Company Registration No. 09634021

IMImobile South Africa 1 Limited

Annual Report and Financial Statements

For the year ended 31 March 2022



Annual Report and financial statements for the year ended 31 March 2022

Contents	Page
Officers and professional advisers	1
Directors' report	2
Statement of comprehensive income	5
Statement of financial position	6
Statement of changes in equity	7
Notes to the financial statements	8

Annual Report and financial statements for the year ended 31 March 2022

Officers and professional advisers

Directors

Jayesh Patel Michael Jefferies

Registered Office

c/o IMImobile 5 St. John's Lane London ECIM 4BH United Kingdom

Annual Report and financial statements for the year ended 31 March 2022

Directors' report

The directors present their annual report and financial statements for the year ended 31 March 2022.

This report has been prepared taking advantage of the small companies exemption in accordance with s414B 'Strategic report: small companies exemption' of the Companies Act 2006.

Principal activities

The principal activity of the Company is that of a holding company.

Results

The Company's results for the year are set out in the statement of comprehensive income on page 5 showing a profit for the year of ZAR 1,600 (2021: loss of ZAR 13,171,561). At 31 March 2022, the Company had net liabilities of ZAR40,544,740 (2021: ZAR 40,546,340).

Dividends

The Directors are not recommending a final dividend for the year (2021: nil). No interim dividend was paid during the year (2021: nil).

Going concern

The Company acts as a holding company so depends on support from the Group. A parent undertaking, IMImobile Limited, has confirmed that it will provide financial support to the Company for at least 12 months from the date of these financial statements to enable it to both meet its liabilities as they fall due and to carry on business without a significant curtailment of operations. Accordingly, the directors continue to adopt the going concern basis in preparing the financial statements. For further details please refer to note 1.

Future developments

The Company is part of a wider group which continues to lead the industry in its product, platform and service offerings enabling its clients to communicate and transact with their customers more effectively on mobile devices. The Group's solutions allow customers to use mobile as a channel to create new revenue streams, as a CRM and customer engagement channel, and as a channel to improve business operations.

In general, COVID-19 has driven an acceleration in the digital communication strategies of large enterprises and, although it has undoubtedly created challenges, it has also demonstrated the mission-critical nature of the interactions we deliver for our customers.

Principal risks and uncertainties

The Company acts as a holding company so depends on support from the Group. Competitive pressures are a continuing risk to the Group, which could result in losing sales to customers. The business manages this risk by providing innovative, 'best in class' services to its customers. The Group is not reliant on any single customer for the success of the business.

Financial risk management objectives and policies

Policies

The Company's financial instruments comprise cash and cash equivalents and items such as trade receivables and trade payables that arise directly from its operations. The main purpose of these financial instruments is to provide finance for the Company's operations.

The Company's operations expose it to a variety of financial risks including liquidity risk, credit risk, interest rate risk and foreign currency exchange rate risk. It is the objective of the Company to minimise these risks where possible by maintaining and operating a robust control environment. The Board reviews and agrees policies for managing each of these risks and they are summarised below.

The Company currently does not use derivative financial instruments to manage its exposure to these risks.

Annual Report and financial statements for the year ended 31 March 2022

Liquidity risk

As regards liquidity, the Company's policy has throughout the year been to ensure continuity of funding. The Company manages liquidity risk by maintaining adequate reserves by continuously monitoring forecast and actual cash flows.

The majority of payables (note 10) are due to be paid after more than twelve months of the balance sheet date.

Credit risk

As the Company acts as a holding company and all material transactions are with fellow group undertakings, management do not consider credit risk to be material when assessing assets, liabilities and financial position.

Interest rate risk

Historically the Company has financed its operations through a mix of equity and debt to help minimise its exposure. The Company minimises its risk to interest fluctuations by negotiating a fixed rate of interest on all external debt. At the balance sheet date the Company held cash and cash equivalents of £nil (2021: £nil) and had no external debt.

Currency risk

The Company's conducts the majority of its transactions in South African Rand, the presentational and functional currency of the Company, so management do not consider currency risk to be material when assessing assets, liabilities and financial position.

Financial assets

The Company has no financial assets, other than short-term receivables and cash and cash equivalents.

Directors

The directors who served during the year and to the date of these financial statements were as follows:

Jayesh (Jay) Patel Michael (Mike) Jefferies

Directors' indemnities

The Company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law).

Under company law, directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

Annual Report and financial statements for the year ended 31 March 2022

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Approved by the Board of Directors and signed on behalf of the Board

Mike Jefferies Director

14 December 2022

Annual Report and financial statements for the year ended 31 March 2022

Statement of comprehensive income for the year ended 31 March 2022

	Notes	2022 ZAR	2021 ZAR
Administrative income / (costs)		1,600	(7,155,725)
Operating profit / (loss)	3	1,600	(7,155,725)
Finance expense	6		(6,015,836)
Profit/(loss) before tax		1,600	(13,171,561)
Tax charge	7		-
Profit/(loss) after tax for the year and total comprehensive expense		1,600	(13,171,561)

The results stated above are all derived from continuing operations.

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

Annual Report and financial statements for the year ended 31 March 2022

Statement of financial position as at 31 March 2022

	Notes	2022 ZAR	2021 ZAR
Non-current assets			
Investments in subsidiaries	8	59,998,818	59,998,818
		59,998,818	59,998,818
Current assets		, ,	, ,
Trade and other receivables	9	-	15,306
Tax receivable		1,067	1,067
Net current assets		1,067	16,373
Total assets less current liabilities		59,999,885	60,015,191
Non-current liabilities			
Trade and other payables	10	(100,544,625)	(100,561,531)
Net liabilities		(40,544,740)	(40,546,340)
Equity			
Called-up share capital	11	20,686	20,686
Retained deficit	11	(40,565,426)	(40,567,026)
Total deficit		(40,544,740)	(40,546,340)

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

For the year ending 31 March 2022 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies. No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and for the preparation of accounts.

The financial statements of IMImobile South Africa 1 Limited, registered number 09634021, have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and were approved by the Board of Directors and authorised for issue on 14 December 2022.

Signed on behalf of the Board of Directors

Mike Jefferies Director

Annual Report and financial statements for the year ended 31 March 2022

Statement of changes in equity for the year ended 31 March 2022

	Notes	Called-up share capital ZAR	Retained deficit ZAR	Total deficit ZAR
Balance at 1 April 2020 Total comprehensive expense for the year Shares issued in the year	11	,		(27,375,569) (13,171,561) 790
Balance at 31 March 2021 Total comprehensive expense for the year		20,686	(40,567,026) 1,600	(40,546,340) 1,600
Balance at 31 March 2022		20,686	(40,565,426)	(40,544,740)

Annual Report and financial statements for the year ended 31 March 2022

Notes to the financial statements

1. Accounting policies

The Company is a private company, limited by shares, incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. These financial statements are presented in South African Rand ("ZAR") because that is the currency of the primary activities of the Company. The registered address is shown on page 1 and the principal activity of the business is included in the Directors' report on page 2.

These financial statements are separate financial statements. The company is exempt from the preparation of consolidated financial statements under section 400 of the Companies Act 2006 since it is included in the group financial statements of IMImobile Limited. The group financial statements of IMImobile Limited are available for public use and can be obtained as set out in note 12.

Basis of accounting/statement of compliance

The Company meets the definition of a qualifying entity under FRS 100 (Financial reporting Standard 100) issued by the Financial Reporting Council. The financial statements have therefore been prepared in accordance with FRS 101 'Reduced Disclosure framework' as issued by the Financial Reporting Council.

As permitted by FRS 101, exemption from disclosing standards not yet effective has been taken.

The Company has also taken advantage of the exemption from the requirements in IAS 24 'Related party disclosures' to disclose related party transactions entered into between two or more members of the Group where those party to the transaction are wholly owned by a member of the Group and the requirements of IAS 7 'Statement of cash flows' and IFRS 7 'Financial instruments: disclosure'.

The financial statements have been prepared under the historical cost convention and under the going concern assumption.

The principal accounting policies applied in preparation of the Company Financial Statements are set out below.

Foreign currencies

The Company financial statements are presented in South African Rand ("the presentational currency" and "the functional currency").

Foreign currency transactions are translated into the presentational currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Going concern

At 31 March 2022, the Company had net liabilities of ZAR 40,544,740 (2021: ZAR 40,546,340) and made a profit in the year of ZAR 1,600 (2021: ZAR loss of 13,171,561).

The COVID-19 pandemic has had wide ranging impacts on the Global economy and the potential impact on the Company is considered in the Directors' report on page 2.

The directors have considered the use of the going concern basis in the preparation of the financial statements in light of current market conditions and concluded that it is appropriate. In coming to this conclusion, the directors have considered the fact that a parent company, IMImobile Limited, has confirmed that it will support the Company for at least 12 months from the date of these financial statements to meet its obligations as and when they fall due for the foreseeable future.

Interest expense

Interest expenses on fixed rate borrowings are recognised in the income statement in the period in which they are incurred.

Tax

The Company's tax charge is the sum of total current and deferred tax charges.

Current tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Annual Report and financial statements for the year ended 31 March 2022

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on 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, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interest in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The recognition of deferred tax assets is determined by reference to the Company's estimate of recoverability, using models where appropriate to forecast future taxable profits. Deferred tax assets have only been recognised where the Company considers that it is probable there would be sufficient taxable profits for the future deductions to be utilised. If it is probable that some portion of these assets will not be realised, then no asset is recognised in relation to that portion.

The carrying amount is reviewed at each balance sheet date. If market conditions improve and future results of operations exceed our current expectations, our existing recognised deferred tax assets may be adjusted, resulting in future tax benefits. Alternatively, if market conditions deteriorate or future results of operations are less than expected, future assessments may result in a determination that some or all of the deferred tax assets are not realisable. As a result, all or a portion of the deferred tax assets may need to be reversed.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax is charged or credited in the statement of income, except when it relates to items charged or credited in other comprehensive income, in which case the deferred tax is also dealt with in other comprehensive income.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Investments in subsidiaries

Investments in subsidiaries are accounted for at cost less, where appropriate, provisions for impairment.

Impairment of assets

Investments in subsidiaries are tested annually for impairment or more frequently if events or changes in circumstances indicate a potential impairment.

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. Prior impairments are reviewed for possible reversal at each reporting date.

Where an impairment loss subsequently reverses, the carrying amount of the asset 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 no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in the income statement.

Annual Report and financial statements for the year ended 31 March 2022

Financial instruments

Financial assets and financial liabilities are recognised on the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

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 financial assets and financial liabilities at fair value through profit or loss) 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 fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

Classification of financial assets

Cash and cash equivalents, trade and other receivables (excluding prepayments) and tax receivables are initially recognised at fair value and subsequently at amortised cost using the effective interest method less any allowance for expected credit losses.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at each balance sheet date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future of cash flows of the investment have been impacted.

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company, and arises principally from the Company's trade receivables and contract assets. It is the Company's policy to minimise its credit risk exposure. This includes undertaking careful due diligence of new customers and getting full or part payment in advance of providing services where credit risk is considered higher. The Company regularly reviews existing customers on an individual basis for changes in the credit quality of trade receivables and contract assets from the date the receivable was created to the date the balance is settled.

The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets and amounts due from related parties. Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument.

To measure the expected credit losses, trade receivables and contract assets have been grouped together based on shared credit risk characteristics and the days past due. The Company has deemed that the contract assets balance has substantially the same risk characteristics as trade receivables and has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

The ECL is calculated through assessing the probability of the non-payment of the customer, this probability is then multiplied by the amount of the expected loss arising from default to determine the expected credit loss for the trade receivables and contract assets. If a balance is confirmed as not be collectable, the gross carrying value of the asset is written off against the associated provision.

Derecognition of financial assets

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Cash and cash equivalents

Cash and cash equivalents comprise bank balances, cash on hand, deposits and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. All cash and cash equivalents are measured at amortised cost. The Company discloses cash on a net basis where it has the right to offset.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Annual Report and financial statements for the year ended 31 March 2022

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

Trade and other payables are measured subsequently at amortised cost using the effective interest method.

Interest expenses and exchange rate gains and losses are recognised in profit or loss. Gains or losses in connection with derecognition are also recognised in profit or loss.

2. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 1, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical accounting judgements

Investments in subsidiaries

Judgement is required in determining the provision for impairment in investments in subsidiaries, which involves the use of significant estimates and assumptions, including expectations about future cash flows, discount rates and the lives of assets following purchase.

Key sources of estimation uncertainty

Management do not consider there to be any key sources of estimation uncertainty.

The accounting policies in relation to these items are disclosed in note 1.

3. Operating (loss) / profit

Operating (loss) / profit is stated after crediting (charging):	2022 ZAR	2021 ZAR
Gain on foreign exchange transactions Acquisition costs	1,600	848,750 (8,003,685)

4. Directors' remuneration

The directors are considered to be the same as the key management personnel in the Company.

During the period, no Directors received any emoluments (2021: nil)

The directors were remunerated through IMImobile Europe Limited, a fellow subsidiary of IMImobile Limited, up until the end of July 2021. From August 2021, all of the directors' remuneration for their services have been paid by other Cisco group companies. These Directors' services to the Company do not occupy a significant amount of their time and as such they do not consider that they have received any remuneration for their incidental services to the Company for the current or prior period. No recharge is made to South Africa 1 Limited for these services.

5. Employee benefits

There were no employees or staff costs borne by the Company in the current and prior year.

Annual Report and financial statements for the year ended 31 March 2022

6. Finance expense

		2022	2021
		ZAR	ZAR
	Interest expense on amounts owed to parent undertakings		6,015,836
7.	Tax		· ·_ ·
		2022	2021
		ZAR	ZAR
	UK corporation tax		
	Current tax expense for the year		
	Total tax expense	-	
	Corporation tax is calculated at 19% (2021: 19%) of the estimated taxable profit	for the year.	

The tax charge for the year can be reconciled to the loss in the income statement as follows:

	2022 ZAR	2021 ZAR
Profit (loss) before tax	1,600	(13,171,561)
Tax at the UK corporation tax rate of 19% (2021: 19%) Expenses not deductible for tax purposes	304	(2,502,597) 1,559,634
Group relief	(304)	942,963
Total tax expense	<u> </u>	

On 14 October 2022, the government announced that the planned UK tax rate change from 19% to 25% would be implemented from April 2023.

8. Investments in subsidiaries

	Investments ZAR
Cost	
At 31 March 2022 and 31 March 2021	59,998,818
Provision for impairment At 31 March 2022 and 31 March 2021	
Net book value At 31 March 2022 and 31 March 2021	59,998,818

The companies in which the Company held an interest at the year end are as follows:

ad Town, Tortola, British Virgin	ı İsland	1-1	
		is)	
Holding company	80%	80%	Ordinary
Mobile engagement services	80%	80%	Ordinary
wa Crescent, Waterfall City, Mi	drand, (Gauteng,	2090, South
Mobile engagement services	59%	69%	Ordinary
Non-trading	39%	39%	Ordinary
-	Mobile engagement services wa Crescent, Waterfall City, Mi	Mobile engagement services 80% wa Crescent, Waterfall City, Midrand, 0 Mobile engagement services 59%	Mobile engagement services 80% 80% wa Crescent, Waterfall City, Midrand, Gauteng, Mobile engagement services 59% 69%

Annual Report and financial statements for the year ended 31 March 2022

9. Trade and other receivables

	2022 ZAR	2021 ZAR
Amounts owed by parent undertakings		15,306
	-	15,306

Amounts owed by group undertakings are interest free, unsecured and repayable on demand.

10. Trade and other payables

	2022 ZAR	2021 ZAR
Amounts owed to parent undertakings Amount owed to other group undertakings	93,393,205 7,151,420	100,561,531
	100,544,625	100,561,531

Amounts owed to parent undertakings accrued compound interest at a rate of 10% per annum up to the date it was announced that the group was to be acquired by Cisco, and do not have a final repayment date.

11. Called-up share capital and reserves

	2022 ZAR	2021 ZAR
Allotted, called up and fully paid		
75,000 irredeemable ordinary shares of GBP 0.01 each (2021: 75,000)	15,772	15,772
25,000 redeemable A shares of GBP 0.01 each (2021: 25,000)	4,914	4,914
Total share capital	20,686	20,686

Each share entitles the holder to one vote and all shares are ranked equally. The consideration received is shown above and is fully paid up at the balance sheet date.

A shares are redeemable by the shareholder within 30 days after the fifth anniversary of the loan being received by the Company from IMImobile African Holdings Limited on 16 September 2015.

Retained deficit

Retained deficit represents the cumulative losses of the Company attributable to equity shareholders.

12. Parent undertakings

The Company's immediate parent undertaking is IMImobile African Holdings Limited, a company incorporated in the United Kingdom.

At 31 March 2022, IMImobile Limited is the parent undertaking of the smallest group to consolidate these financial statements. These consolidated financial statements may be obtained by request from IMImobile, 5 St. John's Lane, London, EC1M 4BH, the registered address of IMImobile Limited.

The ultimate parent undertaking and largest group to consolidate these financial statements is Cisco Systems Inc. These financial statements are available from https://investor.cisco.com

The address of Cisco Systems Inc is 170 West Tasman Drive, San Jose, California, 95134-1706, USA.