


## 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 2024 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 29 April 2025 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 2025 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 2025, 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 management either intends to liquidate the company or to cease operations, or has 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 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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The engagement partner on the audit resulting in this independent auditor's report is CPA Mark B Kazibwe – FM3939

.....  
Certified Public Accountant of Uganda  
Mukono, Uganda

.....  
CPA Mark B Kazibwe - FM3939

29<sup>th</sup> / 04 / 2025



# STATEMENT OF FINANCIAL POSITION

	Note	2025 Ushs.	2024 Ushs.
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property and Equipment	2	537,638	2,486,385
Related Party Transactions	2		50,000,000
		<u>537,638</u>	<u>52,486,385</u>
<b>Current assets</b>			
Trade and other receivables	3	56,451,409	102,946,824
Tax Recoverable		1,500,000	1,500,000
Fixed Deposit(s)	4	-	3,000,000
Cash and Bank balances	4	38,004,420	4,698,364
		<u>95,955,829</u>	<u>112,145,188</u>
<b>TOTAL ASSETS</b>		<u><u>96,493,467</u></u>	<u><u>164,631,573</u></u>
<b>EQUITY AND LIABILITIES</b>			
<b>Capital and reserves</b>			
Share Capital	5	50,000,000	50,000,000
Accumulated Losses		(711,800,978)	(609,352,638)
		<u>(661,800,978)</u>	<u>(559,352,639)</u>
<b>Non-current Liabilities</b>			
Related Party Transactions	2	<u>743,972,244</u>	<u>692,471,153</u>
<b>Current liabilities</b>			
Trade and other payables	6	<u>14,322,202</u>	<u>31,513,059</u>
		<u>14,322,202</u>	<u>31,513,059</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u><u>96,493,467</u></u>	<u><u>164,631,573</u></u>

These financial statements were approved by Board of Director on 29.10.2025 and signed on its behalf by,

  
.....  
Director



.....  
Director



ROUTE MOBILE (U) LIMITED  
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STATEMENT OF COMPREHENSIVE INCOME

	Notes	2025 Ushs.	2024 Ushs.
<b>INCOME</b>			
Revenue	7	56,892,224	81,193,392
Direct Costs	8	(72,587,840)	(77,977,811)
		<u>(15,695,616)</u>	<u>3,215,581</u>
Other income	9	46,367,584	2,447,473
		<u>30,671,968</u>	<u>5,663,054</u>
<b>EXPENSES</b>			
Administrative expenses	10	(131,968,836)	(155,433,268)
		<u>(131,968,836)</u>	<u>(155,433,268)</u>
Operating Loss		(101,296,868)	(149,770,213)
Finance costs	11	(1,151,472)	(1,306,350)
<b>LOSS BEFORE TAXATION</b>	12	(102,448,340)	(151,076,564)
TAXATION	12	-	-
<b>LOSS FOR THE YEAR</b>		<u>(102,448,340)</u>	<u>(151,076,564)</u>

**ROUTE MOBILE (U) LIMITED**  
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**STATEMENT OF CHANGES IN EQUITY**

	<b>Share Capital</b>	<b>Accumulated Losses</b>	<b>Total</b>
	<b>Ushs.</b>	<b>Ushs.</b>	<b>Ushs.</b>
<b>As at 01 April 2024</b>	50,000,000	(609,352,638)	(559,352,638)
Loss for the year	-	(102,448,340)	(102,448,340)
<b>At 31 March 2025</b>	<u><b>50,000,000</b></u>	<u><b>(711,800,978)</b></u>	<u><b>(661,800,978)</b></u>

	<b>Share Capital</b>	<b>Accumulated Losses</b>	<b>Total</b>
	<b>Ushs.</b>	<b>Ushs.</b>	<b>Ushs.</b>
<b>As at 01 April 2023</b>	50,000,000	(458,276,074)	(408,276,074)
Loss for the year	-	(151,076,564)	(151,076,564)
<b>At 31 March 2024</b>	<u><b>50,000,000</b></u>	<u><b>(609,352,638)</b></u>	<u><b>(559,352,638)</b></u>



# **STATEMENT OF CASHFLOWS**

	Note	2025 Ushs.	2024 Ushs.
<b>OPERATING ACTIVITIES</b>			
Loss before tax		102,448,340)	(151,076,564)
<b>Adjustments for:</b>			
Write back		(2)	
Depreciation		<u>1,948,744</u>	<u>1,948,744</u>
<b>Operating profit before working capital changes</b>		<b>(100,499,594)</b>	<b>(149,127,820)</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Related Party Transactions			
Increase in Trade and other receivables	4	46,495,414	(41,656,913)
(Decrease)/increase in trade and other payables	6	<u>(17,190,854)</u>	<u>42,096,788</u>
		29,304,560	439,875
<b>Cash generated from operations</b>			
Taxation/Deposit paid		-	0
<b>Net cash generated from/(used In) operating activities</b>		<b>(71,195,034)</b>	<b>(148,687,945)</b>
<b>CASHFLOWS FROM INVESTING ACTIVITIES</b>			
Related Party Transactions		101,501,091	138,983,296
Fixed Deposits		3,000,000	(3,000,000)
Purchase of fixed assets		0	0
<b>Net cash used in investing activities</b>		<b><u>104,501,091</u></b>	<b><u>135,983,296</u></b>
<b>CASHFLOWS FROM FINANCING ACTIVITIES</b>			
Issue of share capital		-	-
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>		<b>33,306,056</b>	<b>(12,704,649)</b>
Cash and cash equivalents at beginning of the year		<u>4,698,364</u>	<u>17,403,013</u>
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>		<b><u>38,004,420</u></b>	<b><u>4,698,364</u></b>
<b>Statement of Reconciliation of Cash &amp; Cash equivalents</b>			
		2025 Ushs.	2024 Ushs.
Bank and cash balances	4	<u>38,004,420</u>	<u>4,698,364</u>
		<b><u>38,004,420</u></b>	<b><u>4,698,364</u></b>

## **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 2024.

	2025 Ushs.	2024 Ushs.
<b>Non-current/Current asset</b>		
Route Mobile (UK) Limited		50,000,000
Computers RMUL		1,132,080
Office Equipments	537,639	1,354,306
	<u>537,639</u>	<u>52,486,385</u>
<b>Non-current liabilities</b>		
Route Mobile (UK) Limited	743,972,244	672,917,328
Route SMS Solution FZE		19,055,826
	<u>743,972,244</u>	<u>692,471,154</u>

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

	2025 Ushs.	2024 Ushs.
<b>3. TRADE AND OTHER RECEIVABLES</b>		
Trade Receivables	7,492,542	24,575,717
<b>Other Receivables</b>		
Related Party	14,774,820	9,348,631
Prepaid Expenses	6,760,687	1,268,038
Advances to Suppliers -RMUL	27,423,360	67,754,440
	<u>56,451,409</u>	<u>102,946,824</u>
<b>4. CASH AND BANK</b>		
For the purpose of the cash flow statement, cash and cash equivalents comprise the following:		
Bank Balance - Eco Bank	38,004,420	4,698,364
Fixed Deposit		3,000,000
	<u>38,004,420</u>	<u>7,698,364</u>
<b>5. SHARE CAPITAL</b>		
Authorized, issued and fully paid		
100,000 ordinary shares of Ushs. 500 each	<u>50,000,000</u>	<u>50,000,000</u>
<b>6. TRADE AND OTHER PAYABLES</b>		
Trade Payables	-	-
<b>Other Payables</b>		
Payables for purchases	2,217,732	15,153,886
Wages Payable	5,851,274	5,525,616
NSSF	3,540,241	4,167,330
URA PAYE	2,712,955	2,407,053
Advances from Customers		4,259,174
	<u>14,322,202</u>	<u>31,513,059</u>
<b>7. REVENUE</b>		
Enterprise messaging services	21,171,000	51,104,587
Intercompany Sales -RMUL	34,033,085	7,012,119
Sender ID registration Charges - Domestic Sales	2,796,550	
Domestic Sales	(1,323,528)	(903,656)
WhatsApp Service	215,117	23,980,342
	<u>56,892,224</u>	<u>81,193,392</u>
<b>8. DIRECT COSTS</b>		
Short Code Service Charges Monthly (International) Purchase	1,271,490	37,224,180
Enterprise Messaging Services - Domestic Purchase	26,824,394	8,908,315
Sender ID registration Charges - Domestic Purchase	8,250,000	25,801,253
Short Code Service Charges Monthly - Domestic Purchase	15,993,530	451,840
Domestic Purchase - (Ind AS)	20,081,060	3,244,793
Intercompany Purchase WhatsApp	167,366	2,347,430
	<u>72,587,840</u>	<u>77,977,811</u>



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NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

	2025 Ushs.	2024 Ushs.
<b>9. OTHER INCOMES</b>		
Write back	2	623,002
Exchange Gain- Realized	2,387,263	1,824,472
Exchange Gain- Unrealized	43,980,320	
	<u>46,367,584</u>	<u>2,447,473</u>
<b>10. ADMINISTRATION EXPENSES</b>		
Accountancy, audit and tax fees		
Professional Fees	21,200,000	21,200,000
Exchange loss Realized	15,702,634	16,381,388
Telephone, Internet and courier	(2,437)	29,437
Legal Expenses	287,200	-
Licenses, membership and permits	400,000	660,000
Salaries and wages	87,626,781	110,222,363
Stationery Expenses	(1,080)	1,080
Office expenses	(4,000)	184,000
Rent rates and taxes	4,800,000	4,800,000
Testing Charges	17,250	-
Travelling Expenses	(6,260)	6,260
Rounding off	1	(4)
Depreciation	1,948,746	1,948,744
	<u>131,968,836</u>	<u>155,433,267</u>
<b>11. FINANCE COSTS</b>		
Written Off		-
Bank Charges	1,151,472	1,306,350
	<u>1,151,472</u>	<u>1,306,350</u>
<b>Loss before taxation is stated after charging:</b>		
Accountancy, audit and tax fees		
Depreciation and amortization	<u>1,948,744</u>	<u>1,948,744</u>

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NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

	2025 Ushs.	2024 Ushs.
<b>12. TAXATION</b>		
<b>Statement of financial position</b>		
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>
 <b>Deferred Tax</b>		
Balance brought forward	-	-
Charge for the year	-	-
<b>Balance carried forward</b>	<u>-</u>	<u>-</u>
 <b>Statement of comprehensive income</b>		
Current Tax at 30%	-	-
Differed tax	-	-
	<u>-</u>	<u>-</u>
 The net deferred tax liability comprised of;		
Accelerated Capital Allowances		
Tax Losses	(102,448,340)	(151,076,564)
Share Capital	<u>(102,448,340)</u>	<u>(151,076,564)</u>

## **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

### **13. POST BALANCE SHEET EVENTS**

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

### **14. 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

### **15. CAPITAL COMMITMENTS**

There were no capital commitments as at 31 March 2025.

### **16. CONTINGENT LIABILITIES**

There were no contingent liabilities as at 31 March 2025.

### **18. EMPLOYEES**

There was 01 permanent staff during the year.

### **17. INCORPORATION**

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

### **18. CURRENCY**

The financial statements are presented in Uganda Shillings



**ROUTE MOBILE (U) LIMITED**  
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**TAX COMPUTATION**

	<b>2025</b>	<b>2024</b>
	<b>Ushs.</b>	<b>Ushs.</b>
<b>Particulars</b>		
Loss as per accounts	(102,448,340)	(151,076,564)
<b>Add:</b>		
Depreciation	1,948,744	1,948,744
Fines and penalties		
	<u>(100,499,594)</u>	<u>(149,127,820)</u>
<b>Less:</b>		
Wear & Tear		
Adjusted Tax loss	(313,376,412)	(313,376,412)
Less tax loss brought forward		-
<b>Tax loss to be carried forward</b>	<u>(413,876,006)</u>	<u>(462,504,232)</u>
<b>Tax @ 30%</b>		
Less tax paid in advance		-
Tax Claimable b/f	(1,500,000)	(1,500,000)
Provisional Tax		
Withholding Tax	-	-
<b>Tax Claimable</b>	<u>(1,500,000)</u>	<u>(1,500,000)</u>