

Celtel (Mauritius) Holdings Limited

Audited Financial Statements

31 December, 2021

Celtel (Mauritius) Holdings Limited

Audited Financial Statements

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		Date of Appointment
DIRECTORS	: Jantina Catharina Van De Vreede	26 November, 2010
	Devananda Naraidoo	14 February, 2011
	Rishal Tanee (Resigned on 14 January 2021)	01 December, 2017
	Vassudha Devi Beethue	14 January, 2021
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 and 8th Floor, Standard Chartered Tower	
	19-21 Bank Street, Cybercity	
	Ebene	
	Republic of Mauritius	

Celtel (Mauritius) Holdings Limited Commentary of Directors

The directors present their commentary, together with the audited financial statements of Celtel (Mauritius) Holdings Limited (the 'Company') for the year ended 31 December, 2021.

PRINCIPAL ACTIVITY

The principal activity of the Company is investment holding.

RESULTS AND DIVIDENDS

The Company's loss for the year ended 31 December, 2021 is USD 372,904 (2020: Loss USD 20,631).

The directors do not recommend the payment of a dividend for the year under review (2020: 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 Mauritius 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

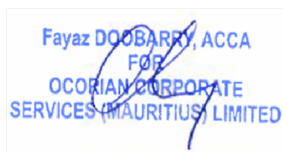
Deloitte has been appointed as auditor and has indicated its willingness to remain in office and will be automatically re-appointed at the Annual Meeting.

By Order of the Board

SECRETARY

OCORIAN CORPORATE SERVICES (MAURITIUS) LIMITED

DS



Fayaz DOOBARRY, ACCA
FOR
OCORIAN CORPORATE
SERVICES (MAURITIUS) LIMITED

Date: 04 July 2022

SECRETARY'S CERTIFICATE

TO THE MEMBER OF CELTEL (MAURITIUS) HOLDINGS LIMITED

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 2021.

Dated 4 July 2022

DS

Fayaz DOOBARRY, ACCA
FOR
OCORIAN CORPORATE
SERVICES (MAURITIUS) LIMITED

Ocorian Corporate Services (Mauritius) Limited
Secretary

Independent auditor's report to the Shareholder of Celtel (Mauritius) Holdings Limited

Report on the audit of the financial statements

Opinion

We have audited the financial statements of **Celtel (Mauritius) Holdings Limited** (the "Company") set out on pages 7 to 27, which comprise the statement of financial position as at 31 December 2021, 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 2021, and of its financial performance and cash flows for the year then ended in compliance with the requirements of the Mauritius Companies Act 2001 in so far as applicable to Global Business License companies, as described in note 3 to the financial statements.

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 Standards 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.

Emphasis of matter – Basis of preparation

We draw attention to note 3 to the financial statements, which describes the basis of preparation of the financial statements in accordance with the requirements of the Mauritius Companies Act 2001 in so far as applicable to Global Business License companies. Our opinion is not modified in respect of this matter.

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 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 compliance with the requirements of the Mauritius Companies Act 2001 in so far as applicable to Global Business License 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
Celtel (Mauritius) Holdings Limited (cont'd)**

Auditor's responsibilities for the audit of the financial statements (cont'd)

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 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 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.

Deloitte
Chartered Accountants

04 July 2022

Agrawal.

Vishal Agrawal, FCA
Licensed by FRC

Celtel (Mauritius) Holdings Limited
Statement of Profit or Loss and Other Comprehensive Income for the year ended 31 December 2021
(All amounts are in United States Dollars - 'USD')

	Notes	For the year ended 31 December, 2021	For the year ended 31 December, 2020
Expenses			
Domiciliation and compliance fees		400	800
Directors' fees		750	1,500
Licence fees		1,950	2,000
Audit fees		10,730	10,730
Taxation fees		250	450
Accountancy fees		1,000	1,000
Secretarial fees and disbursements		2,572	2,825
Bank charges		833	1,326
Provision for impairment of investment	8	311,701	-
Provision for impairment of other receivables	10	42,718	-
Total Expenses		372,904	20,631
Loss before income tax		(372,904)	(20,631)
Income tax expense	6	-	-
Loss after tax		(372,904)	(20,631)
Other comprehensive income for the year		-	-
Total comprehensive loss for the year		(372,904)	(20,631)


The notes on pages 11 to 27 form an integral part of these financials statements.

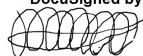
Celtel (Mauritius) Holdings Limited
Statement of Financial Position as at 31 December 2021
(All amounts are in United States Dollars - 'USD')

	Notes	As at 31 December, 2021	As at 31 December, 2020
ASSETS			
Non-current assets			
Investment in subsidiary	7	4,355,634	4,355,634
Investment in associate	8	-	-
		4,355,634	4,355,634
Current assets			
Loan receivable	9	89,359,679	127,434,745
Other receivables and prepayments	10	1,343,118	1,573,881
Cash and cash equivalents		216,259	23,733
		90,919,056	129,032,359
Total assets		95,274,690	133,387,993
EQUITY AND LIABILITIES			
Shareholders' funds			
Stated capital	11	10,000	10,000
Retained earnings		39,709,996	40,082,900
Other Equity		399,996	
Total equity		40,119,992	40,092,900
Current liabilities			
Borrowings	12	54,944,394	92,939,460
Other payables and accrued expenses	13	210,304	355,633
		55,154,698	93,295,093
Total liabilities		55,154,698	93,295,093
Total equity and liabilities		95,274,690	133,387,993

The notes on pages 11 to 27 form an integral part of these financials statements.

Approved by the Board of directors on 04 July 2022 and signed on its behalf by:

DocuSigned by:

 241B458198504A3...
Vassudha Devi Beethue
Director

DocuSigned by:

 96C27126A40D4AC...
Devananda Naraidoo
Director

Celtel (Mauritius) Holdings Limited
Statement of Changes in Equity for the year ended 31 December 2021
(All amounts are in United States Dollars - 'USD')

	Stated capital		Retained earnings	Other Equity	Total equity
	No of shares	Amount			
As of 1 January, 2020	100	10,000	40,103,531	-	40,113,531
Loss for the year	-	-	(20,631)	-	(20,631)
Other comprehensive profit	-	-	-	-	-
Total comprehensive loss	-	-	(20,631)	-	(20,631)
As of 31 December, 2020	100	10,000	40,082,900	-	40,092,900
Loss for the year	-	-	(372,904)	-	(372,904)
Transaction with fellow subsidiaries	-	-	-	399,996	399,996
Total comprehensive loss	-	-	(372,904)	399,996	27,092
As of 31 December, 2021	100	10,000	39,709,996	399,996	40,119,992

The notes on pages 11 to 27 form an integral part of these financials statements.

Celtel (Mauritius) Holdings Limited
Statement of Cash Flows for the year ended 31 December 2021
(All amounts are in United States Dollars - 'USD')

	For the year ended 31 December, 2021	For the year ended 31 December, 2020
Cash flow from operating activities		
Loss before tax	(372,904)	(20,631)
Adjustments for:		
Provision for impairment of investment in associates	311,701	-
Provision for impairment of other receivables	42,718	-
Operating cash flows before changes in working capital	(18,485)	(20,631)
Changes in working capital :		
(Increase) / Decrease in other receivables	539,835	(34,839)
Decrease in other payables and accrued expenses	(408,783)	(1,020)
Cash (used in)/generated from operating activities	112,567	(56,490)
Taxes refund / (paid)	-	-
Net cash (used in)/generated from operating activities (a)	112,567	(56,490)
Cash flow from investing activities		
Investment made	(40)	-
Loan given to subsidiary company	-	(17,000,000)
Repayment of Loan given to subsidiary company	38,075,065	-
Net cash (used in) / generated from investing activities (b)	38,075,025	(17,000,000)
Cash flow from financing activities		
Loan from holding company	80,000	17,080,000
Repayment of Loan received from parent company	(38,075,066)	-
Net cash generated from / (used in) financing activities (c)	(37,995,066)	17,080,000
Net increase / (decrease) in cash and cash equivalents during the year (a)+(b)+(c)	192,526	23,510
Cash and Cash Equivalents as at beginning of the year	23,733	223
Cash and cash equivalents as at end of the year	216,259	23,733

The notes on pages 11 to 27 form an integral part of these financials statements.

1. Corporate information

Celtel (Mauritius) Holdings Limited (the “Company”) is a private limited company incorporated in Mauritius, holds a 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 Standards and Interpretations 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, 2021.

IAS 1 - Presentation of financial statements - Amendments regarding the definition of material.

IAS 8 - Accounting policies, Changes in Accounting Estimates and Errors - Amendments regarding the definition of material.

IAS 39 - Financial Instruments: Recognition and Measurement - Amendments regarding pre-replacement issues in the context of the IBOR reform.

IFRS 7 - Financial Instruments: Disclosures – Amendments regarding pre-replacement issues in the context of the IBOR reform.

IFRS 9 - Financial Instruments - Amendments regarding pre-replacement issues in the context of the IBOR reform.

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 and Interpretations were in issue but effective on annual period on or after the respective dates as indicated:

IAS 1 Presentation of Financial Statements - Amendments regarding classification of liabilities (effective 1 January, 2023)

IAS 1 Presentation of Financial Statements - Amendment to defer the effective date of the January 2020 amendments (effective 1 January, 2023)

IAS 1 Presentation of Financial Statements - Amendment regarding the disclosure of accounting policies (effective 1 January, 2023)

IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors - Amendment regarding the definition of accounting estimates (effective 1 January, 2023)

IAS 37 Provisions, Contingent Liabilities and Contingent Assets - Amendments regarding the costs to include when assessing whether a contract is onerous (effective 1 January, 2022).

IAS 39 Financial Instruments: Recognition and Measurement Amendments regarding replacement issues in the context of the IBOR reform (effective 1 January, 2021).

2. Application of new and revised international financial reporting standards (Continued)

2.2 New and revised Standards in issue but not yet effective (Continued)

IFRS 7 Financial Instruments: Disclosures - Amendments regarding replacement issues in the context of the IBOR reform (effective 1 January, 2021)

IFRS 9 Financial Instruments - Amendments resulting from Annual Improvements to IFRS Standards 2018–2020 (fees in the '10 per cent' test for derecognition of financial liabilities) (effective 1 January, 2022)

IFRS 9 Financial Instruments - Amendments regarding replacement issues in the context of the IBOR reform (effective 1 January, 2021)

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.

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 the requirements of the Mauritius Companies Act 2001 in so far as applicable to Global Business Licence companies. The directors have considered the exemption available under Section 12 of the Fourteenth Schedule of the Mauritius Companies Act 2001 and have not prepared consolidated financial statements. The financial statements have been prepared under the historical cost convention, and except for IFRS 10 - Consolidated Financial Statements, in accordance with the International Financial Reporting Standards on a stand-alone basis.

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

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.

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 initially recorded in the functional currency at the exchange rates prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the closing exchange rate prevailing as at the reporting date with the resulting foreign exchange differences, on subsequent re-statement/settlement, recognised in the Statement of Profit or Loss and Comprehensive Income within other costs/ other income. 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.

3. Summary of significant accounting policies (Continued)

Current and deferred income tax

The income tax expense for the year comprises of current tax only. The current income tax is calculated on the basis of the tax rates, laws and regulation, which have been enacted or substantively enacted as at the reporting date in the country where the Company operate and generate 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, 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 tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences, tax losses and tax credits can be utilized. 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.

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 subsidiary

Subsidiaries are all entities over which the Company has the power to directly or indirectly govern the financial and operating policies and has rights to variable returns from its involvement from the entity, and has the ability to affect those returns through its power over the entity.

Investment in subsidiary is initially shown at cost. Where the carrying amount of an investment is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is charged to profit and loss.

On disposal of an investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to Statement of Profit or Loss and Comprehensive Income.

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.

At each reporting date, the Company determines whether there is objective evidence that the investment is impaired. If there is such evidence, the Company calculates the amount of impairment as the difference between the recoverable amount of investment and its carrying value.

The Company derecognises investment in associates when it transfers substantially all the risks and rewards of ownership of the investment.

3. Summary of significant accounting policies (Continued)

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 and in the case of loans and borrowings and payables, net of directly attributable transaction costs.

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.

Subsequent measurement – financial assets

The subsequent measurement of financial assets depends on their classification as follows:

- **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 included in finance income.

EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability.

- **Financial assets at fair value through profit or loss (FVTPL)**

All equity instruments and financial assets that do not meet the criteria for amortised cost or fair value through other comprehensive income (FVTOCI) are measured at FVTPL. Interest (basis EIR method) and dividend income from financial assets at FVTPL is recognised in the profit and loss within finance income/finance costs separately from the other gains/losses arising from changes in the fair value.

Subsequent measurement – financial liabilities

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

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

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.

3. Summary of significant accounting policies (Continued)

Impairment of financial assets (continued)

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.

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.

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:

Loan receivable

Loan receivable is recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

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.

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in Statement of Profit or Loss and Comprehensive Income over the period of the borrowings using the effective interest method.

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.

3. Summary of significant accounting policies (Continued)

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 Statement of Profit or Loss and Comprehensive Income 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 preparation of financial statements in accordance with IFRS requires the directors and management to exercise judgement in the process of applying the accounting policies. It also requires the use of accounting estimates and assumptions that may affect the reported amounts and disclosures in the financial statements. The estimates and judgments are evaluated by the Company on an ongoing basis, 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. These estimates and judgments 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. The changes in estimates are recognised in the financial statements in the year in which they become known.

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 subsidiary 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 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. The Company has also made investment in associate in USD (Note 8) and expects to receive dividend and proceeds from disposal of investment in USD. It also 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.

Impairment assessment

The directors have assessed the recoverable amount of the subsidiary at 31 December 2021 and are of the opinion that the investment has not suffered any impairment. The impairment assessment is based on the discounted cash flow of the subsidiary (Note 7).

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.

(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 is assumed to be at risk for such related party receivable.

(c) Liquidity risk

Liquidity risk is the risk that an entity will encounter financial difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company relies on its related companies for funding.

5. Financial risk management objectives and policies (Continued)

(c) Liquidity risk (Continued)

The table below summarises the maturity profile of the Company's financial liabilities as at 31 December 2021 based on contractual undiscounted payments.

	On Demand	Within 1 year	More than 1 year	Total
December 31, 2021				
Borrowings	54,944,394	-	-	54,944,394
Other payables and accrued expenses	196,841	13,463	-	210,304
	55,141,235	13,463	-	55,154,698

	On Demand	Within 1 year	More than 1 year	Total
December 31, 2020				
Borrowings	92,939,460	-	-	92,939,460
Other payables and accrued expenses	339,924	15,709	-	355,633
	93,279,384	15,709	-	93,295,093

(d) Fair values

The carrying amounts of loan receivables, other receivables, cash and cash equivalents, borrowings and other payables and accrued expenses approximate their fair values due to short term nature of the balances involved.

(e) Capital risk management

The Company's objectives when managing capital are to raise sufficient funds for its investing activities and to safeguard the Company's ability to pay its debts as they fall due in order to continue as going concern and provide returns for the shareholders. Capital comprises equity and retained earnings.

(f) Financial instruments by category

Financial Assets	As of 31 December, 2021	As of 31 December, 2020
<i>Amortised Cost:</i>		
Loan Receivable	89,359,679	127,434,745
Other Receivables	-	-
Cash & Cash Equivalents	216,259	23,733
	89,575,938	127,458,478
Financial Liabilities	As of 31 December, 2021	As of 31 December, 2020
<i>Amortised Cost:</i>		
Borrowings	54,944,394	92,939,460
Other payables and accrued expenses	210,304	355,633
	55,154,698	93,295,093

6. Income tax

Upto December 2018, 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 1 January, 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:

- 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 license 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 Global Business License (GBL).

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

	As of 31 December, 2021	As of 31 December, 2020
Upto the year ending		
31 December 2023	102,321	102,321
31 December 2024	21,992	21,992
31 December 2025	20,631	20,631
31 December 2026	18,445	-
	163,389	144,944

A reconciliation of the actual income tax expense based on accounting profit and the actual income tax expenses is as follows:

	As of 31 December, 2021	As of 31 December, 2020
Loss before taxation	(372,904)	(20,631)
Add : Provision for impairment of investment in associates	311,741	-
Add : Provision for impairment of other receivables	42,718	-
Loss before taxation	(18,445)	(20,631)
Income tax @ 15%	(2,767)	(3,095)
Unutilized tax losses	2,767	3,095
Income tax Charge	-	-

Deferred tax asset, amounting to USD 4,902 (2020 - USD 4,348) has not been recognized 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,

Celtel (Mauritius) Holdings Limited
Notes to Financial Statements
(All amounts are in United States Dollars - 'USD')

7. Investment in subsidiary

	<u>As of</u> <u>31 December, 2021</u>	<u>As of</u> <u>31 December, 2020</u>
Investment in subsidiary (Airtel Madagascar SA) (Unquoted investment at cost)	4,355,634	4,355,634

The Company owns 63.20% of the issued share capital of Airtel Madagascar S.A., a company incorporated in the Republic of Madagascar. The principal activity of the company is to develop and use communication system.

The directors have assessed the recoverable amount of the subsidiary at 31 December, 2021 and are of the opinion that the investment has not suffered any impairment. The impairment assessment is based on the discounted cash flow of the subsidiary.

The directors have considered the exemption available under Section 12 of the Fourteenth Schedule of the Mauritius Companies Act 2001 and have not prepared consolidated financial statements.

8. Investment in associate

	<u>As of</u> <u>31 December, 2021</u>	<u>As of</u> <u>31 December, 2020</u>
Investment in associate	311,701	-
Less : Provision for impairment of investment in associate	(311,701)	-
	-	-

The Company holds 40% of the issued share capital of Montana International, company incorporated in the Republic of Mauritius.

The Company's cost of investment in the associate amounting to USD 40 was fully impaired in previous years.

During the year ended 31 December 2021, the Company through the Novation agreement has made Investment in Associate amounting to \$311,701 and taken the provision for impairment on the same.

Summarized financial information of the associate:

Particulars	Unaudited 31 December, 2021	Unaudited 31 December, 2020
Current Assets	42,856	4,374
Non-Current Assets	-	-
Current Liabilities	41,113	557,703
Non-Current Liabilities	-	-
Net Assets	1,743	(553,329)
Share in Associate's Net Assets	697	(221,332)
Revenue	-	-
Total profit/(loss) for the year	(2,224)	(16,166)
Other comprehensive income for the year	-	-
Total comprehensive income/(loss) for the year	-	(16,166)
Share of Associate's loss for the year absorbed	-	-
Share of Unabsorbed Losses- cumulative	64,997	(157,032)
Share of Unabsorbed loss for the year	-	(6,467)

Celtel (Mauritius) Holdings Limited
Notes to Financial Statements
(All amounts are in United States Dollars - 'USD')

Reconciliation of above summarized financial information to the carrying amount of the interest in Montana International recognized:

Particulars	Unaudited 31 December, 2021	Unaudited 31 December, 2020
Share in Net Asset of the associate	697	(221,332)
Percentage of the Company's ownership interest in the associate	40%	40%
Goodwill	64,300	64,300
Share of Unabsorbed losses - cumulative	64,997	(157,032)
Carrying amount of the Company interest in the associate	-	-

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Celtel (Mauritius) Holdings Limited
Notes to Financial Statements
(All amounts are in United States Dollars - 'USD')

9. Loan receivable

	<u>As of</u> <u>31 December, 2021</u>	<u>As of</u> <u>31 December, 2020</u>
Loan receivable from subsidiary, Airtel Madagascar SA		
At the beginning of the year	127,434,745	110,434,745
Addition during the year	-	17,000,000
Repayment during the year	(38,075,066)	-
	<u>89,359,679</u>	<u>127,434,745</u>

The loan is unsecured and interest free with a maturity date of 31st December, 2026. The credit facility is denominated in USD. The repayment clause states that any outstanding principal loan amount will be payable in full upon request of the lender by giving a 3 (three) months advance notice to the borrower.

10. Other receivables and prepayments

	<u>As of</u> <u>31 December, 2021</u>	<u>As of</u> <u>31 December, 2020</u>
Technical fees receivables from subsidiary (Note 14)	907,754	907,754
Other receivable from associates (Note 14)	41,113	122,565
Other receivable from other related parties (Note 14)	436,969	543,562
	<u>1,385,836</u>	<u>1,573,881</u>
Provision for impairment	(42,718)	-
	<u>1,343,118</u>	<u>1,573,881</u>

The directors consider that the carrying amount of related party receivables at 31 December, 2021 are recoverable, and have not suffered any impairment.

11. Stated capital

	<u>As of</u> <u>31 December, 2021</u>	<u>As of</u> <u>31 December, 2020</u>
Issued and fully paid up : 100 shares of USD 100 each	<u>10,000</u>	<u>10,000</u>

Shareholder

As on 31 December, 2020, the Company's shares are held by Bharti Airtel Madagascar Holdings B.V. and Channel Sea Management Company (Mauritius) Limited in the ratio of 51:49.

As on 31 December, 2021, the Company's shares are fully held by Bharti Airtel Madagascar Holdings B.V.

Rights and restrictions attached to ordinary shares.

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 right of an equal share in dividends as authorised by the board.

11. Stated capital (Continued)

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.

12. Borrowings

	<u>As of</u> <u>31 December, 2021</u>	<u>As of</u> <u>31 December, 2020</u>
Loan from Bharti Airtel Madagascar Holdings B.V		
At the beginning of the year	92,939,460	75,859,460
Addition during the year	80,000	17,080,000
Repayment during the year	(38,075,066)	-
	<u>54,944,394</u>	<u>92,939,460</u>

The loan is unsecured and interest free with a maturity date of 31st December, 2026. The credit facility is denominated in USD. The repayment clause states that any outstanding principal loan amount will be payable in full upon request of the lender by giving a 3 (three) months advance notice to the borrower.

13. Other payables and accrued expenses

	<u>As of</u> <u>31 December, 2021</u>	<u>As of</u> <u>31 December, 2020</u>
Amount due to other related parties (Refer Note 14)	196,841	339,924
Accruals	13,463	15,709
	<u>210,304</u>	<u>355,633</u>

14. Related Party Transactions

During the year ended, the Company entered into transactions with related parties. All balances are unsecured and interest free. Other receivable/payable to related parties are receivable/payable on demand. The nature, volume of transactions and balances with related parties are as follows.

Entity Name	Relationship
Bharti Airtel Africa B.V.	Step-up parent company
Bharti Airtel Madagascar Holdings B.V.	Holding company
Channel Sea Management Company (Mauritius) Limited	Fellow Subsidiary ¹
Airtel Madagascar S.A.	Subsidiary company
Bharti Airtel Rwanda Holding Limited	Fellow subsidiary
Montana International	Associated company
Societe Malgache De Telephone Cellulaire SA	Fellow Subsidiary ²

¹ ceased as a shareholder(significant influence) wef 24 June, 2021

² ceased as associated company wef 31 May, 2021

Celtel (Mauritius) Holdings Limited**Notes to Financial Statements***(All amounts are in United States Dollars - 'USD'; unless stated otherwise)***14. Related Party Transactions (continued)****Related Party Transactions for the year ended 31 December, 2021**

Nature of transaction	Airtel Madagascar S.A.	Bharti Airtel Madagascar Holdings B.V	Montana International	Bharti Rwanda Holdings Limited	Societe Malgache de Telephone Cellulaire S.A	Bharti Airtel Africa BV	Channel Sea Management Company (Mauritius) Limited
Opening Balance as on 01 January, 2021	128,342,499	(93,130,166)	122,525	304,025	191,982	(1,531)	(100,092)
Expenses paid by the Company	-	-	4,644	-	13,856	-	14,045
Payment received from related party	-	-	-	-	(205,838)	-	-
Payment to related party	-	-	40,000	-	-	-	-
Assignment of payable from related party	-	-	-	-	-	(4,603)	-
Assignment of receivable from related party	-	-	-	131,343	-	-	87,652
Transferred as cost of investment in associate	-	-	(126,096)	-	-	-	-
Loan received from parent company during the year	-	(80,000)	-	-	-	-	-
Loan repaid to parent company during the year	-	38,075,066	-	-	-	-	-
Loan repaid by subsidiary during the year	(38,075,066)	-	-	-	-	-	-
Payment of unpaid share capital	-	-	40	-	-	-	-
Outstanding balance as at 31 December, 2021							
Loan receivable	89,359,679	-	-	-	-	-	-
Borrowing	-	(54,944,394)	-	-	-	-	-
Others Receivables	907,754	-	41,113	435,368	-	-	1,605
Others Payables	-	(190,706)	-	-	-	(6,134)	-
Total	90,267,433	(55,135,100)	41,113	435,368	-	(6,134)	1,605

CelTel (Mauritius) Holdings Limited**Notes to Financial Statements***(All amounts are in United States Dollars - 'USD'; unless stated otherwise)***14. Related Party Transactions (continued)****Related Party Transactions for the year ended 31 December, 2020**

Nature of transaction	Airtel Madagascar S.A.	Bharti Airtel Madagascar Holdings B.V	Montana International	Bharti Rwanda Holdings Limited	Societe Malgache de Telephone Cellulaire S.A	Bharti Airtel Africa BV	Channel Sea Management Company (Mauritius) Limited
Opening Balance as on 01 January, 2020	111,342,499	(76,050,166)	116,985	304,025	177,458	(1,531)	(114,867)
Expenses incurred on behalf of the company	-	-	-	-	-	-	-
Expenses paid by the Company	-	-	5,540	-	14,524	-	14,775
Loan received from parent company during the year	-	(17,080,000)	-	-	-	-	-
Loan given to subsidiary during the year	17,000,000	-	-	-	-	-	-
Outstanding balance as at 31 December, 2020							
Loan receivable	127,434,745	-	-	-	-	-	-
Borrowing	-	(92,939,460)	-	-	-	-	-
Others Receivables	907,754	-	122,565	304,025	191,982	-	47,555
Others Payables	-	(190,706)	(40)	-	-	(1,531)	(147,647)
Total	128,342,499	(93,130,166)	122,525	304,025	191,982	(1,531)	(100,092)

Celtel (Mauritius) Holdings Limited**Notes to Financial Statements***(All amounts are in United States Dollars - 'USD'; unless stated otherwise)***14. Related Party Transactions (continued)**

Key Management Services	31 December, 2021	31 December, 2020
Ocorian Corporate Services (Mauritius) Limited - Administrator		
Expense including directors fee incurred by the Company	4,972	6,575
Outstanding balance	621	625

The boards of Montana International, Channel Sea Management Company (Mauritius) Limited and Societe Malgache de Telephone Cellulaire S.A.. have approved liquidation.

Therefore, in order to facilitate their liquidation process, Celtel (Mauritius) Holding Limited (“the company”) has entered into novation agreements in respect of its inter-company receivables and payables (including waiver) with these companies and with other group companies. The effect of these novations have been taken into account in the financial statements of the company as at 31st December 2021.

Before novation, the Company was required to pay \$87,652 to Channel Sea Management Company (Mauritius) Limited and receive \$126,096 from Montana International.

Pursuant to the novation agreement, the Company is additionally liable to pay \$3,068 to BAA BV, \$181,003 to Channel Sea and \$182,537 to Montana and got the right to receive \$131,342 from Bharti Airtel Rwanda Holdings Limited.

Since Montana is associate of Celtel, it has accounted for all the balances as “Investment in Associate” and management asserts that recovery of this investment would be doubtful, the company has provided for impairment on such investment.

Summary of such transactions are as per under:

Name of Company	Receivable/ Payable	With	Novated through	Other Equity (in \$)	Investment (in \$)
Celtel	Payable	BAA BV	Montana	-	3,068
Celtel	Payable	-	Channel Sea	(182,537)	-
Celtel	Receivable	BARHL	Channel Sea	(131,342)	-
Celtel	Payable	BAA BV	Channel Sea	1,534	-
Celtel	Payable	Channel Sea	-	(87,652)	-
Celtel	Receivable	Montana	-	-	126,096
Celtel	Payable	-	Montana	-	182,537
			Total	(399,997)	311,701

Celtel (Mauritius) Holdings Limited

Notes to Financial Statements

(All amounts are in United States Dollars - 'USD'; unless stated otherwise)

15. Parent company

The directors consider Bharti Airtel Madagascar Holdings B.V, a company incorporated in the Netherlands, 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 Company.

16. Subsequent event

No events or transactions have occurred since the date of balance sheet or are pending that would have a material effect on the financial statements as at and for the year ended 31 December, 2021.