

---

**SOCIETE MALGACHE DE TELEPHONE CELLULAIRE SA**

**Audited Financial Statements**

**31 December 2019**

---

**SOCIETE MALGACHE DE TELEPHONE CELLULAIRE SA**

**Audited Financial Statements**

**For the year ended 31 December, 2019**

<b>Contents</b>	<b>Page No.</b>
<b>1. Corporate Information</b>	<b>2</b>
<b>2. Commentary of the Directors</b>	<b>3</b>
<b>3. Certificate from the Secretary</b>	<b>4</b>
<b>4. Independent Auditor's Report</b>	<b>5-6</b>
<b>5. Audited Financial Statements</b>	
Statement of Profit or Loss and Other comprehensive Income	7
Statement of Financial Position	8
Statement of Changes in Equity	9
Statement of Cash Flows	10
Notes to the Financial Statements	11-23

**SOCIETE MALGACHE DE TELEPHONE CELLULAIRE SA**  
**Corporate Information**

---

		<b>Date of Appointment</b>
<b>DIRECTORS</b>	: Noro Vololona Rivet	23 December, 1997
	Marie Bernadette Lamarque	23 December, 1997
	Devananda Naraido	
	(Alternate to Noro Vololona Rivet)	14 February, 2011
	Bhoomija Juwah�er	
	(Alternate to Marie Bernadette Lamarque)	20 January, 2015
	Rishal Tanee	
	(Alternate to Noro Vololona Rivet and Marie Bernadette Lamarque)	16 May, 2016

**ADMINISTRATOR AND SECRETARY** : Ocorian Corporate Services (Mauritius) Limited  
6th Floor, Tower A  
1 Cybercity  
Ebene  
Mauritius

**REGISTERED OFFICE** : 6th Floor, Tower A  
1 Cybercity  
Ebene  
Mauritius

**BANKER** : HSBC Bank (Mauritius) Limited  
6th Floor, HSBC Centre  
18, Cybercity  
Ebene  
Reduit 72201  
Mauritius

**AUDITOR** : Deloitte  
7th Floor, Standard Chartered Tower  
19-21 Bank Street, Cybercity  
Ebene  
Republic of Mauritius

**SOCIETE MALGACHE DE TELEPHONE CELLULAIRE SA  
COMMENTARY OF DIRECTORS**

---

The Directors present their commentary, together with the audited financial statements of SOCIETE MALGACHE DE TELEPHONE CELLULAIRE SA (the 'Company') for the year ended December 31, 2019.

**PRINCIPAL ACTIVITY**

The principal activity of the Company is investment holding.

**RESULTS AND DIVIDENDS**

The Company's loss for the year ended 31 December 2019 is USD 14,763 (2018 Loss: USD 17,541).

The directors do not recommend the payment of a dividend for the year under review (2018 - Nil).

**STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF FINANCIAL STATEMENTS**

Company law requires the directors to prepare financial statements for each financial year which present fairly the financial position, financial performance and cash flows of the Company. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether International Financial Reporting 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 confirm that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Mauritian Companies Act 2001. 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.

**AUDITOR**

Deloitte has been appointed as auditor and has indicated its willingness to remain in office and will be automatically re-appointed at the Annual Meeting.

**By Order of the Board**

DocuSigned by:  
  
SECRETARY

**OCORIAN CORPORATE SERVICES (MAURITIUS) LIMITED**

Date: 07 July 2020


**SECRETARY'S CERTIFICATE**

**Societe Malgache De Telephone Cellulaire SA**

**SECRETARY'S CERTIFICATE UNDER SECTION 166 (d) OF THE MAURITIUS COMPANIES ACT**

In accordance with section 166 (d) of the Mauritius Companies Act, we certify that to the best of our knowledge and belief, the Company has filed with the Registrar of Companies, all such returns as are required of the Company under the Mauritius Companies Act 2001 for the Audited Financial Statements for the year ended 31 December 2019.

**Dated 7 July 2020**

**DocuSigned by:**   
EBF6A9B96239427

**DS**  
ROVINA SHARANI, LL.B.  
FIDELITY  
OF OCEANIC FINANCIAL  
SERVICES (MAURITIUS) LIMITED

**Ocorian Corporate Services (Mauritius) Limited  
Secretary**

## **Independent auditor's report to the Shareholder of Societe Malgache De Telephone Cellulaire SA**

### **Report on the audit of the financial statements**

#### **Opinion**

We have audited the financial statements of **Societe Malgache De Telephone Cellulaire SA** (the "Company") set out on pages 7 to 23, which comprise the statement of financial position as at 31 December 2019, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2019, and of its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) and in compliance with the requirements of the Mauritius Companies Act 2001 in so far as applicable to Category 1 Global Business Licence companies.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (ISAs). 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 of the *International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants* (IESBA Code) and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Report on other legal and regulatory requirements**

##### *Mauritius Companies Act 2001*

In accordance with the requirements of the Mauritius Companies Act 2001, we report as follows:

- we have no relationship with, or interest in, the Company other than in our capacity as auditor;
- we have obtained all information and explanations that we have required; and
- in our opinion, proper accounting records have been kept by the Company as far as appears from our examination of those records.

#### **Other information**

The directors are responsible for the other information. The other information comprises the Corporate Information, Commentary of the Directors and Certificate from the Secretary, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance or conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **Responsibilities of directors for the financial statements**

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards and in compliance with the requirements of the Mauritius Companies Act 2001 in so far as applicable to Category 1 Global Business Licence companies and they are also responsible 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.

The directors are responsible for overseeing the Company's financial reporting process.

## **Independent auditor's report to the Shareholder of Societe Malgache De Telephone Cellulaire SA (Cont'd)**

### **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 will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

This report is made solely to the Company's shareholder, as a body, in accordance with section 205 of the Mauritius Companies Act 2001 in so far as applicable to Category 1 Global Business Licence companies. Our audit work has been undertaken so that we might state to the Company's shareholder those matters we are required to state to the shareholder 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 shareholder as a body, for our audit work, for this report, or for the opinions we have formed.

  
Deloitte

**Chartered Accountants**

07 July 2020



**Vishal Agrawal, FCA**

**Licensed by FRC**

**SOCIETE MALGACHE DE TELEPHONE CELLULAIRE SA**  
**Statement of Profit or Loss and Other Comprehensive Income for the year ended 31 December 2019**  
*(All amounts are in United States Dollars - 'USD')*

	<u>For the year ended December 31, 2019</u>	<u>For the year ended December 31, 2018</u>
<b>Expenses</b>		
Licence fees	1,800	1,800
Secretarial and administration fees	3,700	3,700
Directors' fees	1,500	2,810
Accountancy fees	1,000	1,000
Taxation fees	250	250
Audit fees	5,499	5,918
Registration fees	330	330
Legal and professional charges	684	1,533
Bank charges	-	200
<b>Total Expenses</b>	<u>14,763</u>	<u>17,541</u>
<b>Loss before tax</b>	<b>(14,763)</b>	<b>(17,541)</b>
Income tax expense (Note 6)	-	-
<b>Loss after tax</b>	<b>(14,763)</b>	<b>(17,541)</b>
Other comprehensive income for the year	-	-
<b>Total comprehensive loss for the year</b>	<u><b>(14,763)</b></u>	<u><b>(17,541)</b></u>

The notes on pages 11 to 23 form an integral part of these financials statements.

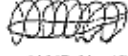


**SOCIETE MALGACHE DE TELEPHONE CELLULAIRE SA**  
**Statement of Financial Position as at 31 December 2019**  
*(All amounts are in United States Dollars - 'USD')*

	Notes	As at December 31, 2019	As at December 31, 2018
<b>ASSETS</b>			
<b>Non-current assets</b>			
Investment in associate	7	-	-
<b>Current assets</b>			
Other receivables and prepayments	8	40,000	40,000
Cash and cash equivalents		1,684	1,684
		<u>41,684</u>	<u>41,684</u>
<b>Total assets</b>		<u><b>41,684</b></u>	<u><b>41,684</b></u>
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Stated capital	9	40,000	40,000
Accumulated losses		(319,386)	(304,623)
<b>Total Equity</b>		<u>(279,386)</u>	<u>(264,623)</u>
<b>Current liabilities</b>			
Other payables and accrued expenses	10	321,070	306,307
<b>Total liabilities</b>		<u>321,070</u>	<u>306,307</u>
<b>Total Equity and Liabilities</b>		<u><b>41,684</b></u>	<u><b>41,684</b></u>

Approved by the Board of directors on 07 July 2020 and signed on its behalf by:

DocuSigned by:  
  
 BOAED2EF1893436  
**Rishal Taneer**  
 Director

DocuSigned by:  
  
 88C271254400646  
**Devananda Naraidoo**  
 Director

The notes on pages 11 to 23 form an integral part of these financials statements.

**SOCIETE MALGACHE DE TELEPHONE CELLULAIRE SA**  
**Statement of Changes in Equity for the year ended 31 December 2019**  
*(All amounts are in United States Dollars - 'USD')*

	Stated capital		Accumulated Losses	Total equity
	No of shares	Amount		
<b>As of January 1, 2018</b>	40,000	40,000	(287,082)	(247,082)
Loss for the year	-	-	(17,541)	(17,541)
Other comprehensive income	-	-	-	-
<b>Total comprehensive loss</b>			<b>(17,541)</b>	<b>(17,541)</b>
<b>As of December 31, 2018</b>	<b>40,000</b>	<b>40,000</b>	<b>(304,623)</b>	<b>(264,623)</b>
Loss for the year	-	-	(14,763)	(14,763)
Other comprehensive income	-	-	-	-
<b>Total comprehensive loss</b>	<b>-</b>	<b>-</b>	<b>(14,763)</b>	<b>(14,763)</b>
<b>As of December 31, 2019</b>	<b>40,000</b>	<b>40,000</b>	<b>(319,386)</b>	<b>(279,386)</b>

The notes on pages 11 to 23 form an integral part of these financials statements.

**SOCIETE MALGACHE DE TELEPHONE CELLULAIRE SA**  
**Statement of Cash Flows for the year ended 31 December 2019**  
*(All amounts are in United States Dollars - 'USD')*

	<u>For the year ended December 31, 2019</u>	<u>For the year ended December 31, 2018</u>
<b>Operating activities</b>		
Loss before tax	(14,763)	(17,541)
<b>Adjustments for:</b>		
Share of loss in associates	-	-
Expenses paid by other related party on behalf of the Company	13,375	22,958
<b>Operating cash flows before changes in working capital</b>	<u>(1,388)</u>	<u>5,417</u>
<b>Changes in working capital :</b>		
Decrease in prepayments	-	1,729
(Decrease) / Increase in other payables and accrued expenses	1,388	(7,346)
<b>Net cash flows used in operating activities</b>	<u>-</u>	<u>(200)</u>
<b>Net (decrease)/increase in cash and cash equivalents during the year (a)+(b)+(c)</b>	-	(200)
Effect of exchange rate changes on cash and cash equivalents		
Cash and Cash Equivalents as at beginning of the year	1,684	1,884
<b>Cash and cash equivalents as at end of the year</b>	<u>1,684</u>	<u>1,684</u>

The notes on pages 11 to 23 form an integral part of these financials statements.

1. Corporate information

SOCIETE MALGACHE DE TELEPHONE CELLULAIRE SA (the "Company") is a private limited company incorporated in Mauritius, holds a Category 1 Global Business Licence under the Financial Services Act 2007 and is regulated by Financial Services Commission. The Company's registered office is 6th Floor, Tower A, 1 Cyber City, Ebene, Republic of Mauritius.

---

The principal activity of the Company is investment holding.

2. Application of new and revised international financial reporting standards

2.1 New and revised IFRSs applied with no material effect on the financial statements

In the current year, the company has applied new and revised standards and interpretations issued by International Accounting Standards Board ("IASB") and International Financial Reporting Interpretations Committee ("IFRC") of the IASB are relevant to its operations and effective for accounting periods beginning on 01 January 2019.

IAS 12 - Income Taxes - Amendments resulting from Annual Improvements 2015–2017 Cycle (income tax consequences of dividends)

IAS 28 - Investment in Associates and Joint Ventures – Amendments regarding long- term interests in associates and joint ventures

IFRS 9 - Financial Instruments - Amendments regarding prepayment features with negative compensation and modification of financial liabilities

IFRIC 23 - Uncertainty over Income Tax Treatments issued

2.2 New and revised Standards in issue but not yet effective

At the date of authorisation of these financial statements, the following relevant Standards were in issue but effective on annual periods beginning on or after the respective dates as indicated:

IAS 1 - Presentation of financial statements - Amendments regarding the definition of material (effective January 1, 2020)

IAS 1 - Presentation of financial statements - Amendments regarding the classification of liabilities (effective January 1, 2022)

IAS 8 - Accounting policies, Changes in Accounting Estimates and Errors - Amendments regarding the definition of material (effective January 1, 2020)

IAS 39 - Financial Instruments: Recognition and Measurement - Amendments regarding pre-replacement issues in the context of the IBOR reform (effective January 1, 2020).

IFRS 7 - Financial Instruments: Disclosures – Amendments regarding pre-replacement issues in the context of the IBOR reform (effective January 1, 2020)

IFRS 9 - Financial Instruments - Amendments regarding pre-replacement issues in the context of the IBOR reform (effective January 1, 2020)

The directors anticipate that these amendments will be applied in the Company's financial statements at the above effective dates in future periods. The directors have not yet assessed the potential impact of the application of these amendments.

### 3. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. The policies have been consistently applied to both years presented, unless otherwise stated.

#### Basis of presentation

The financial statements have been prepared in accordance with and in compliance with International Financial Reporting Standards ("IFRS") and IFRIC interpretations. The financial statements have been prepared under the historical cost convention except that relevant financial assets and liabilities are stated at fair value, or carried at amortised cost as appropriate.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires the directors to exercise their judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are described in Note 4.

#### Going concern

At 31 December 2019, the Company had shareholder's deficit of USD 279,386 (2018: Shareholder' deficit of USD 264,623) and net current liabilities of the company are USD 279,386 (2018: USD 264,623).

The financial statements have been prepared on the going concern basis which assumes that the Company will continue in operational existence in the foreseeable future. The validity of this assumption depends on the continued financial support of its step up holding company, Bharti Airtel International (Netherlands) B.V. The Company has received a letter of comfort from its step up holding company, confirming that the support will be forthcoming over the next twelve months. It is thus appropriate for the financial statements to be prepared on the going concern basis.

#### Foreign currency translation

##### (a) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The financial statements are presented in United States dollars (USD), which is also the functional currency of the Company.

##### (b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rate at the date when the fair value was determined.

#### Current and deferred income tax

The tax expense for the year comprises of current tax only. The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date in the country where the Company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised in full, using the liability method, on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the date of the statement of financial position and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

### 3. Summary of significant accounting policies (continued)

#### Current and deferred income tax (Continued)

Deferred income tax assets on accumulated tax losses are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

#### Investment in associate

Associates are all entities over which the Company has significant influence but no control. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or jointly control over those policies.

Investments in associates are accounted for by the equity method of accounting. Under the equity method, investments in associates are carried out in the statement of financial position at cost as adjusted for post acquisition changes in the share of net assets of the associate, less any impairment in the value of the individual investments. The goodwill is included within the carrying amount of the investment.

The Company's share of its associates' post acquisition profits or losses is recognised in profit and loss and its share of post acquisition movements in reserves is recognised in reserves. Where the company transacts with an associate, profits and losses are eliminated to the extent of the Company's interest in the relevant associate.

#### Financial instruments

The Company initially recognises financial instruments on the date that they are originated. All other financial assets are recognised initially on the trade date, which is the date that the Company becomes a party to the contractual provisions of the instrument. Financial instruments are initially recognised at fair value plus transaction costs.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

#### Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance.

The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

### 3. Summary of significant accounting policies (continued)

Financial instruments carried on the statement of financial position include loan receivable, other receivables, cash and cash equivalents, borrowings and, other payables and accrued expenses. The particular recognition methods adopted are disclosed below:

#### Other receivables

Other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

#### Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with financial institutions, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. The Company's cash and cash equivalents comprise of cash at bank.

#### Other payables and accrued expenses

Other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

#### Stated capital

Stated capital is determined using the nominal values of shares that have been issued and classified as equity.

#### Impairment of non-financial assets

The carrying amount of assets is assessed at each reporting date to determine whether there are any indications of impairment. If any such indication exists, the Company estimates the recoverable amount of the asset being the higher of the asset's net selling price and its value in use, in order to determine the extent of the impairment loss (if any). An impairment loss is recognised for any excess of the asset's carrying amount over its recoverable amount and is taken directly to profit and loss.

#### Impairment of financial assets

In relation to the impairment of financial assets, IFRS 9 requires an expected credit loss model as opposed to an incurred credit loss model under IAS 39. The expected credit loss model requires the Company to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition of the financial assets. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

Specifically, IFRS 9 requires the Company to recognize a loss allowance for expected credit losses on:

- (1) Debt investments measured subsequently at amortised cost or at FVTOCI; and
- (2) Trade receivables and contract assets;

In particular, IFRS 9 requires the Company to measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses (ECL) if the credit risk on that financial instrument has increased significantly since initial recognition, or if the financial instrument is a purchased or originated credit impaired financial asset.

However, if the credit risk on a financial instrument has not increased significantly since initial recognition (except for a purchased or originated credit impaired financial asset), the Company is required to measure the loss allowance for that financial instrument at an amount equal to 12 months ECL. IFRS 9 also requires a simplified approach for measuring the loss allowance at an amount equal to lifetime ECL for trade receivables, contract assets and lease receivables in certain circumstances.

### 3. Summary of significant accounting policies (continued)

#### Derecognition of financial assets and liabilities

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognised as a separate asset or liability. The Company derecognises a financial liability when its contractual obligations are discharged, cancelled or expired.

#### Revenue recognition

Interest income is recognised using the effective interest method.

Dividend income is recognised when the right to receive the dividend is established.

Interest and dividend income are recognised gross of withholding taxes.

#### Expense recognition

Expenses are accounted for in profit and loss on accrual basis.

#### Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made.

### 4. Critical accounting estimates and judgments

The Company makes estimates and judgements that affect the reported amounts of assets and liabilities within the next year. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### Determination of functional currency

The determination of the functional currency of the Company is critical since recording of transactions and exchange differences arising thereon are dependent on the functional currency selected. The directors have considered those factors therein and have determined that the functional currency of the Company is the USD.

The Company has made investment in Malagasy Ariary (Note 7) and expects to receive dividend and proceeds from disposal of investment in Malagasy Ariary. However, it obtains financing from its shareholder(s) and other stakeholders in USD and all operating activities are conducted in USD. Thus, USD is the functional currency as it most faithfully reflects the underlying transactions, events and conditions that are relevant to the Company. Thus, USD is the functional currency as it most faithfully reflects the underlying transactions, events and conditions that are relevant to the Company.

#### Impairment assessment

The directors have assessed the recoverable amount of the associate at 31 December 2019. There is no impairment, based on the discounted cash flows of the investee company.



**5. Financial risk management objectives and policies**

**Financial risk factors**

The Company's activities expose it to a variety of financial risks: market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. This note presents information about the Company's exposure to each of the said risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements.

The board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company to set appropriate measures and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and in the Company's activities.

The Company's exposure to the various types of risks associated to its activity and financial instruments is detailed below.

**(a) Market risk**

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income or the value of its holding of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

**(i) Currency risk**

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. None of the Company's financial assets and liabilities is denominated in foreign currency at the reporting date and therefore is not exposed to foreign currency risk.

**(ii) Interest rate risk**

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of financial instruments. As at reporting date, the Company is not exposed to interest rate risk as it does not hold any interest bearing financial assets or financial liabilities.

**(iii) Price risk**

Equity price risk is the risk of unfavorable changes in fair values of equities as the result of changes in the value of individual shares. The Company has no exposure to price risk at year end.

**(b) Credit risk**

Credit risk is the risk that a counter party to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Company. The Company's exposure to credit risk is monitored by management on an ongoing basis. The Company limits its risk by carrying out transactions through companies within the group and by banking with reputable financial institutions.

Amounts due from related parties are assessed regarding credit risk at each reporting date. As the same are closely monitored and controlled by the same management, there is no provision matrix being followed on ageing basis. There have been no instances observed in the past where collection are assumed to be at risk for such related party receivable.

**SOCIETE MALGACHE DE TELEPHONE CELLULAIRE SA**  
**Notes to Financial Statements**  
*(All amounts are in United States Dollars - 'USD'; unless stated otherwise)*

**5. Financial risk management objectives and policies**

(c) Liquidity risk

Liquidity risk is the risk that an entity will encounter financial difficulty in meeting obligations associated with financial liabilities. The Company manages liquidity risk through funding from its parent.

The table below summarises the maturity profile of the Company's financial liabilities at 31 December 2019 based on contractual undiscounted payments:

	On Demand	Within 1 year	More than 1 year	Total
<b>December 31, 2019</b>				
Other payables and accrued expenses	313,082	7,988	-	321,070
	<u>313,082</u>	<u>7,988</u>	<u>-</u>	<u>321,070</u>
<b>December 31, 2018</b>				
Other payables and accrued expenses	299,707	6,600	-	306,307
	<u>299,707</u>	<u>6,600</u>	<u>-</u>	<u>306,307</u>

(d) Fair values

The carrying amounts of the other receivables, cash and cash equivalents, other payables and accrued expenses approximate their fair values.

(e) Capital risk management

The Company's objective when managing capital is to safeguard the Company's ability to pay its debts when they fall due and to continue as a going concern. Capital comprises of equity and retained earnings. In order to maintain or adjust the capital structure, the Company may issue shares or have recourses from funds of its parent.

(f) Financial instruments by category

<b>Financial Assets</b>	<b>As of 31 December, 2019</b>	<b>As of 31 December, 2018</b>
<i>Amortised cost:</i>		
Other Receivables	40,000	40,000
Cash & Cash Equivalents	1,684	1,684
	<u>41,684</u>	<u>41,684</u>
<b>Financial Liabilities</b>	<b>As of 31 December, 2019</b>	<b>As of 31 December, 2018</b>
<i>Amortised cost:</i>		
Other payables and accrued expenses	321,070	306,307
	<u>321,070</u>	<u>306,307</u>

**SOCIETE MALGACHE DE TELEPHONE CELLULAIRE SA**  
**Notes to Financial Statements**  
*(All amounts are in United States Dollars - 'USD'; unless stated otherwise)*

**6. Income tax**

Previously, the Company is subject to income tax in Mauritius on its net income at 15%. However, the Company was entitled to a tax credit equivalent to the higher of the actual foreign tax suffered and 80% of the Mauritius tax on its foreign source income, thereby giving an effective tax rate of 3%. As per Mauritius Finance (Miscellaneous Provisions) Act 2018 (Finance Act), A partial exemption regime is now in place whereby an income tax exemption of 80% on the following categories of income is applicable, provided that the enhanced substance requirements are met.

- o Foreign-source dividend (not allowed as deduction in source country).
- o Interest income.
- o Profit attributable to a permanent establishment (PE) that a resident company has in a foreign country.

GBC1 licence issued on or before 16 October 2017 will remain governed under the existing provisions of the Financial Services Act 2007 until 30 June 2021, after which it will be deemed to be a GBL.

*Madagascar*

The Company invests in Madagascar and the directors expect to obtain benefits under the double taxation treaty between Mauritius and Madagascar. To obtain benefits under the double taxation treaty, the Company must meet certain tests and conditions, including the establishment of Mauritius tax residence and related requirements. A company which is tax resident in Mauritius under the treaty, but has no branch or permanent establishment in Madagascar, is subjected to withholding tax on interest earned in Madagascar at the rate of 10% (2018 - 10%) and is taxable on dividends earned on Malagasy securities at 10% (2018 - 10%).

The foregoing is based on current interpretation and practice and is subject to any future changes in the Mauritian tax laws. At 31 December 2019, the Company had accumulated tax losses of **USD 117,612** (2018 - USD 131,745) and is therefore not liable to income tax.

The tax losses are available for set off against future taxable profit of the Company as follows:

Upto the year ending	As of 31 December, 2019
31 December 2020	28,710
31 December 2021	28,885
31 December 2022	27,713
31 December 2023	17,541
31 December 2024	14,763
	<b>117,612</b>

A reconciliation between the accounting loss and the tax charge is as follows:

	As of 31 December, 2019	As of 31 December, 2018
Loss before tax	(14,763)	(17,541)
Income tax @ 15%	(2,214)	(2,631)
Impact of:		
Share of loss in associates	-	-
Unutilized tax loss	2,214	2,631
Income tax expense	-	-

Deferred tax asset, amounting to **USD 3,528** (2018: USD 3,952) has not been recognised in the financial statements as it is not probable that the Company will have sufficient taxable profit against which the unused tax losses could be utilized in the foreseeable future.

**SOCIETE MALGACHE DE TELEPHONE CELLULAIRE SA**  
**Notes to Financial Statements**  
*(All amounts are in United States Dollars - 'USD'; unless stated otherwise)*

**7. Investment in associate**

Details pertaining to the investment in associates at 31 December 2019 are as follows:

Name of Company	Principal Activity	Country of incorporation	Number of shared held	% ownership interest
Airtel Madagascar S.A.	Develop and use communication system	Madagascar	5,318	35.87

The company has 35.87% voting rights in Airtel Madagascar S.A. The company has accounted for investment in its associate using equity method.

The Company's cost of investment in the associate amounting to US\$ 2,494,335 was fully impaired in previous years.

**Summarised financial information of the associate:**

Particulars	Unaudited 31 December, 2019	Unaudited 31 December, 2018
Current Assets	22,036,546	23,122,002
Non-Current Assets	75,135,798	75,026,517
Current Liabilities	98,477,316	55,422,101
Non-Current Liabilities	119,196,776	149,344,811
Net Assets	(120,501,748)	(106,618,393)
Share in Associate's Net Assets	(43,223,977)	(38,244,018)
Total revenue	39,811,030	52,095,611
Total loss for the year	(16,309,368)	(9,544,311)
Other comprehensive income for the year	4,566,993	7,270,404
Total comprehensive loss for the year	(11,742,375)	(2,273,907)
Impact of application of IFRS 16 on cumulative losses	(2,140,980)	-
Share of Associate's loss for the year absorbed	(2,494,335)	(2,494,335)
Share of Unabsorbed Losses - cumulative	(31,553,973)	(26,574,014)
Share of Unabsorbed Loss for the year	(4,979,959)	(815,651)

**Reconciliation of above summarised financial information to the carrying amount of the interest in Airtel Madagascar S.A. recognised:**

Particulars	Unaudited 31 December, 2019	Unaudited 31 December, 2018
Share in Net Asset of the associate	(43,223,977)	(38,244,018)
Percentage of the Company's ownership interest in the associate	35.87	35.87
Goodwill	11,670,004	11,670,004
Share of Unabsorbed Losses - cumulative	(31,553,973)	(26,574,014)
<b>Carrying amount of the Company's interest in the associate</b>	<b>-</b>	<b>-</b>

**SOCIETE MALGACHE DE TELEPHONE CELLULAIRE SA**  
**Notes to Financial Statements**  
*(All amounts are in United States Dollars - 'USD'; unless stated otherwise)*

**8. Other receivables and prepayments**

	<u>As of</u> <u>31 December, 2019</u>	<u>As of</u> <u>31 December, 2018</u>
Amount due from parent - Montana International (Refer Note 11)	40,000	40,000
	<u>40,000</u>	<u>40,000</u>

**9. Stated capital**

	<u>As of</u> <u>31 December, 2019</u>	<u>As of</u> <u>31 December, 2018</u>
Class A shares 10,000 Equity Shares of USD 1 each	10,000	10,000
Class B shares 30,000 Equity Shares of USD 1 each	30,000	30,000
	<u>40,000</u>	<u>40,000</u>

The rights attached to the 'A' Shares are as follows:

Voting rights

Each ordinary share shall entitle its holder to receive notice of, to attend and vote at any meeting of the company.

Rights relating to dividends

Each ordinary share shall entitle its holder the right of an equal share in dividends as authorised by the board.

Rights relating to repayment of capital

Upon winding-up each ordinary share shall entitle its holder the right to an equal share in the distribution of the surplus assets of the company.

The rights attached to the "B" shares are as follows:

- one vote per share;
- no entitlement to receive dividend
- ranked pari passu with ordinary shares on repayment of capital on winding-up.

**10. Other payables and accrued expenses**

	<u>As of</u> <u>31 December, 2019</u>	<u>As of</u> <u>31 December, 2018</u>
Amount due to other related parties (Refer Note 11)	313,082	299,707
Accruals	7,988	6,600
	<u>321,070</u>	<u>306,307</u>

**11. Related Party Transactions**

During the year under review, the company entered into transactions with related parties. Amounts due to/from related parties are unsecured, interest free and repayable on demand. The nature, volume of transaction and the balances with the related parties are as follows:

<b>Entity Name</b>	<b>Relationship</b>	<u>As of</u>	<u>As of</u>
		<u>31 December, 2019</u>	<u>31 December, 2018</u>
Bharti Airtel Africa B.V.	Intermediate Holding Company		
Montana International	Immediate Holding Company		
Channel Sea Management Company (Mauritius) Limited	Shareholder -Significant influence		
Celtel (Mauritius) Holdings Limited	Shareholder -Significant influence		
Airtel Madagascar S.A.	Associated Company		
<b>Ocorian Corporate Services (Mauritius) Limited - Administrator</b>			
- Expense including directors fee incurred by the Company		8,580	9,890
- Outstanding Balance		-	-

**SOCIETE MALGACHE DE TELEPHONE CELLULAIRE SA**  
**Notes to Financial Statements**  
*(All amounts are in United States Dollars - USD; unless stated otherwise)*

**11. Related Party Transactions (continued)**

**Related Party Transactions for the year ended December 31, 2019**

Nature of transaction	Montana International	Celtel (Mauritius) Holdings Limited	Channel Sea Management Company (Mauritius) Limited	Bharti Airtel Africa BV
Opening Balance as on 01 January, 2019	40,000	(164,084)	(134,090)	(1,533)
Expenses incurred on behalf of the company	-	(13,375)	-	-
Outstanding balance as at 31 December, 2019	-	(177,459)	(134,090)	(1,533)
Other payables	-	-	-	-
Receivable-Unpaid Share Capital	40,000	-	-	-
<b>Total</b>	<b>40,000</b>	<b>(177,459)</b>	<b>(134,090)</b>	<b>(1,533)</b>

**Related Party Transactions for the year ended December 31, 2018**

Nature of transaction	Montana International	Celtel (Mauritius) Holdings Limited	Channel Sea Management Company (Mauritius) Limited	Bharti Airtel Africa BV
Opening Balance as on 01 January, 2018	40,000	(142,659)	(134,090)	-
Expenses incurred on behalf of the company	-	(21,425)	-	(1,533)
Outstanding balance as at 31 December, 2018	-	(164,084)	(134,090)	(1,533)
Other payables	-	-	-	-
Receivable-Unpaid Share Capital	40,000	-	-	-
<b>Total</b>	<b>40,000</b>	<b>(164,084)</b>	<b>(134,090)</b>	<b>(1,533)</b>

**12. Parent company**

The directors consider Montana International, a Company incorporated in Mauritius as the Company's parent and Airtel Africa Plc, a company incorporated in London, United Kingdom as the Company's step-up parent.

~~Bharti Enterprises (Holding) Private Limited is the ultimate controlling entity. It is held by private trusts of Bharti family, with Mr Sunil Bharti Mittal's family trust effectively controlling the said company.~~

**13. Event after reporting date**

In December 2019, there was an outbreak of Covid 19. This, however, became widespread in a number of countries after the reporting date and was subsequently declared a pandemic by the World Health Organisation (WHO) in March 2020. In this regard, a response team was set up in the Company's associate to ensure preparedness and implement safety measures to contain the spread of the COVID-19. The Company's associate staff are being provided with relevant information and tools to help ensure safety as they carry out their day to day duties.

The Company's associate has also implemented social distancing when managing its queues across the country to protect our customers. The Company's associate will continue to review the fast-changing situation and implement stringent procedures in line with Ministry of Health and World Health Organization guidelines to ensure that the health and safety of all our key stakeholders is not compromised. The COVID-19 has no impact on the financial operations as most customers are now using more data and airtime as a means of communication.