Company Number: 12989750

AIRTEL AFRICA SERVICES (UK) LIMITED

Annual report and financial statements

for the year ended 31 March 2024

CONTENTS **Page**

REGISTERED NUMBER	12989750
DIRECTORS	Simon O'Hara Pier Alfonso Falcione (resigned on 2 February 2024) Sidhanth Hota (appointed on 25 March 2024) Jaideep Kishore Paul
COMPANY SECRETARY	Simon O'Hara
REGISTERED OFFICE	First floor, 53/54 Grosvenor Street London W1K 3HU United Kingdom
BRANCH OFFICE	101, first floor, 20 Dubai Internet City Dubai United Arab Emirates
BRANCH LICENSE NUMBER	99099
BANKERS	Standard Chartered Bank 1 Basinghall Avenue London EC2V 5DD United Kingdom Standard Chartered Bank DIFC Building 1, DIFC Gate Precinct Dubai United Arab Emirates
INDEPENDENT AUDITORS	Deloitte LLP 2 New Street Square London EC4A 3BZ United Kingdom

The Directors present their strategic report and audited financial statements of Airtel Africa Services (UK) Limited (the "Company") for the year ended 31 March 2024.

Principal activities

The main objective of the Company is the provision of human resources and management of human resources functions for Airtel Africa Group of Companies (the "Group"). The Company was incorporated in the United Kingdom on 2 November 2020.

Key performance indicators

As the Company provides human resource and management of human resource functions for the Group, the key performance indicators for internal performance analysis are its revenue and employee costs as shown below:

USD in "000"

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Revenue	USD 144,881	USD 118,662
Employee Costs	USD 45,301	USD 37,534
Loss after taxation	USD 7,347	USD 4,332

Development and financial performance during the year

-As reported in the Company's statement of comprehensive income, during the year revenue increased to USD 144,881 thousand (previous year USD 118,662 thousand) with the increase in operating cost.
-Employee cost has increased to USD 45,301 thousand (previous year USD 37,534 thousand) as average number of employees increased to 72 (previous year 54).
-Loss after taxation has increased to USD 7,347 thousand (previous year USD 4,332 thousand) mainly due to increase in finance cost.

Financial performance at reporting date

The statement of financial position shows that the net carrying value of the Company's net liabilities at year-end is USD 25,396 thousand (Previous year USD 18,049 thousand).

Future developments

The Company will continue to provide management and technical services to the Group.

Principal risks and uncertainties

The principal risks and uncertainties affecting the Company are closely aligned with those discussed in the Group's 2024 Annual Report, which is publicly available from the Group Company Secretary (First floor, 53/54 Grosvenor Street, London W1K 3HU, UK) or on the website www.airtel.africa.com. Risks relating specifically to the Company are as follows:

Market risk

The trading activity of the Company and its financial position may be adversely impacted by downturns in general economic conditions or any future periods of economic recession.

Foreign exchange risk

The amounts payable to and receivable from Group undertakings include amounts denominated in currencies other than USD, therefore, fluctuations in currency exchange rates will impact the results and financial position of the Company.

Liquidity risk

The Company is funded by its parent, Airtel Africa plc, to meet all of its funding requirements.

Interest rate
The Company has interest-bearing liabilities linked to the financing from Airtel Africa plc (details of which are disclosed at note 14 of the financial statements). While the SOFR rate expose the Company to cash flow interest rate risk, management believes that this risk is managed as the funding is provided by Airtel Africa plc, the sole shareholder.

Statement by the Directors in performance of their statutory duties in accordance with Section 172 of the Companies Act 2006 (the "Act")
In promoting the success of the Company, the Directors must also consider the interests of stakeholders and other matters required by Section 172(1)(a) to (f) of the Act. The Section 172 Statement describes how the Directors have taken into account wider stakeholders in their decision making. Whilst the Company is a direct subsidiary of Airtel Africa plc, the Company supports the wider strategy of Airtel Africa plc. Where appropriate, for example in matters of long-term strategy, decision making is aligned with that of the parent company Board, ensuring that stakeholders of the Company have been rigorously considered. The Group's 2024 Annual Report can be obtained from www.airtel.africa.com.

General confirmation of Directors' duties
Directors are fully aware of and understand their statutory duties under the Act. They have a clear framework for determining the matters within their remit. Day-to-day authority is delegated to executives and the Directors engage with the management in setting, approving and overseeing the execution of the business strategy and related policies, leveraging Group's frameworks and policies. The executives considers the Company's activities, such as reviewing financial and operational performance, business strategies, key risks, stakeholder related matters, governance, legal and regulatory compliances, and make decisions. Section 172(1) of the Act provides that each Director must ensure that they act in the way they consider in good faith, would mostly likely promote the Company's success for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to Section 172(1)(a) to (f) as described below.

a) The likely consequences of any decision in the long term
The Directors understand the Company's business and evolving environment in which it operates including the challenges of a highly competitive marketplace. Refer to page 4 for more details on principle risk and uncertainties.

b) The interest of the Company's employees
The Directors recognise that employees are fundamental to the future growth and success of the Company. That success depends on looking after our employees. The Company ensures employees are informed and involved in the business through regular meetings, e-mail updates and intranet to communicate business area updates.

c) The need to foster the Company's business relationships with suppliers, customers and others
The Directors recognise the benefits of engaging with a broad range of stakeholders and believe that developing and delivering of our strategies depends on building and maintaining constructive relationships. The Company duly understands the importance of relationships with suppliers, customers and others and up to the extend required, had been supportive of them during their challenging times.

d) The impact of the Company's operations on the community and the environment
The Directors appreciate that collaboration with charities and community groups helps to create a stronger community and provide insights that enables the Directors to understand the Company's impact on the community, the environment and the consequences of their decisions in the long-term. Further information about how the Company engages with communities and NGOs can be found in the Group's 2024 Annual Report.

e) The desirability of the Company maintaining a reputation for high standards of business conduct
The Directors adhere to the Group's code of conduct in which all employees are subject to setting out high standards and behaviours which is expected from those who work for us or with us.

f) The need to act fairly as between members of the Company

After weighing up all relevant factors the Directors consider which course of action best promotes the long-term success of the Company in taking into consideration the impact of stakeholders. In doing so, the Directors act fairly between the Company's members. However, the Directors are not required to balance the Company's interests with those of other stakeholders and this can sometimes mean certain stakeholders' interest may not be fully aligned.

Culture

The Company's culture is set by the Group and embedded in all we do.

Stakeholder engagement

Proactive engagement remains a central focus for the Company which ensures the Directors have regards to the matters set out in Section 172(1)(a) to (f) of the Act. Engaging with stakeholders delivers better outcomes for society and for the business. It is fundamental to the Company's long-term success.

Energy and carbon disclosure

Energy and carbon disclosure information is not disclosed as the Company is exempt from the disclosure as it consumes less than 40,000 KWH energy.

In discharging Section 172 duties, we have regards to the factors set out above. In addition, we also have regards to other factors which we consider relevant to the decisions being made.

This Strategic Report was approved by the Directors and signed on their behalf by:

Sd/-

Simon O'Hara
Director
Date: 28 June 2024

The Company has chosen, in accordance with Section 411C (11) of the Act, to include such matters of strategic importance to the Company in the Strategic Report which otherwise would be required to be disclosed in the Director's Report, and forms part of this report by cross-reference. The matters relate to future development, financial performance, financial risk management and prospects as provided of the Companies Act 2006.

Dividends

The Directors do not recommend any dividend during the current financial year. No dividend was declared subsequent to the balance sheet date for the year ending 31 March 2024 and prior year.

Charitable and political donations

The Company neither in the current financial year nor in the prior year made any charitable donations.

Directors

The Directors, who served during the year were as follows:

- Simon O'Hara
- Pier Alfonso Falcione (resigned on 2 February 2024)
- Sidhanth Hota (appointed on 25 March 2024)
- Jaideep Kishore Paul

The Company has qualifying third party indemnity provisions for the benefit of the Directors which was in force during the year and also remain in force at the date of this report.

Branches outside the United Kingdom

The Company has a branch Airtel Africa Services (UK) Limited registered in Dubai, United Arab Emirates (Branch License No. 99099) of which address is as under:

101, first floor, 20 Dubai Internet City,

Dubai, United Arab Emirates

Going concern

These financial statements are prepared on going concern basis as the Directors believe that the Company has adequate resources to continue in operational existence for a period of at least 12 months from the date of approval of the financial statements. Based on cashflow projections, the Directors confirm that they have a reasonable expectation that the Company will continue to operate and meets its liabilities as they fall due. The Company has a revolving loan facility with Airtel Africa plc and also has an agreement with the Group's operating entities to cover its costs through management fees. The Directors' assessment has been made with reference to Company's principal risks and how these are managed, therefore, these accounts have been prepared on a going concern basis.

Statement of disclosure of information to auditor

Each of the persons who is a Director at the date of approval of this report confirms that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- the Director has taken all the steps that he/she ought to have taken as a Director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Act.

Auditor
The auditor, Deloitte LLP, will be proposed for reappointment in accordance with Section 485 of the Act.

Important events since the end of financial year

Refer note 25 of financial statement, there is no such event to report.

This Directors' Report was approved by the Directors and signed on their behalf by:

Sd/-

Simon O'Hara
Director
Date: 28 June 2024

Directors' responsibilities statement

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 "Reduced Disclosure Framework". Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

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

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

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Airtel Africa Services (UK) Limited (the 'Company'):

- give a true and fair view of the state of the Company's affairs as at 31 March 2024 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of financial position;
- the statement of comprehensive income;
- the statement of changes in equity; and
- the related notes 1 to 25.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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

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

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The Directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of the Directors

As explained more fully in the Directors' responsibilities statement, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud

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

We considered the nature of the Company's industry and its control environment and reviewed the assessment of fraud and compliance with laws and regulations established by the Company's parent. We also enquired of management about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory framework that the Company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included the UK Companies Act and tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the Company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006
In our opinion, based on the work undertaken in the course of the audit:

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

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the Directors' report.

Matters on which we are required to report by exception
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

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

We have nothing to report in respect of these matters.

Use of our report
This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Sd/-

Daryl Winstone FCA (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
28 June 2024

Airtel Africa Services (UK) Limited
Statement of financial position as on 31 March 2024
(All amounts are in US Dollar thousands, unless stated otherwise)

Company Number – 12989750

	Note	As at 31 March 2024	As at 31 March 2023
Assets			
Non-current assets			
-Property, plant and equipment	**5**	3,062	3,179
-Right of use assets	**6**	1,532	2,125
Financial assets			
-Trade and othe receivables	**8**	2,752	5,041
-Loan receivables	**9**	8,036	721
		15,382	**11,066**
Current assets			
Financial assets			
- Cash	**7**	10,279	976
-Trade and other receivables	**8**	163,109	98,693
Other current assets	**10**	3,748	4,289
		177,136	**103,958**
Total assets		**192,518**	**115,024**
Current liabilities			
Financial liabilities			
- Lease liabilities	**11**	677	646
- Trade and other payables	**12**	69,938	45,427
Employee benefits	**13**	18,353	10,467
		88,968	**56,540**
Total Assets less current liabilities		**103,550**	**58,484**
Non-current liabilities			
Financial liabilities			
- Borrowings	**14**	123,701	71,848
- Lease liabilities	**11**	1,090	1,767
Employee benefits	**13**	4,155	2,918
		128,946	**76,533**
Net liabilities		**(25,396)**	**(18,049)**
Capital and reserves			
- Share capital	**15**	0	0
- Retained earnings		(25,396)	(18,049)
Total equity		**(25,396)**	**(18,049)**

The accompanying notes 1 to 25 form an integral part of these financial statements.

The financial statements of the Company were approved by the Directors on June 2024 and were signed on their behalf by:

Sd/-

Simon O'Hara

Director

Airtel Africa Services (UK) Limited
Statement of comprehensive income for the year ending 31 March 2024
(All amounts are in US Dollar thousands, unless stated otherwise)

	Note	For the year 01 April 2023 - 31 March 2024	For the year 01 April 2022 - 31 March 2023
Income			
Revenue	**16**	144,881	118,662
Other income	**17**	327	281
		145,208	**118,943**
Expenses			
Employee benefits expense	**18**	45,301	37,534
Depreciation	**19**	1,646	1,155
Other expenses	**20**	74,618	63,359
		121,565	**102,048**
Operating profit		**23,643**	**16,895**
Finance cost	**21**	8,007	2,932
Profit before tax		**15,636**	**13,963**
Tax expense	**22**	22,150	17,876
Loss for the year		**(6,514)**	**(3,913)**
Other comprehensive income (OCI)			
Items not to be reclassified subsequently to profit or loss:			
Remeasurement loss on defined benefit plan	**18**	(833)	(419)
Other comprehensive expense for the year		(833)	(419)
Total comprehensive expense for the year		**(7,347)**	**(4,332)**

All results are derived from continuing operations

The accompanying notes 1 to 25 form an integral part of these financial statements.

Airtel Africa Services (UK) Limited
Statement of Changes in Equity for the year ending 31 March 2024
(All amounts are in US Dollar thousands, unless stated otherwise)

	Share Capital		Retained earnings	Total equity
	No of shares	Amount		
As at 31 March 2022	**1**	**0**	**(13,717)**	**(13,717)**
Loss for the year	-	-	(3,913)	(3,913)
Other comprehensive expense	-	-	(419)	(419)
Total comprehensive expense	-	-	(4,332)	(4,332)
As at 31 March 2023	**1**	**0**	**(18,049)**	**(18,049)**
Loss for the year	-	-	(6,514)	(6,514)
Other comprehensive expense	-	-	(833)	(833)
Total comprehensive expense	-	-	(7,347)	(7,347)
As at 31 March 2024	**1**	**0**	**(25,396)**	**(25,396)**

Share capital has been issued, subscribed and fully paid-up share capital consist of 1 share with a nominal value of £1.

1. Corporate information and activities

Airtel Africa Services (UK) Limited (the "Company") is a private company limited by shares incorporated and domiciled in the United Kingdom (UK) under the Companies Act 2006 and is registered in England and Wales. The Company was incorporated on 02 November 2020 and its principal place of business & registered office of the Company is located at First floor, 53/54 Grosvenor Street, London W1K 3HU, UK. The Company also has a branch office at 101, first floor, 20, Dubai Internet City, Dubai, United Arab Emirates (License No. 99099).

The activities of the Company consist of the provision of human resources and management of human resources functions of Group entities. The Company forms part of the Airtel Africa Group of companies. The Company's immediate parent company is Airtel Africa plc which is incorporated in the UK.

2. Material accounting policies

2.1 Basis of preparation

The Company meets the definition of a qualifying entity under Financial Reporting Standard 100 'Application of Financial Reporting Requirements' issued by the Financial Reporting Council (FRC) as the Company is a wholly owned subsidiary of Airtel Africa plc which prepares publicly available accounts consolidating the results of the Company. Accordingly, these financial statements were prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS101).

Airtel Africa plc is the parent of the smallest group for which consolidated financial statements are prepared and of which the Company is a member. The largest group to consolidate the results of the Company is Bharti Airtel Limited, which is registered in India and is also ultimate parent of the Company. The Bharti Airtel Limited's group and Airtel Africa plc consolidated financial statements are publicly available and can be obtained at www.airtel.in. and www.airtel.africa.com

All the amounts included in the Company financial statements are reported in United States Dollars (which is the functional currency of the Company) with all values rounded to the nearest thousands (USD thousands) except when otherwise indicated. Further, amounts which are less than half a thousand are appearing as '0'.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available in relation to:

- The requirements of IFRS 7 Financial Instruments: Disclosures
- The requirements of IAS 7 Statement of Cash Flows
- The disclosure requirement as per IFRS 13 Fair Value Measurement
- The statement of compliance with Adopted IFRSs
- The effects of new but not yet effective IFRSs
- Disclosures in respect of capital management

The Company financial statements have been prepared on a going concern and historical cost basis except for financial instruments that are measured at fair values at the end of each reporting period.

2.2 Property, plant and equipment (PPE)

An item is recognised as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. PPE is initially recognized at cost.

The initial cost of PPE comprises its purchase price (including non-refundable duties and taxes but excluding any trade discounts and rebates), and any directly attributable cost of bringing the asset to its working condition and location for its intended use.

Subsequent to initial recognition, PPE is stated at cost less accumulated depreciation and any impairment losses. When significant parts of PPE are required to be replaced at regular intervals, the Company recognises such parts as separate component of assets. When an item of PPE is replaced, then its carrying amount is derecognized from the balance sheet and cost of the new item of PPE is recognised.

The expenditures that are incurred after an item of PPE has been put to use, such as repairs and maintenance, are normally charged to the statement of comprehensive income in the period in which such costs are incurred. However, in situations in which the said expenditure can be measured reliably and it is probable that future economic benefits associated with it will flow to the Company, it is included in the asset's carrying value or as a separate asset, as appropriate.

Depreciation on PPE is computed using the straight-line method over the estimated useful lives. The Company has established the estimated range of useful lives for different categories of PPE as follows:

Categories	**Period**
Computers	3 – 5 years
Office equipment	1 – 5 years
Furniture & fixtures	1 – 5 years
Vehicles	5 years
Leasehold improvements	Over the lease agreement period

The useful lives, residual values and depreciation method of PPE are reviewed, and adjusted appropriately, at least, as at each reporting date, to ensure that the method and period of depreciation are consistent with the expected pattern of economic benefits from these assets. The effect of any change in the estimated useful lives, residual values and/or depreciation method are accounted prospectively, and accordingly, the depreciation is calculated over the PPE's remaining revised useful life. The cost and the accumulated depreciation for PPE sold, scrapped, retired or otherwise disposed of are de-recognised from the balance sheet and the resulting gains/(losses) are included in the statement of comprehensive income within other expenses/other income.

2.3 Capital work in progress

PPE in the course of construction less any accumulated impairment is carried at cost and presented separately as capital work-in-progress (CWIP) (including capital advances) in the statement of financial position until ready for use at which point it is transferred to PPE and subsequently depreciated. Such cost comprises the purchase price (including non-refundable duties and taxes but excluding any trade discounts and rebates), and any other directly attributable costs.

2.4 Financial instruments

I. Recognition, classification and presentation

The financial instruments are recognised in the balance sheet when the Company becomes a party to the contractual provisions of the financial instrument.

The Company determines the classification of its financial instrument at initial recognition.

The Company classifies its financial assets in the following categories: a) those to be measured subsequently at fair value through profit or loss, and b) those to be measured at amortised cost. The classification depends on the entity's business model for managing the financial results and the contractual terms of the cash flows.

The Company has classified all the non-derivative financial liabilities as measured at amortised cost. Financial assets and liabilities arising from different transactions are offset against each other and the resulted net amount is presented in the Balance sheet, if and only when, the Company currently has a legally enforceable right to set off the related recognised amounts and intends either to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

II. Measurement- Non - derivative financial instruments

1. Initial measurement

At initial recognition, the Company measures the non-derivative financial instrument at its fair value plus, in the case of financial instruments not at fair value through profit and loss, transaction costs. Otherwise, transaction costs are expensed in the income statement.

2. Subsequent measurement – financial assets

The subsequent measurement of the non-derivative financial assets depends on their classification as follows:

a) Financial assets measured at amortised cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at a motors cost using the effective interest rate ('EIR') method (if the impact of discounting /any transaction cost is significant). Interest income from these financial assets is included in other income.

b) Financial assets at fair value through profit or loss ('FVTPL')

All financial assets that do not meet the criteria for amortised cost are measured at FVTPL. Interest (basis EIR method) and different income from financial asset at FVTPL is recognised in the income statement within other income separately from the other gains / losses arising from changes in the fair value.

Impairment
The Company assesses on a forward-looking basis the expected credit losses associated with its assets carried at amoritsed cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk since initial recognition. If credit risk has not increased significantly, 12 months, expected credit loss (ECL) is used to provide for impairment loss, otherwise lifetime ECL is used. However, only in case of trade receivables, the Company applies a simplified approach which requires expected lifetime losses to be recognised from initial recognition of the receivables.

3. Subsequent measurement - financial liabilities

Financial liabilities are subsequently measured at amortised cost using the EIR method (if the impact of discounting or transaction costs is significant).

III. Derecognition
The financial liabilities are derecognised from the balance sheet when the underlying obligations are extinguished, discharged, lapsed, cancelled, expires, or legally released. The financial assets are derecognised from the Balance sheet when the right to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all risk and rewards of ownership. The resultant impact of the recognition is recognised to the income statement.

2.5 Leases

The Company, at the inception of a contract, assesses the contract as, or containing, a lease if the contract conveys the right to control the use of an identified asset for a period, in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether the contract involves the use of an identified asset, the Company has the right to obtain substantially all of economic benefits from use of the asset throughout the period of use; and the Company has the right to direct the use of the asset.

Company as a lessee
The Company recognises a right-of-use asset ("ROU") and a corresponding lease liability with respect to all lease agreements in which it is the lessee in the statement of financial position. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate. Lease liabilities include the net present value of fixed payments (including in-substance fixed payments), variable lease payments that are based on consumer price index (CPI), the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

Subsequently, the lease liability is measured at amortised cost using the effective interest method. It is remeasured when there are changes in future lease payments including or when the lease contract is modified, and the lease modification is not accounted for as a separate lease. The corresponding adjustment is made to the carrying amount of the ROU or is recorded in profit or loss if the carrying amount of the related ROU has been reduced to zero and there is a further reduction in the measurement of the lease liability.
ROU are measured at cost comprising the amount of the initial measurement of lease liability, any lease payments made at or before the commencement date and any initial direct costs less any lease incentives received.

Subsequent to initial recognition, ROU are stated at cost less accumulated depreciation and any impairment losses and adjusted for certain remeasurements of the lease liability. Depreciation is computed using the straight-line method from the commencement date to the end of the useful life of the underlying asset or the end of the lease term, whichever is shorter. The estimated useful lives of ROU are determined on the same basis as those of the underlying asset.

In the balance sheet, the ROU and lease liabilities are presented separately. In the statement of profit and loss, interest expenses on lease liabilities are presented separately from the depreciation charge for the ROU. Interest expense on the lease liability is a component of finance costs, which are presented separately in the statement of profit or loss. In the statement of cash flows, cash payments for the principal portion of lease payments and the interest portion of lease liability are presented as financing activities, and short-term lease payments and payments for leases of low-value assets and variable lease payments not included in the measurement of the lease liability, if any, as operating activities.

2.6 Translation of foreign currency

The financial statements are presented in US dollar, which is also the Company's functional and presentation currency, this based on the currency in which its main transactions are concluded.

Transactions in foreign currencies (other than functional currency of the Company) are initially recorded in the functional currency at the exchange rate prevailing at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the closing exchange rate prevailing as at the Balance Sheet date. Foreign exchange differences on subsequent re-statement/settlement are recognised in the Income Statement.

2.7 Impairment

At each Balance Sheet date, the Company tests whether there are any indications of assets being subject to impairment. If any such indications exist, the recoverable amount of the asset is determined. Alternatively, the recoverable amount of the cash generating unit to which the asset belongs is identified. An asset is subject to impairment if its carrying amount exceeds its recoverable amount; the recoverable amount is the higher of an asset's fair value less costs to sell and value in use.

2.8 Current assets

Receivables are initially recorded at fair value. The receivables of Group Companies are included in financial fixed assets, except for maturities less than 12 months after Balance Sheet date which are included in the current assets. Any provisions for the risk of doubtful debts are deducted. These provisions are determined based on individual assessment of the receivables.

2.9 Cash and cash equivalents

Cash includes cash in hand, bank balances and any deposits with original maturities of three months or less (that are readily convertible to known amounts of Cash and cash equivalents and subject to an insignificant risk of changes in value).

2.10 Non-current liabilities

Borrowings are valued at amortised cost. Payables to group companies are included in non-current liabilities, except for maturities less than 12 months after balance sheet date which are included in the current liabilities.

2.11 Current liabilities

A liability is classified as current when it is expected to be settled in the Company's normal operating cycle, it is held primarily for the purpose of trading, it is due to be settled within 12 months after the reporting period, or the Company does not have the unconditional right to defer the settlement of the liability for at least 12 months after the reporting period.

2.12 Other expense

Other expenses are recognized based on the historical cost convention and are allocated to the reporting year to which they relate.

2.13 Employee benefits

The Company's employee benefits mainly include salaries, bonuses, defined contribution to plans, other long-term benefits including compensated absences and share-based payments. The employee benefits are recognised in the year in which the associated services are rendered by the Company's employees. Short-term employee benefits are recognised in Statement of Profit and Loss at undiscounted amounts during the period in which the related services are rendered.

The Company operates both defined benefit and defined contribution plans. Details of long-term employee benefits are provided below:

Defined benefits plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. Under the defined benefit retirement plan, the Company provides retirement obligation in the form of gratuity. Under the plan, a lump sum payment is made to eligible employees at retirement or termination of employment based on respective employee salary and years of experience with the Company. The Company records liability based on actuarial valuation computed under projected unit credit method.

Defined contribution plans and other long-term employee benefits

The employees of the Company are entitled to compensated absences as well as other long-term benefits. Compensated absences benefit comprises of encashment and the availing of leave balances that were earned by the employees over the period of past employment.

The Company provides for the liability (presented under provisions) towards these benefits on the basis of actuarial valuation carried out at the reporting date, by an independent qualified actuary using the projected-unit-credit method. The related re-measurements are recognised in the statement of profit and loss in the period in which they arise.

2.14 Share-based payments

For equity settled share-based payments, the Company measures the fair value of the services received from employees by reference to the fair value of the equity instruments granted. The grant-date fair value of equity-settled share-based payment arrangements is generally recognised as an expense on straight-line basis, with a corresponding increase in equity (reserves), over the vesting period of the awards.

The fair value of the amount payable to employees in respect of share-based payments which are settled in cash, is recognised as an expense on a straight-line basis with a corresponding increase in liabilities, over the period during which the employees become unconditionally entitled to payment. The liability is remeasured at each reporting date and at settlement date based on the fair value of such instruments. Any changes in the liability are recognised in profit or loss.

As at each reporting date, the Company estimates the number of awards that are expected to eventually vest, if required. It recognises the impact of any revision to original estimates in the period of change. Accordingly, no expense is recognised for awards that do not ultimately vest, except for which vesting is conditional upon a market performance/non-vesting condition.

Where the terms of an award are modified, in addition to the expense pertaining to the original award, an incremental expense is recognized for any modification that results in additional fair value or is otherwise beneficial to the employee as measured at the date of modification.

For further details of equity-settled and cash-settled compensation plans refer to Note 13.

2.15 Income

Income is recognised when it is probable that the entity will receive the economic benefits associated with the transaction and the related revenue can be measured reliably. This is recognised at the fair value of the consideration received or receivable, which is generally the transaction price, net of any discounts.

Revenue

Management fees
Revenue on account of management fees is recognised based on services which are rendered over the time.

Other income

Interest income
The interest income is recognised using the EIR method.

2.16 Taxes

The income tax expense comprises current and deferred income tax. Income tax is recognised in the profit and loss.

a. Current tax

Current tax is calculated on the basis of the tax rates, laws and regulations, which have been enacted or substantively enacted as at the reporting date. The payment made in excess/(shortfall) of the Company's income tax obligation for the period would be recognised in the statement of financial position under income tax assets/income tax liabilities, respectively.
Any interest relating to accrued liabilities for potential tax assessments would not be included in the Income tax charge or (credit) but would be recognised within finance costs.

b. Deferred tax

Deferred tax would be recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying values in the financial statements. However, deferred tax would not be recognised if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss).

Deferred tax assets would be recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences, tax losses and tax credits can be utilised. The Company considers the projected future taxable income and tax planning strategies in making this assessment.

Deferred tax assets, recognised and unrecognised, are reviewed at each reporting date and assessed for recoverability based on best estimates of taxable profits for the foreseeable future.

Deferred tax would be determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the asset is realised or the liability is settled.

Deferred tax assets and liabilities are offset against each other and the resultant net amount would be presented in the Balance Sheet, if and only when, (a) the Company has a legally enforceable right to setoff the current income tax assets and liabilities, and (b) when it relate to income tax levied by the same taxation by the same taxation authority and where there is an intention to settle the current income tax balances on net basis.

3. Critical accounting judgments and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 2, the Directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. There were no critical accounting judgments that would have a significant effect on the amount recognised in the Company financial statements.

a) Key sources of estimation uncertainty

There are no key sources of estimation uncertainty in the Company.

b) Critical judgements in applying the Company's accounting policies

There are no critical judgements in applying the Company's accounting policies

4. Going concern

These financial statements are prepared on going concern basis as the Directors believe that the Company has adequate resources to continue in operational existence for a period of at least 12 months from the date of approval of financial statements. Based on cashflow projections, the Directors confirm that they have a reasonable expectation that the Company will continue to operate and meets its liabilities as they fall due. The Company has a revolving loan facility with Airtel Africa plc and also has an agreement with the Group's operating entities to cover its costs through management fees. The Directors' assessment has been made with reference to the Company's principal risks and how these are managed, therefore, these accounts have been prepared on a going concern basis.

(All amounts are in US Dollar thousands, unless stated otherwise)

5. Property, plant and equipment

The following table presents the reconciliation of change in the carrying value of PPE for the year ended 31 March 2024:

	Vehicles	Computers	Office Equipments	Leasehold improvements	Furniture and fixtures	Total
Gross carrying amount						
Balance as at 01 April 2023	131	850	474	2,076	218	3,749
Purchased during the year	-	49	1,336	-	-	1,385
Transfer to another entity	-	-	(31)	(360)	(58)	(449)
	131	**899**	**1,779**	**1,716**	**160**	**4,685**
Accumulated depreciation						
Balance as at 01 April 2023	34	111	52	341	33	570
Depreciation charged during the year	27	174	435	593	36	1,265
Transfer to another entity	-	-	(3)	(199)	(10)	(212)
	61	**285**	**484**	**735**	**59**	**1,623**
Net book value as at 31 Mar 2024	**70**	**614**	**1,295**	**982**	**101**	**3,062**

The following table presents the reconciliation of change in the carrying value of PPE for the year ended 31 March 2023:

	Vehicles	Computers	Office Equipments	Leasehold improvements	Furniture and fixtures	Total
Gross carrying amount						
Balance as at 01 April 2022	131	63	-	-	-	194
Purchased during the period	-	787	474	2,076	218	3,555
	131	**850**	**474**	**2,076**	**218**	**3,749**
Accumulated depreciation						
Balance as at 01 April 2022	8	-	-	-	-	8
Depreciation charged during the year	26	111	52	341	33	562
	34	**111**	**52**	**341**	**33**	**570**
Net book value as at 31 March 2023	**97**	**739**	**422**	**1,736**	**185**	**3,179**

6. Right of use assets

	For the year ended	
	31 March 2024	**31 March 2023**
Opening balance	2,125	2,718
Additions	-	-
Depreciation	(593)	(593)
Closing balance	**1,532**	**2,125**

7. Loan receivables

	As at	
	31 March 2024	**31 March 2023**
Loan given to Group companies	8,036	721
	8,036	**721**

This is an unsecured loan with an interest rate based on 3 months SOFR+ 200 bps and any outstanding principal loan amounts with accrued interest thereon will be recoverable in full by 31 December 2026, unless agreed otherwise between borrower and lender in writing.

(All amounts are in US Dollar thousands, unless stated otherwise)

8. Trade and other receivables

	As at	
	31 March 2024	**31 March 2023**
a. Current		
Intercompany receivables	19,601	14,727
Management fees receivables	141,026	81,589
Other receivables	2,482	2,377
	163,109	**98,693**
b. Non-current		
Security Deposit	34	-
Management fees receivables	2,718	5,041
	2,752	**5,041**

9. Cash

	As at	
	31 March 2024	**31 March 2023**
Cash at bank	10,279	976
	10,279	**976**

10. Other current assets

	As at	
	31 March 2024	**31 March 2023**
VAT recoverable	202	408
Prepaid expense	821	1,851
Employee receivables	2,511	1,707
Advance to suppliers	214	323
	3,748	**4,289**

11. Lease liabilities

	As at	
	31 March 2024	**31 March 2023**
Maturity analysis:		
Less than one year	751	751
Later than one year but not later than two years	751	751
Later than two years but not later than five years	375	1,126
Less: future finance charges	(110)	(215)
Total undiscounted lease liabilities	**1,767**	**2,413**

	As at	
	31 March 2024	**31 March 2023**
Lease liabilities included in the statement of financial position	1,767	2,413
Current	677	646
Non current	1,090	1,767

(All amounts are in US Dollar thousands, unless stated otherwise)

12. Trade and other payables

	As at	
	31 March 2024	**31 March 2023**
Statutory audit fees accrual	205	18
Trade payables	2,577	2,379
Management fees payables	64,580	40,286
Payable to group companies	1,965	1,319
Statutory dues payables	-	4
Others[1]	611	1,421
	69,938	**45,426**

[1]This pertains to amount payable for group audit fees

13. Employee benefits

	As at	
	31 March 2024	**31 March 2023**
a. Current		
Employees benefits payables	8,615	5,498
Employee deferred cash plan liability	3,988	2,483
Employee benefits - ESOP[1]	5,184	2,049
Provision for leave encashment	326	308
Provision for other retirement benefits	240	129
	18,353	10,467
b. Non-current		
Provision for leave encashment	1,690	1,081
Provision for other retirement benefits	1,888	729
Employee deferred cash plan liability	577	1,108
	4,155	2,918
	22,508	**13,385**

[1]This pertains to amount payable to related parties
Also refer note 18 of employee benefits expense

14. Borrowings

	As at	
	31 March 2024	**31 March 2023**
Loan from Airtel Africa Plc	123,701	71,848
	123,701	**71,848**

The calculated interest as at period end is based on 3 months SOFR+ 200 bps. This is an unsecured loan and any outstanding principal loan amounts with accrued interest thereon will be payable in full by 31 December 2026, unless agreed otherwise between borrower and lender in writing. The undrawn facility amount under this unsecured loan as on 31 March 2024 stands at USD 26,299 thousand.

(All amounts are in US Dollar thousands, unless stated otherwise)

15. Capital and reserve

(i) Share capital

	As at	
	31 March 2024	**31 March 2023**
Authorised shares		
1 equity share of £1	0	0
Issued, subscribed and fully paid-up shares		
1 equity share of £1	0	0

a) Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of £1 per share. Each holder of ordinary shares is entitled to one vote per share.

b) Details of shareholding

		As at
		31 March 2024
	No of shares	**Shareholding**
Equity share of £1 fully paid up		
Airtel Africa plc	1	100%

There is no change in shareholding during the current year.

(ii) Retained earnings: Retained earnings represents the amount of accumulated earning of the Company.

16. Revenue

	For the year	
	01 April 2023 - 31 March 2024	**01 April 2022 - 31 March 2023**
Management fees	144,881	118,662
	144,881	**118,662**

17. Other Income

	For the year	
	01 April 2023 - 31 March 2024	**01 April 2022 - 31 March 2023**
Interest income from subsidiary	316	21
Other interest income	11	3
Exchange fluctuation Gain	-	257
	327	**281**

(All amounts are in US Dollar thousands, unless stated otherwise)

18. Employee benefits expense

The average monthly number of employees (including executive directors) is 72 (Previous period: 54)

	For the year	
	01 April 2023 - 31 March 2024	**01 April 2022 - 31 March 2023**
Salaries and bonuses	34,097	26,902
Share based payment expense	3,134	1,467
Deferred cash expense	3,112	2,670
Leave encashment expense	597	626
Gratuity expense	692	531
Others*	3,669	5,338
	45,301	**37,534**

* This mainly includes relocation expenses, insurance, recruitment and others

No Directors' remuneration was paid by the Company during the year. The Directors of the Company are also directors or officers of other Companies within the Group. The respective Directors' services to the Company do not occupy a significant amount of time. Accordingly, remuneration to such Directors for the year ending 31 March 2024 have been borne by other Group Companies.

Share based payment plans

The following table provides an overview of all existing share option (i.e., shares of the immediate parent company, Airtel Africa plc)

Scheme	Plans	Vesting period (years)	Contractual term (years)
Equity settled plans	IPO Awards(1)	1-3	3
	IPO share options(3)	1-3	10
	IPO executive share options(3)	1-3	10
	Performance share awards(1)	3	3
	Restricted share awards(2)	3	3
	One-off awards(3)	1-3	3
	Replacement awards(3)	1-2	2

1. Vesting is subject to service, total shareholder return and financial performance conditions.
2. Vesting is subject to service and financial performance conditions
3. Vesting is subject to service conditions only.

For IPO awards, replacement stock awards and performance share awards vesting is subject to service, total shareholder return and financial performance conditions, restricted share awards' vesting is subject to service and financial performance conditions while for IPO share options, IPO executive share options, one-off awards and replacement awards, vesting is subject to service conditions only. The following table exhibits the net compensation expenses under the schemes:

	For the year	
	01 April 2023 - 31 March 2024	**01 April 2022 - 31 March 2023**
Expenses arising from equity and cash settled share based payment transaction	3,134	1,467

The following table provides an overview of all existing share option and cash-settled plans (i.e., shares of the immediate parent company, Airtel Africa plc). Details of share options outstanding during the year are as follows:

	for the year ended 31 March 2024		for the year ended 31 March 2023	
	Number of share options (in '000)	Weighted average exercise price per share in $	Number of share options (in '000)	Weighted average exercise price per share in $
IPO Awards				
Outstanding at beginning of year	133	-	80	-
Additions during the year based on performance	-	-	53	-
Outstanding at the end of the year	**133**	-	**133**	-
Exercisable at the end of the year	-	-	-	-
IPO share options				
Outstanding at beginning of year	751	-	751	-
Outstanding at the end of the year	**751**	-	**751**	-
Exercisable at the end of the year	**751**	1	**751**	
IPO executive share options				
Outstanding at beginning of year	3,100	1	3,533	-
Exercised during the year	(209)	-	(782)	-
Transfer[(1)]	(631)	-	349	-
Outstanding at the end of the year	2,260	1	**3,100**	-
Exercisable at the end of the year	2,260	1	**3,100**	-
Performance share awards				
Outstanding at beginning of year	2,311	-	1,523	-
Granted during the year	1,800	-	788	-
Exercised during the year	(397)	-	-	-
Outstanding at the end of the year	**3,714**	-	**2,311**	-
Exercisable at the end of the year	-	-	-	-
Restricted share awards				
Outstanding at beginning of year	1,064	-	**708**	-
Granted during the year	818	-	356	-
Exercised during the year	(199)	-	-	-
Outstanding at the end of the year	**1,683**	-	**1,064**	-
Exercisable at the end of the year	-	-	-	-
One-off awards				
Outstanding at beginning of year	241	-	301	-
Exercised during the year	(241)	-	(60)	-
Outstanding at the end of the year	-	-	**241**	-
Exercisable at the end of the year	-	-	-	-
Replacement awards				
Outstanding at beginning of year	331	-	661	-
Exercised during the year	(331)	-	(330)	-
Outstanding at the end of the year	-	-	**331**	-
Exercisable at the end of the year	-	-	-	-
Deferred Bonus Shares				
Outstanding at beginning of year	271	-	-	-
Granted during the year	398	-	271	-
Outstanding at the end of the year	**670**	-	**271**	-
Exercisable at the end of the year	-		-	

(All amounts are in US Dollar thousands, unless stated otherwise)

	As at	
Existing plans	**31 March 2024**	**31 March 2023**
Remaining contractual life (in years) for the share options outstanding	0 to 5	0 to 6

Employee benefits

The details of significant employee benefits (included within provisions) are as follows:

	For the year ended 31 March 2024		
	Retirement benefits	**Compensated absences**	**Total**
Obligation:			
Balance as at beginning of the year	858	1,389	**2,247**
Current service cost	639	229	**868**
Interest cost	41	60	**101**
Remeasurements			
a. Effect of changes in demographic assumption	-	-	**-**
b. Effect of changes in financial assumption	(7)	-	**(7)**
c. Effect of experience adjustments	840	-	**840**
Benefits paid	(243)	(30)	**(273)**
Increase due to effect of any business combination, divestitures, transfers	-	368	**368**
Present value of employee benefit obligation	**2,128**	**2,016**	**4,144**
Liability recognised in the balance sheet	**2,128**	**2,016**	**4,144**
Current portion	240	326	566
Non-current portion	1,888	1,690	3,578

	For the year ended 31 March 2023		
	Retirement benefits	**Compensated absences**	**Total**
Obligation:			
Balance as at beginning of the year	183	964	**1,147**
Current service cost	531	188	**719**
Interest cost	6	27	**33**
Remeasurements			
a. Effect of changes in demographic assumption	(22)	-	**(22)**
b. Effect of changes in financial assumption	(40)	-	**(40)**
c. Effect of experience adjustments	481	-	**481**
Benefits paid	(281)	(228)	**(509)**
Increase due to effect of any business combination, divestitures, transfers	-	438	**438**
Present value of employee benefit obligation	**858**	**1,389**	**2,247**
Liability recognised in the balance sheet	**858**	**1,389**	**2,247**
Current portion	129	308	437
Non-current portion	729	1,081	1,810

(All amounts are in US Dollar thousands, unless stated otherwise)

	As at	
	31 March 2024	**31 March 2023**
Discount rate	4.95%	4.90%
Rate of return on plan assets	NA	NA
Rate of salary increase	5.00%	5.00%
Rate of attrition	9.00%	9.00%
Retirement age	60 years	60 years
Mortality rate	CIMA F	CIMA F

The financial and demographic assumptions used to determine defined benefit obligations are as follows:

The Company regularly assesses these assumptions with the projected long-term plans and relevant industry standards. The impact of sensitivity due to changes in the significant actuarial assumptions on the defined benefit obligations is given in the table below:

		As at 31 March 2024		
		Retirement benefits	**Severance benefits**	**Total**
Discount Rate	+1.00%	139	-	**139**
	-1.00%	(127)	-	**(127)**
Salary Growth Rate	+1.00%	(95)	-	**(95)**
	-1.00%	95	-	**95**
Withdrawl rate	+1.00%	15	-	**15**
	-1.00%	(18)	-	**(18)**

		As at 31 March 2023		
		Retirement benefits	**Severance benefits**	**Total**
Discount Rate	+1.00%	(49)	-	**(49)**
	-1.00%	57	-	**57**
Salary Growth Rate	+1.00%	39	-	**39**
	-1.00%	(37)	-	**(37)**
Withdrawl rate	+1.00%	(6)	-	**(6)**
	-1.00%	8	-	**8**

The above sensitivity analysis is determined based on a method that extrapolates the impact on the net defined benefit obligations, because of reasonable possible changes in the significant actuarial assumptions. Further, the above sensitivity analysis is based on a reasonably possible change in a particular underlying actuarial assumption, while assuming all other assumptions to be constant. In practice, it is unlikely to occur as changes in some of the assumptions may be correlated. The table below summarises the maturity profile and duration the defined benefits plan liability (retirement and severance benefits) on an undiscounted basis:

(All amounts are in US Dollar thousands, unless stated otherwise)

	As at	
	31 March 2024	31 March 2023
Within one year	240	129
Within one-three years	1,022	339
Within three-five years	932	752
Above five years	6,736	2,130
	8,930	**3,350**
Weighted average duration in years	7	7

19. Depreciation

	For the year	
	01 April 2023 - 31 March 2024	01 April 2022 - 31 March 2023
Depreciation on tangible assets	1,053	562
Depreciation on Right of use assets	593	593
	1,646	**1,155**

20. Other expenses

	For the year	
	01 April 2023 - 31 March 2024	01 April 2022 - 31 March 2023
Rent	341	348
Legal and professional charges[1]	64,510	55,606
Statutory audit fees	25	20
Others	9,742	7,385
	74,618	**63,359**

[1]These includes business support charges from Bharti Airtel International (Netherlands) B.V. and Airtel International LLP and group audit fees

21. Finance cost

	For the year	
	01 April 2023 - 31 March 2024	01 April 2022 - 31 March 2023
Interest expense on inter company loan	7,691	2,762
Interest expense on lease liabilities	104	137
Finance cost on employee benefits	101	33
Exchange fluctuation loss	111	-
	8,007	**2,932**

22. Tax expense

	For the year	
	01 April 2023 - 31 March 2024	01 April 2022 - 31 March 2023
Withholding Tax	22,150	17,876
	22,150	**17,876**

	For the year	
	01 April 2023 - 31 March 2024	**01 April 2022- 31 March 2023**
Reconcilliation of tax expense		
Profit before tax	**15,636**	**13,963**
Corporate tax rate	25%	19%
Expected tax based on the standard rate of corporation tax in the UK	3,909	2,653
Tax impact on non-taxable income of Dubai branch (*)	(6,210)	(3,225)
Deferred tax not recognised on losses	2,301	572
Withholding tax expense incurred on management fees cross charged to OPCOs	22,150	17,876
Current tax charge	**22,150**	**17,876**

*The Company has a branch in Dubai, United Arab Emirates (UAE). Based on the local ruling, there is no corporate income tax applicable on the derived income. Also based on the Branch exemption filed by Airtel Africa Services (UK) Ltd with HMRC-UK on 21 March 2022, any income arising from Branch of the Company will not be taxable in UK.

Under Group relief claim, UK entities which have generated tax losses are able to make a claim in their tax returns to surrender the losses to profitable companies in the same corporate group. The Company has carried forward losses amounting to USD 6,780 thousand and current year losses of USD 9,203 thousand which will be utilised under Group relief claim against the taxable income of Airtel Africa plc when the corporate income tax return for FY 2023-24 will be filed on or before the due date.

Changes to corporation tax rate

As part of the Spring budget announced by the UK Government, the main rate of corporate income tax rate has increased from 19% to 25% effective 01 April 2023. In addition, a 19% small profits rate has been introduced for companies whose profits do not exceed GBP 50,000

23. Capital Commitments

The Company has contractual commitments towards capital expenditure of USD 400 (in thousands) and USD 420 (in thousands) as of 31 March 2024 and at 31st March 2023 respectively.

24. Transactions with related parties

During the year ended, the Company entered into transactions with related parties. The nature, volume of transactions and balances with related parties are as follows:

Entity Name	**Relationship**
Airtel Africa plc	Immediate parent company
Airtel International LLP	Fellow subsidiary
Airtel Africa Telesonic Limited	Fellow subsidiary
Bharti Airtel International (Netherlands) B.V.	Fellow subsidiary
Airtel Mobile Commerce B.V.	Fellow subsidiary
Airtel Networks Limited	Fellow subsidiary
Airtel Tanzania plc	Fellow subsidiary
Airtel Uganda Limited	Fellow subsidiary
Airtel Networks Zambia plc	Fellow subsidiary
Airtel (Seychelles) Limited	Fellow subsidiary
Airtel Tchad S.A.	Fellow subsidiary
Airtel Congo S.A.	Fellow subsidiary
Airtel RDC S.A.	Fellow subsidiary
Airtel Gabon S.A.	Fellow subsidiary
Airtel Networks Kenya Limited	Fellow subsidiary
Airtel Madagscar S.A.	Fellow subsidiary
Celtel Niger S.A.	Fellow subsidiary
Airtel Rwanda Limited	Fellow subsidiary
Airtel Malawi plc	Fellow subsidiary

(All amounts are in US Dollar thousands, unless stated otherwise)

Related party transaction details for the year ended 31 March 2024

Particulars	Bharti Airtel International (Netherlands) B.V.	Airtel International LLP	Airtel Africa Plc	Airtel Africa Telesonic Limited	Airtel Mobile Commerce B.V.	Airtel Networks Limited	Airtel Tanzania plc	Airtel Uganda Limited	Airtel Networks Zambia plc	Airtel (Seychelles) Limited
Transaction during the year										
Management fees Income	-	-	-	-	-	(38,454)	(11,307)	(16,164)	(10,379)	(1,426)
Management fees charged	24,158	37,640	-	-	-	-	-	-	-	-
Interest Exp/(income)	-	-	7,691	(316)	-	-	-	-	-	-
Expenditure incurred on behalf of the Company/ (cross charged)			4.00	148.00	(1,449)	471.00	9.00			(44.00)
Outstanding balances										
Loan Given/(taken)	-	-	(123,701)	8,036	-	-	-	-	-	-
Management fees receivable	-	-	-	-	895	71,407	17,415	2,084	699	247
Management fees payable	(53,323)	(11,256)	-	-	-	-	-	-	-	-
Other receivable/(payable)	1,056	(60)	(2,449)	171	56	(1,106)	76	46	(17)	45

Particulars	Airtel Congo S.A.	Airtel RDC S.A.	Airtel Gabon S.A.	Airtel Networks Kenya Limited	Airtel Madagscar S.A.	Airtel Malawi plc	Celtel Niger S.A.	Airtel Rwanda Limited	Airtel Tchad S.A.
Transaction during the year									
Management fees Income	(6,125)	(17,695)	(8,688)	(11,946)	(2,348)	(5,441)	(7,253)	-	(7,656)
Management fees charged	-	-	-	-	-	-	-	-	-
Interest Exp/(income)	-	-	-	-	-	-	-	-	-
Expenditure incurred on behalf of the Company/ (cross charged)	(3,704)				3.00				
Outstanding balances									
Loan Given/(taken)	-	-	-	-	-	-	-	-	-
Management fees receivable	10,227	17,722	1,264	1,533	4,188	2,718	9,966	-	3,378
Management fees payable	-	-	-	-	-	-	-	-	-
Other receivable/(payable)	17	40	0	24	(24)	7	15	(160)	15

(All amounts are in US Dollar thousands, unless stated otherwise)

Related party transaction details for the year ended 31 March,2023

Particulars	Bharti Airtel International (Netherlands) B.V.	Airtel International LLP	Airtel Africa Plc	Airtel Africa Telesonic Limited	Airtel Mobile Commerce B.V.	Airtel Networks Limited	Airtel Tanzania plc	Airtel Uganda Limited	Airtel Networks Zambia plc	Airtel (Seychelles) Limited
Transaction during the year										
Management fees Income	-	-	-	-	(895)	(35,438)	(9,000)	(11,643)	(8,071)	(1,130)
Management fees charged	28,640	24,556	-	-	-	-	-	-	-	-
Interest Exp/(income)	-	-	2,762	(21)	-	-	-	-	-	-
Expenditure incurred on behalf of the Company/ (cross charged)	2,405	-	(1,295)	31	269	(460)	25	46	(17)	1
Outstanding balances										
Loan Given/(taken)	-	-	(71,848)	721	-	-	-	-	-	-
Management fees receivable	-	-	-	-	895	36,798	9,203	2,185	1,838	210
Management fees payable	(29,165)	(11,121)	-	-	-	-	-	-	-	-
Other receivable/(payable)	2,508	13,040	(2,427)	72	269	(636)	25	46	(17)	1

Particulars	Airtel Congo S.A.	Airtel RDC S.A.	Airtel Gabon S.A.	Airtel Networks Kenya Limited	Airtel Madagscar S.A.	Airtel Malawi plc	Celtel Niger S.A.	Airtel Rwanda Limited	Airtel Tchad S.A.
Transaction during the year									
Management fees Income	(5,523)	(13,446)	(5,907)	(9,431)	(1,900)	(4,849)	(5,380)	-	(6,049)
Management fees charged	-	-	-	-	-	-	-	-	-
Interest Exp/(income)	-	-	-	-	-	-	-	-	-
Expenditure incurred on behalf of the Company/ (cross charged)	8	40	16	24	(21)	7	15	(87)	-
Outstanding balances									
Loan Given/(taken)	-	-	-	-	-	-	-	-	-
Management fees receivable	5,327	9,511	949	5,456	2,075	5,041	3,874	-	3,269
Management fees payable	-	-	-	-	-	-	-	-	-
Other receivable/(payable)	8	40	16	24	(21)	7	15	(87)	15

25. Post balance sheet events

There is no post balance sheet event to report.