

**INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF SUBEX BANGLADESH PRIVATE LIMITED**

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of Subex Bangladesh Private Limited (the Company), which comprise the statement of financial position as at 31 March 2023, 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 and other explanatory information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 31 March 2023, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs), as explained in note # 2 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 (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Bangladesh, and we have fulfilled our other ethical responsibilities in accordance with these ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended on 31 March 2023. There are no other key audit matters to communicate separately in our audit report.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Board of Directors Report, 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 since we have not been provided with any such information.



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. However, when we read the Directors Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation of the financial statements in accordance with IFRSs as explained in note # 2 to the financial statements and for such internal control as management determines 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, management is 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 management either intends to discontinue the Company or to cease operations or has no realistic alternative but to do so. Those charged with governance 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 financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's 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.



ACNABIN

Chartered Accountants

- 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 those charged with governance 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

We also report that:

- a) we have obtained all the material information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;
- b) in our opinion, proper books of accounts as required by law have been kept by the Company so far as it appeared from our examination of those books; and
- c) the Company's statement of financial position and statement of profit or loss and other comprehensive income with the note # 1 to 24 dealt with by the report are in agreement with the books of accounts.

Dated, Dhaka

11 JUN 2023

ACNABIN Chartered Accountants

Abu Sayed Mohammed Nayeem, FCA

Partner

ICAB Enrolment Number: 0353

DVC:2306110353AS205259

**ACNABIN**

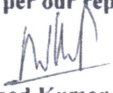
Chartered Accountants

Subex Bangladesh Private Limited
Statement of financial position
As at 31 March 2023

		(Amounts in BDT)	
	Notes	As at 31 March 2023	As at 31 March 2022
ASSETS			
Non Current assets			
Property, Plant, and Equipment (Computer Hardware)		113,575	113,575
Less: Depreciation		(75,272)	(32,258)
		38,303	81,317
Current assets			
Financial assets			
Trade receivables	4	51,857,501	65,625,651
Cash and cash equivalents	5	102,298,955	11,554,909
Other financial assets	6	978,861	20,780,915
Other assets	7	4,174,299	357,923
Advance income tax	8	23,813,039	13,236,553
		183,122,655	111,555,951
Total assets		183,160,959	111,637,268
EQUITY AND LIABILITIES			
Equity			
Equity share capital	9	9,700	9,700
Retained Earnings	10	(13,485,730)	(5,712,176)
Total equity		(13,476,030)	(5,702,476)
Liabilities			
Current liabilities			
Financial liabilities			
Trade payables	11	160,227,723	97,009,282
Other current liabilities	13	13,919,143	7,998,089
Provision for Current Tax	12	22,490,124	12,332,373
Total liabilities		196,636,989	117,339,744
Total equity and liabilities		183,160,959	111,637,268

The accompanying notes are an integral part of the financial statements

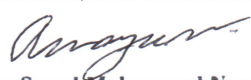
As per our report of even date


Vinod Kumar Padmanabhan
 Chief Executive Officer
 DIN : 06465957




Shiv Shankar Naga Roddam
 Director
 DIN: 07212118

ACNABIN, Chartered Accountants


Abu Sayed Mohammed Nayeem, FCA
 Partner
 ICAB Enrolment Number: 0353

DVC : 2306110353AS205259

Place: Dhaka
 Date:

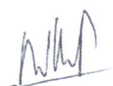
14 MAY 2023

Subex Bangladesh Private Limited
Statement of profit or loss and other
For the year ended 31 March 2023

		(Amounts in BDT)	
	Notes	Year ended 31 March 2023	Year ended 31 March 2022
1 Income			
Revenue	14	63,981,772	105,735,103
Total revenue		63,981,772	105,735,103
2 Other Income	15	-	1,201,194
Total Other Income		-	1,201,194
3 Expenses			
Sub-contracting charges	16.1	47,933,577	97,232,667
Other expenses	16.2	13,663,999	5,285,502
Total expenses		61,597,576	102,518,168
3 Profit before tax expense (1+2-3)		2,384,195	4,418,129
4 Tax expense:			
Current tax	12	10,157,749	4,269,141
		10,157,749	4,269,141
5 Profit for the year (3-4)		(7,773,554)	148,988
6 Other comprehensive income ('OCI'), net of tax		-	-
7 Total comprehensive income for		(7,773,554)	148,988
8 Basic and diluted earning per equity share (BDT)	17	(80,140)	1,536

The accompanying notes are an integral part of the financial statements

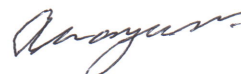
As per our report of even date


Vinod Kumar Padmanabhan
Chief Executive Officer
DIN : 06465957




Shiv Shankar Naga Roddam
Director
DIN: 07212118

ACNABIN, Chartered Accountants


Abu Sayed Mohammed Nayeem, FCA
Partner
ICAB Enrolment Number: 0353
DVC : 2306110353AS205259

Place: Dhaka
Date: 14 MAY 2023

Subex Bangladesh Private Limited
Statement of changes in equity
For the year ended 31 March 2023

A. Equity share capital (refer note 9 and 10) ;

Particulars	Share Capital	Retained earnings	nts in (AmouTotal BDT)
As at 1st April 2021	9,700	(5,861,164)	(5,851,464)
Net profit for the year ended March 31 2022		148,988	148,988
Balance as at March 31, 2022	9,700	(5,712,176)	(5,702,476)
Net profit for the year ended March 31 2023		(7,773,554)	(7,773,554)
Other comprehensive income			
Balance as at March 31, 2023	9,700	(13,485,730)	(13,476,030)

The accompanying notes are an integral part of the financial statements

As per our report of even date



Vinou Kumar raumanabhan
Chief Executive Officer
DIN : 06465957





Shiv Shankar Naga Roddam
Director
DIN: 07212118

ACNABIN, Chartered Accountants



Abu Sayed Mohammed Nayeem, FCA
Partner
ICAB Enrolment Number: 0353

DVC:2306110353AS205259

Place: Dhaka
Date: 14 MAY 2023

Subex Bangladesh Private Limited
Statement of cash flows
For the year ended 31 March 2023

	(Amounts in BDT)	
	Year ended 31 March 2023	Year ended 31 March 2022
A Operating activities		
Profit before tax expense	2,384,195	4,418,129
<i>Adjustments to reconcile profit before tax expense to net cash flows:</i>		
Depreciation	43,015	32,258
Net foreign exchange differences (Unrealized)	-	-
Operating loss before working capital changes	2,427,210	4,450,387
<i>Working capital adjustments:</i>		
(Increase)/ decrease in trade receivables	13,768,150	(50,683,421)
Increase/(decrease) in trade payables	63,218,441	24,390,694
(Increase)/ decrease in other financial assets	19,802,054	8,036,859
(Increase)/ decrease in other assets	(3,816,376)	383,911
Increase/ (decrease) in other current liabilities	5,921,054	(19,976,430)
(Increase)/ decrease in advance income tax	(10,576,486)	(5,646,776)
Net cash flows (used in)/ from operating activities	90,744,046	(39,044,776)
B Investing activities		
Capital Expenditure	-	(113,575)
Net cash flows from investing activities	-	(113,575)
C Financing activities		
Proceeds from issue of share capital	-	-
Net cash flows used in financing activities	-	-
D Net increase in cash and cash equivalents (A+B+C)	90,744,046	(39,158,351)
Net foreign exchange difference on cash and cash equivalents	-	-
Cash and cash equivalents at the beginning of the year	11,554,909	50,713,260
E Cash and cash equivalents at year end (refer note 5)	102,298,955	11,554,909

The accompanying notes are an integral part of the financial statements

As per our report of even date


Vinod Kumar Padmanabhan
Chief Executive Officer
DIN : 06465957




Shiv Shankar Naga Roddam
Director
DIN: 07212118

Place: Dhaka
Date: 14 MAY 2023





Subex Bangladesh Private Limited
Notes to the financial statements
For the year ended 31 March 2023

1.0 Status of the Company

1.1 Corporate information

Subex Bangladesh Private Limited (the 'Company') was formed and incorporated with the Registrar of Joint Stock Companies and Firms, Bangladesh on February 13, 2020 under the Companies Act 1994 as a private limited company limited by shares vide Registration no: C159455/2020 The address of the registered office of the company is Wakil Tower, Ta-131 (8th Floor) Gulshan Badda Link Road, Gulshan, Dhaka-1212, Bangladesh

1.2 Nature of business

The principal activities of the Company are those of providing software solutions for fraud management and revenue assurance in the telecommunication industry. There have been no significant changes in the nature of these activities during the financial year.

2.0 Significant accounting policies and basis of preparation of financial statements

2.1 Basis of accounting

These financial statements have been prepared on going concern and accrual basis and in accordance with International Financial Reporting Standards (IFRSs), the Companies Act 1994 and other laws and rules applicable in Bangladesh.

2.2 Property, plant and equipment and related depreciation

Property, plant, and equipment in the Statement of Financial Position are stated at cost less accumulated depreciation. Depreciation on the items of property, plant and equipment is recognized on a straight line basis over the estimated useful life of each item of property, plant and equipment. The depreciation rate for computer equipment is 33.33%. Depreciation is charged on daily basis and started to charge on the date when asset is available for use.

2.3 Leases

"The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- The contract involves the use of an identified asset which may be specified explicitly or implicitly. The asset should be physically distinct or represent substantially all of the capacity of a physically distinct asset.
- The Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- The Company has the right to direct the use of the asset. The Company has the right when it has the decision-making rights that are most relevant to determining how and for what purpose the asset is used.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets identified under the standard are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Facilities; the initial term of the lease "

"The Lease liabilities are initially measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. Lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.





The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use assets, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero "

The Company applied the low-value lease recognition exemption to its leases of facilities. Lease payments on short-term leases and leases of low value assets are recognized as expense in profit or loss on a straight-line basis over the lease term.

The Company's right-of-use assets and the current and non-current portion of lease liabilities are included as separate line items within the statement of financial position.

The Company determined whether the arrangement was or contains a lease based on the assessment of whether:

Fulfillment of the arrangement was dependent on the use of a specific asset or assets; and the arrangement had conveyed a right to use the asset either, by having the ability or right to operate or have physical access to the asset and that other parties would benefit from the output while obtaining or controlling more than an insignificant amount of the output. The Company has one low value lease agreement for one year with option to extend for another one year. The rental payment has been shown as expense in the profit and loss accounts as per policy mentioned above.

2.4 Components of the financial statements

According to the International Accounting Standards (IAS)-1 as adopted by ICAB as IAS-1 "Presentation of Financial Statements" the complete set of financial statements includes the following components-

- a. Statement of Financial Position;
- b. Statement of Profit or Loss and Other Comprehensive Income;
- c. Statement of Changes in Equity;
- d. Statement of Cash Flows;
- e. Notes, comprising significant accounting policies and other explanatory information; and
- f. Comparative information in respect of preceding period.

2.5 Statement of compliance

These financial statements are prepared in accordance with International Accounting Standards (IASs) and International Financial Reporting Standards (IFRSs), the Companies Act 1994 and other applicable laws and regulations.

The Company is also required to comply with the following major laws and regulations in addition to the Companies Act 1994:

The Income Tax Ordinance, 1984
The Income Tax Rules, 1984
The Value Added Tax and Supplementary Duty Act, 2012
Foreign Exchange Regulation Act, 1947
The Customs Act, 1969

2.6 Basis of measurement

These financial statements have been prepared on a going concern basis under historical cost convention.

2.7 Functional and presentation currency

These financial statements are presented in BDT which is the company's functional currency. All financial information presented in BDT has been rounded to nearest BDT. The Company considered Average rate USD 1 = BDT 97.94 during the year for converting all the transactions incurred in USD document currency.

2.8 Use of estimates and judgments

The preparation of these financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.



Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected

2.9 Going Concern

The Company was incorporated on 13 February 2020 and the commercial operation of the Company commenced on 13 February 2020. The Company has adequate resources to continue its operation for the foreseeable future. For this reason the directors continue to adopt going concern basis in preparing the financial statements

2.10 Statement of Cash flows

Statement of Cash Flows is prepared in accordance with IAS 7 "Statement of Cash Flows" and the cash flows from the operating activities are shown under the indirect method.

2.11 Reporting period

The reporting period for the Company is from 01 April 2022 to 31 March 2023

2.12 Comparative figures

As per IAS 1 Presentation of Financial Statements, comparative information in respect of the previous year are presented in all numerical information in the financial statements and the narrative and descriptive information where, it is relevant for understanding of the current year's financial information

2.13 Use of estimates and judgments

The preparation of these financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis.

2.14 Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, cash in transit and cash at bank which are available for use by the Company without any restriction

2.15 Advances, deposits and prepayments

Advances, deposits and prepayments at the balance sheet date are stated net of provision for amounts estimated to be doubtful of recovery

2.16 Receivables

Receivables are initially recognized at cost which is the fair value of the consideration given in return. After initial recognition these are carried at cost less impairment losses, if any, due to uncollectibility of any

2.17 Unbilled revenue

Unbilled revenue is recognized when the Company provides service to the customer, but yet to raise invoice/ bill as per the contract

2.18 Unearned Revenue

Unearned revenue is recognized when the Company raises invoice as per the contract, but yet to provide the service

2.19 Trade and other payables

The Company recognizes a financial liability when its contractual obligations arising from past events are certain and the settlement of which is expected to result in an outflow from the Company of resources embodying economic benefits.

2.20 Revenue

Revenue is recognised in compliance with the requirements of IFRS-15. As per IFRS-15 revenue from the sale of services is measured at the fair value of the consideration received or receivable, net of returns. Revenue has been recognised over a period of time based on the service agreement between the customer and the Company.



2.21 Provisions

Provisions are recognized when the Company has a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If a transfer of economic benefit is no longer probable the provision is reversed. Where the effect of the time value of money is material, the amount of a provision is the present value of the expenditure required to settle the obligation.

2.22 Foreign currency transaction

The financial statements are presented in BDT, which is Company's functional currency. Transactions in foreign currencies are recorded in the books of accounts at the closing rate as at 31 March 2023. Monetary assets and liabilities in foreign currencies at the date of statement of financial position are translated into BDT at the exchange rate prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the initial transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rate at the date when the fair value was determined. Exchange rate differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognized in profit or loss as per IAS- 21 "The Effects of Changes in Foreign Exchange Rates".

2.23 The following IASs and IFRSs are applicable for the preparation and presentation of financial statements as at 31 March 2023 and for the year ended 31 March 2023:

Sl. No.	Name of IAS/IFRS	IAS / IFRS
1	Presentation of Financial Statements	IAS 1
2	Inventories	IAS 2
3	Statements of Cash Flows	IAS 7
4	Accounting Policies, Changes in Accounting Estimates and	IAS 8
5	Events after the Reporting Period	IAS 10
6	Income Taxes	IAS 12
7	Property, Plant and Equipment	IAS 16
8	Employee Benefits	IAS 19
9	Accounting for Govt. Grants and disclosures of Govt. Assist	IAS 20
10	The Effects of Changes in Foreign Exchange Rates	IAS 21
11	Borrowing Costs	IAS 23
12	Related Party Disclosures	IAS 24
13	Accounting and Reporting by Retirement Benefit Plan	IAS 26
14	Consolidated and Separate Financial Statements	IAS 27
15	Investments in Associates	IAS 28
16	Financial Instruments: Presentation	IAS 32
17	Earnings Per Share	IAS 33
18	Interim Financial Reporting	IAS 34
19	Impairment of Assets	IAS 36
20	Provisions, Contingent Liabilities and Contingent Assets	IAS 37
21	Intangible Assets	IAS 38
22	Financial Instrument: Recognition and Measurement	IAS 39
23	Investment Property	IAS 40
24	Agriculture	IAS 41
25	First-time Adoption of International Financial Reporting Sta	IFRS 1
26	Share-based Payment	IFRS 2
27	Business Combinations	IFRS 3
28	Insurance Contracts	IFRS 4
29	Non-current Assets Held for Sale and Discontinued Operatio	IFRS 5
30	Exploration for and Evaluation of Mineral Resources	IFRS 6
31	Financial Instruments: Disclosures	IFRS 7
32	Operating Segments	IFRS 8
33	Financial Instruments	IFRS 9
34	Consolidated Financial Statements	IFRS 10
35	Joint Arrangements	IFRS 11
36	Disclosure of Interests in Other Entities	IFRS 12
37	Fair Value Measurement	IFRS 13
38	Regulatory Deferral Accounts	IFRS 14
39	Revenue from Contracts with Customers	IFRS 15
40	Leases	IFRS 16

* Not Applied due to not having relevant transactions/events during the year

2.24 Taxation

2.24.1 Current tax

Income tax expense is recognized in profit and loss account. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. The Company qualifies as a "Private Limited Company" hence the applicable tax rate is 30%.

2.24.2 Deferred tax

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they are reversed, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which temporary differences can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

2.25 Events after the reporting period

Events after the reporting period that provide additional information about the Company's position at the date of statement of financial position or those that indicate the going concern assumption is not appropriate are reflected in the financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes when material.

2.26 Earnings/ (loss) per share

Basic earnings/ (loss) per share is computed by dividing the profit/ (loss) after tax attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit/ (loss) after tax as adjusted for expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

2.27 Authorization for issue

These financial statements have been authorized for issue by the management of the Company on **14 MAY 2023**

3.00 General

Figures in bracket denote negative. All financial information presented in BDT has been rounded to nearest BDT.



Subex Bangladesh Private Limited
Notes to the financial statements
For the year ended 31 March 2023

4. Trade receivables

Unsecured, considered good

Impairment allowance (allowance for bad and doubtful debts)

Unsecured, considered good

Total (b)

Net Trade Receivables (a-b)

(Amounts in BDT)	
As at 31 March 2023	As at 31 March 2022
51,857,501	65,625,651
51,857,501	65,625,651
-	-
-	-
51,857,501	65,625,651

5. Cash and cash equivalents

Balance with banks

In current accounts

Balance with

HSBC Bank (A/C# 001-012822-011)

Woori Bank Dhaka (A/C# 1509230938604)

(Amounts in BDT)	
As at 31 March 2023	As at 31 March 2022
102,298,955	11,554,909
102,298,955	11,554,909
102,291,345	11,547,299
7,610	7,610
102,298,955	11,554,909

For the purpose of the statement of cash flows, cash and cash equivalents comprise the total of current portion of cash and cash equivalents as above.

6. Other Financial Assets

Unbilled revenue

(Amounts in BDT)	
As at 31 March 2023	As at 31 March 2022
978,861	20,780,915
978,861	20,780,915

7. Other assets

Advance to suppliers

VAT Recoverable*

Prepayments

(Amounts in BDT)	
As at 31 March 2023	As at 31 March 2022
-	1,947
-	-
4,174,299	355,976
4,174,299	357,923

* VAT receivable and VAT payable have been off-set against each other for the current year in order to arrive at the VAT receivable or payable amount, as may be relevant. Accordingly, VAT recoverable has been reclassified and adjusted against VAT payable under "Other current liabilities" (Note # 13)

8. Tax deducted at source and VAT deducted at source

Opening Balance

Tax deducted at source during this year

VAT deducted at source during this year*

(Amounts in BDT)	
As at 31 March 2023	As at 31 March 2022
13,236,553	7,589,777.38
10,576,486	5,646,776
-	-
23,813,039	13,236,553

* Subex Bangladesh Pvt. Ltd. has reclassified VAT Deduction at Source (VDS) to VAT payable under Other Current Liabilities for the comparative year since this liability has arisen on the account of Output VAT.



Subex Bangladesh Private Limited
Notes to the financial statements
For the year ended 31 March 2023

9. Share capital

Authorised share capital

Equity shares of BDT 100 each

At the time of incorporation

As at 31 March 2022

Increase during the year

As at 31 March 2023

No.	BDT
10,000	1,000,000
10,000	1,000,000
-	-
10,000	1,000,000

Issued, subscribed and fully paid-up share capital

Equity shares of BDT 100 each issued, subscribed and fully paid-up

Opening

Issued during the year

As at 31 March 2022

Increase during the year

As at 31 March 2023

No.	BDT
97	9,700
-	-
97	9,700
-	-
97	9,700

(a) Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of BDT 100 per share. Each holder of equity shares is entitled to one vote per share and such amount of dividend per share as declared by the Company. The Company declares and pays dividend, if any, in USD currency. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. The Company has not declared any dividend during the years ended 31 March 2023.

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts (i.e. all liabilities other than equity). The distribution will be in proportion to the number of equity shares held by the shareholders.

(b) Shares held by holding LLP:

Equity shares of BDT 100 each issued, subscribed and fully paid-up

Subex Assurance LLP

Mr. Vinod Kumar Padmanabhan (in capacity of beneficial owner of Subex Assurance LLP.)

As at 31 March 2023	
No.	BDT
96	9,600
1	100
97	9,700

(c) Details of shares held by each shareholder holding more than 5% shares in the Company

Equity shares of BDT 100 each issued, subscribed and fully paid-up

Name of the shareholders

Subex Assurance LLP

As at 31 March 2021

Increase during the year

As at 31 March 2022

No.	% of total shares
96	98.97%
-	-
96	98.97%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

(d) The Company has not issued any bonus shares or shares for consideration other than cash or bought back shares during the period of five years immediately preceding the reporting date. Further, the Company has no shares reserved for issue under any options.



Subex Bangladesh Private Limited
Notes to the financial statements
For the year ended 31 March 2023

	(Amounts in BDT)	
	As at	As at
	31 March 2023	31 March 2022
10. Retained Earnings		
Opening Balance	(5,712,176)	(5,861,164)
Add: Profit/ (Loss) during the year	(7,773,554)	148,988
Closing balance	(13,485,730)	(5,712,176)

11. Trade payables

Carried at amortized cost

Current

Trade payables

- sub-contracting charges	135,906,087	87,972,509
- Reimbursement of expenses received from related parties	23,821,144	8,555,691
- Payable for Expenses	500,492	481,082
	160,227,723	97,009,282

Terms and conditions of the above financial liabilities:

- trade payables are non-interest bearing and are normally settled on 30 - 45 days terms.
- for explanations on the Company's liquidity risk management, refer note 23.

* Refer to note 18 for the details regarding payable to related parties. The balance of payable to the Parent Company/ Ultimate parent company will be remitted to or settled with the Parent Company following the Foreign Exchange Regulation Act, 1947 and Guidelines for Foreign Exchange Transaction, 2018 of

** The payable for expenses are exclusive of VAT.

	(Amounts in BDT)	
	As at	As at
	31 March 2023	31 March 2022
12. Provision for Current Tax		
Opening Balance	12,332,373	8,063,232
Add: Addition during the year*	10,157,750	4,269,141
Less: Adjustment during the year	-	-
	22,490,124	12,332,373

*The minimum tax payable by the Company as per Section 82C of Income Tax Ordinance, 1984, has been kept as a provision for current tax during the year, which is the higher amount among the minimum tax on gross receipt and the amount of tax deducted or collected at source.

	(Amounts in BDT)	
	As at	As at
	31 March 2023	31 March 2022
13. Other current liabilities		
Unearned revenue	11,591,180	5,260,491
Statutory Remittances	7,034	33,458
VAT Payable*	2,320,929	2,704,140
	13,919,143	7,998,089

*VAT Payable for comparative year is after reclassification from Note # 7 & 8 as mentioned in respective



Subex Bangladesh Private Limited
Notes to the financial statements
For the year ended 31 March 2023

		(Amounts in BDT)	
	Notes	2023	2022
14. Revenue			
Sale of products		-	-
Sale of services		63,981,772	105,735,103
		63,981,772	105,735,103
14.1 Disaggregation of revenue:			
Revenue by offering			
Managed services	14.1.1	49,416,059	100,239,863
Marketing and allied services	14.1.2	14,565,713	5,495,241
		63,981,772	105,735,103

14.1.1 The revenue from managed service is recognized as per the tri-party agreement among Subex Bangladesh Private Limited, Subex Limited (the ultimate parent company or Subex Ltd), and Robi Axiata Limited for Revenue Assurance and Fraud Management Solution, Integration Services, Managed Services, and Maintenance Services. As per the agreement, the service is provided to Robi directly by the ultimate parent company, and the Purchase Order is issued in the name of Subex Bangladesh. The invoice is also raised by the Company (Subex Bangladesh). Besides, there is a separate sub-contracting agreement between Subex Bangladesh and the ultimate parent company (Subex Limited) which denotes that the Company should retain 3% of the contract price and pay 97% to the ultimate parent company (Subex Ltd). The amount of managed services shown as BDT 49,416,059 represent 100% of such revenue, 97% of which are shown as sub-contracting charges under Note 16.1 below.

14.1.2 The Company has an agreement with its ultimate parent company, Subex Ltd. As per the agreement Subex Bangladesh shall provide SALLP, marketing and allied services with respect to RMS product-based solutions as may be requested for, by Subex Ltd from time to time. In consideration of the marketing and allied services to be provided under the above-mentioned Agreement, Subex Ltd shall pay the invoice value by adding an arm's length mark-up of 5% on actual marketing costs, technical costs and cost of hardware supplies, if any, and other similar expenses, which are specifically attributable to the rendering of marketing and allied services.

		(Amounts in BDT)	
		2023	2022
15. Other Income			
Realized Gain/ Loss*		-	(118,424)
Unrealized Gain/ Loss*		-	1,319,618
		-	1,201,194

The Company has an agreement with its ultimate parent company, Subex Ltd. As per the agreement any foreign exchange loss/gain incurred/earned by the Overseas Affiliates shall be reimbursed/recovered to/from the Overseas Affiliates by Subex Ltd. This year Subex Bangladesh Private Limited incurred a net unrealized foreign exchange loss of BDT 28,509,100 on intercompany balances outstanding as at March 31, 2023.

As per the above-mentioned agreement, this foreign exchange loss (BDT 28,509,100) will lead to an increase in Intercompany Payables to parent company (Subex Ltd.) and an increase in Intercompany Receivables from parent company (Subex Ltd.) as the incurred unrealized foreign exchange loss (BDT 28,509,100) will be settled by the parent company (Subex Ltd.). Hence, the Intercompany Payables to parent company (Subex Ltd.) and the Intercompany Receivables from parent company (Subex Ltd.), to this extent, has been netted off and no foreign exchange gain/loss has been recognized in this regard.



16. Expenses

	(Amounts in BDT)	
	2023	2022
16.1 Sub-contracting charges*		
For the period from 01 April 2021 to 31 March 2022	-	97,232,667
For the period from 01 April 2022 to 31 March 2023	47,933,577	-
	47,933,577	97,232,667

*There is a sub-contracting agreement between Subex Bangladesh and the ultimate parent Company (Subex Ltd) which denotes that the Company should retain 3% of the contract price received from the Customer and pay 97% to the ultimate parent Company (Subex Ltd). This expense is shown as sub-contracting charges and the payable for the same is recognized under the head 'trade payables'.

	(Amounts in BDT)	
	As at 31 March 2023	As at 31 March 2022
16.2 Other expenses		
Consultancy Fees	690,943	343,030
Audit Fees	137,116	81,101
Rates and taxes	348,486	-
Bank charges	76,168	51,362
Accounting & Payroll Charges	258,567	83,809
Contracted Services - Contingent Workers	1,161,000	984,194
Depreciation - Computer Hardware	43,015	32,258
Filing Fees	-	9,815
Maintenance Software (Applications)	3,240,247	865,763
Office Rent	24,000	31,000
Purchases - Indigenous	7,684,458	1,779,882
Recruitment Expenses - Advertisement	-	97,461
Miscellaneous expenses	-	925,826
Unrealized gain	-	-
	13,663,999	5,285,502

17. Earnings per share

Earnings per share (EPS) has been computed by dividing the profit after tax (PAT) by the weighted average number of ordinary shares outstanding as on 31 March 2023 as per IAS- 33 "Earnings per share". Diluted earnings per share was not required to calculate as there was no dilution possibility during the year.

Computation of basic and diluted EPS:*

	As at 31 March 2023	As at 31 March 2022
Nominal value per equity share (BDT per share)		
Profit attributable to equity shareholders (BDT)	(7,773,554)	148,988
Weighted average number of equity shares	97	97
Profit per share basic and diluted (BDT per share)	(80,140)	1,536

* The Company does not have any potential dilutive equity shares as at 31 March 2023



i. **Related parties where control exists**

Holding LLP Subex Assurance LLP

Details of the transactions with the related parties during the year ended March 31, 2023:

Particulars	(Amounts in BDT)	
	As at 31 March 2023	As at 31 March 2022
A. Transactions with related parties		
Marketing and allied service income:		
Subex Limited	14,553,343	-
Subex Assurance LLP	-	5,263,362
Subex Digital LLP	12,369	231,879
	14,565,713	5,495,241
Sub contracting charges		
Subex Limited	47,183,114	-
Subex Assurance LLP	-	89,495,420
Subex Digital LLP	750,463	7,737,246
	47,933,577	97,232,667

iii. Details of balances receivable from and payable to related parties are as follows:

	(Amounts in BDT)	
	As at 31 March 2022	As at 31 March 2021
Balances receivable from and payable		
Trade receivables		
Subex Assurance LLP	-	3,886,567
Subex Limited	18,439,910	-
Subex Digital LLP	244,248	231,879
Subex (Asia Pacific) Pte Limited	522,412	
	19,206,570	4,118,446
Trade payables		
Subex Assurance LLP		
- Sub-contracting charges	-	80,235,263
- Reimbursement of expenses	-	5,554,070
	-	85,789,333
Subex Limited		
- Sub-contracting charges	127,418,376	-
- Reimbursement of expenses	12,834,070	-
	140,252,447	-
Subex Digital LLP		
- Sub-contracting charges	8,487,710	7,737,246
	8,487,710	7,737,246
Subex (Asia Pacific) Pte Limited		
- Reimbursement of expenses	10,987,074	3,001,621
	10,987,074	3,001,621



19. No of employee

The total number of employees at the reporting date is Nil. The income generating services are provided by the employees of the Ultimate parent Company, and the support services like, accounting, taxation etc., have been subcontracted out locally.

20. Capital expenditure commitment

None

21. Contingent Liability

None

22. Fair value hierarchy

The carrying value of financial instruments by categories is as follows:

Particulars	(Amounts in BDT)	
	As at 31 March 2023	As at 31 March 2022
Financial assets measured at amortized cost		
Trade receivables*	51,857,501	65,625,651
Receivable from related party *		-
Unbilled revenue*	978,861	20,780,915
	52,836,362	86,406,566
Cash and cash equivalents and other balances with banks		
Balance with banks	102,298,955	11,554,909
	102,298,955	11,554,909
Financial liabilities measured at amortized cost		
Trade payables*	160,227,723	97,009,282
	160,227,723	97,009,282

Determination of fair value is not required as per the requirements of IFRS 7: Financial Instruments: Disclosures (ref: Para 29). However, the fair value of such instruments is not likely to be significantly different from the carrying amounts of such instruments.

23. Financial risk management:

International Financial Reporting Standard IFRS 7 - Financial Instruments: Disclosures - requires disclosure of information relating to: both recognized and unrecognized financial instruments, their significance and performance, accounting policies, terms and conditions, net fair values and risk information- the Company's policies for controlling risks and exposures.

The management has overall responsibility for the establishment and oversight of the company's risk management framework. The group's risk management policies are established to identify and analyze the risks faced by the company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies, procedures and systems are reviewed regularly to reflect changes in market conditions and the group's activities. This note presents information about the group's exposure to each of the following risks, the group's objectives, policies and processes for measuring and managing risk, and the group's management of capital. The company has exposure to the following risks from its use of financial instruments:

- a) Credit risk
- b) Liquidity risk
- c) Market risk

i. Credit risk:

Credit risk is the risk of a financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the group's receivables from distributors, institutional and export customers etc.

Management has a credit policy in place and the exposure to credit risk is identified, analyzed and monitored on an ongoing basis.

In monitoring credit risk, debtors are grouped according to their risk profile, i.e. their legal status, financial condition, ageing profile etc.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position.



Particulars	(Amounts in BDT)	
	As at 31 March 2022	As at 31 March 2021
Trade Receivables	51,857,501	14,942,230
Other assets	4,174,299	741,834
Advance income tax	23,813,039	7,589,777
Bank Balance	102,298,955	50,713,260
	182,143,795	73,987,101

ii. **Liquidity Risk :**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The company's approach to managing liquidity (cash and cash equivalents) 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. Typically, the company ensures that it has sufficient cash and cash equivalents to meet expected operational expenses, including financial obligations through preparation of the cash flow forecast, based on time line of payment of financial obligations and accordingly arrange for sufficient liquidity/fund to make the expected payments within due dates.

iii. **Market Risk :**

Market risk is the risk that any change in market prices, such as foreign exchange rates and interest rates will affect the company's income or the value of its holdings of financial instruments.

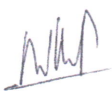
a) **Currency risk**

The Company is exposed to currency risk on any purchase in foreign currency as majority of the Company's transactions are denominated in USD whereas the reporting currency is BDT.

24. **Events after the reporting period**

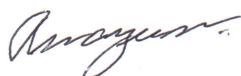
There is no reportable event as events after the reporting period

As per our report of even date


Vinod Kumar Padmanabhan
Chief Executive Officer
DIN : 06465957


Shiv Shankar Naga Roddam
Director
DIN: 07212118

ACNABIN, Chartered Accountants


Abu Sayed Mohammed Nayeem, FCA
Partner

ICAB Enrolement Number: 0353

DVC : 2306110353AS205259

Place: Dhaka

Date: 14 MAY 2023