# Internet Mobile Communications Limited Financial Statements 30 June 2021

# **EDMUND CARR LLP**

Chartered Accountants & statutory auditor
146 New London Road
Chelmsford
Essex
CM2 0AW

# **Financial Statements**

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# Officers and Professional Advisers

The board of directors M J Stewart

A M Fox S M J Leary Chun Yan Shao Wen Lei Sun

Company secretary M J Stewart

Registered office Hurst House

131-133 New London Road

Chelmsford CM2 0QT

Auditor Edmund Carr LLP

Chartered Accountants & statutory auditor

146 New London Road

Chelmsford Essex CM2 0AW

#### Strategic Report (continued)

#### Year ended 30 June 2021

#### Review of the business

The principal activity of the company during this year was the promotion of its automated telecommunications trading marketplace called Bank of Telecom® that continues to show strong growth in the international telecommunications market.

The company revenues grew to £206.8m (2020: £119.9m). Members consist of Mobile Network Operators, Tier 1 and Tier 2 telecommunications operators and SMS Aggregators from 125 countries (2020: 114 countries). Bank of Telecom® Members increased to 1,584 (2020: 1,453) and Revenue per employee (including contractors) increased to £4.8m (2020: £3m). Revenue per Member increased to £130,681 (2020: £82,450).

The company continues to investigate options to raise funds or increase its borrowings to fund its growth plans, during the year this was delayed by the COVID-19 pandemic. To aid in this endeavour, the company strengthened its executive management, with the appointment of Mark Fletcher as Chief Financial Officer; also, during the year, Dileep Joseph (co-founder and COO), took on additional executive responsibilities for Sales in addition to Operations.

The directors approved the demerger of its subsidiary, Internet Mobile Communications (Malta) Limited, from the company by means of a reduction in capital pursuant to sections 642 and 644 of the Companies Act 2006. The demerger completed on 31 December 2020, and the profit on disposal of this subsidiary (£393,367) has been accounted for in this years' Statement of Comprehensive Income.

#### Principal risks and uncertainties

#### COVID-19

The company continued to operate well through the pandemic as it has historically generally worked on an international basis, with staff, and partners alike, utilising on-line communications tools to conduct business. The pandemic and subsequent lock-down has been challenging; however, we have seen the general volume of international calls and SMS increase because of global travel restrictions, we are positioned to capitalise on this post lock-down.

#### Market and economic conditions

Market and economic conditions are recognised as one of the principal risks in the current trading environment. Risk is mitigated by the monitoring of trading conditions and changes in government legislation and global telecoms market conditions; the company is constantly searching for ways to achieve new efficiencies in the business without impacting service levels.

#### Competition

The company operates in a highly competitive marketplace and while the directors believe the company enjoys certain key strengths and advantages in competing for business, the company remains vigilant and monitors competitors' activity and constantly reviews its own services and prices to ensure a competitive position in the market is maintained.

#### Infrastructure failure

The directors believe that one of the key differentiators the company offers is that its services are managed through its own controlled and managed Bank of Telecom® marketplace and its 24x7x365 Network Operations Centre providing customers with comfort over the resilience and reliability. The company is exposed to risks of infrastructure failure, however a critical element of our operating procedures is to mitigate such risks through the careful construction, maintenance, and management of its infrastructure with fully resilient fail-over procedures with regular testing of back-up and recovery plans.

#### Strategic Report (continued)

#### Year ended 30 June 2021

#### S.172 Companies Act 2006: Statement of Directors' Duties to Stakeholders

The Board is mindful of the duties of directors under S.172 of the Companies Act 2006. The directors act in a way they consider, in good faith, to be most likely to promote the success of the company for the benefit of its members. In doing so, they each have regard to a range of matters when making decisions for the long-term success of the company.

The directors are committed to developing and maintaining a governance framework that is appropriate to the business and supports effective decision making coupled with robust oversight of risks and internal controls.

The main methods used by the directors to perform their duties and ensure decisions are made with section 172 factors in mind are:

- · Monthly board meetings;
- Board papers that address stakeholder requirements, for example financial overview, strategic decisions, investor relations, rolling agenda points and consistent minute taking; and
- Consideration of risks facing the business.

Examples of decisions made by the board during the year include the company's response to Covid-19, the demerger of Internet Mobile Communications (Malta) Limited and growth-funding opportunities; these decisions involved consideration of all our stakeholders.

#### Standards of business conduct

The Board's policy is to behave responsibly, ethically, and fairly at all times towards shareholders and other external stakeholders, in line with our company values, and to ensure that our management team operates the business in a responsible and fair manner and to the highest standards of business conduct and good governance.

During the year the directors adopted a new Code of Ethics and Business Conduct which all members of the company have welcomed and agreed to adhere to.

The impact our business decisions will have on our stakeholders is central to our strategic thinking as well as our statutory duty under section 172 of the Companies Act 2006.

We have set out below our key groups of stakeholders.

#### Investors and shareholders

We place considerable importance on the maintenance of regular and open dialogue with our investors and shareholders. Our goal is to deliver returns to them through a return to profitable and sustainable development with efficient use of capital.

#### Engagement with Employees

In the face of the COVID-19 pandemic, we took early measures to protect employees and successfully executed a transition to remote working across its operations. Following careful engagement with employees, the team co-operated fully and adapted their way of working to provide uninterrupted service and support to customers throughout this challenging period. Employees were supported throughout this process and management focused on internal performance management and development to ensure employees have clear objectives and an understanding of their contribution to our overall business success and goals. Following the end of lock-down restrictions, and in accordance with government guidelines, we undertook a 'safe return to work' program with full testing made available to all staff, and a phased return to the office.

#### Strategic Report (continued)

#### Year ended 30 June 2021

We strive to create a diverse and inclusive working environment where every employee feels welcome and can do their best work.

We believe in the benefits of diversity and the importance of bringing a wide range of skills, experience, and perspectives into our business. The directors continually work with senior management to promote our values and to monitor attitudes and behaviours to ensure that they are consistent with our culture.

#### Suppliers

As a business dependent on suppliers and partners to deliver services to all our stakeholders, we strive to manage these relationships as closely as possible to ensure they meet our standards. The company is committed to ensuring the highest standards and quality across our operations and require both our suppliers and partners to operate to the same high standards.

#### Customers

Our goal is to deliver best-in-class service to all our customers and to provide seamless service acting as a premier provider of services to our customers.

#### Society and Environment

The company acknowledges its responsibilities for environmental matters and where practicable adopts environmentally sound policies in its working practices, such as recycling paper and packaging waste and using specialist recyclers of IT equipment.

We make use of in-house collaboration tools to reduce the need for travel to meetings and operate flexible working practices where possible, reducing the environmental impact of commuting. Positive experience of an increase in these activities during the COVID-19 pandemic suggests these will continue at a higher level after the end of the pandemic.

The company has donated some of its old computer equipment to a charity local to the UK office in Chelmsford; Sanctus give support to the homeless and vulnerable providing a safe and warm environment to serving over 16,000 daily freshly prepared, nutritious meals a year. The company has made regular contributions to the charity to help provide services such as counselling sessions, training courses, mentoring, clothes exchange, donation storage to over 200 people during the pandemic.

We are a sponsor of Darwin 200 project which is training 200 young conservationists and inspiring global nature and conservation efforts, by re-tracing Charles Darwin's famous journey on HMS Beagle. From 2023-2025 they will undertake his journey on the Pelican tall ship, creating the world's most exciting classroom. During 2020/21 the Pelican has undertaken round-Britain journeys incorporating training, lectures and research.

This report was approved by the board of directors on 23.1 Sept 21. and signed on behalf of the board by:

M J Stewart Director

Registered office: Hurst House

131-133 New London Road Chelmsford, CM2 0QT

#### **Directors' Report**

#### Year ended 30 June 2021

The directors present their report and the financial statements of the company for the year ended 30 June 2021.

#### **Principal activities**

The principal activity of the company during the year was the promotion of its automated marketplace for telecoms trade called Bank of Telecom. Bank of Telecom® offered in association with Western Union Business Solutions providing the company with multi-currency settlement facilities.

Bank of Telecom® offers an automated Voice and SMS trading solutions and services to the international telecommunications market estimated to be worth US\$1.7 trillion in 2020 and which is expected to expand at a compound annual growth rate (CAGR) of 5.4% from 2021 to 2028. The company's immediately addressable market is the global telecom services market for fixed voice services which was estimated to be valued at US\$148 billion in 2020.

#### **Directors**

The directors who served the company during the year were as follows:

M J Stewart A M Fox S M J Leary Chun Yan Shao Wen Lei Sun

#### Dividends

Particulars of recommended dividends are detailed in note 12 to the financial statements.

#### **Future developments**

There have been no significant post-balance sheet events; the company has begun the new financial year trading strongly; and the directors are looking forward to delivering significant year-on-year growth in revenues, EBITDA and profit.

In addition to its subsidiary undertaking, IMC Chile SPA, detailed in note 15 to the financial statement, the company has branch operations in Kerala, India where it undertakes systems development, R&D, and network engineering; and Yerevan, Armenia from where the company manages some of its sales and marketing activities.

The company continues to invest resources in its research and development activities, and in doing so fully owns the intellectual property underpinning its proprietary platform and secondary systems, for example a customer relationship management solution which was developed entirely in-house.

# Engagement with suppliers, customers and other in a business relationship

As a business dependent on suppliers and partners to deliver services to all our stakeholders, we strive to manage these relationships as closely as possible to ensure they meet our standards. The company is committed to ensuring the highest standards and quality across our operations and requires our suppliers and partners to operate to the same high standards.

Our goal is to deliver best-in-class service to all our customers and to provide seamless service acting as a premier provider of services to our customers.

#### Directors' Report (continued)

#### Year ended 30 June 2021

#### Financial instruments

A key objective of the company is to manage financial risk, secure cost-effective funding where necessary and minimise adverse effects of fluctuations in the financial markets on the value of the company's financial assets and liabilities, on reported profitability and on cash flows.

The company's principal financial instruments for fundraising are short-term unsecured borrowings; in addition, the company has various other financial instruments such as cash, trade receivables and trade payables that arise directly from its operations.

The carrying amount of assets and liabilities is equivalent to their fair value.

Cash flow interest risk

The company pays interest on its borrowings.

The company has no borrowings at variable rates which would expose it to cash flow interest rate risk. Borrowings issued at fixed rates expose the company to fair value interest rate risk. The company does not use derivatives.

Price risk

The company is not exposed to significant commodity or security price risk.

#### Credit risk

Credit risk is managed at an operational level on a deal-by-deal basis. Credit risk arises from cash and cash equivalents as well as credit exposures to customers, including outstanding receivables. Individual risk limits are set based on internal and external ratings and reviewed by management. The utilisation of credit limits is regularly monitored with appropriate action taken by management in the event of the breach of a credit limit. The company uses a simplified approach applying a provision matrix based on number of days past due to measure lifetime expected credit losses and after considering customers with different credit risk profiles and current and forecast trading conditions.

The company has recognised a provision in respect of trade receivables of £273,455 (2020: £289,597).

Liquidity risk

Management reviews cash forecasts of the company and liquidity is managed by projecting cash flows and considering the level of liquid assets necessary to meet these forecasted requirements.

Foreign exchange risk

The company operates internationally and is exposed to foreign exchange risk, primarily the US dollar. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the functional currency of the company.

The risk is not hedged, and exchange gains or losses are recognised in the Statement of Comprehensive Income as a loss of £1,831,380 (2020: Gain of £223,833).

#### Greenhouse gas emissions, energy consumption and energy efficiency

Greenhouse gas emissions, energy consumption and energy efficiency disclosures not given because the company's annual energy consumption is under 40,000 kWh.

#### Directors' Report (continued)

#### Year ended 30 June 2021

#### Directors' responsibilities statement

The directors are responsible for preparing the strategic report, directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the 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 the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- 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 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. 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**

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the company's auditor is unaware; and
- they have taken all steps that they ought to have taken as a director to make themselves aware
  of any relevant audit information and to establish that the company's auditor is aware of that
  information.

This report was approved by the board of directors on .23 d. Sept. 21 and signed on behalf of the board by:

M J Stewart Director

Registered office: Hurst House 131-133 New London Road Chelmsford CM2 0QT

# Independent Auditor's Report to the Members of Internet Mobile Communications Limited

#### Year ended 30 June 2021

#### **Opinion**

We have audited the financial statements of Internet Mobile Communications Limited (the 'company') for the year ended 30 June 2021 which comprise the statement of comprehensive income, statement of financial position, statement of changes in equity, statement of cash flows and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. 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 ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

# Independent Auditor's Report to the Members of Internet Mobile Communications Limited (continued)

#### Year ended 30 June 2021

#### Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, 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 we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

# Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

# Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- · certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

# Independent Auditor's Report to the Members of Internet Mobile Communications Limited (continued)

#### Year ended 30 June 2021

#### Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, 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.

### 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 (UK) 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, was as follows:

- The engagement partner ensured that the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and Regulations
- We focused on specific laws and regulations which we considered may have a direct material effect on the financial statements or the operations for the company, including the Companies Act 2006, tax legislation and data protection, anti-bribery, employment, environmental and health and safety legislation

We assessed the susceptibility of the company's financial statements to material misstatement, including obtaining an understanding of how fraud might occur by:

- Considered the internal controls in place to mitigate the risks of fraud and non-compliance with laws and regulations
- · Understanding the design of the company's remuneration policies

To address the risk of fraud through management bias and override of controls, we:

- Tested journal entries to identify unusual transactions
- Investigated the rationale behind significant or unusual transactions

# Independent Auditor's Report to the Members of Internet Mobile Communications Limited (continued)

#### Year ended 30 June 2021

In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but were not limited to:

- · Agreeing financial statement disclosures to underlying supporting documentation
- Enquiring of management as to actual and potential litigation and claims

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

As part of an audit in accordance with ISAs (UK), 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 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 the 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.

# Independent Auditor's Report to the Members of Internet Mobile Communications Limited (continued)

#### Year ended 30 June 2021

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23/9/2021

#### Use of our report

This report is made solely to the company's members, as a body, in accordance with chapter 3 of part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Colin Andrew Barker (Senior Statutory Auditor)

For and on behalf of **Edmund Carr LLP** Chartered Accountants & statutory auditor 146 New London Road Chelmsford Essex CM2 0AW

# Statement of Comprehensive Income

# Year ended 30 June 2021

Turnover 4 206,838,125 119.871.32	77
Cont of color	
Cost of sales 194,327,227 111,502,51	12
Gross profit 12,510,898 8,368,81	15
Administrative expenses 4,106,978 2,018,32	28
Other operating income 140,133 325,94	13
Adjusted EBITDA 10,757,684 6,747,77	72
Depreciation 14 (24.133) (13.48	
Amortisation 13 – (4.20	
FX gains/(losses) (1,831,380) 223,83	
Provision for doubtful debts (316,575) (277,49	11)
Share based payment charges 21 (41,544)	_
<b>Operating profit 5</b> 8,544,053 6,676,43	10
Other interest receivable and similar income 9 49,000 1 28	
Interest payable and similar expenses  9 49,000 1,28  10 916,095 466,72	
Profit before taxation 7,676,958 6,210,98	5
Tax on profit 11 1,201,561 1,058,23	7
Profit for the financial year and total comprehensive income 6,475,397 5,152,74	8

All the activities of the company are from continuing operations.

#### Statement of Financial Position

#### 30 June 2021

		2021		2020
	Note	£	£	£
Fixed assets				_
Tangible assets	14		50.063	67,484
Investments	15		1,150	10,083
			51,213	77,567
Current assets				
Debtors	16	29,946,083		30,289,589
Cash at bank and in hand		1,726,390		1,305,316
		31,672,473		31,594,905
Creditors: amounts falling due within one year	17	13,592,585		19,245,869
Net current assets			18,079,888	12,349,036
Total assets less current liabilities			18,131,101	12,426,603
Creditors: amounts falling due after more than				
one year	18		1,269,899	3,661,972
Net assets			16,861,202	8,764,631
Capital and reserves				
Called up share capital	24		414	395
Share premium account	25		4,240,536	393 1,508,855
Share options reserve	25		41,544	1,000,000
Profit and loss account	25		12,578,708	7,255,381
Shareholders funds			16,861,202	8,764,631

These financial statements were approved by the board of directors and authorised for issue on 23a 227.21, and are signed on behalf of the board by:

M J Stewart

Director

AM Fox Andrew Antox
Director

Company registration number: 07980955

# Statement of Changes in Equity

# Year ended 30 June 2021

At 1 July 2019	Called up share capital £ 395	Share premium account £ 1,508,855	Share options reserve £	Profit and loss account £ 2,576,633	Total £ 4,085,883
Profit for the year				5,152,748	5,152,748
Total comprehensive income for		<del></del>	_	-	·
the year	_	-		5,152,748	5,152,748
Dividends paid and payable 12	_		_	(474,000)	(474,000)
Total investments by and distributions to owners	-	-	_	(474,000)	(474,000)
At 30 June 2020	395	1,508,855	-	7,255,381	8,764,631
Profit for the year				6,475,397	6,475,397
Total comprehensive income for					
the year	_	_	_	6,475,397	6,475,397
Issue of shares Issue of bonus shares	9 402,300	2,174,991 (402,300)	-	-	2,175,000
Dividends paid and payable 12	-02,300	(402,300)	_	(1,152,070)	(1,152,070)
Issue of options, rights and warrants Exercise of options, rights and	_	-	41,544	-	41,544
warrants	10	958,990	_	_	959,000
Demerger of subsidiary	(402,300)	_	_	_	(402,300)
Total investments by and					
distributions to owners	19	2,731,681	41,544	(1,152,070)	1,621,174
At 30 June 2021	414	4,240,536	41,544	12,578,708	16,861,202

The notes on pages 17 to 28 form part of these financial statements.

# **Statement of Cash Flows**

# Year ended 30 June 2021

Cook flours from an autimum activities	2021 £	2020 £
Cash flows from operating activities Profit for the financial year	6,475,397	5,152,748
Adjustments for: Depreciation of tangible assets Amortisation of intangible assets Government grant income Loss on financial assets at fair value through profit or loss	24,133 - (24,092)	4,467
Other interest receivable and similar income Interest payable and similar expenses Equity-settled share-based payments Tax on profit Accrued (income)/expenses	(49,000) 916,095 41,544 1,201,561 (9,910,099)	466,726 - 1,058,237
Changes in: Trade and other debtors Trade and other creditors	343,506 1,180,398	(19,656,150) 5,905,763
Cash generated from operations	199,443	1,704,579
Interest paid Interest received Tax paid	(916,095) 49,000 (969,583)	(466,726) 1,281 (167,197)
Net cash (used in)/from operating activities	(1,637,235)	1,071,937
Cash flows from investing activities Purchase of tangible assets Cash advances and loans granted	(6,712) 764,846	(65,283)
Net cash from/(used in) investing activities	758,134	(65,283)
Cash flows from financing activities Proceeds from issue of ordinary shares Proceeds from borrowings Repayments of borrowings Government grant income Payments of finance lease liabilities Dividends paid	230,170 9,948,679 (8,739,090) 24,092 (16,650) (147,026)	3,687,199 (3,517,522) - 44,400 (474,000)
Net cash from/(used in) financing activities	1,300,175	(259,923)
Net increase in cash and cash equivalents Cash and cash equivalents at beginning of year	421,074 1,305,316	746,731 558,585
Cash and cash equivalents at end of year	1,726,390	1,305,316

The notes on pages 17 to 28 form part of these financial statements.

#### **Notes to the Financial Statements**

#### Year ended 30 June 2021

#### 1. General information

The company is a private company limited by shares, registered in England and Wales. The address of the registered office is Hurst House, 131-133 New London Road, Chelmsford, CM2 0QT.

#### 2. Statement of compliance

These financial statements have been prepared in compliance with FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland'.

#### 3. Accounting policies

#### Basis of preparation

The financial statements have been prepared on the historical cost basis, as modified by the revaluation of certain financial assets and liabilities and investment properties measured at fair value through profit or loss.

The financial statements are prepared in sterling, which is the functional currency of the entity.

#### Consolidation

The entity has taken advantage of the exemption from preparing consolidated financial statements contained in Section 402 of the Companies Act 2006 on the basis that its subsidiaries are excluded from consolidation on the grounds that their inclusion is not material for the purpose of giving a true and fair view.

#### Revenue recognition

Turnover is measured at the fair value of the consideration received or receivable and represents amounts receivable for services rendered.

Revenue from the provision of airtime and SMS is recognised when it is matched with a supplier of the service, and the billing period occurs in the period of the financial statements.

#### Income tax

The taxation expense represents the aggregate amount of current and deferred tax recognised in the reporting period. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, tax is recognised in other comprehensive income or directly in equity, respectively.

Current tax is recognised on taxable profit for the current and past periods. Current tax is measured at the amounts of tax expected to pay or recover using the tax rates and laws that have been enacted or substantively enacted at the reporting date.

#### Notes to the Financial Statements (continued)

#### Year ended 30 June 2021

#### 3. Accounting policies (continued)

#### Foreign currencies

Foreign currency transactions are initially recorded in the functional currency, by applying the spot exchange rate as at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate ruling at the reporting date, with any gains or losses being taken to the profit and loss account.

#### Intangible assets

Trademarks and patents are recorded at cost and amortisation over five years.

#### Amortisation

Amortisation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful life of that asset as follows:

Trademarks & patents

5 vears

If there is an indication that there has been a significant change in amortisation rate, useful life or residual value of an intangible asset, the amortisation is revised prospectively to reflect the new estimates.

#### Tangible assets

Tangible assets are initially recorded at cost, and subsequently stated at cost less any accumulated depreciation and impairment losses. Any tangible assets carried at revalued amounts are recorded at the fair value at the date of revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

#### Depreciation

Depreciation is calculated so as to write off the cost or valuation of an asset, less its residual value, over the useful economic life of that asset as follows:

Equipment

25% straight line

#### Investments

Fixed asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

Listed investments are measured at fair value with changes in fair value being recognised in profit or loss.

#### Impairment of fixed assets

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date.

#### Notes to the Financial Statements (continued)

#### Year ended 30 June 2021

#### 3. Accounting policies (continued)

#### Impairment of fixed assets (continued)

For the purposes of impairment testing, when it is not possible to estimate the recoverable amount of an individual asset, an estimate is made of the recoverable amount of the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that includes the asset and generates cash inflows that largely independent of the cash inflows from other assets or groups of assets.

#### Finance leases and hire purchase contracts

Assets held under finance leases and hire purchase contracts are recognised in the statement of financial position as assets and liabilities at the lower of the fair value of the assets and the present value of the minimum lease payments, which is determined at the inception of the lease term. Any initial direct costs of the lease are added to the amount recognised as an asset.

Lease payments are apportioned between the finance charges and reduction of the outstanding lease liability using the effective interest method. Finance charges are allocated to each period so as to produce a constant rate of interest on the remaining balance of the liability.

#### **Government grants**

Government grants are recognised at the fair value of the asset received or receivable. Grants are not recognised until there is reasonable assurance that the company will comply with the conditions attaching to them and the grants will be received.

Government grants are recognised using the accrual model.

Under the accrual model, government grants relating to revenue are recognised on a systematic basis over the periods in which the company recognises the related costs for which the grant is intended to compensate. Grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the entity with no future related costs are recognised in income in the period in which it becomes receivable.

#### **Financial instruments**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

#### **Defined contribution plans**

Contributions to defined contribution plans are recognised as an expense in the period in which the related service is provided. Prepaid contributions are recognised as an asset to the extent that the prepayment will lead to a reduction in future payments or a cash refund.

When contributions are not expected to be settled wholly within 12 months of the end of the reporting date in which the employees render the related service, the liability is measured on a discounted present value basis. The unwinding of the discount is recognised as a finance cost in profit or loss in the period in which it arises.

#### Notes to the Financial Statements (continued)

#### Year ended 30 June 2021

#### 3. Accounting policies (continued)

#### **Share-based payments**

Equity-settled share-based payment transactions are measured at fair value at the date of grant. The fair value is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity. This is based upon the company's estimate of the shares or share options that will eventually vest which takes into account all vesting conditions and non-market performance conditions, with adjustments being made where new information indicates the number of shares or share options expected to vest differs from previous estimates.

Fair value is determined using an appropriate pricing model. All market conditions and non-vesting conditions are taken into account when estimating the fair value of the shares or share options. As long as all other vesting conditions are satisfied, no adjustment is made irrespective of whether market or non-vesting conditions are met.

Where the terms of an equity-settled transaction are modified, an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any increase in the fair value of the transaction, as measured at the date of modification.

Where an equity-settled transaction is cancelled or settled, it is treated as if it had vested on the date of cancellation or settlement, and any expense not yet recognised in profit or loss is expensed immediately.

#### 4. Turnover

	Turnover arises from:		
		2021 £	2020 £
	Rendering of services	-	119,871,327
	An analysis of turnover by geographical area is given below:		
		2021 £	2020 £
	United Kingdom	7,485,074	37,153,040
	European Union	19,075,223	
	Rest of the World	180,277,828	81,519,802
		206,838,125	119,871,327
5.	Operating profit		
	Operating profit or loss is stated after charging/crediting:		
		2021	2020
		£	£
	Amortisation of intangible assets	-	4,200
	Depreciation of tangible assets	24,133	
	Impairment of trade debtors Equity-settled share-based payments expense	316,575 41,544	277,491 _
	Foreign exchange differences	1,831,380	(223,833)

# Notes to the Financial Statements (continued)

6.	Auditor's remuneration		
		2021 £	2020 £
	Fees payable for the audit of the financial statements	18,000	19,000
7.	Staff costs		
	The average number of persons employed by the company during directors, amounted to:	the year,	including the
		2021 No.	2020 No.
	Administrative staff	<u>15</u>	<u>13</u>
	The aggregate payroll costs incurred during the year, relating to the above	ve, were: 2021 £	2020 £
	Wages and salaries	848,976	508,399
	Social security costs	67,131	54,966
	Other pension costs	10,651	8,651
		926,758	572,016 ———
8.	Directors' remuneration		
	The directors' aggregate remuneration in respect of qualifying services v		0000
		2021 £	2020 £
	Remuneration	453,679	267,470
	Company contributions to defined contribution pension plans	2,020	2,236
		455,699	269,706
	The number of directors who accrued benefits under company pension	olans was a	as follows:
		2021	2020
		No.	No.
	Defined contribution plans	3	3
	Remuneration of the highest paid director in respect of qualifying service	es:	
		2021 £	2020 £
	Aggregate remuneration	249,100	169,083
	Company contributions to defined contribution pension plans	1,314	1,313
		250,414	170,396

Effect of expenses not deductible for tax purposes

Effect of capital allowances and depreciation

Effect of revenue exempt from tax

Tax on profit

# Notes to the Financial Statements (continued)

# Year ended 30 June 2021

9.	Other interest receivable and similar income		
		2021	2020
	Interest on cash and cash equivalents	£ 49,000	£ 1,281
10.	Interest payable and similar expenses		
		2021 £	2020 £
	Interest on obligations under finance leases and hire purchase contracts	1,813	604
	Other interest payable and similar charges	914,282 916,095	466,122 466,726
11.	Tax on profit		
	Major components of tax expense		
		2021 £	2020 £
	Current tax: UK current tax expense Adjustments in respect of prior periods	1,412,540 (210,979)	1,180,562 (122,325)
	Total current tax	1,201,561	1,058,237
	Tax on profit	1,201,561	1,058,237
	Reconciliation of tax expense		
	The tax assessed on the profit on ordinary activities for the year is low the standard rate of corporation tax in the UK of 19% (2020: 19%).	wer than (2020	: lower than)
		2021 £	2020 £
	Profit on ordinary activities before taxation	7,676,958	6,210,985
	Profit on ordinary activities by rate of tax  Adjustment to tax charge in respect of prior periods	1,458,622 (210,979) 25,348	1,180,087 (122,325) 9,519

25,348

(74,740)

1,201,561

3,310

9,519

(9,044)

1,058,237

# Notes to the Financial Statements (continued)

160	ended 30 built 202		<del> </del>
12.	Dividends		
	Dividends due and payable during the year (excluding those for which end of the prior year):	2021	2020
	Dividends on equity shares	£ 1,152,070	474,000 ————
13.	Intangible assets		
			Patents, trademarks and licences £
	Cost At 1 July 2020 and 30 June 2021		21,000
	Amortisation At 1 July 2020 and 30 June 2021		21,000
	Carrying amount At 30 June 2021		
	At 30 June 2020		
14.	Tangible assets		
		Equipment £	Total
	Cost At 1 July 2020 Additions	97,649 6,712	
	At 30 June 2021	104,361	104,361
	<b>Depreciation</b> At 1 July 2020 Charge for the year	30,165 24,133	
	At 30 June 2021	54,298	54,298
	Carrying amount At 30 June 2021	50,063	50,063
	At 30 June 2020	67,484	67,484

# Notes to the Financial Statements (continued)

#### Year ended 30 June 2021

15. Investme	nts
--------------	-----

Cost	Shares in group undertakings £
At 1 July 2020	10,083
Disposals	(8,933)
Diopoduio	<u></u>
At 30 June 2021	1,150
Impairment At 1 July 2020 and 30 June 2021	
Carrying amount At 30 June 2021	1,150
At 30 June 2020	10,083

The entity has taken advantage of the exemption from preparing consolidated financial statements contained in Section 402 of the Companies Act 2006 on the basis that its subsidiaries are excluded from consolidation on the grounds that their inclusion is not material for the purpose of giving a true and fair view.

#### Subsidiaries, associates and other investments

			CI	ass of share	Percentage of shares held
	Subsidiary undertakings Internet Mobile Communications Chile SP	A		Ordinary	100
	The results and capital and reserves for the	ne year are as Capital and <b>2021</b> £	follows: reserves 2020 £	Profit/(loss) 1 2021 £	for the year 2020 £
	Subsidiary undertakings Internet Mobile Communications Chile SPA	(182,013)	(167,013)	(18,000)	(62,527)
16.	Debtors				
	Trade debtors Amounts owed by group undertakings Prepayments and accrued income Other debtors			2021 £ 27,773,886 80,500 1,145,403 946,294 29,946,083	2020 £ 9,677,353 536,271 8,600,088 11,475,877 30,289,589

# Notes to the Financial Statements (continued)

#### Year ended 30 June 2021

16.	Debtors (continued)		
	The debtors above include the following amounts falling due after m	ore than one ve	ar:
	The deplois above include the following amounts family due after in	2021	2020
		£	£
	Other debtors	901,920	
17.	Creditors: amounts falling due within one year		
		2021	2020
		£	£
	Trade creditors	1,771,964	
	Accruals and deferred income	1,194,517	11,104,616 1,180,562
	Corporation tax	1,412,540 61,401	78,644
	Social security and other taxes	16,650	16,650
	Obligations under finance leases and hire purchase contracts  Director loan accounts	129,182	265,519
	Loans	6.697,281	2,905,079
	Other creditors	2,309,050	370,488
	Other creditors		
		13,592,585	19,245,869
18.	Creditors: amounts falling due after more than one year		
		2021 £	2020 £
	O. F Harry and des Engage and hire numbers contracts	11,100	27.750
	Obligations under finance leases and hire purchase contracts Loans	1,258,799	3,634,222
		1,269,899	3,661,972

Within creditors falling due after more than one year are balances owed to Chun Yan Shao and Wen Lei Sun of £200,000 each by way of directors loans. Interest of 3% is charged per annum.

# 19. Finance leases and hire purchase contracts

The total future minimum lease payments under finance leases and hire purchase contracts are as follows:

	2021	2020
	£	£
Not later than 1 year Later than 1 year and not later than 5 years	16,650	16,650
	11,100	27,750
	<del></del>	
	27,750	44,400

# 20. Employee benefits

#### **Defined contribution plans**

The amount recognised in profit or loss as an expense in relation to defined contribution plans was £10,651 (2020: £8,651).

#### Notes to the Financial Statements (continued)

#### Year ended 30 June 2021

#### 21. Share-based payments

The EMI share options may be exercised at any time after the fifth anniversary of the date of grant, or earlier if there is a listing, change of control or voluntary winding up. If any optionholder ceases to be a director or employee of the company before that date then their option will lapse on the date their employment ceases, unless the option is allowed to continue to exist at the discretion of the board.

Details of the number and weighted average exercise prices (WAEP) of share options during the year are as follows:

<b>you</b>	2021		2020	)
	No.	WAEP	No.	WAEP
Granted during the year	675,000	0.50	_	-
Forfeited during the year	(165,000)	0.50	_	_
•				
Outstanding at 30 June 2021	510,000	0.50	_	-
outdaning at 55 time = 5 = 5				
The total expense recognised in profit	or loss for the yea	ar is as follows:		
11.0 10.0.	_		2021	2020
			£	£
			~	~
Equity-settled share-based payments			41,544	

A market value of £0.50 per £0.00001 ordinary share was accepted by HMRC for the purpose of the EMI option grants issued in the year ending 30 June 2021.

## 22. Government grants

23.

The amounts recognised in the financial statements for government g	rants are as follo	ws:
	2021 £	2020 £
Recognised in other operating income: Government grants recognised directly in income	24,092	_
Financial instruments		

The carrying amount for each category of financial instrument is as fo	llows: <b>2021</b> £	2020 £
Financial assets measured at fair value through profit or loss Trade and other receivables Cash and cash equivalents	27,869,683 1,726,390 29,596,073	30,289,589 1,305,316 31,594,905
Financial liabilities measured at fair value through profit or loss Trade and other payables	5,903,242	16,368,539

#### Notes to the Financial Statements (continued)

#### Year ended 30 June 2021

#### 24. Called up share capital

#### Issued, called up and fully paid

	2021		2020	
	No.	£	No.	£
Ordinary shares of £0.00001 each	41,350,000	414	39,500,000	395

The company had no outstanding warrants as at 30 June 2021 (2020: outstanding warrants in respect of 730,000 new shares at 80p each and 250,000 new shares at 150p each).

#### 25. Reserves

Profit and loss account - This reserve records retained earnings and accumulated losses.

Share premium account - This reserve records the amount above the nominal value received for shares sold, less transaction costs.

Other reserves - This represents amounts accrued under the EMI share options scheme.

#### 26. Analysis of changes in net debt

		At
At 1 Jul 2020	Cash flows	30 Jun 2021
£	£	£
1,305,316	421,074	1,726,390
(2,921,729)	(3,693,786)	(6,615,515)
(3,661,972)	2,392,073	(1,269,899)
(5,278,385)	(880,639)	(6,159,024)
	£ 1,305,316 (2,921,729) (3,661,972)	£ £ 1,305,316 421,074 (2,921,729) (3,693,786) (3,661,972) 2,392,073

#### 27. Operating leases

The total future minimum lease payments under non-cancellable operating leases are as follows:

• •	2021	2020
	£	£
Not later than 1 year	1,728,905	492,725
Later than 1 year and not later than 5 years	2,051,642	683,703
	3,780,547	1,176,428

#### Notes to the Financial Statements (continued)

#### Year ended 30 June 2021

#### 28. Contingencies

During the year the company introduced a long-term incentive plan for non-UK employees and consultants. Under the plan the individuals concerned are allocated units which entitle them to a bonus based on the increase of the share price above £0.50 per share. The bonus becomes payable either on exit (sale of the company) or on submission of a claim at a date between 30 June 2025 and 30 June 2030, whichever is the earlier. The bonus due may be settled in new shares in the company or in cash.

There are number of significant uncertainties affecting the amount of the bonus, including the share price at the time of payment, the date of payment and whether the individual is still providing services to the company at that time (no payment being due to individuals who are no longer providing services). Had a bonus been payable at 30 June 2021 the estimated bonus would have been £170,500.

#### 29. Related party transactions

At the year end the company owed directors £529,182 (2020: £751,800). £400,000 (2020: £486,281) of this relates to loans that are included within other creditors in note 17 and 18 and interest of 3% per annum is payable on these loans.

During the year the company was supplied consultancy services of £31,846 (2020: £130,845) by various related parties.

During the year, the company disposed of its subsidiary Internet Mobile Communications (Malta) Limited. The subsidiary was disposed of by entering a demerger agreement with BOTCoin Holdings Limited under which the company agreed to transfer its shares in Internet Mobile Communications (Malta) Limited to BOTCoin Holdings Limited, in consideration of which BOTCoin Holdings Limited would issue new ordinary shares to the company's shareholders. The value of the share capital transferred was £402,300.

Key management personnel include all persons that have authority and responsibility for planning, directing and controlling the activities of the company. The total compensation paid to key management personnel for services provided to the company was £502,476 (2020: £272,619).



# **Detailed Income Statement**

	2021 £	2020 £
Turnover	206,838,125	
Cost of sales Cost of calls, telephone numbers and minutes Intercompany management fees	194,327,227 –	111,493,395 9,117
	194,327,227	111,502,512
Gross profit	12,510,898	8,368,815
Overheads		
Administrative expenses	40.284	52 549
Rent and rates	40,284 2,881	52,548 2,600
Light and heat	121,947	97,080
Insurance		-
Repairs and renewals	(247)	
Cleaning costs	(75) 502,290	
Wages and salaries	•	334,429
Equity-settled share-based payments	41,544	43,777
Employers national insurance contributions	53,933	
Staff pension contributions	8,631	6,415 26,233
Travel and subsistence	(4,221) 5,200	6,869
Vehicle leasing charges	24,329	32,062
Telephone	116,217	
Computers and software	1,155	2,969
Printing postage and stationery	4,513	2,969
Staff training	103,599	3,102
Sundry expenses	8,264	5,864
Subscriptions	-	3,004
Charitable donations (allowable)	4,000	35,200
Marketing and patents	92,398	
Entertaining	237	4,058
Provision for doubtful debts	316,575	277,491 10,759
Bank charges	83,398	(223,833)
Foreign currency gains/losses	1,831,380 444,198	395,739
Executive and employee profit share		129,569
Legal and professional fees	153,480 181,942	186,617
Consultancy fees	101,842	15,993
Accountancy fees	18,000	19,000
Auditors remuneration		173,970
Directors salaries	305,142 13,198	11,189
Directors national insurance contributions		2,236
Directors pensions	2,020	4,200
Amortisation of intangible assets	24 122	•
Depreciation of tangible assets	24,133	13,484
(Gain)/loss on disposal of shares in group undertakings	(393,367)	
	4,106,978	2,018,328

# Detailed Income Statement (continued)

	2021 £	2020 £
Other operating income	140,133	325,943
Operating profit	8,544,053	6,676,430
Other interest receivable and similar income Interest payable and similar expenses	49,000 (916,095)	1,281 (466,726)
Profit before taxation	7,676,958	6,210,985

# **Notes to the Detailed Income Statement**

	2021 £	2020 £
Other operating income Government grant income	04.000	
Management recharge income	24,092	-
Management recharge income	116,041	325,943
	140,133	325,943
Other interest receivable and similar income		
Interest on cash and cash equivalents	49,000	1,281
	-	
Interest payable and similar expenses		
Interest on hire purchase and finance lease contracts	1,813	604
Other interest payable and similar charges	914,282	466,122
	916,095	466,726
	====	. 55,725