

RSL SOFTWARE COMPANY LIMITED, SUDAN

Financial Statements
For the Year Ended March 31, 2025

RSL SOFTWARE COMPANY LIMITED, SUDAN

Financial Statements March 31, 2025

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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 Thirteenth Annual Report together with the Auditors Report thereon of the Company for the financial year 2024-25.

FINANCIAL RESULTS:

Particulars

SDG

Year ended March 31, 2025

Revenue from operations	Nil
Total (expenses) / Income	759,335
Profit / (Loss) before tax	759,335
Tax expense	-
Profit / (loss) after tax	759,335

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, 2026.

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

08/May/2025

RSL Software Company Limited
House No.306,
2nd Floor, Block 21, Riyadh,
Khartoum, Sudan

HASSABO & Co.

Certified Accountants
Management Consultants
Managing Partner:
Hassab E. M. El Tayeb, FCCA

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To the Shareholders of:
RSL Software Company Limited, Sudan

We have audited the accounts on pages 5 to 14 which comprise of the balance sheet as at March 31, 2025, 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 9 to 11.

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, 2025 and of the profit, 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

Certified Accountants
Management Consultants

حسين وشركاه
محاسبون قانونيين
مشاركون

11/May/2025

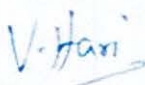
RSL Software Company Limited, Sudan


BALANCE SHEET AS AT MARCH 31, 2025

	<u>Notes</u>	As at March 31, 2025 <u>SDG</u>	As at March 31, 2024 <u>SDG</u>
<u>Non-Current Assets:</u>			
Fixed assets at net book value	3	-	-
<u>Current Assets</u>			
Accounts receivable	4	-	1,137,460
Cash in hand and at banks	5	-	-
		-	1,137,460
Total Assets		-	1,137,460
<u>Current Liabilities</u>			
Accounts payable	6	1,570,000	1,466,796
Provision for income tax payable	10	1,669,743	1,669,743
Other Current Liabilities	7	-	1,999,999
		3,239,743	5,136,538
NET ASSETS / (LIABILITIES)		(3,239,743)	(3,999,078)
<u>Represented By:</u>			
Share capital	8	100,000	100,000
Retained earnings	8	(3,339,743)	(4,099,078)
		(3,239,743)	(3,999,078)

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

These accounts were approved by the management on **08/May/2025**


Director


Director

RSL Software Company Limited, Sudan

**PROFIT AND LOSS ACCOUNT FOR THE
YEAR ENDED MARCH 31, 2025**

		Year ended March 31, 2025 <u>SDG</u>	Year ended March 31, 2024 <u>SDG</u>
	<u>Notes</u>		
Revenue		-	-
Other Income		3,177,842	-
Gross Profit		<u>3,177,842</u>	<u>-</u>
<u>Operating Expenses</u>			
Administrative expenses and forex loss / (gain)	9	(1,281,047)	(758,279)
Non-cash items	3	-	(5,444)
Provision for bank balances		-	(12,884,138)
Provision for Accounts Receivables		<u>(1,137,460)</u>	<u>-</u>
		<u>(2,418,507)</u>	<u>(13,647,861)</u>
Net Profit / (loss) for the period, before taxation		759,335	(13,647,861)
Tax expenses	10	-	-
NET PROFIT / (LOSS) FOR THE PERIOD, AFTER TAXATION		<u><u>759,335</u></u>	<u><u>(13,647,861)</u></u>

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, 2025

	Year ended March 31, 2025	Year ended March 31, 2024
	<u>SDG</u>	<u>SDG</u>
Cash flows from operating activities:		
Net profit before tax	759,335	(13,647,861)
Adjustments for:		
Depreciation	-	5,444
Bad debts / provision	-	12,884,138
Unrealised exchange gain / loss	-	(115,825)
Operating loss before working capital / other changes	759,335	(874,104)
Changes in assets and liabilities:		
(Increase)/Decrease in accounts receivables	1,137,460	(12,125)
Increase / (Decrease) in payables and accruals	(1,896,795)	885,980
Cash (used in) / generated from operations	-	(249)
Income tax paid	-	-
Net cash (used in) / generated by operating activities	-	(249)
 Net increase /(decrease) in cash and cash equivalent	-	(249)
Effect of exchange rate changes on cash and cash equivalents	-	115,825
Net cash generated / (used in) for the year	-	115,576
Balance at the beginning of the year	-	12,768,562
Less: Provision	-	(12,884,138)
Balance at the end of the year	-	-

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, 2025

	Capital <u>SDG</u>	Net Income for the Year <u>SDG</u>	Total <u>SDG</u>
Balance as on 01-Apr-2023	100,000	9,548,783	9,648,783
Net loss up till previous period	-	(13,647,861)	(13,647,861)
Balance March 31, 2024	<u>100,000</u>	<u>(4,099,078)</u>	<u>(3,999,078)</u>
Net profit for the year	-	759,335	759,335
Balance March 31, 2025	<u>100,000</u>	<u>(3,339,743)</u>	<u>(3,239,743)</u>

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

RSL Software Company Limited, Sudan

NOTES TO THE FINANCIAL STATEMENTS – MARCH 31, 2025

1. ORGANIZATION

The Company is a private limited liability company incorporated on 26 February, 2012 - in Sudan under the Companies Act, 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 & NOTES TO THE ACCOUNTS

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. The financial statements have been prepared on a going concern basis, as the holding company has agreed to provide continuing financial support as deemed fit and necessary to the Company.

2.2 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 and the rates applied for is 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.

2.3 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 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.

2.4 Provision for Bad and Doubtful Debts

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 in the year in which they are identified.

2.5 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.

2.6 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 Labor 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.

2.7 Taxation

The Company is subject to business profit tax of 15% on taxable profit if any.

2.8 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.

2.9 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.

2.10 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, 2025 (Cont'd)

2.11 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.

2.12 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.

2.12.1 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.

2.12.2 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.

2.13 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 / its branch. Transactions other than those pertaining to loan are interest free.

Details of the related party transactions during the year are given below:

Particulars	In SDG	
	Transactions during the year	Outstanding as at March 31, 2025
Ramco Systems FZ-LLC, Dubai, Goods and / or Services availed / serviced	-	-

RSL Software Company Limited, Sudan

<u>Notes To The Accounts - March 31, 2025</u>		<i>(cont'd)</i>		Equipment and Furniture
NOTE 3: Fixed assets:			As at March 31, 2025	As at March 31, 2024
			<u>SDG</u>	<u>SDG</u>
<i>Cost:</i>				
At beginning of year Apr 01, 2024			17,926	17,926
Additions			-	-
Disposal			17,926	-
At end of year			-	17,926
<i>Accumulated depreciation:</i>				
At beginning of year			17,926	12,482
Charge for the year			-	5,444
Eliminated on disposal			17,926	-
At end of year			-	17,926
<i>Net book value</i>				
As at March 31, 2024				-
As at March 31, 2025			-	
			As at March 31, 2025	As at March 31, 2024
			<u>SDG</u>	<u>SDG</u>
NOTE 4: Accounts receivable:				
Accounts receivables			-	-
Due from related companies			1,137,460	1,137,460
Less: Provision for doubtful receivables			(1,137,460)	-
Due from department			28,121	28,121
Less: Provision for doubtful advances			(28,121)	(28,121)
			-	1,137,460
NOTE 5: Cash in hand and at banks:				
Balances at call with banks			39,101,235	12,884,138
Less: Provision			39,101,235	12,884,138
			-	-

	As at March 31, 2025 <u>SDG</u>	As at March 31, 2024 <u>SDG</u>
NOTE 6: Accounts payable:		
Due to parent company	-	-
Accrued expenses	3,036,796	1,466,796
Write Back of Accrued Expenses	(1,466,796)	-
	<u>1,570,000</u>	<u>1,466,796</u>
NOTE 7: Other Current Liabilities		
Customer Advance	1,999,999	1,999,999
Write Back of Customer Advance	(1,999,999)	-
	<u>-</u>	<u>1,999,999</u>
NOTE 8: Share capital:		
<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 and subscribed 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 by the Parent company, Ramco Systems Limited, India.		
NOTE 9: Administration expenses:		
Audit Fees & Courier charges	(1,570,000)	(885,980)
Bank charges	-	(249)
Provision for cash and bank balances	-	(12,884,138)
Reversal of provision	-	-
Foreign exchange losses/(gains)	288,953	127,951
	<u>(1,281,047)</u>	<u>(13,642,416)</u>
NOTE 10: Tax expenses:		
Profit /(Loss) before tax	759,335	(13,647,861)
Add back book depreciation	-	5,444
Claim for IT depreciation	-	-
Taxable profit for the year	<u>759,335</u>	<u>(13,642,417)</u>
Less: C/f losses	759,335	-
Net taxable income/(loss)	<u>-</u>	<u>-</u>
Tax calculated @ 15%	<u>NA</u>	<u>NA</u>
Tax payable:	<u>1,669,743</u>	<u>1,669,743</u>

NOTE:3

In view of the internal unrest in Sudan, management decided to retire the entire assets.

NOTE:10

- In view of the internal civil unrest, the company could not remit the dues to the Tax department on time, but committed to pay as and when the normalcy is returned.
- During the year 2024-25 there is profit, considering the overall carry forward is a loss income tax not considered for this year. Additionally, the management decided to liquidate the Sudan subsidiary, and they have already initiated the process of De-registration.

NOTE:7

- The Customer, Ministry of Finance and National Economy had terminated the contract. There are no liabilities between parties and hence customer advance of SDG 1,999,999 has been written back during the year.

NOTE: 2.13 – Related Party Transactions

The Company has written back the dues to Ramco Systems FZ-LLC, Dubai, during the year.