# WIPRO TECHNOLOGIES NIGERIA LIMITED ACCOUNTS – 31 MARCH, 2017 TOGETHER WITH DIRECTORS' AND AUDITORS' REPORTS

ABIODUN OLOKE & Co.
CHARTERED ACCOUNTANTS
ADEBAYO HOUSE (1<sup>ST</sup> FLOOR)
100, MURITALA MOHAMMED WAY
EBUTE – METTA, LAGOS
TEL: 0803-302-2117, 0805-506-5136
E-mail: abioloke@yahoo.com

# ANNUAL REPORT AND FINANCIAL STATEMENTS 31 MARCH 2017

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#### DIRECTORS AND PROFESSIONAL ADVISERS

**DIRECTORS** 

Mr. Gavin Holme

Appointed 15 October, 2015

Mr. Ankur Prakash

Appointed 21 January, 2016

Mr. Shailendra Singh

Resigned 15 October, 2015 Resigned 21 January, 2016

Mr. Chandra Prakash S.

**SECRETARY** 

Deloitte Corporate Services Limited

235 Ikorodu Road

Ilupeju, Lagos

**AUDITORS** 

Abiodun Oloke & Co.

(Chartered Accountants)

100, Muritala Mohammed Way

Ebute Metta, Lagos.

BANKER

Citibank Nigeria Limited

# WIPRO TECHNOLOGIES NIGERIA LIMITED DIRECTORS REPORT FOR THE YEAR ENDED 31 MARCH, 2017

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, 2017.

#### 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

-		
	2017	2016
	#'000	#'000
Turnover	1,677,899	1,418,127
Profit/(Loss) on ordinary activities before taxation	285,818	183,013
Taxation	(135,084)	(116,017)
Profit/(Loss) for the year after taxation	150,734	<u>66,995</u>

#### 3. DIRECTORS

The Directors who served during the year were as follows:

Mr. Gavin Holme	Appointed 15 October, 2015
Mr. Ankur Prakash	Appointed 21 January, 2016
Mr. Shailendra Singh	Resigned 15 October, 2015
Mr. Chandra Prakash S.	Resigned 21 January, 2016

#### DIRECTORS REPORT FOR YEAR ENDED 31 MARCH, 2017

#### 4. DIRECTORS AND THEIR INTERESTS

In accordance with Section 277 of the Companies and Allied Matters Act CAP C20 LFN 2004, none of the Directors has 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 275 of the Companies and Allied Matters Act CAP C20 LFN 2004.

#### 5. SHAREHOLDING STRUCTURE

The shareholding structure of the Company is as follows:

Number of shares

Wipro Technologies South Africa Property Ltd

99,000

Wipro Cyprus Private Ltd

1,000

In accordance with the provisions of Sections 334 and 335 of the Companies and Allied Matters Act, CAP C20 LFN 2004, 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 flow for the year and comply with the provisions of the Act.

#### 6. EMPLOYMENT OF DISABLED PERSONS

The Company has no disabled persons in its employment. However, applications for employment by disabled 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 disabled, 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 disabled persons should, as far as possible, be identical with that of other employees.

# DIRECTORS REPORT FOR THE YEAR ENDED 31 MARCH, 2017

# 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. AUDITORS

In accordance with Section 357(2) of the Companies and Allied Matters Act CAP C20 LFN 2004, Abiodun Oloke & Co., Chartered Accountants having indicated their willingness, will continue in office as auditors.

BY ORDER OF THE BOARD

SD/—
Company Secretary
Lagos, Nigeria

### WIPRO TECHNOLOGIES NIGERIA LIMITED STATEMENT OF DIRECTORS RESPONSIBILITIES FOR THE YEAR ENDED 31 MARCH, 2017

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

In accordance with the provisions of the Companies and Allied Matters Act 2004, 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 2004.
- 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.

#### ABIODUN OLOKE & Co..

CHARTERED ACCOUNTANTS

Adebayo House (1st Floor), 100, Murtala Mohammed Way, Ebute-Metta, Lagos. Tel: 0803-302-2117, 0805-506-5136

E-mail: abioloke@yahoo.com

:-maii: abioloke@yanoo.com services@abiodunolokeandco.com

## TO THE MEMBERS OF:

#### WIPRO TECHNOLOGIES NIGERIA LIMITED

We have audited the balance sheet of **WIPRO TECHNOLOGIES NIGERIA LIMITED** ("The Company") as at 31 March, 2017 and the related Profit and Loss Account and Cash flow Statement for the year then ended, prepared under the historical cost convention and on the basis of the accounting policies set out in the accounts.

## Respective Responsibilities of Directors and Auditors:

In accordance with the provisions of sections 334 and 335 of the Companies and Allied Matters Act, 2004 the Company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion based on our audit of those statements and to report our opinion to you.

#### Basis of Opinion:

Our audit was made in accordance with generally accepted auditing standards and accordingly, included such test of accounting records and such other audit procedures, as we considered necessary in the circumstances.

These accounts were prepared from the company's books of account, which, in our opinion, have been properly kept. We have obtained all the information and explanation, which we considered necessary for the purpose of our audit.

#### Opinion:

In our opinion, the accounts referred to above give a true and fair view of the state of affairs of the company as at 31 March, 2017 and of its profit and Cash flow Statement for the year then ended, and comply with the Companies and Allied Matters Act, 2004.

Abiodun Oloke & Co.
Chartered Accountants

**SD/−**Biodun Oloke,
FRC Number:FRC/2014/ICAN/00000006119

May, 2017

# STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES FOR THE YEAR ENDED 31 MARCH 2017

The following is a summary of the significant accounting policies adopted by the Company in the preparation of these financial statements:

#### 1. BASIS OF ACCOUNTING

The financial statements are prepared under the historical cost convention.

#### 2. TURNOVER

Turnover represents amount invoiced to third parties for contract services rendered net of Value Added Tax and discounts allowed in the ordinary course of business.

#### 3. FIXED ASSETS

#### 3.1 Property, plant and equipment

The cost of an item of property, plant and equipment is recognised as an asset when:

- it is probable that future economic benefits associated with the item will flow to the company; and
- the cost of the item can be measured reliably.

Property, plant and equipment is initially measured at cost.

Costs include costs incurred initially to acquire or construct an item of property, plant and equipment and costs incurred subsequently to add to, replace part of, or service it. If a replacement cost is recognised in the carrying amount of an item of property, plant and equipment, the carrying amount of the replaced part is derecognised. Property, plant and equipment are depreciated on the straight line basis over their expected useful lives to their estimated residual value.

Property, plant and equipment is carried at cost less accumulated depreciation and any impairment losses.

The useful lives of items of property, plant and equipment have been assessed as follows:

#### 3.2 Item Average useful life

Leasehold improvements 3 years

Furniture and fixtures 5 years 3 months

Office equipment 5 years 3 months

Computer equipment 2 years

The residual value, useful life and depreciation method of each asset are reviewed at the end of each reporting period. If the expectations differ from previous estimates, the change is accounted for as a change in accounting estimate.

The gain or loss arising from the derecognition of an item of property, plant and equipment is included in profit or loss when the item is derecognised. The gain or loss arising from the derecognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item.

Fixed assets are stated at cost less accumulated depreciation.

#### 4. DEPRECIATION

Depreciation are provided at rates computed to write—off the cost less estimated residual value of each asset on a straight-line basis over its useful life as follows:

Asset Class	<u>Basis</u>
Leasehold Improvement	33.33% per annum
Furniture Fixtures	19% per annum
Computer Equipment	50% per annum
Office Equipment	19% per annum

#### 5. TAXATION

Income and education taxes are provided by applying the current statutory rates on the taxable profit and adjusted profit respectively.

#### 6. DEFERRED TAXATION

Deferred taxation is provided using the liability method which represents taxation at current rate of corporate income tax on the difference between the net book value of the assets qualifying for capital allowances and their corresponding tax written down values. Deferred tax is not provided on timing differences which, in the opinion of the Directors, will not reverse in the foreseeable future

#### 7. PROVISION

Provision is recognized when the company has a present obligation whether legal or constructive as a result of a past event for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

#### 8. FOREIGN CURRENCY ITEMS

Transactions in foreign currencies are recorded in Naira at the exchange rate ruling at the date of the transaction. Foreign currency items included in the year—end balance sheet are translated at the rate of exchange ruling at the balance sheet date, any gain or loss arising from exchange rates subsequent to the date of the transaction is reported in the profit and loss account as exchange gain or loss in the period in which it arises.

#### PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH, 2017

	Notes	2017	2016
		=:N=	= <b>N</b> =
TURNOVER		1,677,899,548	1,418,127,724
DIRECT COSTS		(1,045,771,835)	(858,441,583)
GROSS PROFIT	•	632,127,713	559,686,141
ADMIN EXPENSES		(366,447,779)	(379,548,209)
FINANCE COST		(3,864,873)	(2,107,925)
OTHER INCOME		24,002,968	4,983,176
DD ODWEW OOD ON ODD MADA	•		
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION	2	285,818,029	183,013,182
TAXATION	3	(135,084,255)	(116,017,862)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION		150,733,774	66,995,320
DIVIDEND PROPOSED	-	·	<u> </u>
PROFIT/(LOSS) RETAINED FOR YEAR		150,733,774	66,995,320
	•		
ACCUMULATED SURPLUS/(DEFICIT), BROUGH	HT FORWARD	94,093,644	27,098,324
ACCUMULATED SURPLUS/( DEFICIT), CARRIE	D FORWARD	244,827,418	94,093,644

#### WIPRO TECHNOLOGIES NIGERIA LIMITED BALANCE SHEET AS AT 31 MARCH, 2017

	Notes		2017		2016
		=N=	=N=	=N=	=N=
FIXED ASSETS, NET	4	**	319,202	• •	439,302
CURRENT ASSETS			-		
DEPOSIT		850,924,500		200,924,500	
PREPAYMENTS	5	35,789,487		120,262,714	
ACCOUNTS RECEIVABLE	6	430,128,319		526,613,164	
CASH AND BANK BALANCES		101,871,900		72,242,505	
OTHER CURRENT ASSETS		521,378,698		307,769,884	
DEFERRED TAX		60,993,543	•	12,916,321	
		2,001,086,447	_	1,240,729,089	
CURRENT LIABILITIES					
CREDITORS & ACCRUALS	7	989,655,614		603,858,347	
INTERCOMPANY LOAN	8	138,004,852		85,432,322	
ACCOUNTS PAYABLES	9	19,309,456		16,478,830	
OTHER CURRENT LIABILITIES	10	593,308,307		425,005,247	
OTHER CORRENT LIABILITIES	10	293,306,307		722,002,247	
		1,740,278,230		1,130,774,746	
NET CURRENT ASSETS/(LIAB)	(LITI)	ES)	260,808,217		109,954,342
TOTAL ASSETS LESS LIABILI	TIES	 	261,127,419		110,393,644
		_			
FINANCED BY					
SHARE CAPITAL	11	•	16,300,000		16,300,000
ACCUMULATED SURPLUS		_	244,827,418		94,093,644
		=	261,127,418	=	110,393,644
The accompanying notes form an int	egral p	part of these Balance	ce Sheets.		
SIGNED ON BEHALF OF BOAR	D OF	DIRECTORS			
cn/					
301-					
SD/- ) SD/- )					
<u>SDI-</u> )		DIRECTORS			
APPROVED BY THE BOARD O	F DIR	ECTORS ON	************	2017	

# CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2017

TOWARD TERM DID OF MARCH, 201.	2017	2016
	=N=	=N=
CASH FLOW FROM OPERATING ACTIVITIES:		
Profit/(Loss) on ordinary activities after taxation	150,733,774	66,995,320
Adjustment to cash:		
Creditors & Accruals	385,797,267	164,824,901
Prepayment	84,473,227	(15,148,508)
Accounts Receivale	96,484,845	(294,012,324)
Accounts Payables	2,830,626	5,455,741
Depreciation	120,100	120,100
Deferred Tax	(48,077,222)	(195,071)
Other Current Liabilities	168,303,060	133,310,195
NET CASH (USED UP)/GENERATED IN OPERATING ACTIVITIES	840,665,677	61,350,354
CASH FLOW FROM INVESTING ACTIVITIES:		
Fixed Assets	_	_
Fixed Deposit	(650,000,000)	(5,600,000)
Other Current Assets	(213,608,814)	2,119,314
CASH FLOW FROM FINANCING ACTIVITIES:	(===,===,==,=,	2,117,011
Intercompany Loan	52,572,530	(5,599,462)
NET CASH GENERATED/( USED UP)	29,629,394	52,270,206
Cash balance, at beginning of the year	72,242,506	19,972,299
Cash balance, at end of year	101,871,900	72,242,506
·		

#### 1 THE COMPANY

Wipro Technologies Nigeria Limited was incorporated on 15 August, 2012 as a private Limited Liability Company. The principal activity of the company is to engage in consultancy in matters related to information technology in Retail space.

### 2 PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION

Profit/(Loss) on ordinary activities before taxation is stated after charging.

	2017 =N=	2016 =N=
Depreciation of fixed assets	120,100	120,100
Auditors remuneration	1,068,375	925,000

#### 3 TAXATION

Taxation charge for the year has been computed at the rate of 30% after providing for loss reliefs and capital allowances claimable by the company, and adjusting for certain items of expenditure and income which are not allowable for tax purposes.

### NOTES TO THE ACCOUNTS- 31 MARCH, 2017

#### 4. FIXED ASSETS,NET

(a) Movement on this account during the year is as follows:

	OFFICE EQUIPMENT	TOTAL
COST	=N=	=N=
Beginning of year Additions Disposal End of year	632,100 - - 632,100	632,100
<b>DEPRECIATION</b> Beginning of year	192,798	192,798
Charge for year Disposal End of year	120,100 - 312,898	120,100 - 312,898
NET BOOK VALUE		072/030
Beginning of year	439,302	439,302
End of year	319,202	319,202

<sup>(</sup>b) The company has no capital commitment as at 31/03/17

5	PREPAYMENT	2017 =N=	2016 =N=
	i. Prepaid Expenses ii. VAT Recoverable	28,209,014 7,580,473	112,188,722 8,073,992
		35,789,487	120,262,714
6	ACCOUNTS RECEIVABLE		
		=N=	=N=
	1. Trade Debtors	192,416,387	528,018,595
	2. TDS Certificates Receivable	165,458,517	40,825,830
	3. Provision for Doubtful Debts	(48,033,848)	(42,231,260)
	4. TP Customers	120,287,263	, , ,
		430,128,319	526,613,164
7	CREDITORS & ACCRUALS		
		=N=	=N=
	1. Creditors	58,471,229	3,088,326
	2. Accruals	265,903,547	184,206,449
	3. Intercompany	665,280,838	416,563,572
		989,655,614	603,858,347
8	INTERCOMPANY LOAN		
	Amount relate to balance on a working corepayable within 12 months at an interest on the reducing balance.	apital loan provided by Wip it equal to USD LIBOR rate	ro Holdings UK Limited, plus 200 basis points
		=N=	=N= .
	Wipro Holdings UK Limited	138,004,852	85,432,322
9	ACCOUNTS PAYABLES		
		=N≃	=N=
	1. Intercompany	19,309,456	16,478,830
		19,309,456	16,478,830

10	OTHER CURRENT LIABILITIES	2017	2016
		=N=	≕N=
	<ol> <li>Unearned Revenue- SLM</li> <li>VAT Payable</li> <li>Employee dedn for Pension</li> <li>Leave Encash</li> <li>Witholding Taxes From Salaries</li> <li>Salary Payable</li> <li>Corporate tax payable</li> <li>Other Liabilities</li> </ol>	- 4,607,928 1,783,082 2,869,309 628,043 2,527,845 512,296,404 68,595,695	5,756,424 15,746,611 665,146 4,659,552 1,033,819 957,526 329,134,927 67,051,241
11	SHARE CAPITAL	593,308,307 2017	<u>425,005,247</u> 2016
	Authorised, Issued and fully paid: ordinary shares of #163 each	16,300,000	16,300,000

#### 12 STAFF COST AND DIRECTORS' REMUNERATION:

Particular of employees (Excluding Executive Directors) are as shown below:

a. Employee costs during the year amounted	a.	Employee c	osts during	the year	amounted	to:
--	----	------------	-------------	----------	----------	-----

	2017	2016
	=N=	=V=
Wages and Salaries	152,199,023	144.798.337

b. The average number of full time persons employed by the company during the year:

NUMBER 2017	NUMBER 2016
0	0
5	5
10	10
15	15
	2017 0 5 10 15

#### c. Directors Remuneration

	2017 =N=	2016 =N=
Fees	-	-
Other emoluments	-	<u>.</u>

d. Directors including the Chairman whose gross emoluments were within the following ranges were:

	NUMBER 2017	NUMBER 2016
#2,000,001 - #2,500,000	· -	
#2,500,001 - #3,000,000	<b>.</b>	-
#3,000,001 - #14,000,000	<u>.</u>	_

### STATEMENT OF VALUE ADDED FOR THE YEAR ENDED 31 MARCH, 2017

	2017	%	2016	%
Turnover	1,677,899,548		1,418,127,724	
Brought in Material & Services	(1,259,900,490)		(1,093,071,353)	
Value Added/(eroded) by Operation	417,999,058		325,056,371	
Other Income	24,002,968		4,983,176	
Value Added/(eroded)	442,002,025	100	330,039,546	100
Applied As Follows:				
To pay employes:				
Salaries & Wages	152,199,023	34	144,798,337	44
To pay Provider of Capital:				
Finance Cost	3,864,873	1	2,107,925	1
To pay Government:				
Taxation	135,084,255	31	116,017,862	35
Retain in Business:				
Depreciation Profit/(Loss) for the year	120,100 150,733,774	1 34	120,100.00 66,995,320	1 20
Trong (1035) for the year	442,002,025	100	330,039,544	100

# ANALYSIS OF ADMINISTRATIVE EXPENSES FOR THE YEAR ENDED 31 MARCH, 2017

		2017	2016
		=N=	=N=
_			
I	Bank Charges	1,332,824	428,758
2	Electricity	25,606,506	7,036,132
3	Legal & Professional Fees	21,404,840	43,725,831
4	Communication	5,809,978	5,070,473
5	Sundries	-	25,697
6	Audit Fees	1,068,375	925,000
7	Rate & Tax	3,665,176	1,229,603
8	Exchange Rate	161,732, <del>6</del> 95	65,436
9	Staff Welfare	14,087,071	9,932,602
10	Rent Office and Accomodation	81,789,175	166,100,223
11	Car Hire Charges	394,552	8,684
12	House Keeping and Maintenence	1,745,157	1,381,544
13	Business Meeting Expenses	16,475	112,140
14	Recruitment Expenses		(3,473,999)
15	Transportation Charges	34,684,000	28,589,000
16	Conveyance-Local	-	(1,999,507)
17	ITrvl Alwncs Onste-Reimb	11,667	43,723
18	Courier Expenses	-	17,350
19	Others	1,131,862	(1,936,250)
20	Conference Expenses	801,250	115,500
21	Training & Development	170,000	- -
22	Holiday Work	25,207	146,400
23	Subscription and Membership Fees	•	-
24	Transfer Expenses	(10,000)	438,693
25	Foreign Project Travel	5,320	52,278,129
26	ERF Other		351
	Provision for Doubtful Advances	(9,983,229)	12,380,478
28	Provision for Doubtful Debts	, , , ,	(140,431)
29	Travels and Foreign Travel Lodging & Boarding	14,208,160	14,749,389
	Bad and Doubtful Debts	5,802,588	42,231,260
31	Repairs	28,500	66,000
32	Miscellaneous Expenses	919,630	00,000
	,	266 445 550	250 540 500
		366,447,779	379,548,209

### ANALYSIS OF DIRECT COSTS FOR THE YEAR ENDED 31 MARCH, 2017

		2017	2016
		=N=	=N=
1 2 3 4	Sub- contract - FG Technical Services Fees Salaries & wages Leave Allowance	114,139,851 544,474,009 152,199,023 (1,790,243)	66,990,820 530,069,164 144,798,337 1,147,496 6,423,071
5	Sales Incentives	9,022,430	, ,
6	Onsite QPLC	(1,146,240)	808,111
7	Pension	5,642,140	17 507 197
8	Visa International	19,639,151	15,596,187
9	QPLC	6,149,261	7,117,555
10	Software Development Charges	134,850,987	147,842,107
11 12	Depreciation- Office Equipment Cost Deferral-Payroll Cost	120,100 62,471,364	120,100 (62,471,364)

1,045,771,835	858,441,583
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#### **THREE - YEAR FINANCIAL SUMMARY**

YEAR ENDED 31 MARCH	2017 =N='000	2016 =N='000	2015 =N='000
BALANCE SHEETS:			
Fixed Assets, Net	319	439	559
Current Assets	2,001,086	1,240,729	662,700
Current Liabilities	(1,740,278)	(1,130,775)	(619,861)
Total Assets, Net	261,127	110,394	43,398
Financed by:			
Share Capital	16,300	16,300	16,300
Retained Earnings	244,827 261,127	94,094 110,394	27,098 43,398
TRADING RESULTS:			
Turnover	1,677,900	1,418,128	1,319,721
Profit/(Loss) before taxation	285,818	183,013	(2,213)

