the financial statement section of our report. We are independent of the Group, Route Mobile Limited (the 'Holding Company') and the other components in or affiliates of the Holding Company (together hereinafter referred to as 'the Route Group') in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants ("IESBA Code") 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.





MR Messaging South Africa Proprietary Limited Audit Report for the year ended March 31, 2025 Page 2 of 4

## Emphasis of Matter - Basis of Preparation and Restriction on distribution or use

4. We draw attention to Note 1 to the accompanying special purpose financial statements which describes the basis of its preparation. The accompanying special purpose financial statements has been prepared by the Company's management solely to assist the management of the Route Group to prepare its consolidated financial statements for the year ended 31 March 2025. Our report is solely for the aforementioned purpose and for the use of Walker Chandiok & Co LLP ("Route Group Auditor"), in conjunction with their audit of the consolidated financial statements of the Route Mobile Group for the year ended 31 March 2025, and accordingly should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Further, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. Our opinion is not modified in this respect.

## Responsibilities of Management and Those Charged with Governance for the financial statement

- 5. The Management of the Company is responsible for the preparation of the special purpose financial statements in accordance with the basis of preparation specified in Note 1 to the special purpose financial statements. This responsibility includes the design, implementation and maintenance of internal control relevant to preparation of the financial statement that is free from material misstatement, whether due to fraud or error.
- 6. In preparing the special purpose financial statements, the Management of company 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 Management either intends to liquidate the Group or cease operations, or has no realistic alternative but to do so.
- 7. Those charged with governance / Board of Directors are responsible for overseeing the Company financial reporting process.

## Auditor's Responsibilities for the Audit of the special purpose financial statements

8. Our objective is to obtain reasonable assurance about whether the financial statements as a whole is 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.



## MR Messaging South Africa Proprietary Limited Audit Report for the year ended March 31, 2025 Page 3 of 4

- 9. As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls;

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 management; and
- Conclude on the appropriateness of management's 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 Group'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 Group to cease to continue as a going concern.
- Obtain sufficient appropriate audit evidence regarding the financial statements of the entities within the Group, to express an opinion on the financial statement. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 10. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings that we identify during our audit.
- 11. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



## MR Messaging South Africa Proprietary Limited Audit Report for the year ended March 31, 2025 Page 4 of 4

12. As requested by the group auditors in the Group audit instructions of the Company, we have planned and performed our audit using the materiality level specified in your audit instructions, which is different from the materiality level that we would have used, had we been designing the audit to express an opinion on the special purpose financial statements alone. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

## **Other Matter**

The special purpose financial statements of the Company for the year ended March 31, 2024 were audited by the predecessor auditor, N. Dosi & Co., who have expressed an unmodified opinion on those financial statements vide their report dated 30 April 2024.

For S H A & CO LLP

Chartered Accountants

ICAI Firm Registration No.: W100371

**Anilkumar Gupta** 

Partner

Membership No.: 142713 UDIN: 25142713BMIQXG2973

Place: Mumbai Date: May 06, 2025 MR Messaging South Africa Proprietary Limited Balance sheet as at 31 March 25 (Amount in ZAR, except as stated otherwise)

Mount	m 22.1., c,	Notes	As at 31.03.2025 (Audited)	As at 31.03.2024 (Audited)
· I	ASSETS			
1	Non current assets			
	Property, plant and equipment	2	a)	-
2	Current assets			
	Financial assets			52.27.779
	Trade receivables	3	36,02,520	53,36,678
	Cash and Cash Equivalents	4	1,71,56,038	1,34,00,284
	Other current assets	5	2,300	4.05.24.042
			2,07,60,858	1,87,36,962
	Total Assets		2,07,60,858	1,87,36,962
II	Equity and liabilities			
1	Equity			
16 26	Equity share capital		•	•
	Other equity	6	1,51,70,385	1,22,99,076
•	Total equity		1,51,70,385	1,22,99,076
2 1	Liabilities			
1	Non-current liabilities		-1	
(	Current liabilities			
F	inancial liabilities			
	Trade payables	7	8,41,120	31,31,591
	Other current financial liabilities	8	33,45,826	28,86,844
C	Other current liabilities	9	60,258	1,38,173
	urrent tax liabilities (net)	10	13,43,269	2,81,278
	and the property of the state o		55,90,473	64,37,886
T	otal Liabilities		2,07,60,858	1,87,36,962
N	otes to the Financial Statements	1-18		

As per our report of even date.

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For S H A & CO LLP

Chartered Accountants

Firm Reg No : W100371

Anilkumar Gupta

Partner

M.No: 142713 Place: Mumbai

Date : 06th may 2025

For and on behalf of the Board of Directors of MR Messaging South Africa Proprietary Limited

Stephen Lunn

Director

Chief Financial Officer



## MR Messaging South Africa Proprietary Limited Statement of profit and loss for the year ended 31 March 2025 (Amount in ZAR, except as stated otherwise)

	Notes	Year ended 31.03.2025 (Audited)	Year ended 31.03.2024 (Audited)
Income Revenue from operations Other Income Total Income	11 12	2,23,34,363 4,545 2,23,38,908	3,32,35,654 20,000 <b>3,32,55,654</b>
Expenses Purchases of messaging services Depreciation and amortisation expense Other expenses Total expenses	13 14 15	1,69,91,169 14,14,439 1,84,05,608	2,63,27,998 5,957 6,70,748 <b>2,70,04,703</b>
Profit / (loss) before tax		39,33,300	62,50,951
Tax expense Current tax	16	10,61,991 10,61,991	
Net Profit after tax		28,71,309	45,59,597
Notes to the Financial Statements	1-18		

As per our report of even date.

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MUMBAI LPIN-AAO-4028

### For S H A & CO LLP

Chartered Accountants Firm Reg No : W100371

Anmot

Anilkumar Gupta

Partner M.No : 142713 Place : Mumbai

Date: 06th may 2025

For and on behalf of the Board of Directors of MR Messaging South Africa Proprietary Limited

Stephen Lunn

Director

Rex Ellis

Chief Financial Officer



MR Messaging South Africa Proprietary Limited Cash flow statement for the year ended 31 March 2025 (Amount in ZAR, except as stated otherwise)

(Amount in ZAR, except as stated otherwise)	31.03.2025	31.03.2024
A. Cash flows from operating activities	39,33,300	62,50,951
Profit / (loss) before tax	,	
Adjustments for:		5,957
Depreciation expense	39,33,300	62,56,908
Operating profit before working capital changes		
Changes in working capital:		
Adjustments for:	17,34,158	5,69,641
Decrease in trade receivables	-2,300	1,65,505
(Increase)/decrease in other current assets	-22,90,472	13,86,785
Increase/(decrease) in trade payables	4,58,982	-1,60,000
Increase/(decrease) in other current financial liabilities	-77,915	-1,33,914
Decrease in other current liabilities	37,55,754	80,84,925
Cash generated from operating activities	31,33,134	-16,91,353
Net income tax refund / (paid)	37,55,754	63,93,572
Net cash generated from operating activities (A)	31,55,154	00,50,0
B. Cash flows from investing activities	<b>-</b> ×	*
C. Cash flows from financing activities	-	×
Net increase / (decrease) in cash and cash equivalents (A+B+C)	37,55,754	63,93,572
Cash and cash equivalents as at the beginning of the period	1,34,00,284	70,06,712
Cash and cash equivalents as at the end of the period	1,71,56,038	1,34,00,284
Components of Cash and Cash Equivalents:		
Cash in hand	-	-
Balances with banks		
- in current accounts	1,71,56,038	1,34,00,284
Total	1,71,56,038	1,34,00,284

As per our report of even date.

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MUMBAI LLPIN-AAO-4028

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For S H A & CO LLP

Chartered Accountants Firm Reg No : W100371

Anilkumar Gupta

Partner M.No: 142713 Place: Mumbai

Date : 06th may 2025

For and on behalf of the Board of Directors of MR Messaging South Africa Proprietary Limited

South A

Stephen Lunn

Director

Rex Ellis

-Chief Financial Officer

MR Messaging South Africa Proprietary Limited Statement of Changes in Equity for the year ended 31 March 2025 (Amount in ZAR, except as stated otherwise)

Other equity	
Surplus in the statement of profi	it and loss
Statutory reserves	
Foreign currency translation rese	:L/.c
Total other equity	

Surplus in the statement of profit and loss Balance as at 01 April 2024 Dividend paid Profit for the period

Changes during the period
Balance as at 31 March 2025

31.03.2025	31.03.2024
1,51,70,384	1,22,99,075
1,51,70,384	1,22,99,075
1,22,99,075	77,39,478
28,71,309	45,59,597
<del>-</del>	-
1,51,70,384	1,22,99,075

As per our report of even date.

## For S H A & CO LLP

Chartered Accountants Firm Reg No :W100371

Anilkumar Gupta Membership No. 142713

Partner Piace : Mumbai

Date: 06th may 2021



For and on behalf of the Board of Directors of MR Messaging South Africa Proprietary Limited

Stephen Lunn Rex Ellis

Rex Ellis Chief Francial Officer



#### MR Messaging South Africa Proprietary Limited Notes to the financial Statements for the year ended 31 March 2025

Note 1 (a): This financial information has been prepared by management for purposes of providing information to M.R Messaging FZE (the "holding company") to enable it to prepare its consolidated financial statements, subsequently the M.R Messaging FZE consolidates into Routesms Solutions FZE (the "Holding Company") and subsequently the Routesms Solutions FZE consolidates into Route Mobile Limited (the "Ultimate Holding Company"). These financial information have been prepared in accordance with the recognition and measurement principles laid down under generally accepted accounting principles for the purpose of consolidation for the year ended 31 March 2025.

## Note 1 (b): Summary of significant accounting policies

#### i) Basis of preparation

The financial statements have been prepared on a going concern basis in accordance with the International Financial Reporting Standard for Small and Medium-sized Entities, and the Companies Act of South Africa. The financial statements have been prepared on the historical cost basis, except for biological assets at fair value less point of sale costs, and incorporate the principal accounting policies set out below. They are presented in South African Rands.

#### ii) Property, plant and equipment

Property, plant and equipment are tangible assets which the company holds for its own use or for rental to others and which are expected to be used for more than one period.

Property, plant and equipment is initially measured at cost.

Cost includes costs incurred initially to acquire or construct an item of property, plant and equipment and costs incurred subsequently to add to, replace part of, or service it. If a replacement cost is recognised in the carrying amount of an item of property, plant and equipment, the carrying amount of the replaced part is derecognised.

Property, plant and equipment is subsequently stated at cost less accumulated depreciation and any accumulated impairment losses, except for land which is stated at cost less any accumulated impairment losses.

Depreciation of an asset commences when the asset is available for use as intended by management. Depreciation is charged to write off the asset's carrying amount over its estimated useful life to its estimated residual value, using a method that best reflects the pattern in which the asset's economic benefits are consumed by the company.

The useful lives of items of property, plant and equipment have been assessed as follows: Item:- Computer equipment
Depreciation method:- Straight Line
Average useful life:- 3 years

When indicators are present that the useful lives and residual values of items of property, plant and equipment have changed since the most recent annual reporting date, they are reassessed. Any changes are accounted for prospectively as a change in accounting estimate.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its continued use or disposal. Any gain or loss arising from the derecognition of an item of property, plant and equipment, determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item, is included in profit or loss when the item is derecognised.

## iii) Financial instruments

#### Initial measurement

Financial instruments are initially measured at the transaction price (including transaction costs except in the initial measurement of financial assets and liabilities that are measured at fair value through profit or loss) unless the arrangement constitutes, in effect, a financing transaction in which case it is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

#### Financial instruments at amortised cost

These include loans, trade receivables and trade payables. They are subsequently measured at amortised cost using the effective interest method. Debt instruments which are classified as current assets or current liabilities are measured at the undiscounted amount of the cash expected to be received or paid, unless the arrangement effectively constitutes a financing transaction.

At each reporting date, the carrying amounts of assets held in this category are reviewed to determine whether there is any objective evidence of impairment. If there is objective evidence, the recoverable amount is estimated and compared with the carrying amount. If the estimated recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount, and an impairment loss is recognised immediately in profit or loss.





#### MR Messaging South Africa Proprietary Limited

Notes to the financial Statements for the year ended 31 March 2025

#### iv) Tax

#### Current tax assets and liabilities

Current tax for current and prior periods is, to the extent unpaid, recognised as a liability. If the amount already paid in respect of current and prior periods exceeds the amount due for those periods, the excess is recognised as an asset.

The tax liability reflects the effect of the possible outcomes of a review by the tax authorities.

#### Deferred tax assets and liabilities

A deferred tax liability is recognised for all taxable temporary differences.

A deferred tax asset is recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised.

Deferred tax asset is recognised for the carry forward of unused tax losses to the extent that it is probable that future taxable profit will be available against which the unused tax losses can be utilised.

Deferred tax assets and liabilities are 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 end of the reporting period.

#### Tax expenses

Tax expense is recognised in the same component of total comprehensive income or equity as the transaction or other event that resulted in the tax expense.

#### v) Share capital and equity

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

#### vi) Revenue

Revenue is recognised to the extent that the company has transferred the significant risks and rewards of ownership of goods to the buyer, or has rendered services under an agreement provided the amount of revenue can be measured reliably and it is probable that economic benefits associated with the transaction will flow to the company. Revenue is measured at the fair value of the consideration received or receivable, excluding sales taxes and discounts.

Interest is recognised, in profit or loss, using the effective interest rate method.

#### vii) Borrowing costs

Borrowing costs are recognised as an expense in the period in which they are incurred.





# MR Messaging South Africa Proprietary Limited Notes to the financial Statements for the year ended 31 March 2025 (Amount in ZAR, except as stated otherwise)

2

Property, Plant & Equipment	Software
Cost	12.627
Balance as at April 1, 2023	13,627
Additions during the year	
Closing Balance March 31, 2024	13,627
Additions during the year	
Closing Balance March 31, 2025	13,627
D	
Depreciation	7,670
Balance as at April 1, 2023	5,957
During the year depreciation	13,627
Closing Balance March 31, 2024	-
During the year depreciation	13,627
Closing Balance March 31, 2025	
WDV as on 31 March 2024	-
NDV as on 31 March 2025	-



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As at	As at
31 March 2025	31 March 2024

3	Trade receivables		
•	Unsecured, considered good		

36,02,520	53,36,678
36,02,520	53,36,678

	As at 31 March 2025		As at 31 March 2024	
Particulars	Related party Other receivables receiva	Other	icccirabi	Other receivables 41,83,634
		24,50,029		
less than 6 Months		24,50,025		1,074
6 months-1 year	-		-	11,51,970
1 - 2 year	-	11,52,491	~	
2 - 3 year		(1,04,17)		-
More than 3 year		36,02,520	-	53,36,678
Total		.70,02,320	1	

## 4 Cash and cash equivalents

Cash in hand

Balances with banks:	
- in current accounts	

1,71,56,038	1,34,00,284
1,71,56,038	1,34,00,284

## 5 Other current assets

Advance To Supplier
Balance with government authorities

2,300	9
-	*
2,300	-

#### 6 Other equity

Surplus in the statement of profit and loss Balance at the beginning of the year Profit for the year Balance at the end of the year

1,51,70,385	1,22,99,076
28,71,309	45,59,597
1,22,99,076	77,39,479

## 7 Trade payables

Due to Creditors

8,41,120	31,31,591
8,41,120	31,31,591

	As at 31 March 2025	As at 31 March 2024
Particulars	8,14,553	26,45,512
Nor due	26,567	4,86,079
Less than 6 Months Total	8,41,120	31,31,591

## 8 Other current financial liabilities

Mr. Messaging FZE Mr Messaging Limited

22 45 926	28 86 844	
65,057	_	
32,80,769	28,86,844	

## 9 Other current liabilities

Advance from customer Statutory dues

60,258	1,38,173	
60.259	1 39 173	

## 10 Current tax liabilities (net)

Income tax provisions (Net of advance tax)

13,43,269	2,81,278
13,43,269	2.81.278



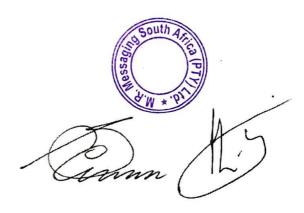




## MR Messaging South Africa Proprietary Limited Notes to the financial Statements for the year ended 31 March 2025 (Amount in ZAR, except as stated otherwise)

•	unt in ZAR, except as stated otherwise)	Year ended 31 March 2025 (Audited)	Year ended 31 March 2024 (Audited)
11	Revenue from operations		
	Sale of services	2 22 24 27 2	3,32,35,654
	Messaging services	2,23,34,363 2,23,34,363	3,32,35,654
	Disaggregation of revenue		
	A. Timing of the revenue recognition:		
	- Services transferred at a point of time	2,23,34,363	3,32,35,654
	- Services transferred over time	-	
		2,23,34,363	3,32,35,654
12	Other Income		
	Liabilites No Longer Payable	4,545	20,000
		4,545	20,000
13	Purchases of messaging services		
	Purchases of messaging services	1,69,91,169	2,63,27,998
		1,69,91,169	2,63,27,998
14	Depreciation and Amortisation		
	Depreciation on property, plant and equipment		5,957
		-	5,957
15	Other expenses		
	Insurance	*	5,500
	Legal and professional charges	13,73,217	4,32,846
	Bank charges	3,561	3,415
	Miscellaneous expenses	37,661	2,28,987
		14,14,439	6,70,748
16	Tax expenses		
	Current rax for the year	10,61,991	16,91,353
		10,61,991	16,91,353





MR Messaging South Africa Proprietary Limited
Notes to the financial Statements for the year ended 31 March 2025
(Amount in ZAR, except as stated otherwise)

## 17 Related party transactions

Related party disclosures as required under Indian Accounting Standard 24, "Related party disclosure" are given below:

Names of related parties and description of relationship:

Names of related parties and description	Names of related parties
Description of relationship (i) Holding Company (ii) Ultimate Holding Company (iii) Key Management Personnel (KMP)	Mr.Messaging Limited
	Mr. Messaging FZE,
	Rajdipkumar Gupta, Director
	Sandipkumar Gupta, Director
	Rex Ellis, Director
	Steve Lunn, Director

b) Details of related party transactions:

Details of feared party districted	31 March 2025	31 March 2024
Particulars		
Expenses reimbursed to other company	2.02.025	1,60,000
Mr. Messaging FZE	3,93,925	1,00,000
Mr Messaging Limited	65,057	

c) Balances outstanding at the end of the year

balances outstanding at the end of the year	1 1 1 1 2007	31 March 2024
Particulars	31 March 2025	31 March 2024
Other current financial liabilities		
Mr. Messaging FZE	32,80,769	28,86,844
Mr Messaging Limited	65,057	

Note 18: The figures for the previous year have been regrouped wherever necessary.

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As per our report of even date

For S H A & CO LLP

Chartered Accountants Firm Reg No: W100371

Anilkumar Gupta

Partner M.No: 142713 Place: Mumbai

Date : 06 to May 2015

For and on behalf of the Board of Directors of MR Messaging South Africa Proprietary Limited

Stephen Lunn

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Director

Rex Ellis Chief Financial Officer