

WIPRO TECHNOLOGIES NIGERIA LIMITED

FINANCIAL STATEMENTS

31 MARCH 2026

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Corporate information

Directors	S.V. Syed Ibrahim Niazy (Appointed 29 August 2025) Sudarshan Shapurkar Panthi Ravi Yuvraj (Resigned 29 August 2025)
Registered Office	235 Ikorodu Road Ilupeju Lagos
Operational office	7th Floor, Mulliner Towers 39 Alfred Rewane Road Ikoyi Lagos
Company Secretaries	DCSL Corporate Services Limited 235 Ikorodu Road Ilupeju Lagos
Auditor	BDO Professional Services 15 CIPM Avenue Central Business District Alausa, Ikeja Lagos
Principal Banker	Citibank Nigeria Limited

The directors present their report on the affairs of the Company, together with the accounts and auditor's report for the year ended 31 March 2026.

1. **PRINCIPAL ACTIVITY AND BUSINESS REVIEW**

The principal activity of the Company is to engage in consultancy in matters related to information technology in retail space.

2. **RESULTS FOR THE YEAR**

Results for the year are as follows:

	2026	2025
	N	N
Revenue	-	356,838,579
Profit / (Loss) before taxation	177,623,357	(667,332,350)
Taxation	(632,875)	(2,445,179)
Profit / (Loss) for the year	176,990,482	(669,777,529)

3. **DIRECTORS**

The Directors who served during the year were as follows:

S.V. Syed Ibrahim Niazy (Appointed 29 August 2025)

Sudarshan Shapurkar

Panthi Ravi Yuvraj (Resigned 29 August 2025)

4. **DIRECTORS AND THEIR INTERESTS**

In accordance with Section 303 of the Companies and Allied Matters Act, 2020, none of the Directors have notified the Company of any declarable interests in contracts with the Company.

The Directors do not have any interests required to be disclosed under Section 301 of the Companies and Allied Matters Act, 2020.

5. **SHAREHOLDING STRUCTURE**

The shareholding structure of the Company is as follows:

	Number of shares
Wipro Technologies South Africa (Proprietary) Ltd	620,472
Wipro IT Services UK Societas	1,000

In accordance with the provisions of Section 377 of the Companies and Allied Matters Act, 2020, the Company's Directors are responsible for the preparation of financial statements which give a true and fair view of the financial position of the Company as at the end of the financial year and of its profit or loss and cash flows for the year and comply with the provisions of the Act.

6. **EMPLOYMENT OF PHYSICALLY CHALLENGED PERSONS**

The Company has no physically challenged persons in its employment. However, applications for employment by physically challenged persons are always fully considered, bearing in mind the respective aptitudes and abilities of the applicant concerned. In the event of members of staff becoming physically challenged, every effort is made to ensure that their employment with the Company continues and that appropriate training is arranged. It is the policy of the Company that training, career development and promotion of physically challenged persons should, as far as possible, be identical with that of other employees.

7. HEALTH, SAFETY AND WELFARE AT WORK

The Company places a high premium on the health, safety and welfare of its employees in their place of work. To this end, the Company has various forms of insurance policies, including Workmen's Compensation and Group Personal Accident Insurance, to adequately secure and protect its employees. In addition, medical facilities are provided to employees and their immediate families at the Company's expense.

8. EMPLOYEE INVOLVEMENT AND TRAINING

The Company places considerable value on the involvement of its employees and keeps them informed on matters affecting them as employees, and on the various factors affecting the performance of the Company. This is achieved through formal and informal meetings.

The Company has in-house training programmes, complemented when and where necessary with additional facilities from external institutions for the training of its employees.

9. AUDITOR

In accordance with Section 401(2) of the Companies and Allied Matters Act, 2020, BDO Professional Services having indicated their willingness, will continue in office as auditor.

BY ORDER OF THE BOARD



.....
DCSL Corporate Services Limited
Company Secretary
Company Secretaries
Lagos, Nigeria

WIPRO TECHNOLOGIES NIGERIA LIMITED
STATEMENT OF DIRECTORS' RESPONSIBILITIES
FOR THE YEAR ENDED 31 MARCH 2026

This statement which, should be read in conjunction with the Report of the Auditor, is made with a view to setting out for shareholders, the responsibilities of the Directors of the Company with respect to the financial statements.

In accordance with the provisions of Section 377 of the Companies and Allied Matters Act, 2020, the Directors are responsible for the preparation of annual financial statements which give a true and fair view of the financial position of the Company and of the profit or loss for the financial year.

The responsibilities include ensuring that:

- (a) appropriate internal controls are established both to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.
- (b) the Company keeps accounting records which disclose with reasonable accuracy the financial position of the Company and which ensures that the financial statements comply with the requirements of the Companies and Allied Matters Act, 2020.
- (c) The Company has used suitable accounting policies, consistently applied and supported by reasonable and prudent judgments and estimates, and that all applicable accounting standards have been followed.

It is the responsibility of the directors to be satisfied that it is appropriate for the financial statements to be prepared on a going concern basis unless it is presumed that the Company will not continue in business.



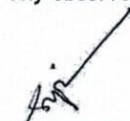
S.V. Syed Ibrahim Niazy
Director




Sudarshan Shapurkar
Director

In line with the provisions of Section 405 of the Companies and Allied Matters Act, 2020, we have reviewed the audited financial statements of the Company for the year ended 31 March 2026 and based on our knowledge confirm as follows:

- (a) the audited financial statements do not contain any untrue statement of material fact or omit to state a material fact, which would make the statements misleading;
- (b) the audited financial statements and all other financial information included in the statements fairly present, in all material respects, the financial condition and results of operations of the Company as at and for the year ended 31 March 2026.
- (c) the Company's internal controls have been designed to ensure that all material information relating to the Company is received and provided to the Auditor in the course of the audit.
- (d) the Company's internal controls were evaluated within 90 days of the financial reporting date and are effective as at 31 March 2026.
- (e) that we have disclosed to the Auditor that there are no significant deficiencies in the design or operations of the Company's internal controls which could adversely affect the Company's ability to record, process, summarise and report financial data, and have discussed with the Auditor any weaknesses in internal controls observed in the course of the Audit
- (f) that we have disclosed to the Auditor that there is no fraud involving management or other employees who have a significant role in the Company's internal control; and
- (g) there are no significant changes in internal controls or in other factors which could significantly affect internal controls subsequent to the date of this audit, including any corrective actions with regard to any observed deficiencies and material weaknesses



S.V. Syed Ibrahim Niazy
Director



Sudarshan Shapurkar
Director



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**INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF WIPRO TECHNOLOGIES NIGERIA LIMITED
REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS**

Opinion

We have audited the financial statements of Wipro Technologies Nigeria Limited which comprise, the statement of financial position as at 31 March 2026, 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 material accounting policies and other explanatory notes.

In our opinion the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 March 2026 and of its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards, and in compliance with the relevant provisions of the Financial Reporting Council of Nigeria (Amendment) Act, 2023 and the Companies and Allied Matters Act, 2020.

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 this report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to our audit of the financial statements in Nigeria, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the International Ethics Standards Board Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Going concern consideration

We draw attention to Note 25 of the financial statements which indicates that the Company's current liabilities exceeded its current assets by ₦2.38 billion as at 31 March 2026 (2025: ₦2.56 billion). The Company also has accumulated losses of ₦2.49 billion (2025: ₦2.66 billion) and negative shareholders' funds of ₦2.38 billion (2025: ₦2.56 billion). These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

The Directors are responsible for the other information. The other information comprises the information included in the Directors' report but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance 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 information, we are required to report that fact; we have nothing to report in this regard.

Responsibilities of the Directors for the Financial Statements

The Directors are responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board, and in compliance with the relevant provisions of the Financial Reporting Council of Nigeria (Amendment) Act, 2023 and the Companies and Allied Matters Act, 2020 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 a 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 International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with International Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, 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 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 the 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 the 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 and any significant deficiencies in internal controls that we identify during our audit.

Report on other legal and regulatory requirements

The Companies and Allied Matters Act, 2020 requires that in carrying out our audit we consider and report to you on the following matters. We confirm that:

- (i) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit
- (ii) in our opinion, proper books of account have been kept by the Company, and
- (iii) the Company's statement of financial position, and its statement of profit or loss and other comprehensive income are in agreement with the books of account.

Lagos, Nigeria
18 June 2026



Olusegun Agbana-Anibaba, FCA
FRC/2013/PRO/ICAN/004/00000003667
For: BDO Professional Services
Chartered Accountants



WIPRO TECHNOLOGIES NIGERIA LIMITED
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2026

	Notes	2026 N	2025 N
Revenue	7	-	356,838,579
Cost of sales	8	-	(236,720,458)
Gross profit		<u>-</u>	<u>120,118,121</u>
Other operating income	9	13,873,970	111,003,712
Administrative expenses	10	(119,033,060)	(190,332,483)
(Loss)/Profit from operations		<u>(105,159,090)</u>	<u>40,789,350</u>
Finance income	11	284,488,737	2,520,907,516
Finance expense	11	(1,706,290)	(3,229,029,216)
Net finance income/(expense)		<u>282,782,447</u>	<u>(708,121,700)</u>
Profit/(loss) before taxation	12	177,623,357	(667,332,350)
Tax expense	13(a)	(632,875)	(2,445,179)
Profit/(loss) for the year		<u>176,990,482</u>	<u>(669,777,529)</u>
Other comprehensive income:			
Items that will not be reclassified to profit or loss		-	-
Items that will or may be reclassified to profit or loss		-	-
Other comprehensive income		<u>-</u>	<u>-</u>
Total comprehensive income/(loss)		<u>176,990,482</u>	<u>(669,777,529)</u>

The accompanying notes and material accounting policies on pages 8 to 28 and other national disclosures on pages 29 and 30 form an integral part of these financial statements.

Auditor's report, pages 1 to 3

WIPRO TECHNOLOGIES NIGERIA LIMITED
STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2026

Assets	Notes	2026 N	2025 N
Non-current			
Property, plant and equipment	14	203,145	678,451
		<u>203,145</u>	<u>678,451</u>
Current			
Other receivables and prepayments	15	2,092,774,432	2,339,581,662
Cash and cash equivalents	16	527,248,545	321,427,227
Total current assets		<u>2,620,022,977</u>	<u>2,661,008,889</u>
Current liabilities			
Trade and other payables	17	4,995,462,116	5,212,129,626
Income tax payable	13(g)	8,621,788	10,405,978
Total current liabilities		<u>5,004,083,904</u>	<u>5,222,535,604</u>
Net current liabilities		<u>(2,384,060,927)</u>	<u>(2,561,526,715)</u>
Total net liabilities		<u>(2,383,857,782)</u>	<u>(2,560,848,264)</u>
Equity			
Share capital	18	101,299,936	101,299,936
Accumulated losses	19	(2,485,157,718)	(2,662,148,200)
Total Equity		<u>(2,383,857,782)</u>	<u>(2,560,848,264)</u>

The financial statements and notes on pages 4 to 30 were approved by the Board of Directors on *10 June...2026* and signed on its behalf by:

(i) S.V. Syed Ibrahim Niazy

(ii) Sudarshan Shapurkar

Directors

The accompanying notes and material accounting policies on pages 8 to 28 and other national disclosures on pages 29 and 30 form an integral part of these financial statements.

Auditor's report, pages 1 to 3

WIPRO TECHNOLOGIES NIGERIA LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2026

	Share capital N	Accumulated losses N	Total equity N
Balance at 1 April 2024	16,300,000	(1,992,370,671)	(1,976,070,671)
Comprehensive income for the year:			
Loss for the year	-	(669,777,529)	(669,777,529)
Other comprehensive income	-	-	-
Total comprehensive loss for the year	-	(669,777,529)	(669,777,529)
Transactions with owners, recorded directly in equity			
Additional issued share capital (Note 18)	84,999,936	-	84,999,936
Balance at 31 March 2025	<u>101,299,936</u>	<u>(2,662,148,200)</u>	<u>(2,560,848,264)</u>
Balance at 1 April 2025	<u>101,299,936</u>	<u>(2,662,148,200)</u>	<u>(2,560,848,264)</u>
Comprehensive income for the year:			
Profit for the year	-	176,990,482	176,990,482
Other comprehensive income	-	-	-
Total comprehensive loss for the year	-	176,990,482	176,990,482
Transactions with owners, recorded directly in equity			
	-	-	-
	-	-	-
Balance at 31 March 2026	<u>101,299,936</u>	<u>(2,485,157,718)</u>	<u>(2,383,857,782)</u>

The accompanying notes and material accounting policies on pages 8 to 28 and other national disclosures on pages 29 and 30 form an integral part of these financial statements.

Auditor's report, pages 1 to 3

WIPRO TECHNOLOGIES NIGERIA LIMITED
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MARCH 2026

	Notes	2026 N	2025 N
Cash flows from operating activities			
Profit/(Loss) for the year		176,990,482	(669,777,529)
<i>Adjustments for:</i>			
Interest income on fixed deposits	11	-	(26,038,471)
Income tax expense	13(a)	632,875	2,445,179
Depreciation of property, plant and equipment	14	475,306	475,306
		<u>178,098,663</u>	<u>(692,895,515)</u>
Changes in working capital			
Other receivables and prepayments		246,807,230	(615,597,814)
Trade and other payables		(216,667,510)	(1,176,204,785)
Accrued leave expenses		-	(1,898,351)
		<u>208,238,383</u>	<u>(2,486,596,465)</u>
Income tax paid	13(g)	<u>(2,417,065)</u>	<u>(14,273,650)</u>
Net cash inflow/(outflow) from operating activities		<u>205,821,318</u>	<u>(2,500,870,115)</u>
Cash flows from investing activities			
Interest income on fixed deposits	11	-	26,038,471
Net cash inflow from investing activities		<u>-</u>	<u>26,038,471</u>
Cash flows from financing activities			
Additional issued share capital	18	-	84,999,936
Net cash inflow from financing activities		<u>-</u>	<u>84,999,936</u>
Net increase/(decrease) in cash and cash equivalents		205,821,318	(2,389,831,708)
Cash and cash equivalents at the beginning of the year		321,427,227	2,711,258,935
Cash and cash equivalents at the end of the year	16	<u>527,248,545</u>	<u>321,427,227</u>

The accompanying notes and material accounting policies on pages 8 to 28 and other national disclosures on pages 29 and 30 form an integral part of these financial statements.

Auditor's report, pages 1 to 3

1. **Corporate information and principal activities**

Wipro Technologies Nigeria Limited, a private limited liability Company, was incorporated in Nigeria on 15 August 2012 under the Companies and Allied Matters Act, 2020. The principal activity of the Company is the provision of Consultancy services in matters related to information technology in retail space. Its registered office is at 235 Ikorodu Road, Ilupeju, Lagos.

2. **Basis of preparation**

(a) **Statement of compliance**

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB), the interpretations issued by the International Financial Reporting Standards Interpretation Committee (IFRIC), the requirements of the Companies and Allied Matters Act, 2020 and the Financial Reporting Council of Nigeria (Amendment) Act, 2023.

The financial statements were approved and authorised for issue by the Board of Directors on 10 June 2026.

(b) **Basis of measurement**

The financial statements have been prepared under the historical cost concept and on an accrual basis, except for certain financial instruments which are measured at fair value as disclosed in the accounting policies in Note 5.

(c) **Going concern**

The directors assess the Company's future performance and financial position on a going concern basis and have no reason to believe that the Company will not be a going concern in the year ahead. For this reason, the financial statements have been prepared on a going concern basis.

(d) **Functional and presentation currency**

Items included in the financial statements are measured using the currency of the primary economic environment in which these entities operate (i.e., the "functional currency"). These financial statements are presented in Nigerian Naira, which is the functional currency of the Company.

(e) **Use of estimates and judgements**

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates and judgments. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4.

3. **New standards, interpretations and amendments**

(a) **New standards, interpretations and amendments adopted from 1 April 2025**

The following amendments are effective for the period beginning 1 January 2025:

- **Lack of exchangeability (Amendment to IAS 21 The Effects of Changes in Foreign Exchange Rates)**
On 15 August 2023, the IASB issued amendments to IAS 21 titled Lack of Exchangeability. These amendments introduce guidance on assessing when a currency is exchangeable into another currency and when it is not. Where a currency is determined to be not exchangeable, an entity is required to estimate the spot exchange rate for use in applying IAS 21.

These amendments did not have an impact on the Company's financial statements

(b) **New standards, interpretations and amendments not yet effective**

There are a number of standards, amendments to standards, and interpretations which have been issued by the IASB that are effective in future accounting periods that the Company has decided not to adopt early.

The following amendments are effective for the period beginning 1 January 2025:

- **Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures)**
Clarification that financial liabilities are derecognised on the settlement date, with an accounting policy choice (subject to specific conditions) to derecognise liabilities settled via electronic payment systems before the settlement date.
- **Additional guidance on assessing contractual cash flows for financial assets with environmental, social and governance (ESG) or similar features.**

- Clarifications on non-recourse features and the characteristics of contractually linked instruments.
- New disclosure requirements for financial instruments with contingent features and enhanced disclosures for equity instruments measured at fair value through other comprehensive income (OCI).

The amendments are effective for annual periods beginning on or after 1 January 2026, with early application permitted for the classification of financial assets and related disclosures. The Company does not expect these amendments to have a material impact on its financial statements.

- **Contracts Referencing Nature-dependent Electricity - Amendments to IFRS 9 and IFRS 7**
Issued in December 2024, these amendments apply to contracts referencing nature-dependent electricity and:
 - Clarify the application of the 'own-use' requirements.
 - Modify designation requirements for hedged items in cash flow hedging relationships.
 - Introduce new disclosure requirements to explain the impact of these contracts on financial performance and cash flows.

The amendments are effective for annual periods beginning on or after 1 January 2026 (early application permitted). Own-use amendments apply retrospectively; hedge accounting amendments apply prospectively to new hedging relationships. IFRS 7 disclosures must be implemented with IFRS 9 amendments.

The Company does not expect these amendments to have a material effect on its financial statements.

- **Annual Improvements to IFRS Accounting Standards - Volume 11** Issued in July 2024, these nine narrow-scope amendments provide clarifications and corrections to improve consistency in:
 - IFRS 1 *First-time Adoption of IFRS*
 - IFRS 7 *Financial Instruments: Disclosures* (including implementation guidance)
 - IFRS 9 *Financial Instruments*
 - IFRS 10 *Consolidated Financial Statements*
 - IAS 7 *Statement of Cash Flows*

The amendments are effective for annual periods beginning on or after 1 January 2026 (early application permitted).

The Company does not expect these amendments to have a material effect on its financial statements.

The following standards and amendments are effective for the annual reporting period beginning 1 January 2027:

- **IFRS 18 Presentation and Disclosure in Financial Statements**
IFRS 18 Presentation and Disclosure in Financial Statements, which was issued by the IASB in April 2024 supersedes IAS 1 and will result in major consequential amendments to IFRS Accounting Standards including IAS 8 Basis of Preparation of Financial Statements (renamed from Accounting Policies, Changes in Accounting Estimates and Errors). Even though IFRS 18 will not have any effect on the recognition and measurement of items in the consolidated financial statements, it is expected to have a significant effect on the presentation and disclosure of certain items. These changes include categorisation and sub-totals in the statement of profit or loss, aggregation/disaggregation and labelling of information, and disclosure of management-defined performance measures

These new requirements are expected to impact all reporting entities. IFRS 18 and all consequential amendments are effective for reporting periods beginning on or after 1 January 2027, with earlier application permitted. Retrospective application is required.

The Company is currently assessing the effect of these new accounting standards and amendments

- **IFRS 19 - Subsidiaries without Public Accountability: Disclosures**
IFRS 19 was issued in May 2024, IFRS 19 introduces a reduced-disclosure framework for subsidiaries that:
 - Do not have public accountability; and
 - Are included in consolidated financial statements of a parent applying full IFRSUnder IFRS 19, eligible subsidiaries apply recognition, measurement, and presentation requirements of IFRS Standards but follow simplified disclosure requirements set out in IFRS 19. IFRS 19 will become effective for reporting periods beginning on or after 1 January 2027, with early application permitted.

The Company is assessing the potential adoption of IFRS 19 for qualifying subsidiaries. No decision has been finalized, and the impact on future financial statements is under review.

4. **Critical accounting estimates and judgements**

The Company makes certain estimates and assumptions regarding the future. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are:

(i) **Income and deferred taxation**

The Company incurs amounts of income taxes payable, and also recognises changes to deferred tax assets and deferred tax liabilities, all of which are based on management's interpretations of applicable laws and regulations. The quality of these estimates is highly dependent upon management's ability to properly apply at times a very complex sets of rules, to recognise changes in applicable rules and, in the case of deferred tax assets, management's ability to project future earnings from activities that may apply loss carry forward positions against future income taxes.

(ii) **Expected credit losses**

On application of IFRS 9, the impairment provisions of financial assets are based on assumptions about risk of default and expected timing of collection. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history of collections, customer's credit-worthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

(iii) **Legal proceedings**

The Company reviews outstanding legal cases following developments in the legal proceedings at each reporting date, in order to assess the need for provisions and disclosures in its financial statements. Among the factors considered in making decisions on provisions are the nature of litigation, claim or assessment, the legal process and potential level of damages in the jurisdiction in which the litigation, claim or assessment has been brought, the progress of the case (including the progress after the date of the financial statements but before those statements are issued), the opinions or views of legal advisers, experience on similar cases and any decision of the Company's management as to how it will respond to the litigation, claim or assessment.

5. **Summary of material accounting policies**

The accounting policies set out below have been applied consistently to all years presented in these financial statements:

(a) **Foreign currency translation**

In preparing the financial statements of the Company, transactions in currencies other than the entity's presentation currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions and any exchange differences arising are included in the income statement during the reporting period.

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates of exchange prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction (i.e. not retranslated).

Foreign currency differences on loans and other borrowings are recognised as finance income and expenses. Other foreign currency differences as a result of transactions are recognised in the related items within the operating results.

(b) **Revenue**

The Company derives revenue primarily from software development, maintenance of software/hardware and related services, business process services, sale of IT and other products.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. To recognize revenues, the Company applies the following five step approach: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenues when a performance obligation is satisfied.

At contract inception, the Company assesses its promise to transfer products or services to a customer to identify separate performance obligations. The Company applies judgement to determine whether each product or services promised to a customer are capable of being distinct, and are distinct in the context of the contract, if not, the promised products or services are combined and accounted as a single performance obligation. The Company allocates the arrangement consideration to separately identifiable performance obligation based on their relative stand-alone selling price or residual method. Stand-alone selling prices are determined based on sale prices for the components when it is regularly sold separately, in cases where the Company is unable to determine the stand-alone selling price the Company uses third-party prices for similar deliverables or the company uses expected cost plus margin approach in estimating the stand-alone selling price.

For performance obligations where control is transferred over time, revenues are recognized by measuring progress towards completion of the performance obligation. The selection of the method to measure progress towards completion requires judgment and is based on the nature of the promised products or services to be provided.

The method for recognizing revenues and costs depends on the nature of the services rendered:

(i). Time and materials contract

Revenues and costs relating to time and materials, transaction-based or volume-based contracts are recognized as the related services are rendered.

(ii). Fixed-price development contracts

Revenues from fixed-price contracts, including software development, and integration contracts, where the performance obligations are satisfied over time, are recognized using the "percentage-of-completion" method. Percentage of completion is determined based on project costs incurred to date as a percentage of total estimated project costs required to complete the project. The cost expended (or input) method has been used to measure progress towards completion as there is a direct relationship between input and productivity. If the Company is not able to reasonably measure the progress of completion, revenue is recognized only to the extent of costs incurred for which recoverability is probable. When total cost estimates exceed revenues in an arrangement, the estimated losses are recognized in the income statement in the period in which such losses become probable based on the current contract estimates as an onerous contract provision.

(iii). Maintenance contracts

Revenues related to fixed-price maintenance, testing and business process services are recognized based on the Company's right to invoice for services performed for contracts in which the invoicing is representative of the value being delivered. If the company's invoicing is not consistent with value delivered, revenues are recognized as the service is performed using the percentage of completion method.

When services are performed through an indefinite number of repetitive acts over a specified period, revenue is recognized on a straight-line basis over the specified period unless some other method better represents the stage of completion.

In certain projects, a fixed quantum of service or output units is agreed at a fixed price for a fixed term. In such contracts, revenue is recognized with respect to the actual output achieved till date as a percentage of total contractual output. Any residual service unutilized by the customer is recognized as revenue on completion of the term.

(iv). Others

□ Any change in scope or price is considered as a contract modification. The Company accounts for modifications to existing contracts by assessing whether the services added are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively, either as a separate contract if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

□ The Company accounts for variable considerations like, volume discounts, rebates and pricing incentives to customers as reduction of revenue on a systematic and rational basis over the period of the contract. The Company estimates an amount of such variable consideration using expected value method or the single most likely amount in a range of possible consideration depending on which method better predicts the amount of consideration to which the Company may be entitled.

□ Revenues are shown net of allowances/ returns sales tax, value added tax, goods and services tax and applicable discounts and allowances.

□ The Company accrues the estimated cost of warranties at the time when the revenue is recognized. The accruals are based on the Company's historical experience of material usage and service delivery costs.

□ Incremental costs that relate directly to a contract and incurred in securing a contract with a customer are recognized as an asset and amortized over the contract term.

□ The Company recognizes contract fulfilment cost as an asset if those costs specifically relate to a contract or to an anticipated contract, the costs generate or enhance resources that will be used in satisfying performance obligations in future; and the costs are expected to be recovered. The asset so recognized is amortized on a systematic basis consistent with the transfer of goods or services to customer to which the asset relates.

The Company assesses the timing of the transfer of goods or services to the customer as compared to the timing of payments to determine whether a significant financing component exists. As a practical expedient, the Company does not assess the existence of a significant financing component when the difference between payment and transfer of deliverables is a year or less. If the difference in timing arises for reasons other than the provision of finance to either the customer or the Company, no financing component is deemed to exist.

□ The Company may enter into arrangements with third party suppliers to resell products or services. In such cases, the company evaluates whether it is the principal (i.e. report revenues on a gross basis) or agent (i.e. report revenues on a net basis).

In doing so, the company first evaluates whether it controls the good or service before it is transferred to the customer. If the company controls the good or service before it is transferred to the customer, the Company is the principal; if not, the company is the agent.

(v). Contract assets and liabilities

The Company classifies its right to consideration in exchange for deliverables as either a receivable or a contract asset.

A receivable is a right to consideration that is unconditional. A right to consideration is unconditional if only the passage of time is required before payment of that consideration is due. For example, the Company recognizes a receivable for revenues related to time and materials contracts or volume-based contracts. The Company presents such receivables as part of Trade receivables at their net estimated realizable value. The same is tested for impairment as per the guidance in IFRS 9 using expected credit loss method.

A contract asset is a right to consideration that is conditional upon factors other than the passage of time. Contract assets are presented in Other current assets and primarily relate to unbilled amounts on fixed-price contracts utilizing the percentage of completion method of revenue recognition.

A contract liability is an entity's obligation to transfer goods or services to a customer for which the entity has received consideration (or the amount is due) from the customer. Contract liabilities or deferred revenue, consist of advance payments and billings in excess of revenues recognized and disclosed as part of current and non-current liabilities. The company classifies deferred revenue as current or non-current based on the timing of when revenue is expected to be recognised.

(vi). Remaining performance obligations

The aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied (or partially unsatisfied) as of the end of the reporting period and an explanation of when the entity expects to recognize as revenue. As a practical expedient, disclosure is not required for:

- performance obligation that has an original expected duration of one year or less;
- contracts for which revenue is recognized based on the right to invoice for services performed.

Applying the above practical expedient, the Company has not disclosed remaining performance obligations for contracts where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time and material basis, transaction or volume basis.

(c) Other operating income

Other operating income represents income generated from sources other than revenue. It includes commission income, profit on disposal of property and equipment and other sundry income.

(d) Administrative expenses

Administrative expenses comprise costs incurred in the normal course of the Company's principal activities and are recognised in profit or loss in the period in which they are incurred, on an accrual basis, unless they relate directly to the acquisition or construction of qualifying assets, in which case they are capitalised in accordance with the relevant accounting policies.

(e) Finance income and expenses

Finance and other income comprises interest income on deposits, dividend income and gains/(losses) on disposal of investments. Interest income is recognized using the effective interest method. Dividend income is recognized when the right to receive payment is established.

Finance expenses comprise interest cost on borrowings, gains or losses arising on re-measurement of financial assets measured at FVTPL. Borrowing costs that are not directly attributable to a qualifying asset are recognized in the statement of profit or loss and other comprehensive income using the effective interest method.

(f) Property, plant and equipment

(i) Recognition and measurement

Property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the assets. Items of property, plant and equipment under construction are disclosed as capital work in progress. The cost of construction recognised includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located, and borrowing costs on qualifying assets.

(ii) Subsequent costs

The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing and maintenance of an item of property, plant and equipment are recognised in the income statement during the period in which they are incurred.

(iii) Depreciation

Depreciation is calculated on items of property, plant and equipment to write down the cost of each asset to its residual value over its estimated useful life on a straight line basis. No depreciation is charged on items of property, plant and equipment until they are available for use.

The principal annual rates used for this purpose, which are consistent with those for the previous years, are as follows:

Type of asset	%
Computer Equipment	33.33
Furniture and Fixtures	19
Leasehold Improvement	33.33
Office Equipment	19

The assets depreciable methods, useful lives and residual values are reviewed annually and adjusted if necessary. The asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

(iv) Derecognition

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss component of the income statement within 'other operating income or operating expenses' in the year that the asset is derecognised.

(g) Financial instruments

The following is the summary of new and revised material accounting policies related to Financial instruments.

(i) Financial assets

Financial assets include cash and cash equivalents, other receivables, withholding tax receivables, employee and other advances. Financial assets are derecognized when substantial risks and rewards of ownership of the financial asset have been transferred. In cases where substantial risks and rewards of ownership of the financial assets are neither transferred nor retained, financial assets are derecognized when the Company has not retained control over the financial asset.

Recognition and measurement

Financial assets at amortised cost are recognised when the Company becomes a party to the contractual provisions of the instrument. At initial recognition, these assets are measured at fair value plus directly attributable transaction costs. For short-term receivables such as withholding tax recoverables and prepayments, the transaction price is typically considered a reasonable approximation of fair value. Subsequent to initial recognition, financial instruments are measured as described below:

Financial instruments measured at amortized cost:

The Company's financial assets at amortised cost include withholding tax receivables and refundable deposits.

Debt instruments that meet the following criteria are measured at amortized cost (except for debt instruments that are designated at fair value through Profit or Loss (FVTPL) on initial recognition):

- (a) the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- (b) the contractual terms of the instrument give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

Cash and cash equivalents

The Company's cash and cash equivalents consist of cash in hand and at banks and demand deposits with banks, which can be withdrawn at any time, without prior notice or penalty on the principal.

For the purposes of the statement of cash flows, cash and cash equivalents include cash in hand, at banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand and are considered part of the Company's cash management system. In the statement of financial position, bank overdrafts are presented under borrowings within current liabilities.

(ii) Financial liabilities

Financial liabilities include long and short-term loans and borrowings, trade payables, eligible current and non-current liabilities.

Trade and other payables

Trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest method. For these financial instruments, the carrying amounts approximate fair value due to the short term maturity of these instruments.

Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under IFRS 9. If the Company retains substantially all the risks and rewards of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a borrowing for the proceeds received. A financial liability (or a part of a financial liability) is derecognized from the Company's statement of financial position when the obligation specified in the contract is discharged or cancelled or expires.

(h) Equity and share capital

(i) Share capital

Par value of the equity shares is recorded as share capital and the amount received in excess of par value is classified as share premium. Every holder of the equity shares, as reflected in the records of the Company as of the date of the shareholder meeting shall have one vote in respect of each share held for all matters submitted to vote in the shareholders meeting.

(ii) Revenue reserve

Revenue reserve comprises of the Company's undistributed earnings after taxes.

(i) Impairment

(i) Financial assets

The Company applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, lease receivables, trade receivables and other financial assets. Expected credit loss is the difference between the contractual cash flows and the cash flows that the entity expects to receive, discounted using the effective interest rate.

Loss allowances for trade receivables and lease receivables are measured at an amount equal to lifetime expected credit loss. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. Lifetime expected credit loss is computed based on a provision matrix which takes into account risk profiling of customers and historical credit loss experience adjusted for forward looking information. For other financial assets, expected credit loss is measured at the amount equal to twelve months expected credit loss unless there has been a significant increase in credit risk from initial recognition, in which case those are measured at lifetime expected credit loss.

Impairment provisions for receivables from related parties and debt instruments measured at FVOCI are recognised based on a forward looking expected credit loss model. The methodology used to determine the amount of the provision is based on whether there has been a significant increase in credit risk since initial recognition of the financial assets. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. For those which credit risk has increased significantly, life time expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime credit losses along with interest income on a net basis are recognised.

(ii) Non - financial assets

The Company assesses long-lived assets such as property, plant, equipment and acquired intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or group of assets may not be recoverable. If any such indication exists, the Company estimates the recoverable amount of the asset or group of assets. The recoverable amount of an asset or cash generating unit is the higher of its fair value less cost of disposal (FVLCD) and its value-in-use (VIU). The VIU of long-lived assets is calculated using projected future cash flows. FVLCD of a cash generating unit is computed using turnover and earnings multiples. If the recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit or loss. If at the reporting date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the impairment losses previously recognized are reversed such that the asset is recognized at its recoverable amount but not exceeding written down value which would have been reported if the impairment losses had not been recognized initially.

(j) **Employee benefits**

(i) Short term employee benefits

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related services are provided. The Company recognises wages, salaries, bonuses and other allowances for current employees in the income statement as the employees render such services.

A liability is recognised for the amount expected to be paid under short - term benefits if the Company has a present legal or constructive obligation to pay the amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(ii) Defined contribution plan

The Company operates a defined contribution plan as stipulated in the Pension Reform Act, 2014. Under the defined contributory scheme, the Company contributes 10%, while its employees contribute 8% of their annual basic, housing and transport allowances to the scheme. Once the contributions have been paid, the Company retains no legal and constructive obligation to pay further contributions if the fund does not hold sufficient assets to finance benefits accruing under the retirement benefit plan. The Company's obligations are recognised in the income statement as administrative expenses (employee benefits) when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or reduction in the future payments is available.

(k) **Provisions**

A provision is recognized only if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. The provision is measured at the best estimate of the expenditure required to settle the obligation at the reporting period. Provisions are not recognised for future operating losses. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation. The unwinding of the discount is recognised as finance cost.

(l) **Taxation**

(i) Current income tax

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

The current income tax charge is calculated on the basis of the tax laws enacted or substantially enacted at the reporting period in Nigeria where the Company operates and generates taxable income.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years, but it further excludes items that are never taxable or deductible. The Company is subject to the following types of current income tax in line with the Nigerian Tax Act, 2025:

- Company income tax is computed on taxable profits
- Development levy is computed on assessable profits

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss.
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax is provided for using the liability method, which represents taxation at the current rate of corporate tax on all timing differences between the accounting values and their corresponding tax written down values. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the amount will be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

(m) Related party transactions

Related parties include the related companies, the directors and any employee who is able to exert significant influence on the operating policies of the Company. Key management personnel are also considered related parties. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

The Company considers two parties to be related if, directly or indirectly one party has the ability to control the other party or exercise significant influence over the other party in making financial or operating decisions. Where there is a related party transactions with the Company, the transactions are disclosed as to the type of relationship that exists with the Company and the outstanding balances necessary to understand their effects on the financial position and the mode of settlement.

(n) Leases

The Company evaluates each contract or arrangement, whether it qualifies as lease as defined under IFRS 16.

The Company as a lessee

The Company assesses, whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract involves-

- (a) the use of an identified asset,
- (b) the right to obtain substantially all the economic benefits from use of the identified asset, and
- (c) the right to direct the use of the identified asset.

The Company at the inception of the lease contract recognizes a Right-of-Use (RoU) asset at cost and corresponding lease liability, except for leases with term of twelve months or less (short term) and low-value assets.

The cost of the right-of-use assets comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease plus any initial direct costs, less any lease incentives received. Subsequently, the right-of-use asset is measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The right-of-use assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use assets.

For lease liabilities at inception, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate is readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate.

The Company recognizes the amount of the re-measurement of lease liability as an adjustment to the right-of-use assets. Where the carrying amount of the right-of-use assets is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognizes any remaining amount of the re-measurement in statement of profit or loss.

For short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

Lease payments have been classified as cash used in Financing activities.

6. Financial risk management

General

Pursuant to a financial policy maintained by the Board of Directors, the Company uses several financial instruments in the ordinary course of business. The Company's financial instruments are cash and cash equivalents, trade and other receivables and trade and other payables.

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk, consisting of: currency risk, interest rate risk and price risk

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's trade and other receivables. The Company's exposure to credit risk is mainly determined by the individual characteristics of each of the customers and the location of these customers. Ongoing credit evaluation is performed on the financial condition of accounts receivable. The maximum credit risk as per statement of financial position, without taking into account the aforementioned financial risk coverage instruments and policy, consists of the book values of the financial assets as stated below:

	2026	2025
	N	N
Trade and other receivables(less Prepayments) (Note 15)	2,091,295,002	2,336,452,518
Cash and cash equivalents (Note 16)	527,248,545	321,427,227
	<u>2,618,543,547</u>	<u>2,657,879,745</u>

As at reporting date there is no concentration of credit risk with certain customers.

Credit risk also arises from cash and cash equivalents and deposits with banks and financial institutions. Banks with good reputations are accepted by the Company for business transactions.

Cash is held with:

	N	N
Citi Bank Nigeria Limited	527,248,545	321,427,227
	<u>527,248,545</u>	<u>321,427,227</u>

Liquidity risk

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 is to ensure that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions. Liquidity projections including available credit facilities are incorporated in the regular management information reviewed by the Board of Management. The focus of the liquidity review is on the net financing capacity, being free cash plus available credit facilities in relation to the financial liabilities. The following are the contractual maturities of financial liabilities:

	Book value	Contractual cashflow	One year or less	1-5 years
	N	N	N	N
As at 31 March 2026				
Trade and other payables	4,995,462,116	4,995,462,116	4,995,462,116	-
As at 31 March 2025				
Trade and other payables	5,212,129,626	5,212,129,626	5,212,129,626	-

Market risk

Market risk concerns the risk that Company income or the value of investments in financial instruments is adversely affected by changes in market prices, such as exchange rates and interest rates. The objective of managing market risks is to keep the market risk position within acceptable boundaries while achieving the best possible return.

Foreign exchange risk

The functional currency of the Company is the Nigerian naira.

The Company is exposed to foreign exchange risk when there are intercompany transactions with related Companies. These transactions are majorly denominated in US dollar. These cause gains or losses during conversion.

	Assets		Liabilities	
	2026	2025	2026	2025
	N	N	N	N
KES	-	5,830,279	(4,940,376)	-
INR	-	-	(170,481,801)	(224,323,385)
US dollars	2,027,772,878	2,103,413,616	(2,122,309,200)	(2,436,776,414)
ZAR	106,057,205	114,608,614	(2,782,499)	(2,953,450)
Others*	-	-	(3,661,027)	(4,045,398)

* Other currencies included GBP, EURO, AED

Sensitivity analysis

Analysed below is the Company's sensitivity to a 5% increase or decrease in the Naira against other currencies. The analysis shows the effect of the changes on the profit before tax.

5% Depreciation in Naira against other currencies

	Gain	Loss	Net effect
	N	N	N
Assets	106,691,504	-	106,691,504
Liabilities	-	(115,208,745)	(115,208,745)
Net loss	106,691,504	(115,208,745)	(8,517,241)

5% Appreciation in Naira against other currencies

	Gain	Loss	Net effect
	N	N	N
Assets	-	(106,691,504)	(106,691,504)
Liabilities	115,208,745	-	115,208,745
Net gain	115,208,745	(106,691,504)	8,517,241

Sensitivity analysis shows that the Company's profit before tax would have been N8,517,241 higher or lower if the Naira had depreciated or appreciated against above currencies.

Capital management

The Board of Directors' policy is to maintain a strong capital base so as to maintain customer, investor, creditor and market confidence and to support future development of the business. The Board of Directors monitors the debt to capital ratio. The Board of Directors also monitors the level of dividend to be paid to holders of ordinary shares. The Board of Directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the benefits of a sound capital position. There were no changes in the Company's approach to capital management during the year. The Company is not subject to externally imposed capital requirements and has adequate cash flows to meet current liabilities as they fall due.

	2026	2025
	N	N
7. Revenue		
Revenue from IT Services	-	356,838,579
Revenue is net of Value Added Tax		

Disaggregate revenue information

The table below presents disaggregated revenues from contracts with customers for the year ended 31 March 2026 by offerings and contract-type. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of revenue and cash flows are affected by industry, market and other economic factors.

Particulars	2026	2025
	N	N
Revenue by offerings		
IT Maintenance and support services	-	356,838,579
Revenue by market	N	N
Communication industry clients	-	356,838,579
Revenue by contract type	N	N
Fixed price	-	356,838,579
	-	356,838,579
Timing of revenue recognition	N	N
At a point in time	-	-
Over time	-	356,838,579
	-	356,838,579

The contract assets primarily relate to the company's rights to consideration for work completed but not billed at the reporting date. The contract assets are transferred to receivables when the company's rights become unconditional. There were no contract assets as at year end.

Contract liabilities represent advance consideration received from customers for contracts for which revenue is recognised overtime. There were no contract liabilities as at year end.

There are no revenues recognized during the reporting period from the performance obligations satisfied in previous periods.

Performance obligation and remaining performance obligations

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue. Applying the practical expedient as given in IFRS 15, the Company has not disclosed the remaining performance obligation related disclosures for contracts where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time and material basis. Remaining performance obligation estimates are subject to change and are affected by several factors, including terminations, changes in the scope of contracts, periodic revaluations, adjustment for revenue that has not materialized and adjustments for currency.

	2026	2025
	N	N
8. Cost of sales		
Employee benefit expenses (Note 10(a))	-	221,135,200
Sales incentive	-	15,585,258
	-	236,720,458
9. Other operating income	N	N
Commission income	11,137,949	100,535,962
Other Income	-	10,467,750
Liabilities written back as no longer required	2,736,021	-
	13,873,970	111,003,712

	2026	2025
	N	N
10. Administrative expenses		
Auditor's fees	11,690,000	11,690,000
Depreciation of property, plant and equipment (Note 14)	475,306	475,306
Staff welfare expenses	-	638,273
Rent	1,695,760	1,821,480
Legal and professional charges	83,184,274	36,016,169
Transportation expenses	-	2,610,210
Printing and stationery expenses	1,290	-
NSITF expenses	10,473	2,307,356
Insurance	-	5,137,335
Rates and taxes**	885,935	103,060,334
Bank charges	372,749	26,576,015
Employee benefit expenses (Note 10(a))	743,516	-
Sales incentive	303,739	-
Allowance for impairment of withholding tax receivables (Note 15(d))	16,573,556	-
Other expenses	785,852	-
Recruitment expenses	2,310,607	-
Loss on scrapping of asset	3	5
	<u>119,033,060</u>	<u>190,332,483</u>
(a) Employee benefit expenses		
Employee benefit expenses (including directors) comprise:	N	N
Cost of sales		
Wages and salaries	-	203,986,610
Defined contribution pension costs	-	17,148,590
	-	<u>221,135,200</u>
Administrative expenses		
Wages and salaries	743,516	-
Defined contribution pension costs	-	-
	<u>743,516</u>	-
11. Finance income and expense		
Finance income		
Unrealised foreign exchange gain	282,492,810	2,494,869,045
Interest income on fixed deposits	-	26,038,471
Realised foreign exchange gain	1,995,927	-
	<u>284,488,737</u>	<u>2,520,907,516</u>
Finance expense		
Realised foreign exchange loss	(1,706,290)	-
Unrealised foreign exchange loss	-	(3,229,029,216)
	<u>(1,706,290)</u>	<u>(3,229,029,216)</u>
Net finance income/(expense) recognised in profit or loss	<u>282,782,447</u>	<u>(708,121,700)</u>
12. Profit/(Loss) before taxation		
Profit/(Loss) before taxation is arrived at after charging:	N	N
Auditor's fees	(11,690,000)	(11,690,000)
Realised foreign exchange loss	(1,706,290)	-
Unrealised foreign exchange loss	-	(3,229,029,216)
<i>and after crediting:</i>		
Realised foreign exchange gain	1,995,927	-
Unrealised foreign exchange gain	282,492,810	2,494,869,045

13. Taxation

(a) <i>Per statement of comprehensive income</i>	N	N
Company income tax	-	-
Minimum tax	-	1,784,193
Development Levy	-	-
Underprovision in prior years		
Company income tax	1,130,122	369,434
Education tax	(497,247)	291,552
	<u>632,875</u>	<u>2,445,179</u>
Deferred tax	-	-
Total tax expense	<u>632,875</u>	<u>2,445,179</u>

- (i) Income tax expenses is the aggregate of the charge to the statement of comprehensive income in respect of current income tax, development levy and deferred tax.
- (ii) Income tax represents the amount of corporate income tax payable on the taxable profit for the year, determined in accordance with the provisions of the Nigeria Tax Act 2025. Corporate income tax is computed at 30% of taxable profit for large companies operating in Nigeria.
- (iii) In accordance with the Nigeria Tax Act 2025, companies (other than qualifying small companies) are required to pay a development levy at the rate of 4% of assessable profits.

(b) **Reconciliation of total tax charge**

The reasons for the difference between the actual tax charge for the year and the standard rate of corporation tax in Nigeria applied to profits for the year are as follows:

	N	N
Loss for the year before tax	<u>177,623,357</u>	<u>(667,332,350)</u>
Expected tax charge based on the standard rate on Nigeria corporate tax at the domestic rate of 30%	53,287,007	(200,199,705)
Effect of incomes that are exempt from taxation	(84,747,843)	-
Effect of expenses that are not deductible in determining taxable	142,593	201,983,898
Loss carried forward	31,318,243	-
Underprovision in prior years	632,875	660,986
Deferred tax	-	-
Tax expense recognised in profit or loss	<u>632,875</u>	<u>2,445,179</u>
Effective rate (%)	<u>0.36%</u>	<u>(1)%</u>

The tax rate used for 2026 and 2025 reconciliation above is the corporate tax rate of 30% and development levy of 4% (2025: Education tax of 3%) payable by corporate entities in Nigeria on taxable profits under tax laws in the Country, for the year ended 31 March 2026.

(c) Income tax payable	2026	2025
Analysis of income taxes is as follows:	N	N
Tax as per statement of financial position		
Balance at the beginning of the year		
Income tax	9,908,731	20,499,689
Education tax	497,247	1,734,760
	10,405,978	22,234,449
Payments during the year		
Income tax	(2,417,065)	(12,744,585)
Education tax	-	(1,529,065)
Provision for the year:		
Income tax	-	1,784,193
Underprovision in prior years:		
Company income tax	1,130,122	369,434
Education tax	(497,247)	291,552
Balance at the end of the year	8,621,788	10,405,978

(d) Deferred taxation

The company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized. The company has not recognized deferred tax asset in the current and prior year due to uncertainties relating to the timing of the amount and the reversal of these differences. As at 31 March 2026, the Company did not recognise any deferred tax asset (2025: Nil) and unrecognised deferred tax asset of N925.5 million as at 31 March 2026 (2025 :N800.8 million billion).

	2025	2024
	N	N
At beginning of the year	-	-
Movement during the year	925,507,012	800,823,549
Deferred tax not recognized	(925,507,012)	(800,823,549)
At the end of the year	-	-
Unrecognised deferred taxation	N	N
Unrecognised deferred tax relates to the following:		
Tax losses	979,836,069	948,517,825
Excess of carrying amount of property, plant and equipment of tax written down value	(7,506)	(96,660)
Unrealised exchange gain	(54,428,426)	(147,651,054)
Unutilised capital allowance	106,875	53,438
At the end of the year	925,507,012	800,823,549

14 Property, plant and equipment	Computers	Total
Cost	N	N
At 1 April 2024	17,081,461	17,081,461
Disposals	(8,830,281)	(8,830,281)
At 31 March 2025	8,251,180	8,251,180
At 1 April 2025	8,251,180	8,251,180
Disposals	(5,091,323)	(5,091,323)
At 31 March 2026	3,159,857	3,159,857
Depreciation		
At 1 April 2024	15,927,704	15,927,704
Charge for the year	475,306	475,306
On disposals	(8,830,281)	(8,830,281)
At 31 March 2025	7,572,729	7,572,729
At 1 April 2025	7,572,729	7,572,729
Charge for the year	475,306	475,306
On disposals	(5,091,323)	(5,091,323)
At 31 March 2026	2,956,712	2,956,712
Carrying amounts		
At 31 March 2026	203,145	203,145
At 31 March 2025	678,451	678,451
(a) Impairment losses recognised in the year		
There were no impairment losses recognised during the year (2025: Nil).		
(b) Capital commitments		
In the opinion of the directors, there were no capital commitments as at 31 March 2026 (2025: Nil).		
(c) Assets pledged as security		
At 31 March 2026, the Company has none of its assets pledged as security for liabilities (2025: Nil).		
15. Other receivables and prepayments	2026	2025
	N	N
Receivable from related companies (Note 15(a))	1,390,031,015	1,604,939,727
Advance payment to suppliers	146,750	146,750
Total financial assets other than cash and cash equivalents classified as amortised cost	1,390,177,765	1,605,086,477
Other receivables and prepayments (Note 15(b))	702,596,667	734,495,185
Total trade and other receivables	2,092,774,432	2,339,581,662

The carrying value of trade and other receivables classified as amortised cost approximates fair value. Trade receivables are non-interest bearing. Trade receivables are reported net of allowance for impairment in the statement of financial position.

The Company does not hold any collateral as security for its trade and other receivables.

	2026	2025
(a) Receivable from related Companies	N	N
Wipro IT Services UK Societas	97,985	97,985
Wipro Arabia Limited	20,647,708	34,982,525
Wipro Technologies South Africa (Proprietary) Limited	1,369,285,322	1,569,859,217
	<u>1,390,031,015</u>	<u>1,604,939,727</u>
(b) Other receivables and prepayments	N	N
Withholding tax receivables	72,389,432	40,223,764
Prepayments(Note 15(c))	1,479,430	3,129,144
Other receivables	1,555,272	1,527,930
Receivable on behalf of Wipro Limited	-	41,554,114
Withholding tax credit notes	663,865,620	668,179,764
	<u>739,289,754</u>	<u>754,614,716</u>
Allowance for impairment of withholding tax receivables (Note 15(d))	<u>(36,693,087)</u>	<u>(20,119,531)</u>
	<u>702,596,667</u>	<u>734,495,185</u>
(c) Prepayments	N	N
Security deposit	1,118,780	1,118,780
Prepaid expenses	1,381,680	3,010,364
Allowance for impairment of security deposit	<u>(1,021,030)</u>	<u>(1,000,000)</u>
	<u>1,479,430</u>	<u>3,129,144</u>
(d) Movement in allowance for impairment of withholding tax receivables:	N	N
Balance at the beginning of the year	20,119,531	20,119,531
Charge for the year (Note 10)	<u>16,573,556</u>	<u>-</u>
Balance at the end of the year	<u>36,693,087</u>	<u>20,119,531</u>

16. Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents comprise cash in hand, call deposits at banks and investments in fixed deposits. Cash and cash equivalents at the end of the financial year as shown in the statement of cash flows is reconciled to the related items in statement of financial position as follows:

	N	N
Cash at bank and in hand	527,248,545	321,427,227
	<u>527,248,545</u>	<u>321,427,227</u>

	2026	2025
	N	N
17. Trade and other payables		
Trade payables (Note 17(a))	10,340	2,908,809
Other payables (Note 17(b))	102,939,892	102,039,858
Payable to related companies (Note 17(c))	4,892,511,884	5,107,180,959
	<u>4,995,462,116</u>	<u>5,212,129,626</u>

(a) The carrying value of trade and other payables classified as financial liabilities are measured at amortised cost and approximates fair value.

	N	N
(b) Other payables		
VAT payable	87,986,266	88,439,134
WHT payable	14,123	5,470,257
Pension payable	-	125,948
Other accrued expenses	12,611,680	5,860,275
Provision - Revenue advances	2,327,823	2,144,244
	<u>102,939,892</u>	<u>102,039,858</u>

	N	N
(c) Payable to related companies		
Wipro Limited	4,665,650,578	4,838,787,103
Wipro Travel Services Limited	151,446,414	185,471,457
Wipro Holdings (UK) Plc	71,788,892	79,296,399
Wipro IT Services UK Societas	3,626,000	3,626,000
	<u>4,892,511,884</u>	<u>5,107,180,959</u>

18. Share capital

Issued and fully paid:

Value

Ordinary shares of N163 each

	N	N
Balance at the beginning of the year	101,299,936	16,300,000
Additional issued share capital	-	84,999,936
Balance at the end of the year	<u>101,299,936</u>	<u>101,299,936</u>

Number

Ordinary shares of N163 each

Balance at the beginning of the year	621,472	100,000
Additional issued share capital	-	521,472
Balance at the end of the year	<u>621,472</u>	<u>621,472</u>

19. Accumulated losses	2026	2025
The movement in revenue reserve is analysed below:	N	N
Balance at the beginning of the year	(2,662,148,200)	(1,992,370,671)
Transfer from statement of profit or loss	176,990,482	(669,777,529)
Balance at the end of the year	<u>(2,485,157,718)</u>	<u>(2,662,148,200)</u>

20. Related party transactions

Related parties include the parent company, fellow subsidiaries, affiliated companies, entities held under common control and key management personnel.

- (a) There is no remuneration paid to related parties during the year.
- (b) During the year, the Company made transactions to/from Wipro Limited and other related Companies.
- (c) The amount of outstanding balances at the year end are as disclosed in Notes 15(a) and 17(c) to the financial statements.

21. Capital commitments

There were no commitments to capital expenditure at the date of the statement of financial position (2025: Nil).

22. Contingent liabilities

There were no contingent liabilities at the date of the statement of financial position (2025: Nil).

23. Events after the reporting date

The directors are of the opinion that there is no event after the reporting date which could have had a material effect on the state of affairs of the Company as at 31 March 2026 and the financial performance for the year ended on that date, which has not been adequately provided for or disclosed in these financial statements.

24. Comparative figures

Where necessary, comparative figures have been adjusted to confirm to changes in presentation in the current year in accordance with International Accounting Standards(IAS)1 issued by the International Accounting Standards Board.

25. **Going concern**

The financial statements have been prepared on a going concern basis. This basis may not be appropriate because as at 31 March 2026, the Company's current liabilities exceeded its current assets by ₦2.38 billion (2025: ₦2.56 billion). The Company also has accumulated losses of ₦2.49 billion (2025: ₦2.66 billion) and negative shareholders' funds of N2.38 billion (2025: N2.56 billion).

The Company has received a letter of financial support from its parent entity, committing to provide necessary funding for a period of at least 12 months from the date of the financial statements. This support will assist the Company in meeting its obligations over the foreseeable future, given the loss of business and related matters. The directors are implementing a number of measures to improve the liquidity and the profitability of the Company by implementing strategies to enhance revenue and control costs. The directors have a reasonable expectation that the Company will have adequate resources to continue in operation for the foreseeable future. For this reason, 2026 financial statements have been prepared on the basis of accounting policies applicable to a going concern.

WIPRO TECHNOLOGIES NIGERIA LIMITED
 FINANCIAL STATEMENTS, 31 MARCH 2026
 OTHER NATIONAL DISCLOSURE
 STATEMENT OF VALUE ADDED

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	2026		2025	
	N	%	N	%
Revenue	-		356,838,579	
Finance income	284,488,737		2,520,907,516	
Other operating income	13,873,970		111,003,712	
	<u>298,362,707</u>		<u>2,988,749,807</u>	
Less: Bought-in-materials and services:				
- Local	(115,772,575)		(118,467,406)	
- Imported	<u>(2,041,663)</u>		<u>(86,975,029)</u>	
Value added	<u>180,548,469</u>	100	<u>2,783,307,372</u>	100
Value added as a percentage of revenue	-		<u>780%</u>	
APPLIED AS FOLLOWS				
<i>Payment to employees:</i>				
Employee benefit expenses	743,516	-	221,135,200	8
<i>Payments to providers of capital</i>				
Finance expenses	1,706,290	1	3,229,029,216	116
<i>Payment to government:</i>				
Taxation	632,875	1	2,445,179	-
Depreciation of property, plant and equipment	475,306	-	475,306	-
Results for the year	<u>176,990,482</u>	98	<u>(669,777,529)</u>	(24)
	<u>180,548,469</u>	100	<u>2,783,307,372</u>	100

WIPRO TECHNOLOGIES NIGERIA LIMITED
FINANCIAL STATEMENTS, 31 MARCH 2026
OTHER NATIONAL DISCLOSURE
FIVE -YEAR FINANCIAL SUMMARY

**Statement of profit or loss
and other comprehensive income**

	2026 N	2025 N	2024 N	2023 N	2022 N
Revenue	-	356,838,579	387,134,219	463,178,374	1,025,039,258
Profit/(loss) before taxation	177,623,357	(667,332,350)	(2,625,749,114)	(145,189,210)	23,817,916
Information technology development levy	-	-	-	-	(235,821)
Science and engineering levy	-	-	-	-	(59,396)
Taxation	(632,875)	(2,445,179)	(13,612,770)	(14,817,127)	(11,941,117)
Profit/(loss) after taxation	176,990,482	(669,777,529)	(2,639,361,884)	(160,006,337)	11,581,582

Statement of financial position

	2026 N	2025 N	2024 N	2023 N	2022 N
Property, plant and equipment	203,145	678,451	1,153,757	-	-
Deferred tax assets	-	-	-	104	18,979,823
Net current (liabilities)/assets	(2,384,060,927)	(2,561,526,715)	(1,975,326,077)	664,241,556	805,649,834
Total assets less current liabilities	(2,383,857,782)	(2,560,848,264)	(1,974,172,320)	664,241,660	824,629,657
Non-current liabilities	-	-	(1,898,351)	(950,447)	(1,332,107)
Net (liabilities)/assets	(2,383,857,782)	(2,560,848,264)	(1,976,070,671)	663,291,213	823,297,550
Equity					
Share capital	101,299,936	101,299,936	16,300,000	16,300,000	16,300,000
Revenue reserve	(2,485,157,718)	(2,662,148,200)	(1,992,370,671)	646,991,213	806,997,550
Shareholders' funds	(2,383,857,782)	(2,560,848,264)	(1,976,070,671)	663,291,213	823,297,550