Travel Circle International (Mauritius) Ltd

FINANCIAL STATEMENTS
YEAR ENDED
31 March 2022

Travel Circle International (Mauritius) Ltd

Contents

Travel Circle International (Mauritius) Ltd

Corporate data

			Date appointed
Directors	:	Mr Mohinder Shakeel Dyall	26 May 2017
		Ms Sangeeta Bissessur	11 September 2018
Company Secretary	:	SANNE Mauritius Sanne House, Bank Street TwentyEight Cybercity Ebene 72201 Republic of Mauritius	
Registered Office	:	C/o SANNE Mauritius Sanne House, Bank Street TwentyEight Cybercity Ebene 72201 Republic of Mauritius	
Auditor	:	Baker Tilly 1st Floor, Cyber Tower One Ebene 72201 Mauritius	
Bankers	:	The Mauritius Commercial Bank Ltd Sir William Newton Street Port Louis Republic of Mauritius	
		Axis Bank Limited Gift City Branch, Unit No. 403 4th Floor, Hiranandani Signature Gandhinagar, Gujarat – 382355 Republic of India	
		Standard Chartered Bank Crescenzo, 6th Floor Bandra East Mumbai – 400051 Republic of India	
		Standard Chartered Bank Business Centre Khalid Bin Waleed Road But Dubaid – P.O Box 999 Dubai United Arab Emirates	

Travel Circle International (Mauritius) Ltd

Commentary of the directors

The directors of **Travel Circle International (Mauritius) Ltd**, the "Company", have the pleasure in submitting their report together with the audited financial statements for the year ended 31 March 2022.

Incorporation

The Company was incorporated in the Republic of Mauritius on 26 May 2017 under the Mauritius Companies Act 2001 as a private company with liability limited by shares.

Principal activity

The principal activity of the Company is to hold investments.

Results and dividends

The results for the year are as shown on page 9.

The directors do not recommend the payment of any dividend for the year under review (2021: USD Nil).

Directors

The present membership of the Board is set out on page 2.

Directors' responsibilities in respect of the financial statements

Company law requires the directors to prepare financial statements for each financial year which present fairly the financial position, financial performance and cash flows of the Company. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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 have confirmed that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Mauritius Companies Act 2001 and IFRS, as modified by the exemption from consolidation in the Mauritius Companies Act 2001 for Companies holding a Global Business Licence. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditor

The auditor, **Baker Tilly**, has indicated its willingness to continue in office.

Certificate from the Secretary to the members of Travel Circle International (Mauritius) Ltd

We certify, to the best of our knowledge and belief, that we have filed with the Registrar of Companies all such returns as are required of **Travel Circle International (Mauritius) Ltd** under the Mauritius Companies Act 2001, during the financial year ended 31 March 2022.

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for **SANNE Mauritius**
Company Secretary

Registered Office:
Sanne House, Bank Street
TwentyEight Cybercity
Ebene 72201
Republic of Mauritius

Date: 17 June 2022

bakertilly

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INDEPENDENT AUDITOR'S REPORT

To the Shareholder of Travel Circle International (Mauritius) Ltd

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of *Travel Circle International (Mauritius) Ltd* (the "Company"), which comprise the statement of financial position as at 31 March 2022, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements on pages 8 to 32 give a true and fair view of the financial position of the Company as at 31 March 2022, and its financial performance and its cash flows for the year then ended in accordance with the requirements of International Financial Reporting Standards, as modified by the exemption from consolidation in the Mauritius Companies Act 2001 for companies holding a Global Business Licence and in compliance with the requirements of the Mauritius Companies Act 2001.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with the requirements of the Mauritius Companies Act 2001, applicable to a Global Business Company and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the directors are 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 the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so. Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

This opinion has been prepared for and only for the Company's shareholder in accordance with Section 205 of the Mauritius Companies Act 2001 and for no other purposes.

INDEPENDENT AUDITOR'S REPORT
To the Shareholder of Travel Circle International (Mauritius) Ltd

Report on the Audit of the Financial Statements (Continued)

Auditor's Responsibilities for the Audit of the Financial Statements (Continued)

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism 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, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

► Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

► Conclude on the appropriateness of directors' 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.

Other information

The directors are responsible for the other information. The other information comprises of corporate data, commentary of the directors and certificate from the secretary.

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 and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT
To the Shareholder of Travel Circle International (Mauritius) Ltd

Report on Other Legal and Regulatory Requirements

Mauritius Companies Act 2001

We have no relationship with or interests in the Company other than in our capacity as auditor and tax advisor.

We have obtained all the information and explanations we have required.

In our opinion, proper accounting records have been kept by the Company as far as it appears from our examination of those records.

Baker Tilly

Baker Tilly

Date: 17 June 2022

Sin C. Li, CPA, CGMA

Licensed by FRC

Travel Circle International (Mauritius) Ltd

Statement of financial position as at 31 March

	Notes	2022 USD	2021 USD
Assets			
Non-current			
Investments in subsidiaries	7	**24,606,816**	24,606,816
Loans	8 (i)	**-**	3,345,000
Non-current assets		**24,606,816**	27,951,816
Current			
Loans	8 (ii)	**49,258,194**	33,782,325
Receivables	9	**127,795**	192,794
Investment in fixed deposits	10	**1,566,260**	1,542,429
Cash and cash equivalents	11	**536,460**	1,173,327
Current assets		**51,488,709**	36,690,875
Total assets		**76,095,525**	64,642,691
Equity and liabilities			
Equity			
Stated capital	12.1	**4,133,001**	4,133,001
Share premium	12.2	**5**	5
Optionally convertible redeemable preference shares	13	**25,910,000**	25,910,000
Accumulated losses		**(3,098,499)**	(2,019,182)
Total equity		**26,944,507**	28,023,824
Liabilities			
Non-current liabilities			
Borrowings	14	**5,000,000**	10,000,000
Current			
Borrowings	14	**43,948,151**	26,374,810
Payables	15	**202,867**	244,057
Current liabilities		**44,151,018**	26,618,867
Total liabilities		**49,151,018**	36,618,867
Total equity and liabilities		**76,095,525**	64,642,691

Approved by the Board on 17 June 2022 and signed on its behalf by:

Director **Director**

The notes on pages 12 to 32 form an integral part of these financial statements.

Travel Circle International (Mauritius) Ltd

Statement of comprehensive income for the year ended 31 March

	Notes	2022 USD	2021 USD
Income			
Interest income	8(iii) & 10(ii)	**1,399,680**	501,507
Net foreign exchange gains		**(103,027)**	1,178,947
Payables written back		**-**	10,089
Total income		**1,296,653**	1,690,543
Expenditure			
Legal and secretarial expenses		**4,814**	75,598
Professional fees		**194,119**	197,790
Fines		**2,717**	137,783
Other expenses		**27,399**	30,272
Audit fees		**3,169**	5,501
Accounting fees		**12,000**	12,000
Processing fees		**65,000**	65,001
Corporate guarantee fees		**37,533**	37,730
Net foreign exchange losses		**-**	-
Interest expense	14(iii)	**2,029,219**	695,656
Total expenditure		**2,375,970**	1,257,331
(Loss)/profit before tax		**(1,079,317)**	433,212
Tax expense	16	**-**	-
(Loss)/profit for the year		**(1,079,317)**	433,212
Total comprehensive (loss)/income for the year		**(1,079,317)**	433,212

The notes on pages 12 to 32 form an integral part of these financial statements.

Travel Circle International (Mauritius) Ltd

Statement of changes in equity for the year ended 31 March

	Stated capital USD	Share premium USD	Optionally convertible redeemable preference shares USD	Accumulated losses USD	Total USD
At 01 April 2021	**4,133,001**	**5**	**25,910,000**	**(2,019,182)**	**28,023,824**
Loss for the year	**-**	**-**	**-**	**(1,079,317)**	**(1,079,317)**
Total comprehensive loss for the year	**-**	**-**	**-**	**(1,079,317)**	**(1,079,317)**
At 31 March 2022	**4,133,001**	**5**	**25,910,000**	**(3,098,499)**	**26,944,507**
At 01 April 2020	4,133,000	-	25,910,000	(2,452,394)	27,590,606
Issue of shares (Notes 12.1 & 12.2)	1	5	-	-	6
Transaction with the shareholders	1	5	-	-	6
Profit for the year	-	-	-	433,212	433,212
Total comprehensive income for the year	-	-	-	433,212	433,212
At 31 March 2021	4,133,001	5	25,910,000	(2,019,182)	28,023,824

The notes on pages 12 to 32 form an integral part of these financial statements.

Travel Circle International (Mauritius) Ltd

Statement of cash flows for the year 31 March

	Notes	2022 USD	2021 USD
Operating activities			
(Loss)/profit before tax		**(1,079,317)**	433,212
Adjustments for:			
Net foreign exchange gains		**-**	(1,178,947)
Payables written back		**-**	(10,089)
Receivables written off		**-**	8,562
Interest income	8(iii) & 10 (ii)	**(1,399,680)**	(501,507)
Interest expense		**2,029,219**	695,656
Operating loss before working capital changes		**(449,778)**	(553,113)
Changes in working capital:			
Change in payables		**(41,190)**	202,325
Change in receivables		**64,999**	65,000
Total changes in working capital		**23,809**	267,325
Net cash used in operating activities		**(425,969)**	(285,788)
Investing activities			
Investment in fixed deposits	10	**(1,504,108)**	(1,501,561)
Fixed deposits redeemed	10	**1,504,543**	1,501,562
Net cash generated from investing activities		**435**	1
Financing activities			
Proceeds from issue of shares		**-**	6
Loans from related parties		**3,316,671**	21,000,000
Loans to related parties		**(14,072,128)**	(16,850,000)
Repayment of borrowings – related parties		**(5,792,445)**	(5,000,000)
Repayment of borrowings - bank		**(5,000,000)**	-
Additions in borrowings		**21,690,000**	-
Interest paid		**(353,431)**	(407,975)
Net cash used in financing activities		**(211,333)**	(1,257,969)
Net change in cash and cash equivalents		**(636,867)**	(1,543,756)
Cash and cash equivalents, at beginning of the year		**1,173,327**	2,717,083
Cash and cash equivalents, at end of the year		**536,460**	1,173,327
Cash and cash equivalents made up of:			
Cash at bank (Note 11)		**536,460**	1,173,327

For reconciliation of liabilities arising from financing activities, refer to ***Note 19.***

The notes on pages 12 to 32 form an integral part of these financial statements.

Travel Circle International (Mauritius) Ltd

Notes to the financial statements

For the year ended 31 March 2022

1. General information and statement of compliance with the International Financial Reporting Standards ("IFRS")

Travel Circle International (Mauritius) Ltd, the "Company", was incorporated on 26 May 2017 in the Republic of Mauritius under the Mauritius Companies Act 2001 as a private company with liability limited by shares. The Company holds a Global Business Licence issued (formerly Category 1 Global Business Licence) by the Financial Services Commission. The Company's registered office is Sanne House, Bank Street, TwentyEight Cybercity, Ebene 72201, Republic of Mauritius.

The principal activity of the Company is to hold investments.

The Company holds investments in subsidiaries,and is required to present consolidated financial statements. In accordance with the Fourteeth Schedule of the Mauritius Companies Act, Section 212, the Company may not prepare group financial statements as it is a wholly owned subsidiary of another company and, in accordance with Section 211 of the Mauritius Companies Act, content and form of the financial statements, these financial statements present the financial position, financial performance and cash flow of the Company.

2. Application of new and revised IFRS

2.1 New and revised standards that are effective for annual year beginning on 01 April 2021

Up to the date of issue of these financial statements, the IASB has issued a number of amendments, new standards and interpretations which are effective for annual periods beginning on or after 01 January 2021.

Amendments	**Effective for accounting period beginning on or after**
Interest Rate Benchmark Reform Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16)	01 January 2021

Interest Rate Benchmark Reform Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16)

The amendments provide temporary reliefs which address the financial reporting effects when an interbank offered rate (IBOR) is replaced with an alternative nearly risk-free interest rate (RFR). The amendments include the following practical expedients:

• A practical expedient to require contractual changes, or changes to cash flows that are directly required by the reform, to be treated as changes to a floating interest rate, equivalent to a movement in a market rate of interest;
• Permit changes required by IBOR reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued; and
• Provide temporary relief to entities from having to meet the separately identifiable requirement when an RFR instrument is designated as a hedge of a risk component.

Interest Rate Benchmark Reform – Phase 2 introduces amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 and is not mandatorily effective until annual periods beginning on or after 1 January 2021, however, many entities were expected to adopt the amendments early.

The Standard did not have any major impact on the Company's financial statements for the year ended 31 March 2022.

Travel Circle International (Mauritius) Ltd

Notes to the financial statements

For the year ended 31 March 2022

2. Application of new and revised IFRS (Continued)

2.2 Standards and amendments to existing standards that are not yet effective and have not been adopted early by the Company

The following standards, amendments to existing standards and interpretations were in issue but not yet effective. They are mandatory for accounting periods beginning on the specified dates, but the Company has not early adopted them. The directors have assessed that the below standards would not have an impact on the financial statements.

Amendments	**Effective for accounting period beginning on or after**
IAS 16 Property, Plant and Equipment (Amendment –Proceeds before Intended Use)	01 January 2022
IAS 37 Provisions, Contingent Liabilities and Contingent Assets (Amendment – Onerous Contracts – Cost of Fulfilling a Contract)	01 January 2022
Annual Improvements to IFRS Standards 2018-2020	01 January 2022
IFRS 3 Business Combinations (Amendment – Reference to the Conceptual Framework)	01 January 2022
IFRS 17 Insurance Contracts (including the June 2020 amendments to IFRS 17)	01 January 2023
IAS 16 Property, Plant and Equipment (Amendment –Proceeds before Intended Use)	01 January 2022
IAS 37 Provisions, Contingent Liabilities and Contingent Assets (Amendment – Onerous Contracts – Cost of Fulfilling a Contract)	01 January 2022
Annual Improvements to IFRS Standards 2018-2020	01 January 2022
IFRS 3 Business Combinations (Amendment – Reference to the Conceptual Framework)	01 January 2022
IFRS 17 Insurance Contracts (including the June 2020 amendments to IFRS 17)	01 January 2023
IAS 1 Presentation of Financial Statements (Amendment – Classification of Liabilities as Current or Non-current)	01 January 2023
IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 (Amendment – Disclosure of Accounting Policies)	01 January 2023
IAS 8 Accounting policies, Changes in Accounting Estimates and Errors (Amendment - Definition of Accounting Estimates)	01 January 2023
IAS 12 Income Taxes (Amendment – Deferred Tax related to Assets and Liabilities arising from a Single Transaction)	01 January 2023

The Company is in the process of making an assessment of the impact of these amendments, new standards and new interpretations is expected to be in the period of initial application. The amendments are not expected to have any major impact on the Company's financial statement.

Travel Circle International (Mauritius) Ltd

Notes to the financial statements

For the year ended 31 March 2022

3. Summary of accounting policies

3.1 Overall considerations

The financial statements have been prepared using the significant accounting policies and measurement bases summarised below.

3.2 Investments in subsidiaries

Subsidiaries are all entities over which the Company has control. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Investments in subsidiaries are initially shown at cost. Where an indication of impairment exists, the recoverable amount of the investment is assessed. Where the carrying amount of an investment is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is charged to the statement of comprehensive income.

On disposal of an investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the statement of comprehensive income.

The Company does not present consolidated financial statements as it is wholly-owned by a parent company (see Note 7.4).

3.3 Foreign currency

Functional and presentation currency

The financial statements are presented in currency United States Dollar ("USD"), which is also the functional currency of the Company.

Foreign currency transactions and balances

Foreign currency transactions are translated into the functional currency of the Company, using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the remeasurement of monetary items denominated in foreign currency at year-end exchange rates are recognised in profit or loss.

Non-monetary items are not retranslated at year-end and are measured at historical cost (translated using the exchange rates at the transaction date), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

Notes to the financial statements

For the year ended 31 March 2022

3. Summary of accounting policies (Continued)

3.4 Revenue recognition

Dividend income is recognised when the right to receive payment is established.

Interest income is accounted on an accrual basis unless collectability is in doubt.

3.5 Operating expenses

Operating expenses are accounted on an accrual basis in the statement of comprehensive income.

3.6 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the statement of comprehensive income over the year of the borrowings using the effective interest method.

Borrowing costs are expensed in the year in which they are incurred.

3.7 Impairment of assets

At each reporting date, the Company reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. When an indication of an impairment loss exists, the carrying amount of the asset is assessed and is written down to its recoverable amount.

3.8 Financial instruments

Recognition, initial measurement and derecognition

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Travel Circle International (Mauritius) Ltd

Notes to the financial statements

For the year ended 31 March 2022

3. Summary of accounting policies (Continued)

3.8 Financial instruments (Continued)

Classification and initial measurement of financial assets

All financial assets are initially measured at fair value adjusted for transaction costs, where appropriate.

Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- amortised cost
- fair value through profit or loss ("FVTPL")
- fair value through other comprehensive income ("FVOCI")

In the current year, the Company does not have any financial assets categorised as FVTPL and FVOCI.

The classification is determined by both:

- the Company's business model for managing the financial asset.
- the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance income, finance costs or other financial items, except for impairment of receivables which is presented within other expenses.

Subsequent measurement of financial assets

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows; and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Company's loans, investment in fixed deposits, cash and cash equivalents and most receivables fall into this category of financial instruments.

Notes to the financial statements

For the year ended 31 March 2022

3. Summary of accounting policies (Continued)

3.8 Financial instruments (Continued)

Impairment of financial assets

IFRS 9's impairment requirements use more forward-looking information to recognise expected credit losses – the 'expected credit loss (ECL) model'. Instruments within the scope of these requirements include mainly loans.

Recognition of credit losses is no longer dependent on the Company first identifying a credit loss event. Instead the Company considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

The Company makes use of a simplified approach in accounting for its loans and records the loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. The Company uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses.

The Company writes off a financial asset when there is information indicating that the borrowers are in severe difficulty and there is no realistic prospect of recovery. Receivables or other financial assets written off are still subject to recovery procedures based on legal advices.

Classification and subsequent measurement of financial liabilities

The Company's financial liabilities include payables and borrowings.

Financial liabilities are measured subsequently at amortised cost using the effective interest method.

All interest-related charges on financial liabilities are included within finance costs or finance income.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

3.9 Related parties

A related party is a person or company where that person or company has control or joint control of the reporting company; has significant influence over the reporting company; or is a member of the key management personnel of the reporting company or of a parent of the reporting company.

3.10 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank, together with other short term, highly liquid investments maturing within 90 days from the date of acquisition that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

Travel Circle International (Mauritius) Ltd

Notes to the financial statements

For the year ended 31 March 2022

3. Summary of accounting policies (Continued)

3.11 Equity and reserves

Stated capital is determined using the nominal values of shares that have been issued. The amount received in excess of the nominal values is classified as share premium.

Accumulated losses include all the current and prior years' results as disclosed in the statement of comprehensive income.

Debt and equity instruments issued by the Company 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.

3.12 Taxation

Tax expense recognised in profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

Current income tax assets and/or liabilities comprise those claims from, or obligations to fiscal authorities relating to the current or prior reporting years, that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting year.

Deferred income taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases.

3.13 Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. At time of effective payment, the provision is deducted from the corresponding expenses.

All known risks at the reporting date are reviewed in detail and provision is made where necessary.

Notes to the financial statements

For the year ended 31 March 2022

3. Summary of accounting policies (Continued)

3.14 Significant management judgements in applying accounting policies and estimation uncertainties

When preparing the financial statements, management undertakes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses.

The following are significant management judgements in applying the accounting policies of the Company that have the most significant effect on the financial statements.

Significant management judgements

Determination of functional currency

The determination of the functional currency of the Company is critical since recording of transactions and exchange differences arising therefrom are dependent on the functional currency selected. The directors have considered those factors and have determined that the functional currency of the Company is the USD.

Recognition of deferred tax assets

The extent to which the deferred tax assets can be recognised is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilised.

Impact of COVID-19 and going concern

In January 2020, the World Health Organisation has declared the outbreak of a novel coronavirus (COVID-19) as a "Public Health Emergency of International Concern," which continues to spread throughout the world and has adversely impacted global commercial activity and contributed to significant declines and volatility in financial markets.

The directors have considered the potential adverse impact of COVID-19 on the Company's investment activities and have exercised significant judgement in assessing that the preparation of these financial statements on a going concern basis is appropriate. In making this assessment, the directors have considered the holding companies' financial capacity to provide continuing financial support to the Company, future investment strategies of the group and global economic conditions.

Notes to the financial statements

For the year ended 31 March 2022

3. Summary of accounting policies (Continued)

3.14 Significant management judgements in applying accounting policies and estimation uncertainties (Continued)

Estimation uncertainties

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may be substantially different.

Impairment of loans

The Company uses the guidance of IFRS 9 to determine the degree of impairment of its loans. Management considers a broader range of information when assessing credit risk and estimating the credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the receivables. These estimates are based on assumptions about a number of factors and actual results may differ, resulting in future changes to the allowance.

Impairment of investments in subsidiaries

In assessing impairment, management estimates the recoverable amount of each asset based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate. The directors have assessed the recoverable amount of the investments and confirmed that the carrying amounts have not suffered any impairment in value at the reporting date.

4. Financial instrument risk

Risk management objectives and policies

The Company's activities expose it to a variety of financial risks: market risk (including currency risk and interest rate risk), credit risk and liquidity risk. The Company risk management policies are designed to identify and analyse these risks, to set up appropriate risk limits and controls, and to monitor the risks.

The Company's risk is managed at group level and focuses on securing the Company's short to medium term cash flows by minimising the exposure to financial risks.

Travel Circle International (Mauritius) Ltd

Notes to the financial statements

For the year ended 31 March 2022

4. Financial instrument risk (Continued)

Risk management objectives and policies (Continued)

The Company's financial assets and financial liabilities by category are summarised below:

	2022 USD	2021 USD
Financial assets		
Amortised cost		
Non-current assets		
Loans	-	3,345,000
Current		
Loans	**49,258,194**	33,782,325
Cash and cash equivalents	**536,460**	1,173,327
Current assets	**49,794,654**	36,498,081
Total financial assets	**49,794,654**	39,843,081

	2022 USD	2021 USD
Financial liabilities		
Amortised cost		
Non-current		
Borrowings	**5,000,000**	10,000,000
Current		
Borrowings	**43,948,151**	26,374,810
Payables	**202,867**	244,057
	44,151,018	26,618,867
Total financial liabilities	**49,151,018**	36,618,867

** Financial asssets exclude prepayments.*

The most significant financial risks to which the Company is exposed are described below.

4.1 Market risks analysis

Foreign currency exchange risk

The Company's exposure to foreign exchange risk relates mostly to its financial assets and liabilities denominated in Australian Dollars ("AUD").

Notes to the financial statements

For the year ended 31 March 2022

4. Financial instrument risk (Continued)

Risk management objectives and policies (Continued)

4.1 Market risks analysis (Continued)

Foreign currency exchange risk (Continued)

The currency profile of the Company's financial assets and liabilities is as follows:

	Financial assets 2022 USD	Financial assets 2021 USD	Financial liabilities 2022 USD	Financial liabilities 2021 USD
Australian Dollar ("AUD")	**240,000**	5,977,704	**-**	-
United States Dollar ("USD")	**49,554,654**	33,865,377	**49,151,018**	36,618,867
Total	**49,794,654**	39,843,081	**49,151,018**	36,618,867

It assumes a 10% change in the AUD/USD exchange rates for the year ended 31 March 2022 (2021: 10%). The sensitivity analysis is based on the Company's foreign currency financial instruments held at each reporting date.

If the USD had strengthened against the AUD by 10%, profit would have decreased by USD 24,000 at 31 March 2022 (2021: loss would have increased by USD 597,770). If the USD had weakened by the same percentage against the foreign currency, profit would have increased by USD 24,000 (2021: profit would have increased by USD 597,770).

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 interest-bearing financial assets and financial liabilities in the form of loans and borrowings respectively. The interests thereon are at fixed rate.

4.2 Credit risk analysis

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company.

The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at the reporting date, as summarised overleaf:

Travel Circle International (Mauritius) Ltd

Notes to the financial statements

For the year ended 31 March 2022

4. Financial instrument risk (Continued)

Risk management objectives and policies (Continued)

4.2 Credit risk analysis (Continued)

	2022 USD	2021 USD
Non-current assets		
Loans	-	3,345,000
Current		
Loans	**49,258,194**	33,782,325
Cash and cash equivalents	**536,460**	1,173,327
Current assets	**49,794,654**	36,498,081
Total	**49,794,654**	39,843,081

** Financial assets exclude prepayments.*

The directors have assessed the loans due from related parties and concluded that these loans have not suffered from any impairment at the reporting date, hence no expected credit loss is to be recognised. Furthermore, the holding companies have undertaken to make good any loss suffered by the Company in the event of any default arising out from these loans. Also, the Company, acting as an investment vehicle, forms part of a group where the treasury functions are centrally managed and all loans within group companies are managed at the holding company level.

The credit risk for cash and cash equivalents is considered negligible, since the Company transacts with reputable banks.

4.3 Liquidity risk analysis

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company manages its liquidity needs by carefully monitoring its cash outflows due in day-to-day business and also by securing the financial support of its holding companies and financial institutions.

The Company considers expected cash flows from financial assets in assessing liquidity risk, in particular its cash resources and loans.

Notes to the financial statements

For the year ended 31 March 2022

4. Financial instrument risk (Continued)

Risk management objectives and policies (Continued)

4.3 Liquidity risk analysis (Continued)

The following are the contractual maturities of financial liabilities:

31 March 2022	Carrying amount USD	Contractual cash flows USD	Less than one year USD	1-5 years USD
Borrowings	**48,948,151**	**48,948,151**	**43,948,151**	**5,000,000**
Payables	**202,867**	**202,867**	**202,867**	**-**
	49,151,018	**49,151,018**	**44,151,018**	**5,000,000**

31 March 2021	Carrying amount USD	Contractual cash flows USD	Less than one year USD	1-5 years USD
Borrowings	36,374,810	37,616,566	27,412,119	10,204,447
Payables	244,057	244,057	244,057	-
	36,618,867	37,860,623	27,656,176	10,204,447

5. Capital management policies and procedures

The Company's capital management objectives are:

- to ensure its ability to continue as a going concern; and
- to provide an adequate return to shareholders and stakeholders.

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of the statement of financial position.

The Company sets the amount of capital in proportion to its overall financing structure, that is, equity and financial liabilities. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid, reduce capital, issue new shares, or sell assets to reduce debts.

The Company monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital:

Travel Circle International (Mauritius) Ltd

Notes to the financial statements

For the year ended 31 March 2022

5. Capital management policies and procedures (Continued)

	2022 USD	2021 USD
Debt	**38,939,570**	15,008,735
Cash and cash equivalents	**(536,460)**	(1,173,327)
Net debt	**38,403,110**	13,835,408
Equity	**26,944,507**	28,023,824
Total capital	**65,347,617**	41,859,232
Gearing ratio	**58.77%**	33.05%

Debt includes loans from banks but excludes loans from related parties (Note 14).

6. Fair value measurement

6.1 Fair value measurement of financial instruments

The Company's financial assets and liabilities are measured at their carrying amounts, which approximate their fair values.

The Company, acting as an investment vehicle in the group, has invested in a number of unquoted companies engaged in diversified business activities. The Company's policy is to revalue its financial assets on an annual basis for financial reporting purposes in collaboration with its holding company. The valuation is discussed at appropriate authority level and due consideration is given to impairment losses. The directors consider that it is not relevant and practicable to adjust for any fair value movement at the Company's level given the business model in which the Company operates within the group.

6.2 Fair value measurement of non-financial assets and non-financial liabilities

The Company's non-financial assets consist of investments in subsidiaries, investment in fixed deposits and prepayments and it did not have any non-financial liabilities.

For non-financial assets, fair value measurement is not applicable since these are not measured at fair value on a recurring or non-recurring basis.

Travel Circle International (Mauritius) Ltd

Notes to the financial statements

For the year ended 31 March 2022

7. Investments in subsidiaries

7.1 Movement during the year

	2022 USD	2021 USD
At 01 April and 31 March	24,606,816	24,606,816

7.2 Details pertaining to the investments are as follows:

Name of companies	Country of Incorporation	% Holding
Kuoni Australia Holding Pty Ltd	Australia	100%
Asian Trails Holdings Ltd	Republic of Mauritius	100%
Reem Tours and Travel LLC (Note 7.5)	United Arab Emirates	100%
Gulf Dunes LLC (Note 7.5)	United Arab Emirates	100%
Desert Adventures Tourism LLC (Note 7.5)	United Arab Emirates	100%
Kuoni Private Safaris (Pty) Ltd	Republic of South Africa	100%
Private Safaris (EA) Ltd	Kenya	100%
DEI Holdings Limited	United Arab Emirates	51%

7.3 As the Company forms part of a group, the impairment assessment for financial reporting is done at group level. The directors consider that these investments have not suffered any impairment at the reporting date.

7.4 No consolidated financial statements have been prepared as the directors of the Company have taken advantage of the exemption under the Mauritius Companies Act 2001, which exempts a company holding a Global Business License from preparing consolidated financial statements when it is a wholly owned or a virtually wholly owned subsidiary of any company.

7.5 The Company holds 49% each of the shares of Reem Tours and Travel LLC, Gulf Dunes LLC and Desert Adventures Tourism LLC and the remaining shares are indirectly held by the Company through distinct nominees. The Company maintains beneficial ownership of these investments.

7.6 The Company has not received any dividend income during the current financial year (2021: USD nil).

Travel Circle International (Mauritius) Ltd

Notes to the financial statements

For the year ended 31 March 2022

8. Loans

	2022 USD	2021 USD
Non-current		
Loan to a related company (Note (i))	**-**	3,345,000
Current		
Loans to related companies (Note (ii))	**49,258,194**	33,782,325
Total	**49,258,194**	37,127,325

(i) The loan is unsecured, receivable over a period of twelve months and interest-free.

(ii) The loans are unsecured, receivable within twelve months, partly interest-free and partly bear interest.

(iii) Interest accrued on the loans to related companies for the year amounted to USD 1,375,848 (2021: USD 476,120).

(iv) Expected credit losses

The Company applies the IFRS 9 simplified model of recognising lifetime expected credit losses for all its loans receivable as these items do not have a significant financing component.

The directors consider no expected credit loss is to be recognised for the loans receivable as the borrowers form part of the same group of companies and the holding companies have undertaken to make good of any loss suffered by the Company in the event of any default arising out from these loans receivable.

9. Receivables

	2022 USD	2021 USD
Prepayments	**127,795**	192,794

10. Investment in fixed deposits

	2022 USD	2021 USD
At 01 April 2021	**1,542,429**	1,517,043
Investment during the year	**1,504,108**	1,502,561
Redeemed during the year	**(1,504,543)**	(1,502,562)
Interest element	**24,266**	25,387
At 31 March 2022	**1,566,260**	1,542,429

(i) At 31 March 2021, the Company held fixed deposits with maturity dates of 03 August 2021 and 03 February 2022 and interest rates which vary from 0.1% to 3%.

(ii) Interest accrued on the investment in fixed deposits for the year amounted to USD 24,266 (2021: USD 25,387).

Travel Circle International (Mauritius) Ltd

Notes to the financial statements

For the year ended 31 March 2022

11. Cash and cash equivalents

	2022 USD	2021 USD
Cash at bank (USD)	**536,460**	1,173,327

12.1 Stated capital

	2022 USD	2021 USD
4,133,001 ordinary shares of USD 1 each	**4,133,001**	4,133,001

Pursuant to board meeting held on 25 January 2021, the Board approved the issue of 1 ordinary share of par value USD 1 to Thomas Cook (Mauritius) Holding Company Limited, at a price of USD 6.18, thus resulting in a premium of USD 5.18 (Note 12.2).

12.2 Share premium

	2022 USD	2021 USD
Share premium	5	**5**

13. Optionally convertible redeemable preference shares ("OCRPS")

	2022 USD	2021 USD
Nominal value	**23,649,535**	23,649,535
Share premium (Note 13.3)	**2,260,465**	2,260,465
Total	**25,910,000**	25,910,000

13.1 The OCRPS are redeemable at the option of the issuer anytime during the tenure of these shares. At the end of 20 years from date of issue, the OCRPS shall be converted into ordinary shares.

13.2 The OCRPS carry the following rights:

- to receive notice of and attend shareholder meetings generally and class meetings of the OCRPS but no right to vote on any matters to be considered by the shareholders generally, provided that each OCRPS shall have the right to vote on any matter to be considered by holders of the OCRPS shares.

- right to dividend out of profits, only if, dividend is also declared to equity shareholders. OCRPS dividend would be non-cumulative. However, the Board would have the right to change the dividend rights at any time during the tenure of the OCRPS.

13.3 In prior years, 3,139,535 OCRPS have been issued at a premium of USD 0.72 per share, resulting in a premium of USD 2,260,465.

Travel Circle International (Mauritius) Ltd

Notes to the financial statements

For the year ended 31 March 2022

14. Borrowings

	2022 USD	2021 USD
Non-current		
Loans from banks (Note (i))	**5,000,000**	10,000,000
Current		
Loans from banks (Note (i))	**5,008,581**	5,008,735
Loans from related parties (Note (ii))	**38,939,570**	21,366,075
Total current	**43,948,151**	26,374,810
Total borrowings	**48,948,151**	36,374,810

(i) The loans from the banks are interest-bearing and secured by a fixed charge on the Company's investment in DEI Holdings Limited and Desert Adventures Tourism LLC, a corporate guarantee by Thomas Cook (India) Limited.

(ii) The loans from the related parties are interest-bearing, unsecured and repayable within twelve months. The directors consider the carrying amount of the loans to be a reasonable approximation of the fair values.

(iii) Interest accrued on the loans for the year amounted to USD 2,029,219 (2021: USD 695,656).

15. Payables

	2022 USD	2021 USD
Accruals	**87,792**	229,057
Due to a related party	**115,075**	15,000
Total	**202,867**	244,057

The amount due to the related party is interest-free, unsecured and repayable within twelve months.

16. Taxation

16.1 Income tax expense

The taxation of income and capital gains of the Company are subject to the fiscal laws and practice of the Republic of Mauritius and the countries in which the Company invests. The following is a summary in the key jurisdictions based on the taxation laws and practice currently in force; these may be subject to change.

Notes to the financial statements

For the year ended 31 March 2022

16. Taxation (Continued)

16.1 Income tax expense (Continued)

The Company holds a Global Business Licence for the purpose of the Financial Services Act 2007. Pursuant to the enactment of the Finance Act 2018, with effect as from 01 January 2019, the deemed tax credit has been phased out, through the implementation of a new tax regime. Companies which had obtained their Global Business Licence on or before 16 October 2017, including the Company, have been grandfathered and would benefit from the deemed tax credit regime up to 30 June 2021.

Accordingly, the Company is entitled to a foreign tax credit equivalent to the higher of the actual foreign tax suffered or 80% of the Mauritian tax ("Deemed tax credit") on its foreign source income resulting in an effective tax rate on net income of up to 3%, up to 30 June 2021. Further, the Company is exempted from income tax in Mauritius on profits or gains arising from sale of securities. In addition, there is no withholding tax payable in Mauritius in respect of payments of dividends to shareholders or in respect of redemptions or exchanges of shares.

Post 30 June 2021 and under the new tax regime and subject to meeting the necessary substance requirements as required under the Financial Services Act 2007 (as amended by the Finance Act 2018) and such guidelines issued by the Financial Services Commission, the Company would be entitled to either (a) a foreign tax credit equivalent to the actual foreign tax suffered on its foreign income against the Company's tax liability computed at 15% on such income, or (b) a partial exemption of 80% of the income of the Company from tax in Mauritius, with the remaining 20% of the income to be subject to a 15% tax, resulting in effective tax rate on of 3%.

At 31 March 2022, the Company had no income tax liability due to accumulated tax losses of USD 1,725,155 (2021: USD 1,455,881) carried forward.

16.2 Income tax reconciliation

The tax on the Company's (loss)/profit before tax differs from the theoretical amount that would arise using the basic tax rate of the Company as follows:

	2022 USD	2021 USD
(Loss)/profit before tax	**(1,079,317)**	433,212
Tax at 3%	**(32,380)**	12,996
Non-allowable expenses	**57,633**	6,024
Exempt income	**(33,592)**	(35,368)
Deferred tax not recognised	**8,339**	16,348
Tax expense	**-**	-

Notes to the financial statements

For the year ended 31 March 2022

17. Related party transactions

During the year ended 31 March 2022, the Company had transactions with related entities. The nature, volume of transactions and balances with related parties are as follows.

Name of related party	Nature of transactions	Volume of transactions USD	Debit/(credit) balances at 31 March 2022 USD	Debit/(credit) balances at 31 March 2021 USD
Asian Trails Holdings Ltd	Borrowings	53,944	-	(53,944)
PT Asian Trails Indonesia	Borrowings	6,823	-	(6,823)
Asian Trails (Vietnam) Co. Ltd	Borrowings	4,185	-	(4,185)
Thomas Cook (India) Limited	Borrowings	**(23,249,553)**	**(37,970,899)**	(14,721,346)
SOTC Travel Limited	Borrowings	**5,623,019**	-	(5,623,019)
Thomas Cook (Mauritius) Holding Company Limited	Borrowings	**(11,913)**	**(968,671)**	(956,758)
Asian Trails Holdings Ltd	Loan receivable	**8,391,745**	**21,747,751**	13,356,006
DEI Holdings Limited	Loan receivable	**4,211,813**	**14,449,571**	10,237,758
Desert Adventures Tourism LLC	Loan receivable	**(1,780,697)**	**2,029,587**	3,810,284
Kuoni Australia Holding Pty. Ltd	Loan receivable	**445,066**	**6,422,770**	5,977,704
Private Safaris Africa	Loan receivable	**576,734**	**1,438,045**	861,311
Private Safaris (EA) Ltd	Loan receivable	**182,599**	**282,599**	100,000
Horizon Travel Services	Loan receivable	**103,609**	**2,887,871**	2,784,262
Thomas Cook (Mauritius) Holding Company Limited	Payables	**(100,075)**	**(115,075)**	(15,000)
SOTC Travel Limited	OCRPS	-	**(11,600,000)**	(11,600,000)
Thomas Cook (India) Limited	OCRPS	-	**(14,310,000)**	(14,310,000)

The terms and conditions are described in Notes 8, 13, 14 and 15 to these financial statements.

18. Reconciliation of liabilities arising from financing activities

2022	At 01 April 2021 USD	Cash flows USD	Non-cash flows USD	At 31 March 2022 USD
Loans from related parties	**21,366,075**	**15,897,555**	**1,675,940**	**38,939,570**
Loans from banks	**15,008,735**	**(5,000,000)**	**(154)**	**10,008,581**
Total	**36,374,810**	**10,897,555**	**1,675,786**	**48,948,151**

2021	At 01 April 2020 USD	Cash flows USD	Non-cash flows USD	At 31 March 2021 USD
Loans from related parties	64,952	21,000,000	301,123	21,366,075
Loans from banks	20,022,177	(5,407,975)	394,533	15,008,735
Total	20,087,129	15,592,025	695,656	36,374,810

Notes to the financial statements

For the year ended 31 March 2022

19. Holding companies

The holding companies are SOTC Travel Limited and Thomas Cook (India) Limited, companies incorporated in the Republic of India and Thomas Cook (Mauritius) Holding Company Limited, a company incorporated in the Republic of Mauritius.

20. Major events during the year – COVID-19

The novel coronavirus (COVID-19) pandemic continues to spread rapidly across the globe. The outbreak was identified first in China towards of end December 2019 and on 11 March 2020, the COVID-19 outbreak was declared a global pandemic by the World Health Organization. COVID-19 has taken its toll on not just human life, but business and financial markets too, the extent of which is dependent on a number of factors, including the formulation of a viable vaccine and governments' response to combat the spread of the virus in the intervening period. This event is a significant event considering the spread of virus all over the world and re-introduction of lockdown measures in March 2021 and period subsequent to that. Due to this significant event, there could be low to severe direct and indirect effects developing with companies across multiple industries and the world.

Associated with the COVID-19 virus, the directors have considered possible events and conditions for the purpose of identifying whether these events and conditions affect or may affect the future performance of the Company. In making this assessment, the directors have considered the period up to 12 months after the end of the reporting period, as well as the period up to 12 months.

The directors of the Company will continue to monitor the impact of COVID-19 has on them and reflect the consequences as appropriate in its accounting and reporting.

Hence, it is considered that there is no material adverse impact of COVID-19 on the financial statements.

21. Contingencies and capital commitments

The Company does not have any contingent liability and capital commitment at year.

22. Events after reporting date

There has been no significant event after the reporting date which requires disclosures or amendments to the financial statements.