

**Bharti Airtel Overseas (Mauritius) Limited**

**Audited Financial Statements**

**March 31, 2022**

**Bharti Airtel Overseas (Mauritius) Limited**  
**Audited Financial Statements – March 31, 2022**

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**Bharti Airtel Overseas (Mauritius) Limited**  
**Corporate Information**

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		<b>Date of appointment</b>
<b>DIRECTORS</b>	: Naushad Ally Sohoboo (ceased to be Director w.e.f. March 17, 2022)	June 28, 2018
	Jantina Catharina Van De Vreede	June 28, 2018
	Pravin Surana (ceased to be Director w.e.f. December 10, 2021)	March 25, 2021
	Mukesh Hassanand Bhavnani	December 10, 2021
	Savinilorna Payandi-Pillay Ramen	March 17, 2022
<b>ADMINISTRATOR AND SECRETARY</b>	: IQ EQ Corporate Services (Mauritius) Ltd 33 Edith Cavell Street Port Louis, 11324 Republic of Mauritius	
<b>REGISTERED OFFICE</b>	: C/o IQ EQ Corporate Services (Mauritius) Ltd. 33 Edith Cavell Street Port Louis, 11324 Republic of Mauritius	
<b>BANKER</b>	: Standard Chartered Bank (Mauritius) Ltd 19, Bank Street, 6 <sup>th</sup> floor Standard Chartered Tower, Cybercity, Ebene - 72201 Republic of Mauritius	
<b>AUDITOR</b>	: Deloitte 7 <sup>th</sup> - 8 <sup>th</sup> Floor, Standard Chartered Tower, 19 – 21 Bank Street, Cybercity Ebene - 72201 Mauritius	

**Bharti Airtel Overseas (Mauritius) Limited**  
**Commentary of the Directors**

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The Directors present their commentary, together with the audited Financial Statements of Bharti Airtel Overseas (Mauritius) Limited (the 'Company') for the year ended March 31, 2022.

**PRINCIPAL ACTIVITY**

The Company is principally engaged in investment holding.

**DIVIDENDS**

The Directors do not recommend the payment of any dividend for the year.

**DIRECTORS**

The present membership of the Board of Directors is set out on page 2.

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

The Company's Directors are responsible for the preparation and fair presentation of the Financial Statements, comprising the statement of financial position at March 31, 2022, 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 the notes to the Financial Statements, which include a summary of significant accounting policies and other explanatory notes, in accordance with International Financial Reporting Standards ('IFRS') and comply with the Mauritius Companies Act 2001 and for such internal controls which are necessary to enable the preparation of Financial Statements that are free from material misstatement, whether due to fraud or error.

The Directors have made an assessment of the Company's ability to continue as a going concern and have no reason to believe that the business will not be a going concern in the year ahead.

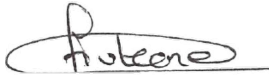
**AUDITOR**

The Board of Directors has recommended the appointment of Deloitte as auditor for the year 2022-23. Deloitte has confirmed its willingness / eligibility to continue in office and a resolution concerning its re-appointment will be proposed at the next Annual General Meeting of shareholder.

**Bharti Airtel Overseas (Mauritius) Limited**  
**Certificate from the Secretary**  
**Under Section 166(d) of the Companies Act 2001**

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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 Bharti Airtel Overseas (Mauritius) Limited under Section 166(d) of the Mauritius Companies Act 2001, for the year ended March 31, 2022.



**IQ EQ Corporate Services (Mauritius) Ltd**  
**33 Edith Cavell Street**  
**Port Louis, 11324**  
**Mauritius**

Date: July 5, 2022

## **Independent auditor's report to the Shareholder of Bharti Airtel Overseas (Mauritius) Limited**

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

#### **Opinion**

We have audited the financial statements of **Bharti Airtel Overseas (Mauritius) Limited** (the "Company") set out on pages 7 to 25, which comprise the statement of financial position as at 31 March 2022, 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 March 2022, 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 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 International Ethics Standard Board for Accountants' *Code of Ethics for Professional Accountants (including International Independence Standards)* (the "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.

#### **Other information**

The directors are responsible for the other information. The other information comprises the Corporate Information, the Commentary of the Directors and the 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 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 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.

#### **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.

## **Independent auditor's report to the Shareholder of Bharti Airtel Overseas (Mauritius) Limited (Continued)**

### **Auditor's responsibilities for the audit of the financial statements (Continued)**

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.

### **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.

### **Use of this report**

This report is made solely to the Company's shareholder, as a body, in accordance with section 205 of the Mauritius Companies Act 2001. Our audit work has been undertaken so that we might state to the Company's shareholder those matters we are required to state to Company's 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.*

**Deloitte**

**Chartered Accountants**

08 July 2022

*Vishal Agrawal.*

**Vishal Agrawal, FCA**

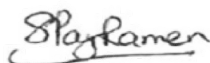
**Licensed by FRC**

**Bharti Airtel Overseas (Mauritius) Limited**  
**Statement of Profit or Loss and Other Comprehensive Income**  
*(All amounts are in United States Dollars - 'USD')*

	Notes	For the year ended	
		March 31, 2022	March 31, 2021
<b>Income</b>			
Other income	5	26,427,500	-
		<u>26,427,500</u>	<u>-</u>
<b>Expenses</b>			
Other operating expenses	6	1,093,406	17,655
Share of loss of joint venture	7	-	64,000,000
		<u>1,093,406</u>	<u>64,017,655</u>
<b>Profit / (loss) before tax</b>		<b>25,334,094</b>	<b>(64,017,655)</b>
Income tax expense	8	-	-
<b>Profit / (loss) for the year</b>		<b>25,334,094</b>	<b>(64,017,655)</b>
Other comprehensive income (OCI) for the year		-	-
<b>Total comprehensive income / (loss) for the year</b>		<b>25,334,094</b>	<b>(64,017,655)</b>

The accompanying notes 1 to 16 form an integral part of these Financial Statements.

Approved by the Board of Directors on July 5, 2022 and signed on its behalf by:



**Savinilorna Payandi Pillay Ramen**

**Director**



**Mukesh Hassanand Bhavnani**

**Director**

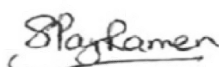


**Bharti Airtel Overseas (Mauritius) Limited**  
**Statement of Financial Position**  
*(All amounts are in United States Dollars - 'USD')*

	Notes	As of	
		March 31, 2022	March 31, 2021
<b>Assets</b>			
<b>Non-current assets</b>			
Investments	9	-	-
<b>Current assets</b>			
Cash and cash equivalents	10	146,730	197,445
		<b>146,730</b>	<b>197,445</b>
<b>Total assets</b>		<b>146,730</b>	<b>197,445</b>
<b>Equity and Liabilities</b>			
<b>Equity</b>			
Share capital	11	202,560,001	166,310,001
Retained earnings		(203,461,662)	(228,795,756)
<b>Total equity</b>		<b>(901,661)</b>	<b>(62,485,755)</b>
<b>Current liabilities</b>			
Other payables	12	1,048,391	62,683,200
		1,048,391	62,683,200
<b>Total liabilities</b>		<b>1,048,391</b>	<b>62,683,200</b>
<b>Total equity and liabilities</b>		<b>146,730</b>	<b>197,445</b>

The accompanying notes 1 to 16 form an integral part of these Financial Statements.

Approved by the Board of Directors on July 5, 2022 and signed on its behalf by:



**Savinilorna Payandi Pillay Ramen**

**Director**



**Mukesh Hassanand Bhavnani**

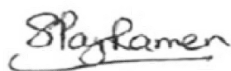
**Director**

**Bharti Airtel Overseas (Mauritius) Limited**  
**Statement of Changes in Equity**  
*(All amounts are in United States Dollars - 'USD')*

	Share capital		Retained earnings	Total equity
	No of shares	Amount		
<b>As of April 1, 2020</b>	<b>165,060,001</b>	<b>165,060,001</b>	<b>(164,778,101)</b>	<b>281,900</b>
Issue of equity share capital (refer note 11)	1,250,000	1,250,000	-	1,250,000
Loss for the year	-	-	(64,017,655)	(64,017,655)
<b>Total comprehensive loss</b>	<b>-</b>	<b>1,250,000</b>	<b>(64,017,655)</b>	<b>(62,767,655)</b>
<b>As of March 31, 2021</b>	<b>166,310,001</b>	<b>166,310,001</b>	<b>(228,795,756)</b>	<b>(62,485,755)</b>
Issue of equity share capital (refer note 11)	36,250,000	36,250,000	-	36,250,000
Profit for the year	-	-	25,334,094	25,334,094
<b>Total comprehensive income</b>	<b>36,250,000</b>	<b>36,250,000</b>	<b>25,334,094</b>	<b>61,584,094</b>
<b>As of March 31, 2022</b>	<b>202,560,001</b>	<b>202,560,001</b>	<b>(203,461,662)</b>	<b>(901,661)</b>

The accompanying notes 1 to 16 form an integral part of these Financial Statements.

Approved by the Board of Directors on July 5, 2022 and signed on its behalf by:



**Savinilorna Payandi Pillay Ramen**

**Director**



**Mukesh Hassanand Bhavnani**

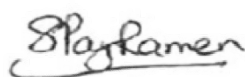
**Director**

**Bharti Airtel Overseas (Mauritius) Limited**  
**Statement of Cash Flows**  
*(All amounts are in United States Dollars - 'USD')*

	For the year ended	
	March 31, 2022	March 31, 2021
<b>Operating activities</b>		
Profit / (loss) before tax	25,334,094	(64,017,655)
<b>Adjustments for:</b>		
Share of loss of joint venture	-	64,000,000
Other non-cash item	(26,404,400)	-
<b>Operating cash flows before changes in assets and liabilities</b>	<b>(1,070,306)</b>	<b>(17,655)</b>
<b>Changes in assets and liabilities:</b>		
(Decrease) / Increase in other payables	(35,230,409)	325
<b>Net cash used in operations before tax</b>	<b>(36,300,715)</b>	<b>(17,330)</b>
<b>Net cash flows used in operating activities (a)</b>	<b>(36,300,715)</b>	<b>(17,330)</b>
<b>Investing activities</b>		
Acquisition of investment	-	(1,322,500)
<b>Net cash flows used in investing activities (b)</b>	<b>-</b>	<b>(1,322,500)</b>
<b>Financing activities</b>		
Proceeds from issue of shares (refer note 11)	36,250,000	1,250,000
<b>Net cash flows generated from financing activities (c)</b>	<b>36,250,000</b>	<b>1,250,000</b>
<b>Net decrease in cash and cash equivalents during the year</b>		
<b>(a)+(b)+(c)</b>	<b>(50,715)</b>	<b>(89,830)</b>
Cash and cash equivalents as at beginning of the year	197,445	287,275
<b>Cash and cash equivalents as at end of the year (refer note 10)</b>	<b>146,730</b>	<b>197,445</b>

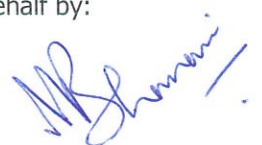
The accompanying notes 1 to 16 form an integral part of these Financial Statements.

Approved by the Board of Directors on July 5, 2022 and signed on its behalf by:



**Savinilorna Payandi Pillay Ramen**

**Director**



**Mukesh Hassanand Bhavnani**

**Director**

## **1. CORPORATE INFORMATION**

Bharti Airtel Overseas (Mauritius) Limited (the "Company") is domiciled and incorporated, on June 28, 2018, in Mauritius under the Mauritius Companies Act 2001 as a private company limited by shares. The Company has been issued Global Business Licence. The registered office of the Company is situated at 33 Edith Cavell Street, Port Louis, 11324, Mauritius.

The Company is principally engaged in investment holding. The Financial Statements are authorised for issue by the Company's Board of Directors on the date stamped on page 8.

The Company is a wholly owned subsidiary of Bharti Airtel Holding (Mauritius) Limited, a company domiciled and incorporated in Mauritius. Bharti Airtel Limited, the intermediate parent company, is incorporated in India and listed on the stock exchange in India.

### **2.1 BASIS OF PREPARATION**

The Financial Statements have been prepared in accordance with and in compliance with International Financial Reporting standards ("IFRS") and the historical cost convention basis except that financial assets and liabilities are stated at fair value, or carried at amortized cost as appropriate.

The Financial Statements of the company are presented in United States dollar ('USD') which is also its functional currency.

The preparation of Financial Statements in accordance with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the reporting date and the reported amounts of revenue and expenses during the reporting year. Although these estimates are based on management's knowledge of current events and actions, actual results ultimately may differ from those estimates. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that year or in the year of the revision and future years, if the revision affects both current and future years (refer to note 3 on critical accounting judgments and key sources of estimation uncertainty).

The significant accounting policies used in preparing the Financial Statements are set out in note 2.2 of the notes to the Financial Statements.

### **2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### **A. Financial Instruments**

##### **a) Recognition, classification and presentation**

The financial instruments are recognised in the Statement of Financial Position when the Company becomes a party to the contractual provisions of the financial instrument.

The Company determines the classification of its financial instruments 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 (FVTPL), and b) those to be measured at amortised cost. The classification depends on the entity's business model for managing the financial assets 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 off-set against each other and the resultant net amount is presented in the Statement of Financial Position, 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.

**b) Measurement – Non-derivative financial instruments**

**I. Initial measurement**

At initial recognition, the Company measures the non-derivative financial instruments (except off-market financial guarantee) at its fair value plus, in the case of a financial instruments not at fair value through profit or loss, transaction costs. Otherwise transaction costs are expensed in the Statement of Profit or Loss and OCI. Any off-market financial guarantees, issued in relation to obligations of subsidiaries, are initially recognised at fair value (as part of the cost of the investment in the subsidiary).

**II. Subsequent measurement - financial assets**

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

**i. 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 amortised cost using the effective-interest rate ('EIR') method (if the impact of discounting / any transaction costs is significant). Interest income from these financial assets is recognised in Statement of Profit or Loss and OCI.

All recognised financial assets that are within the scope of IFRS 9 are required to be measured subsequently at amortised cost or fair value on the basis of the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets and all other debt investments and equity investments are measured subsequently at FVTPL.

**ii. Financial assets at fair value through profit or loss ('FVTPL')**

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset.

**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 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. 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.

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised 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, twelve month, 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 the simplified approach which requires expected lifetime losses to be recognised from initial recognition of the receivables.

### **iii. Derecognition of financial assets**

The financial assets are de-recognised from the Statement of Financial Position when the rights to receive cash flows from the financial assets have expired, or have been transferred and the Company has transferred substantially all risks and rewards of ownership. The resultant impact of derecognition is recognised in the Statement of Profit or Loss and OCI.

## **III. Subsequent measurement - financial liabilities**

### **i. Financial liabilities measured at amortised cost**

Any off-market financial guarantees are amortised over the life of the guarantee and are measured at each reporting date at the higher of (i) the remaining unamortised balance of the amount at initial recognition and (ii) the best estimate of expenditure required to settle the obligation at the end of the reporting period. Other financial liabilities are subsequently measured at amortised cost using the EIR method (if the impact of discounting / any transaction costs is significant).

### **ii. Effective interest method**

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the interest rate, transaction costs and other premium or discounts) through the expected life of the financial liability, or (where appropriate a shorter period), to the net carrying amount on initial recognition.

### **iii. Derecognition of financial liabilities**

The financial liabilities are de-recognised from the Statement of Financial Position when the underlying obligations are extinguished, discharged, lapsed, cancelled, expires or legally released.

**c) Measurement - derivative financial instruments**

Derivative financial instruments are classified as financial instruments at FVTPL. Such derivative financial instruments are initially recognised at fair value. They are subsequently measured at their fair value, with changes in fair value being recognised in the Statement of Profit or Loss and OCI.

**B. Foreign currency transactions**

**a) Functional currency**

The financial statements are presented in United States Dollars ('USD') which is the functional and presentation currency of the Company.

**b) Transactions and balances**

Transactions in foreign currencies are initially recorded in the relevant functional currency at the rates prevailing at the date of transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the closing exchange rate prevailing as at the reporting date with the resulting foreign exchange differences, on subsequent re-statement / settlement, recognised in profit or loss. Non-monetary assets and liabilities denominated in foreign currencies are translated into the functional currency using the exchange rate prevalent, at the date of initial recognition (in case they are measured at historical cost) or at the date when the fair value is determined (in case they are measured at fair value) – the resulting foreign exchange difference, on subsequent re-statement / settlement, recognised in profit or loss, except to the extent that it relates to items recognised in the other comprehensive income or directly in equity.

**C. 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.

**D. Investment in joint venture**

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

Investment in joint venture is accounted for using the equity method of accounting. Under the equity method, investment in a joint venture is carried out in the statement of financial position at cost and adjusted thereafter to recognise any post acquisition changes in the company's share of net assets of the joint venture, less any impairment in the value of the individual investments.

The Company's share of its joint venture's post acquisition profits or losses is recognised in profit and loss and its share of post acquisition movements in reserves is recognised in reserves. Losses of a joint venture in excess of the Company's interest in that joint venture are recognised only to the extent that the Company has incurred legal or constructive obligations or made payments on behalf of the joint venture. When the Company's share of losses exceeds its interest in an equity accounted investee, the

carrying amount of that interest (including any long-term investments in the nature of net investments) is reduced to nil and the recognition of further losses is discontinued (except to the extent that the Company has incurred legal or constructive obligations or made payments on behalf of the joint venture) until the date when its cumulative share since such discontinuance is a profit. Where the Company transacts with an joint venture, profits and losses are eliminated to the extent of the Company's interest in the relevant joint venture.

## **E. Taxes**

### **Current tax**

Current tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date.

Current tax relating to items recognised directly in equity is recognised in equity and not in profit or loss.

### **Deferred tax**

Deferred tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, joint venture and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the



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deferred tax asset to be recovered. The Company considers the projected future taxable income and tax planning strategies in making this assessment.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

**F. Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources will be required to settle the said obligation, and the amounts of the said obligation can be reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the relevant obligation (if the impact of discounting is significant), using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation.

The increase in the provision due to un-winding of discount over passage of time is recognised within finance costs.

**G. Share capital**

Proceeds from issuance of ordinary shares are recognised as share capital in equity.

**H. Related parties**

Related parties are individuals and companies where the individual or company has the ability, directly or indirectly, to control the other party or exercise significant influence over the party in making financial and operating policy decisions.

**3. Critical accounting estimates, assumptions and judgements**

The estimates and judgements used in the preparation of the said Financial Statements are continuously evaluated by the Company, and are based on historical experience and various other assumptions and factors (including expectations of future events), that the Company believes to be reasonable under the existing circumstances. The said estimates and judgements are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

Although the Company regularly assesses these estimates, actual results could differ materially from these estimates - even if the assumptions underlying such estimates were reasonable when made, if these results differ from historical experience or other assumptions do not turn out to be substantially accurate. The changes in estimates are recognised in the Financial Statements in the year in which they become known.

### **3.1 Key sources of estimation uncertainties**

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying values of assets and liabilities within the next financial year are discussed below:

#### **Impairment reviews**

The Company conducts impairment reviews of investments in subsidiary whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Determining whether an asset is impaired requires an estimation of the recoverable amount, which requires the Company to estimate the value in use based on future cash flows, after taking into account past experience and management's best estimate about future developments. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on existing market conditions as well as forward looking estimates at the end of each reporting period.

#### **Uncertain tax treatments**

Uncertainties exist with respect to the interpretation of complex tax regulations, and over the recognition of deferred taxes. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

### **3.2 Critical judgements in applying the Company's accounting policies**

#### **Determination of functional currency**

The Company has determined its functional currency as USD which is the currency of the primary economic environment in which it operates. The management has considered the factors as prescribed in IAS 21 "The Effects of Changes in Foreign Exchange Rates" for determining the functional currency. The items included in the Financial Statements are measured using that functional currency.

## **4. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRSs)**

### **4.1 New and revised IFRSs applied with no material effect on the Financial Statements**

The accounting policies adopted are consistent with those of the previous financial year except for adoption of the following interpretation effective from the current year. The adoption of these interpretations did not have a material impact.

S. No.	Improvements/ Amendments to Standards	Effective date- annual periods beginning on or after
1.	IFRS 7 Financial Instruments: Disclosures – Amendments regarding Interest Rate Benchmark Reforms – Phase 2	January 1, 2021
2.	IFRS 9 Financial Instruments - Amendments regarding Interest Rate Benchmark Reforms – Phase 2	January 1, 2021

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**4.2 New and revised Standards in issue but not yet effective**

S. No.	Improvements/ Amendments to Standards	Effective date- annual periods beginning on or after
1.	IAS 1 Presentation of Financial Statements- Classification of Liabilities as Current or Non-current	January 1, 2023
2.	IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors- Definition of Accounting Estimates	January 1, 2023
3.	IAS 1 Presentation of Financial Statements- Disclosure of Accounting Policies	January 1, 2023
4.	IAS 12 Income Taxes- Deferred Tax related to Assets and Liabilities arising from a Single Transaction	January 1, 2023

The Directors anticipate that these amendments will be applied in the Company's Financial Statements for the annual periods beginning on the respective dates as indicated above. The Directors have not yet assessed the potential impact of the application of these amendments.

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**5. Other income**

	For the year ended	
	March 31, 2022	March 31, 2021
Provision written back for share of liability in a joint venture (refer note 12)	26,427,500	-
	<b>26,427,500</b>	<b>-</b>

**6. Other operating expenses**

	For the year ended	
	March 31, 2022	March 31, 2021
Bank charges	3,815	2,380
Legal and professional fees	1,061,116	9,900
Audit fees	5,375	5,375
Others	23,100	-
	<b>1,093,406</b>	<b>17,655</b>

**7. Share of loss of joint venture**

	For the year ended	
	March 31, 2022	March 31, 2021
Share of loss in Bharti Airtel Ghana Holdings B.V.*	-	64,000,000
	<b>-</b>	<b>64,000,000</b>

\* This includes share of loss of joint venture amounting to USD 1,322,500 and share of liability incurred on behalf of joint venture amounting to USD 62,677,500 (refer note 12).

**8. Income Tax**

For the year ended March 31, 2022, 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 (Foreign Tax Credit) and 80% of the Mauritius tax on its foreign source income, thereby giving an effective tax rate of 3%. With effect from January 1, 2019, the Foreign Tax Credit available to the Company has been abolished by Mauritius Finance (Miscellaneous Provisions) Act 2018 (Finance Act), with introduction of 80% partial exemption regime whereby an income tax exemption of 80% on the following categories of income is applicable, provided that the pre-defined substance requirements issued by the Financial Service Commission (FSC) are met:

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

GBC license issued on or before October 16, 2017 will remain governed under the existing provisions of the Financial Services Act 2007 until June 30, 2021, after which it will be deemed to be a Global Business License (GBL).

The foregoing is based on current interpretation and practice and is subject to any future changes in the Mauritian tax laws. At March 31, 2022, the Company had accumulated tax losses of USD 1,112,812 (Year ended March 31, 2021: USD 42,506).

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**8. Income Tax (continued)**

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

Upto year ending	As of	
	March 31, 2022	March 31, 2021
March 31, 2024	11,297	11,297
March 31, 2025	13,554	13,554
March 31, 2026	17,655	17,655
March 31, 2027	1,070,306	-
	<b>1,112,812</b>	<b>42,506</b>

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

Particulars	As of	
	March 31, 2022	March 31, 2021
Profit / (loss) before tax	25,334,094	(64,017,655)
Income tax @ 15%	3,800,114	(9,602,648)
Impact of:		
Losses not allowable for tax purposes	(3,960,660)	9,600,000
Deferred tax assets not recognized	160,546	2,648
Income tax expenses	-	-

Deferred tax asset amounting to USD 33,384 (For the year ended March 31, 2021: USD 1,275) 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.

**9. Investments**

Investment in joint venture	As of	
	March 31, 2022	March 31, 2021
Bharti Airtel Ghana Holdings B.V.*	-	-
	-	-

\* Due to continuous losses from Ghana operations, the Company's investment in Bharti Airtel Ghana Holding B.V (JV) had been fully wiped off and the Company had stopped accounting for any further losses during the year ended March 31, 2020. This includes share of loss in Joint venture amounting to USD Nil for the year ended March 31, 2022 (for the year ended March 31, 2021: 1,322,500 ) (refer note 12).

Name of Joint Venture	Country of incorporation	Principal activity	Type of shares	Proportion (%) of ownership interest
Bharti Airtel Ghana Holdings B.V.	Netherlands	Investment holding	Ordinary shares	50

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**10. Cash and Cash Equivalents**

	As of	
	March 31, 2022	March 31, 2021
Cash at bank	146,730	197,445
	<b>146,730</b>	<b>197,445</b>

The bank balance is assessed to have a low credit risk as it is held with reputable financial institutions. No provision for expected credit losses has been recognised in respect of this amount as it is not material .

**11. Share Capital**

	As of	
	March 31, 2022	March 31, 2021
<b>Issued and fully paid:</b>		
202,560,001 ordinary shares of USD 1 each (March 2021:166,310,001 shres of USD 1 each)	202,560,001	166,310,001
	<b>202,560,001</b>	<b>166,310,001</b>

**a. Reconciliation of the shares outstanding**

	As of March 31, 2022		As of March 31, 2021	
	No. of shares	USD	No. of shares	USD
At the beginning of the year	166,310,001	166,310,001	165,060,001	165,060,001
Additions during the year	36,250,000	36,250,000	1,250,000	1,250,000
<b>Outstanding at the end of the year</b>	<b>202,560,001</b>	<b>202,560,001</b>	<b>166,310,001</b>	<b>166,310,001</b>

**b. Terms / rights attached to equity shares**

The Company has only one class of equity shares having par value of USD 1 per share. The holder of the equity share is entitled to dividend right and voting right in the same proportion as the capital paid-up on such equity share bears to the total paid-up equity share capital of the Company. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to the number of equity shares held by the shareholders.

**c. Details of shareholders**

	As of			
	March 31, 2022		March 31, 2021	
	No. of Shares	% holding	No. of Shares	% holding
<b>Equity shares of USD 1 each fully paid</b>				
Bharti Airtel Holding (Mauritius) Limited	202,560,001	100%	166,310,001	100%

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**12. Other payables**

	As of	
	March 31, 2022	March 31, 2021
Audit fees	6,600	5,700
Brand cost payable (refer note 13)	1,041,791	-
Others**	-	62,677,500
	<b>1,048,391</b>	<b>62,683,200</b>

\*Bharti Airtel Limited (Intermediate Parent company) along with the other JV partner Millicom Ghana Limited has executed a definitive agreement for the transfer of JV to Government of Ghana on a going concern basis. On March 31, 2021, a Share sale and purchase agreement (SPA) has been signed between the parties. During the year ended March 31, 2022, the transaction has been completed and 100% shareholding of the said JV have been transferred to Government of Ghana. On the share of liability incurred on behalf of joint venture amounting to USD 62,677,500, the Company has settled this liability for USD 36,250,000 during the year and balance excess liability is no longer payable and has been written back accordingly.

**13. Related Party Disclosures**

Details of the nature, volume of transactions and balances with the related entities were as follows:

<b>List of related parties</b>	<b>Relationship</b>
Bharti Airtel Holding (Mauritius) Limited	Parent company
Bharti Airtel Limited	Intermediate parent entity
Bharti Enterprises (Holding) Private Limited	Ultimate controlling entity
Bharti Airtel Ghana Holdings B.V.	Joint venture
Bharti Airtel International (Mauritius) Investments Limited	Fellow subsidiary
IQ EQ Corporate Services (Mauritius) Limited	Local management company

**Ultimate controlling entity**

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

The balances of the above mentioned related parties are as follows:

	As of	
	March 31, 2022	March 31, 2021
<b>Other payable</b>		
Bharti Airtel Limited	1,041,791	-

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The significant related party transactions are summarised below:

	For the year ended	
	March 31, 2022	March 31, 2021
<b>Issue of shares</b>		
Bharti Airtel Holding (Mauritius) Limited (Parent entity) (refer note 11)	36,250,000	1,250,000
<b>Investment in joint venture</b>		
Bharti Airtel Ghana Holdings B.V.	36,273,100	1,322,500
<b>Legal &amp; professional charges</b>		
IQ EQ Corporate Services (Mauritius) Limited (local management company)	19,325	9,150
Bharti Airtel Limited	1,041,791	-

#### 14. Financial Risk Management Objectives and policies

##### Financial risk factors

In the normal course of business, the Company is exposed to credit risk, liquidity risk and currency risk. The risk management strategy with respect to these risks excludes trading in derivatives.

The Board of Directors has overall responsibility for establishment and oversight for the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risk faced by the Company, to set appropriate risk limits and controls and to monitor risk and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

##### a. Credit risk

Credit risk is the risk of financial loss to the Company if the Company or counterparty to a financial instrument fails to meet its contractual obligations. The Company's exposure to credit risk arises from the default of the counterparty, with a maximum exposure equal to the carrying amount of these financial assets.

At the reporting date, the Company's financial assets maximum exposure to credit risk amounted to the following :

	Note	Gross carrying Amount	Loss Allowance	Net carrying Amount
As of March 31, 2022				
Cash and cash equivalents	10	146,730	-	146,730
As of March 31, 2021				
Cash and cash equivalents	10	197,445	-	197,445

The Company determines the expected credit losses on these items as described in the relevant note.



**b. Liquidity risk**

Liquidity risk is the risk that the Company may not be able to settle or meet its obligations on time or at a reasonable price.

In the management of liquidity risk, the Company monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance its operations and mitigate the effects of fluctuations in cash flows.

**c. Currency risk**

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company does not have any significant exposure to the foreign currency risk as it is operating in its functional currency.

**d. Capital management**

The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder's value.

The Company considers its equity as capital and manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to the shareholder, return capital to the shareholder or issue new shares. The Company does not have any borrowings and details of equity is as follows:

	<u>As of</u>	
	<u>March 31, 2022</u>	<u>March 31, 2021</u>
Total equity	(901,661)	(62,485,755)

**Financial instruments by category**

**Financial assets**

	<u>As of</u>	
	<u>March 31, 2022</u>	<u>March 31, 2021</u>
Amortised cost:		
Cash and cash equivalents	146,730	197,445
	<u>146,730</u>	<u>197,445</u>

**Financial liabilities**

	<u>As of</u>	
	<u>March 31, 2022</u>	<u>March 31, 2021</u>
Amortised cost:		
Other payables	1,048,391	62,683,200
	<u>1,048,391</u>	<u>62,683,200</u>

The above financial instruments are short-term in nature and their fair value approximate the carrying value.

**15. Events after reporting date**

There were no significant events after the reporting date which require amendments and / or disclosure to the Financial Statements.

**16. Going Concern**

As at March 31, 2022, the Company had shareholder's deficit and net current liabilities of USD 901,661 (March 31, 2021 shareholder's equity and net current assets: USD 62,485,755). The Financial Statements have been prepared on a going concern basis which assumes that the Company will continue in operational existence for the foreseeable future. The validity of this assumption depends on the continued financial support of the intermediate parent company; Bharti Airtel Limited.

The Directors are of the opinion that this support will be forthcoming over the next twelve months and therefore believe that it is appropriate for the Financial Statements to be prepared on a going concern basis.