

Company number: 13664497

AIRTEL AFRICA TELESONIC HOLDINGS LIMITED
Annual report and financial statements for the period
06 October 2021 to 31 March 2023

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REGISTERED NUMBER	13664497
DIRECTORS	Simon Andrew O'Hara (appointed on 06 October 2021) Pier Alfonso Falcione (appointed on 06 October 2021) Jaideep Paul (appointed on 06 October 2021)
COMPANY SECRETARY	Simon Andrew O'Hara
REGISTERED OFFICE	First floor, 53/54 Grosvenor Street London W1K 3HU United Kingdom
BANKERS	Standard Chartered Bank 1 Basinghall Avenue London EC2V 5DD United Kingdom
INDEPENDENT AUDITORS	Deloitte LLP 2 New Street Square London EC4A 3BZ United Kingdom

Airtel Africa Telesonic Holdings Limited Strategic Report

The Directors present their strategic report and audited financial statements for Airtel Africa Telesonic Holdings Limited (the "Company") for the period from incorporation on 06 October 2021 to 31 March 2023.

Business review and future developments

The Company is a wholly owned subsidiary of Airtel Africa plc and the principal activity of the Company is to act as an investment holding company. The Directors do not intend, at the date of this report, that there is a change in the Company's activities in the next year. The company was incorporated in the United Kingdom on 06 October 2021.

As at 31 March 2023, the company had net liabilities of \$7,250.

The Statement of Comprehensive Income and the statement of Financial Position on pages 11 and 12 of the financial statements show the Company's financial result for the period and position as at year-end.

Principal risks and uncertainties

The Company's risks are managed at Airtel Africa's plc group level rather than at an individual company level. For this reason, the Company's directors believe that a discussion of the Group's risks would not be appropriate for an understanding of the development, performance or position of the Company's business. The principal risks and uncertainties of the Group, which include those of the Company are discussed in the Group's most recent financial statements for the year ended 31 March 2023 which can be found on the Group's website at www.airtel.africa.com.

Key performance indicators

As a non-trading Group entity, the Company's directors believe that further analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance, or position of the Company.

06 October 2021 - 31 March 2023 (US \$)

Loss after tax	7,251
Net liabilities	7,250

The performance of the Group's central functions, which includes the Company, is discussed in the Operating and Financial review section of the Group's Annual Report and financial statements for the year ended 31 March 2023.

Statement by the directors in performance of their statutory duties in accordance with Section 172 of the Companies Act 2006

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 Companies Act 2006. This Section 172 Statement describes how the Directors have taken into account wider stakeholders in their decision making. Whilst the Company is an independent 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 annual report of Airtel Africa plc 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. The Board has a clear framework for determining the matters within its remit. Day-to-day authority is delegated to executives and the Directors engaged with management in setting, approving and overseeing the execution of the business strategy and related policies, leveraging group frameworks and policies. The executives consider the company's activities, such as reviewing financial and operational performance, business strategy, key risks, stakeholder related matters, governance, legal and regulatory compliance, 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 companies success for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to make 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 principal risks and uncertainties.

b) The interest of the company's employees

There were no employees during the period ended March'23.

c) The need to foster the company's business relationship with suppliers, customers and others

The Directors recognise the benefits of engaging with a broad range of stakeholders and developing and delivering our strategy depends on building and maintaining constructive relationships across them. 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 enable the Board to understand the companies impact on the community in the environment and the consequences of its decisions in the long-term. Further information about how the company engages with communities and NGOs can be found in the Airtel Africa plc's annual report for FY'23. There is no impact on the environment as this is a pure investment holding company.

e) The desirability of the company maintaining a reputation for high standards of business conduct

The Board adheres to Airtel Africa plc's code of conduct in which all employees are subject to setting out high standards and behaviours we expect from those that work for us or with us.

f) The need to act fairly is 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 companies 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 as whole by Airtel Africa group and embedded in all we do.

Stakeholder engagement

Proactive engagement remains a central focus for the company which ensures the directors have regard to the matters set out in section 172(1)(a) to (f) of the Companies Act. Engaging with stakeholders delivers better outcomes for society and for 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 our section 172 duties, we have regard to the factors set out above. In addition, we also have regard to other factors which we consider relevant to the decision being made.

This strategic report was approved by the board of directors and signed on its behalf by:

sd-/
Simon Andrew O'Hara
Director
Date: 05 July 2023

Airtel Africa Telesonic Holdings Limited Directors' Report

The Company has chosen, in accordance with section 411C (11) of Companies Act 2006, 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 form part of this report by cross-reference. The matters relate to the development, and financial performance, future prospects of the Companies Act 2006.

Dividends

The Directors do not recommend any dividend during the current financial period. No dividend was declared subsequent to the balance sheet date for the period ending 31 March 2023.

Charitable and political donations

During the period the Company made no charitable donations.

Directors

The directors, who served throughout the period were as follows:

- Simon Andrew O'Hara (appointed on 06 October 2021)
- Pier Alfonso Falcione (appointed on 06 October 2021)
- Jaideep Paul (appointed on 06 October 2021)

Going concern

The 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. Given that this is the entity's first year of trading and its financial performance and position at period end is in line with Director's expectations, the Directors therefore confirm that they have a reasonable expectation and plan to receive returns on investments which will ensure that Airtel Africa Telesonic Holdings Limited will continue to operate and meets its liabilities, as they fall due, over the next 12 months. The Directors assessment has been made with reference to Airtel Africa Telesonic Holdings Limited's principal risks and how these are managed, Therefore, these accounts have been prepared on a going concern basis.

Airtel Africa Telesonic Holdings Limited Directors' Responsibilities Statement

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 of the Company included on the Airtel Africa group website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

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 have 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 Companies Act 2006.

Auditor

The auditor, Deloitte LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This directors report was approved by the board of directors and signed on its behalf by:

sd-/
Simon Andrew O'Hara
Director
Date: 05 July 2023

Independent auditor's report to the members of Airtel Africa Telesonic Holdings Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Airtel Africa Telesonic Holdings Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 March 2023 and of its loss for the period 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 income statement;
- the statement of changes in equity; and
- the related notes 1 to 19.

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 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 company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management and the directors about their own identification and assessment of the risks of irregularities, including those that are specific to the company's business sector.

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. This 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 and in-house legal counsel 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 financial period for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have 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 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

05 July 2023

Airtel Africa Telesonic Holdings Limited
Statement of financial position as on 31 March 2023
 (All amounts are in US Dollar, unless stated otherwise)

Company Number - 13664497

	Note	As of 31 March 2023
Assets		
Non-current assets		
- Investments	5	15
- Loans	6	194,875
		194,890
Current assets		
- Cash	7	60,544
Other current assets	8	1
		60,545
Total assets		255,435
Current liabilities		
Financial liabilities		
- Trade and other payables	9	5,615
		5,615
Total Assets less current liabilities		249,820
Non-current liabilities		
Financial liabilities		
- Borrowings	10	257,070
		257,070
Net Liabilities		(7,250)
Capital and reserves		
- Share capital	11	1
- Retained earnings		(7,251)
Total equity		(7,250)

The accompanying notes 1 to 19 form an integral part of these financial statements.

The financial statements of Airtel Africa Telesonic Holdings Limited were approved by the board of directors on 05 July 2023 and were signed on its behalf by:

sd-/

Simon Andrew O'Hara

Director

Airtel Africa Telesonic Holdings Limited
Income Statement for the period ending 31 March 2023
 (All amounts are in US Dollar, unless stated otherwise)

	Note	<u>For the period</u> <u>06 October 2021 -</u> <u>31 March 2023</u>
Income		
Other income	12	545
		545
Expenses		
Other expenses	13	5,600
		5,600
		(5,055)
Operating loss		
Finance income	14	4,875
Finance costs	15	7,071
		(7,251)
Loss before tax		
Tax expense	16	-
		(7,251)
Loss for the period		

All results are derived from continuing operations

The accompanying notes 1 to 19 form an integral part of these financial statements.

Airtel Africa Telesonic Holdings Limited
Statement of Changes in Equity for the period ending 31 March 2023
 (All amounts are in US Dollar, unless stated otherwise)

	Share Capital		Retained earnings	Total equity
	No of shares	Amount		
Loss for the year	-	-	(7,251)	(7,251)
Total comprehensive loss	-	-	(7,251)	(7,251)
Issue of shares*	1	1	-	1
As of 31 March 2023	1	1	(7,251)	(7,250)

* Issued, subscribed share capital consist of 1 share with a nominal value of £1.

Airtel Africa Telesonic Holdings Limited
Notes to the Financial Statements
(All amounts are in US Dollar, unless stated otherwise)

1. Corporate information and activities

Airtel Africa Telesonic Holdings Limited (the "Company") is domiciled and incorporated in the United Kingdom (UK) under the Companies Act 2006 as a private limited company limited by shares. The principal place of business and registered office of the company is located at First floor, 53/54 Grosvenor Street, London W1K 3HU, UK.

The activities of the Company is to act as an investment holding company and the Company forms part of the Airtel Africa Group of companies. The Company's immediate parent company is Airtel Africa plc.

The Company was incorporated on 06 October 2021, these are the first financial statements of the Company for the period from 06 October 2021 to 31 March 2023.

2. Summary of significant 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.

The Company is exempt from the requirement to prepare consolidated financial statements under s401 of the Companies Act 2006. These financial statements present information about the Company as an individual undertaking and not about its group.

Accordingly, these financial statements are prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101).

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. The Bharti Airtel Limited Group and Airtel Africa plc consolidated financial statements are publicly available and can be obtained at www.airtel.in. and www.airtel.africa.com

As these are the first financial statements of the Company no comparative figures are available for previous years.

All the amounts included in the Company financial statements are reported in United States Dollars except when otherwise indicated.

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

- The requirements of IFRS 7 Financial Instrument – Disclosures;
- The requirements of IAS 7 Statement of Cash Flows;
- The statement of compliance with Adopted IFRSs;
- The effects of new but not yet effective IFRSs;
- The requirements in IAS 24 "Related party disclosure" to disclose related party transactions entered into between two or more members of a Group; provided that any subsidiary which is a party to the transaction is wholly owned by such a member.
- 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.

Airtel Africa Telesonic Holdings Limited
Notes to the Financial Statements
(All amounts are in US Dollar, unless stated otherwise)

2.2 Financial instruments

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

2.3 Investment in subsidiaries

Investment in subsidiaries are recorded at cost less any impairment.

2.4 Current assets

Receivables are initially recorded at fair value. The receivables of group companies 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.

2.5 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).

2.6 Non-current liabilities

Borrowings are initially recorded at fair value and subsequently held at amortised cost. Payables to group companies are included in non-current liabilities, except for maturities less than 12 months after the balance sheet date which are included in current liabilities.

2.7 Current liabilities

Liabilities are initially recorded at fair value and subsequently held at amortised cost.

2.8 Share capital

Ordinary shares are classified as Equity when the Company has an un-conditional right to avoid delivery of cash or another financial asset, that is, when the dividend and repayment of capital are at the sole and absolute discretion of the Company and there is no contractual obligation whatsoever to that affect.

2.9 Other expense

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

2.10 Finance income

Interest income is recognised in profit or loss in the year in which it is earned.

2.11 Taxes

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is expected tax payable on the taxable income for the year, using the tax rates enacted or substantively enacted at the Statement of the Financial Position date, and any adjustment to tax payable in respect of previous years.

3. Critical accounting judgments and key sources of estimation uncertainty

In the application of the company's accounting policies, which are described in note 1, 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

Airtel Africa Telesonic Holdings Limited
Notes to the Financial Statements
(All amounts are in US Dollar, unless stated otherwise)

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

The 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. Given that this is the entity’s first year of trading and its financial performance and position at period end is in line with Director’s expectations, the Directors therefore confirm that they have a reasonable expectation and plan to receive returns on investments which will ensure that Airtel Africa Telesonic Holdings Limited will continue to operate and meets its liabilities, as they fall due, over the next 12 months. The Directors assessment has been made with reference to Airtel Africa Telesonic Holdings Limited’s principal risks and how these are managed, Therefore, these accounts have been prepared on a going concern basis.

5. Investment

	As of
	31 March 2023
Investment in subsidiaries	15
	15

The Company has an investment in the following subsidiaries:

	Address	Activity	Class of shares held	Ownership
Airtel Africa Telesonic Limited	First Floor, 53/54 Grosvenor Street, London, United Kingdom, W1K 3HU	Telecommunication facilities	Ordinary	100%
Airtel Congo Telesonic Holdings (UK) Limited	First Floor, 53/54 Grosvenor Street, London, United Kingdom, W1K 3HU	Holding	Ordinary	100%
Airtel DRC Telesonic Holdings (UK) Limited	First Floor, 53/54 Grosvenor Street, London, United Kingdom, W1K 3HU	Holding	Ordinary	100%
Airtel Gabon Telesonic Holdings (UK) Limited	First Floor, 53/54 Grosvenor Street, London, United Kingdom, W1K 3HU	Holding	Ordinary	100%
Airtel Kenya Telesonic Holdings (UK) Limited	First Floor, 53/54 Grosvenor Street, London, United Kingdom, W1K 3HU	Holding	Ordinary	100%
Airtel Madagascar Telesonic Holdings (UK) Limited	First Floor, 53/54 Grosvenor Street, London, United Kingdom, W1K 3HU	Holding	Ordinary	100%
Airtel (M) Telesonic Holdings (UK) Limited	First Floor, 53/54 Grosvenor Street, London, United Kingdom, W1K 3HU	Holding	Ordinary	100%
Airtel Niger Telesonic Holdings (UK) Limited	First Floor, 53/54 Grosvenor Street, London, United Kingdom, W1K 3HU	Holding	Ordinary	100%
Airtel Nigeria Telesonic Holdings (UK) Limited	First Floor, 53/54 Grosvenor Street, London, United Kingdom, W1K 3HU	Holding	Ordinary	100%

Airtel Africa Telesonic Holdings Limited
Notes to the Financial Statements
(All amounts are in US Dollar, unless stated otherwise)

Airtel Rwanda Telesonic Holdings (UK) Limited	First Floor, 53/54 Grosvenor Street, London, United Kingdom, W1K 3HU	Holding	Ordinary	100%
Airtel Seychelles Telesonic Holdings (UK) Limited	First Floor, 53/54 Grosvenor Street, London, United Kingdom, W1K 3HU	Holding	Ordinary	100%
Airtel Tanzania Telesonic Holdings (UK) Limited	First Floor, 53/54 Grosvenor Street, London, United Kingdom, W1K 3HU	Holding	Ordinary	100%
Airtel Uganda Telesonic Holdings (UK) Limited	First Floor, 53/54 Grosvenor Street, London, United Kingdom, W1K 3HU	Holding	Ordinary	100%
Airtel Zambia Telesonic Holdings (UK) Limited	First Floor, 53/54 Grosvenor Street, London, United Kingdom, W1K 3HU	Holding	Ordinary	100%
Airtel Tchad Telesonic Holdings (UK) Limited	First Floor, 53/54 Grosvenor Street, London, United Kingdom, W1K 3HU	Holding	Ordinary	100%

6. Loans

	As of
	31 March 2023
Loans to subsidiaries	194,875
	194,875

The calculated interest as at period end is based on 3 months SOFR+ 200 bps. Any outstanding principal loan amounts and accrued interest thereon will be recoverable in full by 31 December 2026, unless agreed otherwise between lender and borrower in writing.

7. Cash

	As of
	31 March 2023
Cash at bank	60,544
	60,544

8. Other current assets

	As of
	31 March 2023
Unpaid share capital	1
	1

9. Trade and other payables

	As of
	31 March 2023
Due to group companies	15
Accrued expenses	5,600
	5,615

Airtel Africa Telesonic Holdings Limited
Notes to the Financial Statements
 (All amounts are in US Dollar, unless stated otherwise)

10. Long term borrowings

	<u>As of</u> <u>31 March 2023</u>
Loan from Airtel Africa plc	257,070
	<u>257,070</u>

The calculated interest as at period end is based on 3 months SOFR+ 200 bps. Any outstanding principal loan amounts and accrued interest thereon will be payable in full by 31 December 2026, unless agreed otherwise between borrower and lender in writing.

11. Capital and reserve

(i) Share capital

	<u>As of</u> <u>31 March 2023</u>
Authorised shares 1 equity share of £1 each	<u>1</u>
Issued, subscribed shares 1 equity share of £1 each	<u><u>1</u></u>

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

	<u>No of shares</u>	<u>As of</u> <u>31 March 2023</u> <u>Shareholding</u>
Equity share of £1 fully paid up		
Airtel Africa plc	1	100%

(ii) Other equity

Retained earnings: Retained earnings represents the amount of accumulated earnings of the company

12. Other income

	<u>For the period</u> <u>06 October 2021 -</u> <u>31 March 2023</u>
Interest income	545
	<u>545</u>

13. Other expenses

	<u>For the period</u> <u>06 October 2021 -</u> <u>31 March 2023</u>
Legal & Professional Charges*	5,600
	<u>5,600</u>

* Details of Auditor's remuneration included in Legal & Professional charges:

	<u>For the period</u> <u>06 October 2021 -</u> <u>31 March 2023</u>
Fees payable to the auditor for the audit of the Company's annual accounts	5,600
	<u>5,600</u>

14. Finance income

	<u>For the period</u> <u>06 October 2021 -</u> <u>31 March 2023</u>
Interest income on loans	4,875
	<u>4,875</u>

15. Finance costs

	<u>For the period</u> <u>06 October 2021 -</u> <u>31 March 2023</u>
Interest on borrowings	7,070
Bank charges	1
	<u>7,071</u>

16. Tax expense

	<u>For the period</u> <u>06 October 2021 -</u> <u>31 March 2023</u>
Recognised in income statement	
Current tax charge	-
Income tax charge	-
	<u>-</u>

Airtel Africa Telesonic Holdings Limited
Notes to the Financial Statements
(All amounts are in US Dollar, unless stated otherwise)

The reasons for the difference between the actual tax charge for the year and the standard rate of corporation tax in the United Kingdom applied to profits for the year are as follows:

Reconciliation of tax expense

Loss before tax for the period ended 31 March 2023	(7,251)
Expected tax saving based on the standard rate of corporation tax in the UK of 19%	(1,378)
Deferred tax not recognised on losses	1,378

Current tax charge comprises of:

Tax expense charge	-
Current tax charge	-

The Company has losses amounting to \$7,251 which can be carried forward indefinitely.

Changes to corporation tax rate

As part of the Spring budget announced by the UK Government, the main rate of corporate income tax rate will increase from 19% to 25% effective 1st April 2023. In addition, a 19% small profits rate will be introduced for companies whose profits do not exceed GBP 50,000.

17. Employees and director’s remuneration

There were no employees during the period.

None of the directors received remuneration in respect of services provided to the Company.

18. Transactions with Related Party

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	Parent company

Particulars	Airtel Africa plc
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Transaction during the period

Interest Exp	7,070
Loan taken	250,000

Outstanding balances

Loan payable	257,070
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19. Post balance sheet events

There are no post balance sheet events to report.