VODAFONE M-PESA LIMITED

Financial Statements

For the year ended March 31, 2024

12th Floor, The Ruby
29 Senapati Bapat Marg
Dadar (West)
Mumbai - 400 028, India
Tel : +91 22 6819 8000

INDEPENDENT AUDITOR'S REPORT

To the Members of Vodafone M-Pesa Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Vodafone M-Pesa Limited ("the Company"), which comprise the Balance sheet as at March 31 2024, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. 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 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Other Information

The Company's Board of Directors 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. The Board of Directors' Report is expected to be made available to us after the date of this auditor's report.

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 when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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Responsibility of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and 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 liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also 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 SAs 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.

As part of an audit in accordance with SAs, we exercise professional judgment 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. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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- 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.
- 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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Statement of Cash Flow and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

   (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended;

   (e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;

   (f) With respect to the adequacy of the internal financial controls with reference to these financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

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(g) The provisions of section 197 read with Schedule V of the Act are not applicable to the Company for the year ended March 31, 2024;

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 30 to the financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. No dividend has been declared or paid during the year by the Company.

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vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software (refer note 36 to the financial statements). Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: **101049W/E300004**

per **Amit Poddar**
Partner
Membership Number: 509192
UDIN : 24509192BKFDSV7753

S.R. BATLIBOI & ASSOCIATES LLP
MUMBAI
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Place of Signature: Mumbai
Date: May 10, 2024

Annexure '1' referred to in paragraph under the heading "Report on other legal and regulatory requirements" of our report of even date

Re: Vodafone M-pesa Limited (the 'Company')

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) (a) The Company does not have any property plant and equipment and intangible assets in the books of the Company and accordingly, the requirements under clause 3(i) (a), (b), (c) and (d) of the order are not applicable to the Company.

(e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The Company's business does not require maintenance of inventory and, accordingly, the requirement to report on clause 3(ii)(a) of the Order is not applicable to the Company.

(b) The Company has not availed working capital limits in excess of Rs. five crores in aggregate from banks or financial institutions during any point of time of the year on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) (a) During the year, the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a), (c), (d), (e) and (f) of the Order is not applicable to the Company.

(b) During the year, the Company has not made investments, provided guarantees, provided security and granted loans and advances in the nature of loans to Companies, Firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company.

(iv) There are no loans, investments, guarantees, and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable and accordingly, the requirement to report on clause 3(iv) of the Order is not applicable to the Company.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the services of the Company. Accordingly, the requirement to report on clause 3(vi) of the order is not applicable to the Company.

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(vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, income-tax cess and other statutory dues applicable to it. The provisions relating to provident fund, employee's state insurance, sales tax, value added tax, duty of excise and duty of custom are not applicable to the Company.

According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) The dues of good and services tax have not been deposited on account of any dispute, are as follows

Name of the statute	Nature of the dues	Period to which the amount relates	Forum where the dispute is pending	Amount (Rs in thousands)
Central Goods and Services Tax Act, 2017	Goods and services Tax	2017-18	Appellate Authority	8,313
Central Goods and Services Tax Act, 2017	Goods and services Tax	2017-18	Goods and Services Tax Tribunal	3,935
Total				**12,248**

The Company has deposited Rs 4,399 thousands under protest in connection with the above mentioned dispute.

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

(ix) (a) Loans amounting to Rs. 772,099 thousands are repayable on demand and terms and conditions for payment of interest thereon have not been stipulated. Such loans and interest thereon have not been demanded for repayment during the relevant financial year. The Company does not have any other borrowings.

(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(c) The Company did not have any term loans outstanding during the year hence, the requirement to report on clause (ix)(c) of the Order is not applicable to the Company.

(d) On an overall examination of the financial statements of the Company, the Company has used funds raised on short-term basis (in form of short term borrowing and trade payable) aggregating to Rs. 879,231 thousands for long-term purposes (to fund the losses of the Company).

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(e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(e) and (f) of the Order is not applicable to the Company.

(x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares/fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) No fraud by the Company or no fraud on the Company has been noticed or reported during the year.

(b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor/ secretarial auditor or by us in Form ADT - 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) The Company is not a nidhi company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a) (b) and (c) of the Order is not applicable to the Company.

(xiii) Transactions with the related parties are in compliance with sections 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards. The provisions of section 177 are not applicable to the Company and accordingly, the requirements to report under clause 3(xiii) of the Order insofar as it relates to section 177 of the Act is not applicable to the Company.

(xiv) (a) Though the Company is required to have an internal audit system under section 138 of the Act, it does not have the same established for the year ended on March 31, 2024.

(b) The Company does not have an internal audit system established for the year ended March 31, 2024, therefore, the internal audit system have not been considered by us.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company

(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.

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(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.

(d) The Group has five Core Investment Companies as part of the Group.

(xvii) The Company has not incurred cash losses in the current financial year and immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly, requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) On the basis of the note 34 and 35 to the financial statements, which includes financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions and considering the Company's current liabilities exceeds the current assets by Rs 879,231 thousands, the Company has obtained the letter of financial support from the Holding Company, nothing has come to our attention, which causes us to believe that Company is not capable of meeting its liabilities, existing at the date of balance sheet, as and when they fall due within a period of one year from the balance sheet date.

We, further state that this is not an assurance as to the future viability of the Company and our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The requirement of section 135 of The Companies Act, 2013 is not applicable to the Company, and accordingly, the requirement to report on Clause 3(xx) of the Ordér is not applicable to the Company.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: **101049W/E300004**

per **Amit Poddar**
Partner
Membership Number: 509192
UDIN: 24509192BKFDSV7753

S.R. BATLIBOI & ASSOCIATES LLP
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Place: Mumbai
Date: May 10, 2024

Annexure '2' to The Independent Auditor's Report of even date on the financial statements of Vodafone M-Pesa Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of Vodafone M-Pesa Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to these financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these financial statements.

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MUMBAI
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Meaning of Internal Financial Controls With Reference to these Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: **101049W/E300004**

per **Amit Poddar**
Partner
Membership Number: 509192
UDIN: 24509192BKFDSV7753

S.R. BATLIBOI & ASSOCIATES LLP
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Place of Signature: Mumbai
Date: May 10, 2024

(All amounts are in Rs. thousands, except per share data and unless stated otherwise)

Balance Sheet as at March 31, 2024

Particulars	Notes	As at March 31, 2024	As at March 31, 2023
Assets			
Non-current assets			
Property, plant and equipment	7	-	-
Intangible assets	8	-	-
Financial assets			
Other non-current financial assets	9	5,443	5,254
Other non-current assets	10	1,260	657
Total non-current assets (A)		**6,703**	**5,911**
Current assets			
Financial assets			
Cash and cash equivalents	11	6,082	9,445
Bank balance other than cash and cash equivalents	12	182,203	188,641
Other current financial assets	13	5,225	4,387
Other current assets	14	-	-
Total current assets (B)		**193,510**	**202,473**
Total Assets (A+B)		**200,213**	**208,384**
Equity and Liabilities			
Equity			
Equity share capital	15	2,370,994	2,370,994
Other equity	16	(3,243,522)	(3,255,000)
Total equity (C)		**(872,528)**	**(884,006)**
Liabilities			
Current liabilities			
Financial liabilities			
Short term borrowings	17	772,099	789,099
Trade payables	18		
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		118,415	120,788
Other current financial liabilities	19	182,203	182,490
Other current liabilities	20	24	13
Total current liabilities (D)		**1,072,741**	**1,092,390**
Total Equity and Liabilities (C+D)		**200,213**	**208,384**
The accompanying notes are an integral part of the Financial Statements			

As per our report of even date
For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

For and on behalf of the Board of Directors of Vodafone m-pesa Limited

Amit Poddar
Partner
Membership No.: 509192

Venkatesh Vishwanathan
Director
(DIN: 03122706)

Murthy G.V.A.S.
Director
(DIN: 08920194)

Nitisha Gawde
Company Secretary
Membership No.: A-37074

Place : Mumbai
Date : May 10, 2024

Place : Mumbai
Date : May 10, 2024

(All amounts are in Rs. thousands, except per share data and unless stated otherwise)

Statement of Profit and Loss for the year ended March 31, 2024

Particulars	Notes	For the year ended March 31, 2024	For the year ended March 31, 2023
Income			
Liabilities no longer required written back		2,248	603
Interest income		12,599	9,945
Total income		**14,847**	**10,548**
Operating Expenditure			
Other expenses	21	2,867	4,291
		2,867	**4,291**
Profit/(Loss) before finance costs & tax for the year		**11,980**	**6,257**
Finance costs	22	502	2,042
Profit/(Loss) before tax for the year		**11,478**	**4,215**
Tax expense:			
- Current tax	27	-	-
- Deferred tax	27	-	-
Profit/(Loss) after tax for the year		**11,478**	**4,215**
Other comprehensive income/(loss)		-	-
Total comprehensive income/(loss) for the year, net of tax		**11,478**	**4,215**
Earnings/(Loss) per equity share of Rs. 10 each:			
Basic (Rs.)	28	**0.05**	**0.02**
Diluted (Rs.)	28	**0.05**	**0.02**
The accompanying notes are an integral part of the Financial Statements			

As per our report of even date
For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

For and on behalf of the Board of Directors of Vodafone m-pesa Limited

Amit Poddar
Partner
Membership No.: 509192

Venkatesh Vishwanathan
Director
(DIN: 03122706)

Murthy G.V.A.S.
Director
(DIN: 08920194)

Nitisha Gawde
Company Secretary
Membership No.: A-37074

Place : Mumbai
Date : May 10, 2024

Place : Mumbai
Date : May 10, 2024

(All amounts are in Rs. thousands, except per share data and unless stated otherwise)

Statement of Cash Flows for the year ended March 31, 2024

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Operating activities		
Profit / (Loss) before tax	11,478	4,215
Adjustments to reconcile profit / (loss) before tax to net cash flows:		
Gain on disposal of property, plant and equipment and intangible assets	-	(203)
Finance costs	502	2,042
Bad debts / advances written off	579	-
Allowance for doubtful debts and advances	(600)	429
Liabilities no longer required written back	(2,248)	(603)
Interest income	(12,599)	(9,945)
Working capital adjustments		
Decrease/(Increase) in other financial and non-financial assets	3,496	(3,838)
(Decrease)/Increase in trade payables	(622)	996
(Decrease) in other financial and non-financial liabilities	(276)	(442)
Cash flows grenerated / (used in) operating activities	**(290)**	**(7,349)**
Income tax (paid) / refund (including TDS)(net)	(139)	442
Net cash flows generated / (used in) from operating activities	**(429)**	**(6,907)**
Investing activities		
Proceeds from sale of property, plant and equipment and intangible assets	-	203
Proceeds from Fixed deposits with banks having maturity of 3 to 12 months	2,500	29,400
Interest received	11,571	14,409
Net cash flows generated from investing activities	**14,071**	**44,012**
Financing activities		
Payment of interest and finance charges	(5)	(14,152)
Repayment of short term borrowings (refer note 29)	(17,000)	(17,000)
Net cash flows (used in) financing activities	**(17,005)**	**(31,152)**
Net (decrease) / increase in cash and cash equivalents	**(3,363)**	**5,953**
Cash and cash equivalents at the beginning of the year	9,445	3,492
Cash and cash equivalents at the end of the year (refer note 11)	**6,082**	**9,445**

The above Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS 7 on Statement of Cash

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

For and on behalf of the Board of Directors of Vodafone m-pesa Limited

Amit Poddar
Partner
Membership No.: 509192

Venkatesh Vishwanathan
Director
(DIN: 03122706)

Murthy G.V.A.S.
Director
(DIN: 08920194)

Nitisha Gawde
Company Secretary
Membership No.: A-37074

Place : Mumbai
Date : May 10, 2024

Place : Mumbai
Date : May 10, 2024

(All amounts are in Rs. thousands, except per share data and unless stated otherwise)

Statement of Changes in Equity for the year ended March 31, 2024

A. Equity share capital:
Equity shares of Rs. 10 each issued, subscribed and fully paid

	Numbers	Amount
As at April 1, 2022	237,099,380	2,370,994
Issue of share capital	-	-
As at March 31, 2023	237,099,380	2,370,994
Issue of share capital	-	-
As at March 31, 2024	237,099,380	2,370,994

B. Other equity

Particulars	Reserves and surplus		Total
	Securities premium	Retained earnings	
As at April 1, 2022	2,858,072	(6,117,287)	(3,259,215)
Profit/(Loss) for the year ended March 31, 2023	-	4,215	4,215
As at March 31, 2023	2,858,072	(6,113,072)	(3,255,000)
Profit/(Loss) for the year ended March 31, 2024	-	11,478	11,478
As at March 31, 2024	2,858,072	(6,101,594)	(3,243,522)

As per our report of even date
For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

Amit Poddar
Partner
Membership No.: 509192

Place : Mumbai
Date : May 10, 2024

For and on behalf of the Board of Directors of Vodafone m-pesa Limited

Venkatesh Vishwanathan
Director
(DIN: 03122706)

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Director
(DIN: 08920194)

Nitisha Gawde
Company Secretary
Membership No.: A-37074

Place : Mumbai
Date : May 10, 2024

1. Corporate Information

Vodafone m-pesa Limited (hereinafter referred to as "VMPL" or "the Company"), a wholly owned subsidiary of Vodafone Idea Limited was incorporated under the provisions of the Companies Act applicable in India on September 13, 2014 to operate the mobile wallet business. The Company received its license to operate the services from Reserve Bank of India w.e.f. November 7, 2014.The registered office of the Company is situated at 10th Floor, Birla Centurion, Century Mill Compound, Pandurang Budhkar Marg, Worli, Mumbai – 400030, India.

The financial statements for the year ended March 31, 2024 were approved by the Board of Directors and authorized for issue on May 10, 2024.

2. Statement of compliance

The financial statements of the Company comprising of Balance Sheet, Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows together with the notes have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

3. Basis of preparation

The financial statements have been prepared on a historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services on the transaction date.

All financial information presented in Rs. has been rounded off to thousands unless otherwise stated.

The Company has elected to present Profit/(Loss) before finance costs and tax as a separate line item on the face of the statement of profit and loss. In such measurement, the company does not include finance costs, exceptional items and tax.

The financial statements are based on the classification provisions contained in Ind AS 1, 'Presentation of Financial Statements' and division II of schedule III of the Companies Act, 2013.

4. The Company had decided to close its Prepaid Payment Instrument (PPI) and Business Correspondence (BC) business in the year 2019-20. The Company had thereby written to the Reserve Bank of India (RBI) for surrendering its Licence to issue PPI's which has been accepted by the RBI effective September 30, 2019. Pursuant to such acceptance, the RBI had directed the Company to:

   a) Maintain the unextinguished liability towards PPI holders and merchants in the escrow account for a period of three years i.e. till September 30, 2022 and make efforts to extinguish the same.
   b) Continue compliance of Master Direction on issuance and operation of PPIs dated October 11, 2017 (updated as on January 16, 2020) and maintain / store log of all transactions undertaken using our PPIs for a period of ten years.
   c) Fulfil customer transaction related and other data related queries on request.
   d) Store and retrieve based on queries from regulatory authorities and / or law enforcement agencies, records as available in hard copy/ scan images for full KYC customers.
   e) Continue operating call centres for addressing customer queries and/or grievances.

Post completion of the 3 year period ended 30th September, 2022, the Company had written to the Reserve Bank of India (RBI) on way forward relating to compliances to be continued post which the RBI has advised to continue maintaining the unextinguished liability towards PPI holders and merchant in the escrow account till further communication from their end. Per the latest communication from RBI dated 2nd August, 2023, the Company has been advised to follow the same practise. Till date there is no communication received from RBI on the same.

During the current year, the Company has assessed its liquidity position and its possible sources of funds. The Board of Directors are confident of the Company's ability to meet its obligations as and when they arise in the next twelve months from the balance sheet date. After receipt of relevant directions from RBI, the Company is exploring other options for this entity and is not in the process of closure. Accordingly, these financial statements have been prepared on a going concern basis.

Mr. Tridib Ghosh Dastider, Chief Financial Officer of the Company had resigned on April 26, 2020 and Mr. Suresh Kumar Ramiah, Managing Director of the Company had resigned w.e.f. 31 December 2020. As mentioned above, while the Company has no business operations, it needs to continue to comply with RBI guidelines and other regulations. Accordingly, the Company has not appointed any one to replace Mr. Tridib as Chief Financial Officer of the Company or Mr. Suresh Kumar Ramiah as the Managing Director.

5. Material Accounting Policies

a) Interest Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is recorded using the applicable Effective Interest Rate (EIR), which is the rate that exactly discounts estimated future cash receipts over the expected life of the financial asset to that asset's net carrying amount on initial recognition.

b) Foreign currency transactions

The Company's financial statements are presented in Indian Rupees (Rs.) which is also the Company's functional currency.

Transactions in foreign currencies are initially recorded at the Rs. spot rate on the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange on the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised on net basis within finance cost in the Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recognised using the exchange rates at the dates of the initial transactions.

c) Taxes

Income tax expense represents the sum of current tax and deferred tax.

i. Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Current tax is based on the taxable income and calculated using the applicable tax rates and tax laws. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current tax relating to items recognised outside profit or loss is recognised outside profit or loss in correlation to the underlying transaction either in OCI or directly in equity.

ii. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets are generally recognised for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting date and reduced to the extent it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or that entire deferred tax asset to be utilised. Unrecognized deferred tax assets are re-assessed at the end of each reporting date and are recognised to the extent it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

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

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation statute.

d) Current / Non – Current Classification

An asset is classified as current when

a) It is expected to be realized or consumed in the company's normal operating cycle;
b) It is held primarily for the purpose of trading;
c) It is expected to be realized within twelve months after the reporting period; or
d) If it is cash or cash equivalent, unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
Any asset not conforming to the above is classified as non-current.

A liability is classified as current when

a) It is expected to be settled in the normal operating cycle of the company;
b) It is held primarily for the purposes of trading;
c) It is expected to be settled within twelve months after the reporting period; or
d) The company has no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Any liability not conforming to the above is classified as non-current.

e) Property, Plant and Equipment

Property, Plant and Equipment (PPE) and Capital work in progress (CWIP) held for use in the rendering of services and supply of goods, or for administrative purposes, are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes all direct costs relating to acquisition and installation of Property, Plant and Equipment, non-refundable duties and borrowing cost relating to qualifying assets. CWIP represents cost of property, plant and equipment not ready for intended use as on the reporting date. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably. All other repair and maintenance costs are recognised in the Statement of Profit and Loss as incurred.

Depreciation commences once such assets are available for use in the intended condition and location. Depreciation is provided using straight-line method on pro rata basis over their estimated useful economic lives as given below. The useful life is taken as prescribed in Schedule II to the Companies Act, 2013 except where the estimated useful economic life has been assessed to be lower.

Particulars	Estimated useful life (in years)
Plant and machinery	8 years
Computer and servers	3 to 5 years

When any significant part of property, plant and equipment is discarded or replaced, the carrying value of discarded / replaced part is derecognized. Any gains or losses arising from retirement or disposal of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss on the date of retirement or disposal.

f) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Cost includes all direct costs relating to acquisition of Intangible assets and borrowing cost relating to qualifying assets. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any

The useful lives of intangible assets are assessed as either finite or indefinite. There are no intangible assets assessed with indefinite useful life.

Intangible assets with finite lives are amortised over the useful economic life. The amortisation period, residual value and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each year.

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the Statement of Profit and Loss unless such expenditure forms part of carrying value of another asset.

Intangible assets are amortised on straight line method as under:
• Software, which is not an integral part of hardware, is treated as an intangible asset and is amortised over its useful economic life as estimated by the management to be 3 years.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

g) Impairment of Non – Financial Assets

Tangible and Intangible assets are reviewed for impairment, whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less cost of disposal, an appropriate valuation model is used. If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, an impairment loss is recognised in Statement of Profit and Loss by reducing the carrying amount of the asset (or cash-generating unit) to its recoverable amount.

Impairment losses recognized in the earlier periods are assessed at each reporting date for any indication that the loss has decreased or no longer exists. If such indication exists, the Company estimates the asset's (or cash generating unit's) recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in estimates used to determine the assets' recoverable amount since the last impairment loss was recognised. When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had such impairment loss not been recognised for the asset (or cash-generating unit) in prior years. Any reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss.

h) Borrowing Costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. All borrowing costs are expensed in the period in which they are incurred.

i) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise of cash at bank and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

j) Financial Instruments

Initial recognition and measurement

Financial Instruments (assets and liabilities) are recognised when the Company becomes a party to a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, other than those designated as fair value through profit or loss (FVTPL), are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in the Statement of Profit and Loss.

i. Financial assets

All regular way purchase or sale of financial assets are recognised and derecognised on a trade date basis. Regular way purchase or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Subsequent measurement
All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets:
a) Financial assets measured at amortised cost

b) Financial assets measured at fair value through profit or loss (FVTPL) - The Company does not have any assets classified as FVTPL

c) Financial assets measured at fair value through other comprehensive income (FVTOCI) – The Company does not have any assets classified as FVTOCI.

Financial assets measured at amortised cost

A financial asset is measured at amortised cost if both the following conditions are met:

• The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

• Contractual terms of the instruments give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. EIR is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the EIR, transaction costs and other premiums or discounts) through the expected life of the debt instrument or where appropriate, a shorter period, to the net carrying amount on initial recognition.

The EIR amortisation is included in other income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables, loans, etc.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised when:

• The rights to receive cash flows from the asset have expired, or

• The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass through' arrangement; and either

- the Company has transferred substantially all the risks and rewards of the asset, or

- the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

• Debt instruments measured at amortised cost e.g., loans and bank deposits
• Trade receivables
• Other Financial assets not designated as FVTPL

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

ii. Financial liabilities

Subsequent measurement

All financial liabilities are subsequently measured at amortised cost using the EIR method or at FVTPL. The Company does not have any liability classified as FVTPL.

Financial liabilities at amortised cost

After initial recognition, interest-bearing borrowings and other payables are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires.

In case, an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in Statement of Profit and Loss.

iii. Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

k) Fair value measurement

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) (a) on the date of the event or change in circumstances that caused the transfer or (b) at the end of each reporting period or (c) at the beginning of each reporting period.

l) Earnings per share

The earnings considered in ascertaining the Company's Earnings per share (EPS) is the net profit/ (loss) after tax.

EPS is disclosed on basic and diluted basis. Basic EPS is computed by dividing the profit / loss for the period attributable to the shareholders of the Company by the weighted average number of shares outstanding during the period. The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless the effect of the potential dilutive equity shares is anti-dilutive.

m) Provisions and Contingent Liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the Statement of Profit and Loss.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

n) Contingent Liabilities

A Contingent Liability is disclosed where there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Contingent Assets are not recognised.

o) Recent pronouncements

Amendments to Ind AS

MCA vide notification no. G.S.R. 242(E) dated March 31, 2023 has issued Companies (Indian Accounting Standards) Amendment Rules, 2023 which amends following Ind AS:

- Ind AS 101 First Time Adoption of Indian Accounting Standards
- Ind AS 102 Shared based Payment
- Ind AS 12 Income Taxes
- Ind AS 107 Financial Instrument Disclosures
- Ind AS 103 Business Combinations
- Ind AS 109 Financial Instruments
- Ind AS 115 Revenue from Contracts with Customers
- Ind AS 1 Presentation of Financial Statements
- Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- Ind AS 34 Interim Financial Reporting

The amendments are applicable for annual periods beginning after April 1, 2023, however, these do not have material impact on the Financial Statements of the Company.

6. Use of Estimates, assumptions and judgments

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures including the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require an adjustment to the carrying amount of assets or liabilities in future periods. Difference between actual results and estimates are recognised in the periods in which the results are known / materialise.

The Company has based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Estimates and Assumptions

i. Taxes

The Company provide for tax considering the applicable tax regulations and based on reasonable estimates. Management periodically evaluates positions taken in the tax returns giving due considerations to tax laws and establishes provisions in the event if required as a result of differing interpretation or due to retrospective amendments, if any.

The recognition of deferred tax assets is based on availability of sufficient taxable profits in the Company against which such assets can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

ii. Provisions and Contingent Liabilities

Provisions and contingent liabilities are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Evaluations of uncertain provisions and contingent liabilities and assets requires judgement and assumptions regarding the probability of realization and the timing and amount, or range of amounts, that may ultimately be incurred. Such estimates may vary from the ultimate outcome as a result of differing interpretations of laws and facts. Refer note 31 for further details about Contingent liabilities.

(All amounts are in Rs. thousands, except per share data and unless stated otherwise)

Note 7
Property, Plant and Equipment

Particulars	Plant and machinery
Cost	
As at April 1, 2022	**639,838**
Additions	-
Disposals/Adjustments	(639,838)
As at March 31, 2023	**-**
Additions	-
Disposals/Adjustments	-
As at March 31, 2024	**-**
Accumulated Depreciation	
As at April 1, 2022	**639,838**
Depreciation charge for the year	-
Disposals/Adjustments	(639,838)
As at March 31, 2023	**-**
Depreciation charge for the year	-
Disposals/Adjustments	-
As at March 31, 2024	**-**
Net Book Value	
As at March 31, 2024	**-**
As at March 31, 2023	**-**

Note 8
Intangible assets

Particulars	Computer - Software
Cost	
As at April 1, 2022	**177,225**
Additions	-
Disposals/Adjustments	(177,225)
As at March 31, 2023	**-**
Additions	-
Disposals/Adjustments	-
As at March 31, 2024	**-**
Accumulated Amortisation	
As at April 1, 2022	**177,225**
Amortisation charge for the year	-
Disposals/Adjustments	(177,225)
As at March 31, 2023	**-**
Amortisation charge for the year	-
Disposals/Adjustments	-
As at March 31, 2024	**-**
Net Book Value	
As at March 31, 2024	**-**
As at March 31, 2023	**-**

(All amounts are in Rs. thousands, except per share data and unless stated otherwise)

Note 9
Other non-current financial assets

Particulars	As at March 31, 2024	As at March 31, 2023
Margin money deposits	4,685	4,686
Interest receivable	758	568
Total	**5,443**	**5,254**

Note 10
Other non-current assets

Particulars	As at March 31, 2024	As at March 31, 2023
Advance income tax (Net)	796	657
Others (consisting mainly deposit against demands which are appealed against / subjudice)		
- Considered Good	464	-
- Considered Doubtful	6,179	6,179
	7,439	**6,836**
Allowance for doubtful advances (refer note 24)	(6,179)	(6,179)
Total	**1,260**	**657**

Note 11
Cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with banks in current accounts	6,082	9,445
Total	**6,082**	**9,445**

Note 12
Bank balance other than cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Fixed deposits with banks having maturity of 3 to 12 months	-	2,500
Demand deposits and bank balances- Escrow account (3 to 12 months)	182,203	186,141
Total	**182,203**	**188,641**

Note 13
Other current financial assets

Particulars	As at March 31, 2024	As at March 31, 2023
Interest receivable	5,225	4,387
Total	**5,225**	**4,387**

Note 14
Other current assets

Particulars	As at March 31, 2024	As at March 31, 2023
GST recoverable		
- Considered Doubtful	226,844	226,898
Prepaid expenses	-	-
Others		
- Considered Doubtful	101	647
	226,945	**227,545**
Allowance for doubtful advances (refer note 24)	(226,945)	(227,545)
Total	**-**	**-**

(All amounts are in Rs. thousands, except per share data and unless stated otherwise)

Note 15
Equity share capital

Particulars	As at March 31, 2024		As at March 31, 2023	
	Numbers	Amount	Numbers	Amount
EQUITY SHARE CAPITAL				
Authorised share capital				
Equity Shares of Rs. 10 each	350,000,000	3,500,000	350,000,000	3,500,000
	350,000,000	**3,500,000**	**350,000,000**	**3,500,000**
Issued, subscribed and paid-up share capital				
Equity Shares of Rs. 10 each fully paid up	237,099,380	2,370,994	237,099,380	2,370,994
	237,099,380	**2,370,994**	**237,099,380**	**2,370,994**

(a) Reconciliation of number of shares outstanding

Particulars	As at March 31, 2024		As at March 31, 2023	
	Numbers	Amount	Numbers	Amount
Equity shares outstanding at the beginning of the year	237,099,380	2,370,994	237,099,380	2,370,994
Issue of shares	-	-	-	-
Equity shares outstanding at the end of the year	237,099,380	2,370,994	237,099,380	2,370,994

(b) Terms/ rights attached to issued, subscribed and paid up equity shares

The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shareholders holding more than 5% shares in the Company

Name of the shareholders	As at March 31, 2024		As at March 31, 2023	
	Numbers	% holding in the class	Numbers	% holding in the class
Equity shares of Rs. 10 each fully paid				
Vodafone Idea Limited, the holding company and its nominees	237,099,380	100%	237,099,380	100%

Note 16
Other Equity

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Securities premium		
Opening balance	2,858,072	2,858,072
Allotment of Equity shares	-	-
Closing balance	**2,858,072**	**2,858,072**
(ii) Retained earnings		
Opening balance	(6,113,072)	(6,117,287)
Profit for the year	11,478	4,215
Closing balance	**(6,101,594)**	**(6,113,072)**
Total	**(3,243,522)**	**(3,255,000)**

Note 17
Short term borrowings

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured Loans [1]		
Loan from related parties (refer note 29)	772,099	789,099
Total	**772,099**	**789,099**

[1] The Loan is repayable on demand with nil interest rate.

(All amounts are in Rs. thousands, except per share data and unless stated otherwise)

Note 18
Trade Payables (including amount referred in note 29)
The following is ageing schedule of trade payables :

Particulars	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at March 31, 2024						
(i) Micro enterprises and small enterprises	-	-	-	-	-	-
(ii) Others	-	698	-	75	110,730	111,503
	-	698	-	75	110,730	111,503
Accrued expenses						6,912
Total						118,415
For the year ended March 31, 2023						
(i) Micro enterprises and small enterprises	-	-	-	-	-	-
(ii) Others	-	1,038	356	80	112,150	113,624
	-	1,038	356	80	112,150	113,624
Accrued expenses						7,164
Total						120,788

Note 19
Other current financial liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Outstanding liability to customers and merchants	182,203	182,490
Total	**182,203**	**182,490**

Note 20
Other current liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Taxes and other liabilities	24	13
Total	**24**	**13**

Note 21
Other expenses

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Repairs and maintenance	646	845
Rates and taxes	18	25
Communication expenses	8	-
Travelling and conveyance	1	20
Allowance for doubtful debts and advances (includes amount referred in note 24)	(600)	429
Bad debts / advances written off	579	-
Gain on disposal of property, plant and equipment	-	(203)
Directors sitting fees (refer note 29)	100	100
Legal and professional charges (includes amount referred in note 29)	272	542
Audit fees (refer note 26)	100	100
Support service charges (refer note 29)	1,705	2,433
Miscellaneous expenses(includes amount referred in note 26)	38	-
Total	**2,867**	**4,291**

(All amounts are in Rs. thousands, except per share data and unless stated otherwise)

Note 22
Finance costs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest on others	-	502
Bank charges [1]	5	5
Total interest expense	**5**	**507**
Exchange difference (net)	497	1,535
Total	**502**	**2,042**

[1] Includes transaction settlement charges

Note 23
Details of Foreign Currency Exposures

Not hedged by a derivative instrument or otherwise

Particulars	As at March 31, 2024	As at March 31, 2023
Trade Payables and Other Current Financial Liabilities		
In EURO[1]	264	264
In GBP	98	98
Equivalent Rs. of Trade Payables and Other Financial Liabilities in Foreign Currency [2]	34,143	33,647

[1] An amount of EUR 264 (Rs. 23,829) is outstanding as at March 31, 2024 as payable to Vodafone Group Services Limited ("VGSL") and Vodafone Sales & Services Limited ("VSSL") towards Group service charges. As per RBI guidelines in respect to payment for import of goods and services, the Company may require approval from Authorised Dealer (Bank) / RBI at the time of making this payment, as the amount is outstanding for more than 3 years as on the signing date of these financial statements. The Company is confident of receiving such approvals at the time of actual remittance of such outstanding dues to VGSL & VSSL

[2] Amount in Rs. represents conversion at closing rate

Note 24
Movement of Allowances for Doubtful Debts/Advances

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balance	233,724	233,295
Charged to Statement of Profit and Loss (net) (refer note 21)	(600)	429
Closing Balance	**233,124**	**233,724**

Note 25
Segment Information

As the Company operates in only one business segment, there is no separate reportable segment as per Ind AS – 108 on "Operating segment".

Note 26
Auditor's Remuneration

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Statutory Audit Fees	100	100
Out of pocket expenses (included in Miscellaneous expenses)	3	-
Total Remuneration	**103**	**100**

(All amounts are in Rs. thousands, except per share data and unless stated otherwise)

Note 27
Income Tax Expenses

(a) Reconciliation of average effective tax rate and applicable tax rate :

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit / (Loss) before income tax expense	11,478	4,215
Applicable Tax Rate	25.17%	25.17%
Effect of items for which no deferred tax is recognised	(25.17)%	(25.17)%
Effective Tax Rate	0.00%	0.00%

(b) Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carry forward of unabsorbed depreciation and tax losses can be utilised. Accordingly, in view of uncertainty the Company has not recognized deferred tax assets in respect of carried forward tax losses / capital losses / temporary differences of Rs. 2,085,597 thousand as of March 31, 2024 (March 31, 2023: Rs. 2,097,286 thousand).

Note 28
Basic & Diluted Earnings/(Loss) per Share

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Nominal value of per equity share	10/-	10/-
Profit/(Loss) after tax	11,478	4,215
Profit/(Loss) attributable to equity shareholders	11,478	4,215
Weighted average number of equity shares outstanding during the year	237,099,380	237,099,380
Basic and diluted earnings/(loss) per share	0.05	0.02

Note 29
Related party transactions

The Company has transactions with below related parties:

Relationship	Related Party
Holding Company	Vodafone Idea Limited
Fellow Subsidiaries	Vodafone Idea Shared Services Limited
Entities having significant influence	Vodafone Group Services Limited
	Vodafone Sales & Services Limited
Key Management personnel (KMP)	Mr. Venkatesh Vishwanathan (Non-Executive Director) *
	Mr. Murthy G.V.A.S. (Non-Executive Director) *
	Mrs. Tripti Desai (Non-Executive Director)

* No transactions during the year

(All amounts are in Rs. thousands, except per share data and unless stated otherwise)

A. Transactions with Related Parties for the year ended March 31, 2024 and March 31, 2023

Particulars	Holding Company	Fellow Subsidiaries	KMP
Purchase of service	-	1,705	-
	-	(2,433)	-
Loan repaid during the year	17,000	-	-
	(17,000)	-	-
Reimbursement of expenses to	300	-	-
	-	-	-
Director's Sitting Fees	-	-	100
	-	-	(100)

(Figures in bracket are for the year ended March 31, 2023)

B. Balances with Related Parties

Particulars	Holding Company	Fellow Subsidiaries	Entities having significant influence
Outstanding loan payable	772,099	-	-
	(789,099)	-	-
Trade and Other Payables	108	618	23,829
	-	(712)	(23,668)

(Figures in bracket are as on March 31, 2023)

Note 30
Contingent Liabilities

Contingent Liabilities not provided for:

Particulars	As at March 31, 2024	As at March 31, 2023
Service tax/Goods and Service Tax(GST) matters	3,935	3,935
Demands Considered as Remote	**3,935**	**3,935**

Service Tax/ GST matters

- During the previous year, the Company has received demand order on account of carried forward of Krishi Kalyan Cess, Education Cess and Secondary and Higher Education Cess Credit in Form GST TRAN-1.

Future cash outflows in respect of the above matters are determinable only on receipt of judgments/ decisions from such forums/ authorities. Further, based on the Company's evaluation, it believes that it is not probable that the claim will materialise and therefore, no provision has been recognised for the above.

(All amounts are in Rs. thousands, except per share data and unless stated otherwise)

Note 31

Financial instruments

a) Financial Instruments by Category:
The following table provides categorisation of all financial instruments at carrying value:

a) Financial Instruments by Category:

Particulars	As at March 31, 2024	As at March 31, 2023
	Amortised Cost	
Financial Assets		
Cash and cash equivalents	6,082	9,445
Margin money deposits	4,685	4,686
Bank balance other than cash and cash equivalents	182,203	188,641
Interest receivable [1]	5,983	4,955
Total Financial Assets	**198,953**	**207,727**

Particulars	As at March 31, 2024	As at March 31, 2023
	Amortised Cost	
Financial Liabilities		
Borrowings including Interest accrued but not due	772,099	789,099
Trade payables	118,415	120,788
Outstanding liability to customers and merchants	182,203	182,490
Total Financial Liabilities	**1,072,717**	**1,092,377**

[1] included in current / non-current assets

(b) Fair value hierarchy
The carrying amounts of the financial assets and financial liabilities are reasonable approximation of their fair values. Accordingly, the fair values of such financial assets and financial liabilities have not been disclosed separately.

Note 32

Financial risk management objectives and policies

The Company's principal financial liabilities comprise borrowings, trade and other payables. The Company's principal financial assets comprise bank balance, deposit with banks and others.

The Company is exposed to various financial risks such as market risk, credit risk and liquidity risk. The Directors of the Company oversee management of these risks and assure that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

a) Market risk
Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk.

b) Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has no exposure to the risk of changes in market interest as the Company has borrowed from the Holding Company and the interest rate on such borrowing is Nil.

c) Foreign currency risk
Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency).

(All amounts are in Rs. thousands, except per share data and unless stated otherwise)

The Company's foreign currency risks are identified, measured and managed at periodic intervals in accordance with the Company's policies.

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in foreign currency rates, with all other variables held constant. The impact on the Company's profit / (loss) before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives.

Currency exposure	Change in currency exchange rate	Effect on profit before tax
March 31, 2024		
EURO	+5%	(1,191)
	-5%	1,191
GBP	+5%	(516)
	-5%	516
March 31, 2023		
EURO	+5%	(1,183)
	-5%	1,183
GBP	+5%	(499)
	-5%	499

d) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument, leading to a financial loss.

- Other financial assets and cash deposits

The Company maintains its Cash and cash equivalents with banks and financial institutions having good reputation, good past record and high quality credit rating and reviews their credit worthiness on an on-going basis in close co-ordination with its holding Company's Treasury team.

The Company's maximum exposure to credit risk for the components of the balance sheet as at March 31, 2024 and March 31, 2023 on its carrying amounts as disclosed in notes 9 and 11 to 13.

e) Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company has financial liabilities of trade and other payables which are payable within one year.

The Company maintains adequate liquidity through effective fund/working capital management for settling its liabilities as and when they arise. However, the Company may need financial support from the holding company, to settle some of its existing liabilities and fund the operations of the Company (refer note 34)

Note 33
Capital management

For the purpose of the Company's capital management, capital includes issued equity share capital and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value.

The Company has external (i.e. excluding those of Holding Company and Fellow Subsidiaries) financial liabilities of trade and other payables which are payable within one year. The Company is confident of meeting its liabilities within the due dates with available liquid assets, receivable and effective working capital management. However, the Company may need financial support from the holding company, to settle some of its existing liabilities and fund the operations of the Company (refer note 34).

(All amounts are in Rs. thousands, except per share data and unless stated otherwise)

Note 34

The Company has accumulated losses of Rs. 3,243,522 thousand as at March 31, 2024 and the Company's current liabilities exceeded its current assets by Rs. 879,231 thousand. The Company has assessed its liquidity position and its possible sources of funds. The holding company, subsequent to the balance sheet date, has raised funds of Rs 180,000,000 thousand through "Further Public Offer" and got Shareholder's approval to raise Rs 20,750,000 thousand through "preferential allotment".

The holding company is committed to extend appropriate financial support as required to the Company in meeting its working capital requirements for the next 12 months from the date of the financial statements to enable the Company to continue as a going concern. Accordingly, the financial statements of the Company have been prepared on a going concern basis as the Company will be able to meet its liabilities as when they fall due.

Note 35

Additional Disclosure as per requirement of Schedule III

Ratios for the year ended March 31, 2024 and March 31, 2023

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	Variance	Reason for variance
Current Ratio (1)	0.64	0.67	-4%	-
Return on Equity Ratio (2)	NA*	NA*	NA*	-
Trade Payables turnover ratio (3)	0.02	0.03	-31%	Mainly due to decrease in total purchases
Net capital turnover ratio (4)	NA*	NA*	NA*	-
Net Profit ratio (%) (5)	NA#	NA#	NA#	-
Return on Capital employed (6)	NA*	NA*	NA*	-

(1) Current Ratio = [Current assets/Current liabilities (excluding short term borrowings)]

(2) Return on Equity Ratio = [Net Profit/(loss) after tax/Average Equity]

(3) Trade Payables turnover ratio = [Total purchases/Average Trade Payables]

(4) Net capital turnover ratio = [Profit/(loss) before exceptional items and tax + Finance costs - Other Income/(Current asset - Current liability (excluding Short term borrowings))

(5) Net profit ratio = [Profit after tax/Revenue from operations]

(6) Return on Capital employed = [(Profit/(loss) before tax + Finance costs (net of other income)/ (Equity share capital + Other equity)]

* As the Net-worth is negative as on March 31, 2024 and as on March 31, 2023.

As there is no service revenue as on March 31, 2024 and as on March 31, 2023.

Note 36

The Company uses accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software.

Note 37

Previous year figures have been regrouped/rearranged wherever necessary to conform to the current year grouping.

As per our report of even date
For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

Amit Poddar
Partner
Membership No.: 509192

Place : Mumbai
Date : May 10, 2024

For and on behalf of the Board of Directors of Vodafone m-pesa Limited

Venkatesh Vishwanathan
Director
(DIN: 03122706)

Murthy G.V.A.S.
Director
(DIN: 08920194)

Nitisha Gawde
Company Secretary
Membership No.: A-37074

Place : Mumbai
Date : May 10, 2024