

RSL SOFTWARE COMPANY LIMITED, SUDAN

Financial Statements
March 31, 2016

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RSL Software Company Limited, Sudan

REPORT OF THE BOARD OF DIRECTORS TO THE SHAREHOLDERS OF M/S RSL SOFTWARE COMPANY LIMITED, KHARTOUM, SUDAN

Your Directors have pleasure in presenting their Third Annual Report together with the Auditors Report thereon of the Company for the financial year 2015-16.

FINANCIAL RESULTS:	in SDG
Particulars	Year ended March 31, 2016
Revenue from operations	Nil
Total expenses	25,448
Profit/(Loss) before tax	(25,448)
Tax	-
Profit/(Loss) after tax	(25,448)

Directors

There is no change in the Directors during the year.

Auditors

The Board of Directors recommend re-appointing M/s. Hassabo & Co., Certified Accountants, Sudan as Auditors to the Company for the year ending 31st March, 2017.

Acknowledgement

Your Directors take this opportunity to convey their appreciation for the support and co-operation received during the year under review, from all the Government Authorities, Shareholders and Bankers.

For and on behalf of the Board



R. Ravi Kula Chandran

Director

April 20, 2016

10th May 2016

HASSABO & Co.

Independent Auditor's Report
To the Shareholders of:
RSL Software Company Limited

Certified Accountants
Management Consultants
Managing Partner:
Hassab el Rasoul Mohd. el Tayeb - FCCA

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We have audited the accounts on pages 1 to 9 which comprise of the balance sheet as at March 31, 2016, the income statement, cash flow statement and the statement of changes in shareholders' equity for the year then ended, and a summary of significant accounting policies and other explanatory notes.

These accounts have been prepared under the historical cost convention, and the accounting policies set out on pages 5 to 7.

Respective Responsibilities of Directors and Auditors

The Company's directors are responsible for the preparation of the accounts in compliance with the International Financial Reporting Standards. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

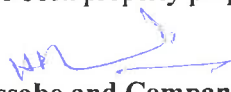
Basis of Opinion

We conducted our audit in accordance with International Auditing Standards issued by the International Federation of Accountants. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the accounts and of whether the accounting policies are appropriate to the circumstances of the Company, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the accounts are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the accounts.

Opinion

In our opinion, these accounts give a true and fair view of the state of affairs of the Company at March 31, 2016 and of the loss, of the cash flows and of the statement of changes in shareholders' equity for the year then ended in compliance with the International Financial Reporting Standards and have been properly prepared in accordance with the Companies Act, 1925.


Hassabo and Company
Certified Accountants

Khartoum, 10 May, 2016



RSL Software Company Limited, Sudan

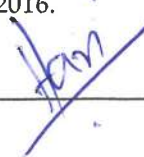
BALANCE SHEET AS AT MARCH 31, 2016

	<u>Notes</u>	As at March 31, 2016 <u>SDG</u>	As at March 31, 2015 <u>SDG</u>
<u>Non-Current Assets:</u>			
Fixed assets at net book value	3	<u>13,387</u>	<u>14,522</u>
 <u>Current Assets</u>			
Accounts receivable	4	588,460	437,918
Cash in hand and at banks	5	145,962	239,934
Total Assets		<u><u>734,422</u></u>	<u><u>677,852</u></u>
 <u>Current Liabilities</u>			
Accounts payable	6	1,117,634	1,036,751
		<u>1,117,634</u>	<u>1,036,751</u>
Net Current Liabilities		(383,212)	(358,898)
NET ASSETS / (LIABILITIES)		<u><u>(369,825)</u></u>	<u><u>(344,377)</u></u>
 <u>Rerepresented By:</u>			
Share capital	7	100,000	100,000
Retained earnings		(469,825)	(444,377)
		<u>(369,825)</u>	<u>(344,377)</u>

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

These accounts were approved by the management on 10th May, 2016.


Director


Director

RSL Software Company Limited, Sudan

PROFIT AND LOSS ACCOUNT FOR THE
YEAR ENDED MARCH 31, 2016

		Year ended March 31, 2016	Year ended March 31, 2015
	<u>Notes</u>	<u>SDG</u>	<u>SDG</u>
Revenue		0	0
Gross Profit		0	0
<u>Operating Expenses</u>			
Sales and marketing expenses	8	0	29,569
Administrative expenses	9	24,313	71,622
Non cash items	3	1,135	1,135
		25,448	102,325
Net loss for the period before taxation		(25,448)	(102,325)
Taxation		0	0
NET LOSS FOR THE YEAR AFTER TAXATION		(25,448)	(102,325)

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

RSL Software Company Limited, Sudan

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED MARCH 31, 2016

	Year ended March 31, 2016 <u>SDG</u>	Year ended March 31, 2015 <u>SDG</u>
Cash flows from operating activities:		
Net income after taxation	(25,448)	(102,325)
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	1,135	1,135
Changes in assets and liabilities:		
(Increase)/Decrease in accounts receivables	(150,542)	(181,343)
Increase in payables and accruals	80,883	(410,975)
Net cash (used in)/provided by operating activities	<u>(93,972)</u>	<u>(693,508)</u>
Cash flows used for investing activities:		
Purchase of property and equipment	-	-
Net cash used in investing activities	<u>-</u>	<u>-</u>
Cash flows from financing activities:		
Share capital paid	-	-
Proceed from diposal of fixed Assets	-	-
Net cash provided by financing activities	<u>-</u>	<u>-</u>
Net increase in cash and cash equivalent	(93,972)	(693,508)
Balance, beginning of the year	239,934	933,442
Balance, end of the year	<u>145,962</u>	<u>239,934</u>

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

RSL Software Company Limited, Sudan

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED MARCH 31, 2016

	Capital <u>SDG</u>	Retained Earnings <u>SDG</u>	Net Income for the Year <u>SDG</u>	Total <u>SDG</u>
Share capital paid up	100,000			100,000
Net loss for the year			(102,325)	(102,325)
Balance March 31, 2015	<u>100,000</u>	<u>0</u>	<u>(444,377)</u>	<u>-</u>
Net loss for the year			(25,448)	(25,448)
Balance March 31, 2016	<u>100,000</u>	<u>0</u>	<u>(469,825)</u>	<u>-</u>

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

RSL Software Company Limited, Sudan

NOTES TO THE FINANCIAL STATEMENTS –MARCH 31, 2016

1. ORGANIZATION

The Company is a private limited liability company incorporated on 26 February, 2012 - in Sudan under the Companies Ordinance, 1925, registration number 40403. Its registered office is at House 306, Block 21, Riyadh, Khartoum, Sudan.

It is principally engaged in information technology services industry and its principal activities are software and system development, software sales, consultancy and related services.

2. SIGNIFICANT ACCOUNTING POLICIES

A summary of principal accounting policies, all of which have been applied consistently throughout the current period is set out below.

2.1 Basis of Accounting

The accounts are prepared under the historical cost convention, on a going concern concept and accrual basis of accounting in compliance with the International Financial Reporting Standards issued by the International Accounting Standard Board (IASB) and interpretations issued by the Standards Interpretations Committee of the IASB

2.3 Tangible Fixed Assets

Tangible Fixed Assets are shown at original historical cost less accumulated depreciation. Depreciation is provided on historical cost at rates calculated to write off the cost, less estimated residual value, of each asset on a straight line basis over its expected useful life as follows:

Furniture	6.33%
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Depreciation in respect of tangible fixed assets acquired or disposed off during the year is charged from the date an asset is brought into use or till the date of its disposal.

These assets are reviewed periodically for any impairment. If there is an indication that the carrying value of an asset is greater than the recoverable amount, the asset is written down to its recoverable amount and the resultant impairment loss is taken to the income statement

2.4 Revenue Recognition

The Company recognizes revenue in the accounts upon delivery of products and services to customers. Revenue is shown net of valued added tax and discounts.

In case of fixed price software development/implementation contracts, revenue is recognized in accordance with percentage of completion method of accounting. In case of time and

RSL Software Company Limited, Sudan

NOTES TO THE FINANCIAL STATEMENTS - MARCH 31, 2016 (Cont'd)

material contracts, revenue is recognized based on billable time spent in the project, priced at the contractual rate. Revenue from Maintenance services is recognized on a pro-rata basis.

2.5 *Provision for Bad and Doubtful Debt*

Receivables are carried at anticipated realizable value. An estimate is made for doubtful receivables based on a review of all outstanding amounts at the year end. Bad debts are written off during the year in which they are identified.

2.6 *Foreign Currency*

The functional currency of the Company is the Sudanese Pound. Transactions denominated in foreign currencies are recorded in the functional currency at the rates of exchange prevailing at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date. Any gain or loss arising from a change in exchange rates subsequent to the date of transaction is included as an exchange gain or loss in the profit and loss account.

2.7 *Post Service Benefits*

The Company provides post-retirement benefits to their retirees. The entitlement to these benefits is usually based on the employee completing a minimum service period as defined in the Sudanese Labour Law of 1997. No provision has been considered necessary in respect of this estimated liability after taking into account social insurance contributions made to-date.

2.8 *Taxation*

The Company is subject to business profit tax of 15% on taxable profit. No provision has been made as the Company ended the year with a net loss.

2.9 *Zakat*

Zakat, Muslim elms tax, is calculated in accordance with the Sudanese zakat regulations, and is not provided for in the financial statements as its shareholders are non Muslims.

2.10 *Cash and cash equivalent*

Cash and cash equivalent are determined on the basis of balance in cash and with banks both in local and foreign currencies.

2.11 *Contingenices*

Contingent assets are not recognized assets until realization becomes virtually certain.

Contingent liabilities are recognized when the Company has an obligation (legal or constructive) arising from a past event, and the costs and the cash flows to settle the obligation are both probable and able to be reliably measured.

RSL Software Company Limited, Sudan

NOTES TO THE FINANCIAL STATEMENTS - MARCH 31, 2016 (Cont'd)

2.12 Impairment of financial assets

An assessment is made at each balance sheet date to determine whether there is an objective evidence that a specific financial asset or group of financial assets may be impaired. If such evidence exists, the estimated recoverable amount of that asset is determined and any impairment loss recognized for the difference between the recoverable amount and the carrying out in the income statement.

2.13 Significant accounting judgements and estimates

In accordance with the accounting policies management is required to make the following judgements and estimates that may affect the carrying value of assets and liabilities.

2.13.1 Judgements

At each balance sheet date, management assesses, whether there is any indication that intangible assets, property and equipment may be impaired. The determination of impairment requirement considerable judgment and involves evaluation of several factors including industry and market conditions.

2.13.2 Sources of estimation and uncertainty

- (a) In respect of accounts receivable, the Company estimates an allowance for doubtful receivables based on part collection history and expected cash flows from debts that are overdue; and
- (b) As regards tangible assets, the Company estimates useful lives and residual value of tangible assets.

Any change in the estimates and assumptions used as well as the use of different, but equally reasonable estimates and assumptions may have an impact on the carrying value of the above assets.

2.14 Related Party Transactions

The Company is a wholly owned subsidiary of Ramco Systems Limited, incorporated in India. The related party transactions include net payable to or receivable from the parent company and or other fellow subsidiaries. Transactions other than those pertaining to loan are interest free.

Details of the related party transactions are given below:

Particulars	Transactions during the year–SDG	Outstanding as at March 31, 2016–SDG
Ramco Systems Ltd., India Goods and Services purchased	Nil	Nil
Ramco Systems Ltd., Dubai Goods and Services purchased	Nil	1,093,634 amounts payable
Ramco Systems FZ-LLC, Dubai Goods and Services purchased	Nil	337,347 amounts receivable

RSL Software Company Limited, Sudan

Notes To The Accounts - March 31, 2016

	(cont'd) Equipment and Furniture SDG	Total SDG
NOTE 3: Fixed assets:		
<i>Cost:</i>		
At beginning of year	17,926	17,926
Additions		0
Disposal		0
At end of year	<u>17,926</u>	<u>17,926</u>
<i>Accumulated depreciation:</i>		
At beginning of year	3,404	3,404
Charge for the year	1,135	1,135
Eliminated on disposal	0	0
At end of year	<u>4,539</u>	<u>4,539</u>
<i>Net book value</i>		
As at March 31, 2016	<u>13,387</u>	<u>13,387</u>
NOTE 4: Accounts receivable:		
	<u>SDG</u>	<u>SDG</u>
Accounts receivables	222,592	222,592
Due to related companies	337,347	207,847
Due from tax authorities	28,521	7,479
	<u>588,460</u>	<u>437,918</u>
NOTE 5: Cash in hand and at banks:		
	<u>SDG</u>	<u>SDG</u>
Balances at call with banks	145,962	239,934
	<u>145,962</u>	<u>239,934</u>
NOTE 6: Accounts payable:		
	<u>SDG</u>	<u>SDG</u>
Due to parent company	1,093,634	1,012,751
Accrued expenses	24,000	24,000
	<u>1,117,634</u>	<u>1,036,751</u>
NOTE 7: Share capital:		
	<u>SDG</u>	<u>SDG</u>
<i>Authorized share capital:</i>		
1 million ordinary shares of SDG 1 each	<u>1,000,000</u>	<u>1,000,000</u>
<i>Issued share capital:</i>		
100,000 ordinary shares of SDG 1 each	<u>100,000</u>	<u>100,000</u>

The entire paid up share capital is held, directly and indirectly, by the parent company, Ramco Systems Limited, India.

RSL Software Company Limited, Sudan

Notes To The Accounts - March 31, 2016

(cont'd)

NOTE 8: Sales and marketing expenses:

Travel and Telephone Expenses

<u>SDG</u>	<u>SDG</u>
0	29,569
<u>0</u>	<u>29,569</u>

NOTE 9: Administration expenses:

Audit Fees

Bank charges

Fees and Taxes

Foreign exchange losses

<u>SDG</u>	<u>SDG</u>
24,000	27,900
313	843
0	5,000
0	37,879
<u>24,313</u>	<u>71,622</u>

NOTE 10: Contingent liabilities:

Disputed VAT / PIT demands

<u>28,315</u>	<u>28,315</u>
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