

The background of the cover is a photograph of a building's entrance at dusk. The entrance features a white portico with two columns and a white door with glass panes. Two potted plants are on either side of the door. The building has a tiled roof and dormer windows. The text is overlaid on a semi-transparent white rectangle.

warwyck  
PHOENIX PCC

ANNUAL  
REPORT  
2021



warwyck  
PHOENIX PCC

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## CORPORATE DATA

		Date appointed	Date resigned
<b>Directors</b>	:		
	Frank Brusco	10 October 2014	-
	Mohammad Shameer Mohuddy	20 January 2017	-
	Youmeshwar Ramdhony	10 April 2017	-
	Devika Matabudul	14 August 2020	25 March 2022
	Oumila Sibartie	3 November 2020	-
<b>Administrator and Secretary</b>	Anex Management Services Ltd 8 <sup>th</sup> Floor, Ebene Tower 52 Cybercity Ebène 72201 Republic of Mauritius		
<b>Registered office</b>	: Warwyck House Nalletamby Road, Phoenix 73538 Republic of Mauritius		
<b>Auditors</b>	: Nexia Baker & Arenson Chartered Accountants 5 <sup>th</sup> Floor, C&R Court 49, Labourdonnais Street Port Louis Republic of Mauritius		
<b>SEM Authorised Representative and Sponsor</b>	: Perigeum Capital Ltd Level 4, Alexander House 35 Cybercity Ebène 72201 Republic of Mauritius		
<b>Bankers</b>	: Warwyck Private Bank Ltd Banque des Mascareignes Ltée		
<b>Legal advisor</b>	: Dentons Mauritius LLP Les Jamalacs Vieux Conseil Street Port Louis Republic of Mauritius		
<b>Tax advisor</b>	: Grant Thornton (Advisory Services) Ltd Ebène Tower 52 Cybercity Ebène 72201 Republic of Mauritius		

# ANNUAL REPORT

## FOR THE YEAR ENDED 31 DECEMBER 2021

The Board of Directors of Warwyck Phoenix PCC (the “Company”), is pleased to present the annual report together with the audited financial statements for the year ended 31 December 2021.

### **Incorporation**

The Company was incorporated in the Republic of Mauritius on 21 August 2014 as a private company limited by shares. Pursuant to a special resolution of the sole shareholder dated 03 May 2016, the status of the Company was changed to a public company with liability limited by shares.

### **Principal activity**

The Company is a Protected Cell Company (PCC) organised as a Collective Investment Scheme (CIS) and is categorised as an expert fund pursuant to the Securities Act 2005 and the regulation made hereunder.

### **Listing on the Stock Exchange of Mauritius Ltd**

As at 31 December 2021, the Participating Shares of the following cells of the Company were listed on the Official Market of the Stock Exchange of Mauritius Ltd (“SEM”):-

1. Warwyck Phoenix Global Invest Fund 2
2. Warwyck Phoenix Global Invest Fund 6

A new cell, Warwyck Dynamic DA Fund , was incorporated during the year.

### **Results and dividends**

The results for the year ended 31 December 2021 for the Company are as shown on page 30.

The directors declared and paid dividend of USD 1,850,000 to the shareholder for the year under review (2020: USD 1,000,000).

### **Directors**

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

### **Directors’ responsibilities in respect of the financial statements**

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

- correctly record and explain the transactions of the Company;
- disclose with reasonable accuracy at any time the financial position of the Company; and
- ensure that the financial statements are prepared in accordance with International Financial Reporting Standards and comply with the requirements of the Mauritius Companies Act 2001 and the Financial Reporting Act 2004.

## ANNUAL REPORT (CONTD)

### FOR THE YEAR ENDED 31 DECEMBER 2021

#### **Directors' responsibilities in respect of the financial statements (Contd)**

The Directors confirm that:

- the financial statements present fairly the financial position of the Company as at the reporting date and the results of operations and cash flows for the reporting year;
- the external auditors are responsible for reporting on whether the financial statements are presented fairly;
- adequate accounting records and an effective system of internal control have been maintained;
- the financial statements have been prepared in accordance with International Financial Reporting Standards;
- appropriate accounting policies are supported by reasonable and prudent judgements and estimates have been used consistently;
- the financial statements have been prepared on the going concern basis;
- they are responsible for safeguarding the assets of the Company;
- they have taken reasonable steps for the prevention and detection of fraud and other irregularities; and
- the Company has adhered to the Code of Corporate Governance.

#### Internal Control

The Board is responsible for the Company's system of internal control and for reviewing its effectiveness. The internal audit function is outsourced to Warwyck Private Bank Limited. The Internal Auditor reports to the Audit and Risk Committee. It helps the Company accomplish its objectives by applying a systematic and disciplined approach to evaluate and improve the effectiveness of governance, risk management and control processes. The Internal Auditor has unrestricted access to all records, necessary for discharging its responsibilities.

#### Risk Management

The Board of directors is responsible for determining the overall strategic direction and the proper risk management strategy and policies of the Company. It sets the appropriate risk level and tolerance of the Company. The risk strategy covers all the major risk areas in which the Company has significant exposure.

#### **Contracts of significance**

There was no contract of significance to which the Company was a party and in which a Director was materially interested either directly or indirectly.

#### **Going concern statement**

On the basis of current projections, the directors are confident that the Company has adequate resources to continue operations for the foreseeable future and consider that the going concern basis in preparing the financial statements be adopted.



## ANNUAL REPORT (CONTD)

### FOR THE YEAR ENDED 31 DECEMBER 2021

#### Directors' share interests

As at 31 December 2021, Mr Frank Brusco had indirect interest of 8.62% in the management shares of the Company.

#### Directors' remuneration

The Board of Directors has resolved not to disclose the remuneration paid due to commercial sensitivity of the information.

#### Donations

No donation was made by the Company (2020: Nil).

#### External auditors

The external auditors, **Nexia Baker & Arenson**, have been appointed during the year and have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual Meeting.

	2021	2020
	USD	USD
<b>Fees for audit services (VAT exclusive) *</b>	<b>28,500</b>	<b>37,500**</b>

*\*Total fees chargeable to the Company and its cells*

*\*\* Audit fees for previous auditor, Grant Thornton*

#### Tax advisor

The tax advisor, **Grant Thornton (Advisory Services) Ltd**, has been appointed during the year to provide tax advisory services to the Company and its Cells.

	2021	2020
	USD	USD
<b>Fees for non-audit services (VAT exclusive)</b>	<b>7,700</b>	<b>6,500</b>

Approved by the Board of Directors on 29 March 2022 and signed on its behalf by:

  
Director

  
Director

# CORPORATE GOVERNANCE REPORT

## FOR THE YEAR ENDED 31 DECEMBER 2021

### General Information

Warwyck Phoenix PCC, formerly known as Warwyck Pheonip PCC (the “Company” or the “PCC”), was incorporated in the Republic of Mauritius on 21 August 2014 as a private company with liability limited by shares. It is also a Protected Cell Company and was converted into a public company by special resolution on 3 May 2016. The Company holds a Global Business Licence issued by the Financial Services Commission and was authorised to operate as a Collective Investment Scheme on 8 October 2014.

### **Principle 1: Governance Structure**

- 1.1 The Company holds a Global Business Licence and is not defined as a public interest entity in line with section 2 of the Financial Reporting Act.
- 1.2 The Board and Management of the Company are committed to ensuring and maintaining a high standard of corporate governance within the Company. The Board recognises that the National Code of Corporate Governance for Mauritius 2016 (the “Code”) is regarded as best practice and, therefore, uses its best endeavours to ensure compliance with the provisions set out in the Code.

The Board regularly monitors and evaluates compliance with its established ethical principles and standards.

The Board of Directors assumes full responsibility for leading and controlling the organisation and meeting all legal and regulatory requirements. In addition, the Board is collectively responsible for the long-term success, reputation and governance of the Company.

- 1.3 The Company has reassessed its Board Charter as well as its Code of Ethics copies of which are available on the Company’s website or upon written request to the Company Secretary.
- 1.4 The Board Charter provides a clear definition of the roles and responsibilities of the Chairperson, executives directors as well as the Company Secretary. The role of the Chairperson is distinct and separate from that of the Chief Executive Officer (“CEO”) and there is clear division of responsibilities with the Chairperson leading the Board and the Chief Executive Officer managing the day-to-day operations.

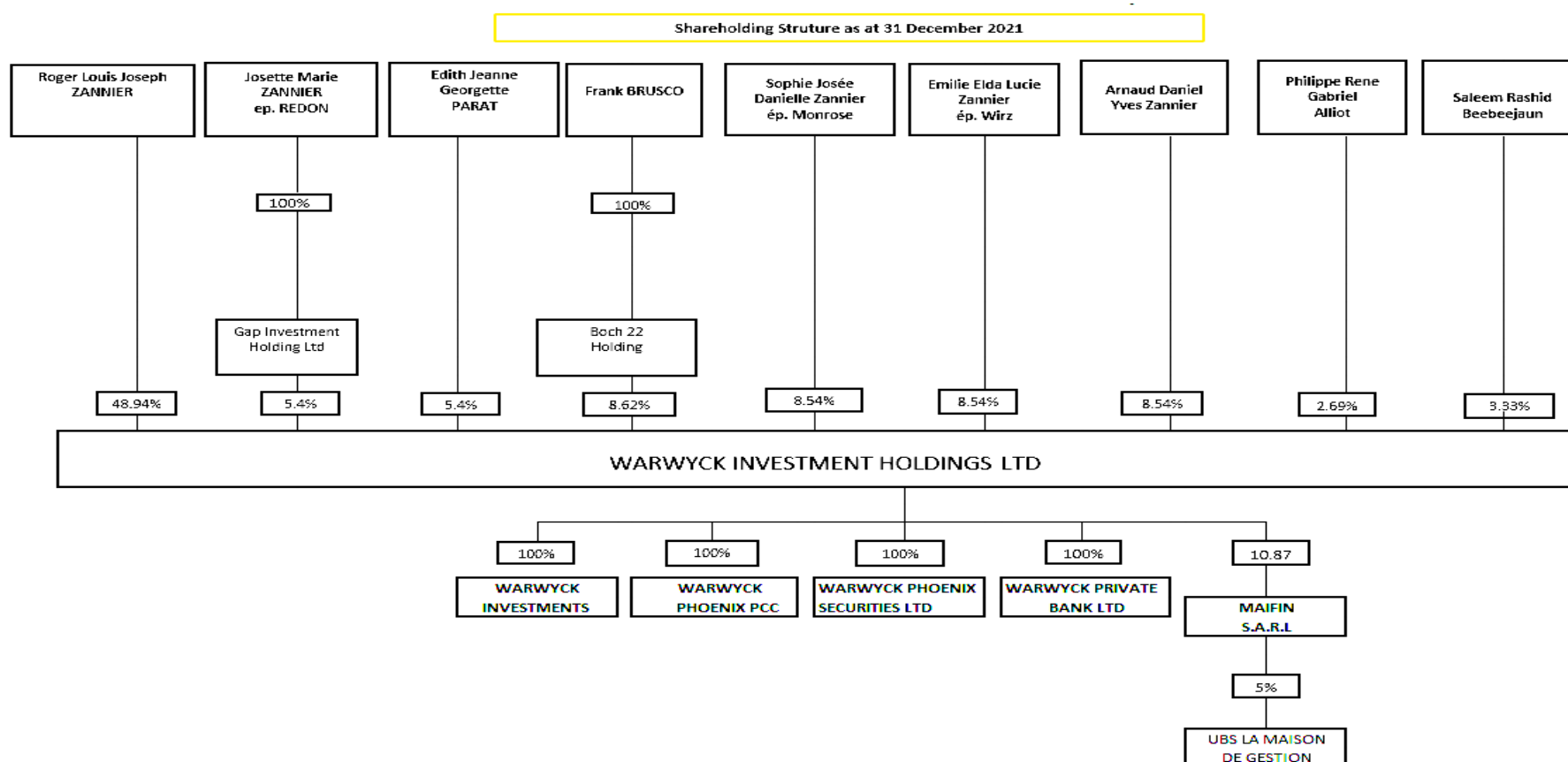
# CORPORATE GOVERNANCE REPORT (CONTD)

## FOR THE YEAR ENDED 31 DECEMBER 2021

### Principle 1: Governance Structure (Contd)

#### 1.5 Company structure and shareholding

The organisation structure is illustrated in the below diagram:





# CORPORATE GOVERNANCE REPORT (CONTD)

## FOR THE YEAR ENDED 31 DECEMBER 2021

### **Principle 1: Governance Structure (Contd)**

#### **1.5 Company structure and shareholding (Contd)**

##### **Shareholding:**

As at 31 December 2021, the stated capital of the Company stood at USD 100, represented by 100 management shares with a par value of USD 1.

Warwyck Investment Holdings Ltd holds 100% of the management shares of the Company.

### **Principle 2: The Structure of the Board and its Committees**

#### **2.1 Board Structure**

The Board of the Company has a unitary structure. The Board is of the view that its composition is adequately balanced and that the current Directors have the range of skills, expertise and experience to carry out their duties effectively. The Board is composed of 5 directors coming from different sectors. Every director has drawn from his professional background and expertise in positively contributing to the Board's activities.

##### **2.1.1 Board Size**

As at 31 December 2021, the Board comprised of 5 members comprising of

- three executive directors; and
- two independent non-executive directors.

All Directors are ordinarily resident in Mauritius except for one of the directors who is a non-resident, namely, Mr. Frank Brusco.

Having regard to the size of the Company and the number of board committees, the Board considers that its size and composition is reasonably sufficient to meet the requirements of the business of the Company.

The following directors held office during the year under review:

<b>Name of Director</b>	<b>Date of Appointment</b>	<b>Date of Resignation</b>	<b>Status</b>	<b>Residency</b>
Mr. Frank Brusco	10 October 2014	N/A	Executive Director	France
Mr. Mohammad Shameer Mohuddy	20 January 2017	N/A	Independent Non-Executive Director, Chairperson	Mauritius
Mr. Youmeshwar Ramdhony	10 April 2017	N/A	Executive Director, Chief Executive Officer	Mauritius
Ms. Oumila Sibartie	03 November 2020	N/A	Independent Non-Executive Director	Mauritius
Mrs. Devika Matabudul	14 August 2020	31 March 2022	Executive Director	Mauritius

# CORPORATE GOVERNANCE REPORT (CONTD)

## FOR THE YEAR ENDED 31 DECEMBER 2021

### **Principle 2: The Structure of the Board and its Committees (Contd)**

#### **2.2 Board Composition**

##### **2.2.1 Chairperson**

The members of the Board appointed Mr. Mohammed Shameer Mohuddy as Chairperson on 12 November 2020 who is also an Independent Non-executive Director. The Chairperson is not involved in the day-to-day running of the business and is not a full-time employee of the Company. Additionally, the Chairperson's title, role and function is separate from that of the Chief Executive Officer of the Company.

##### **2.2.2 Executive Directors**

The members of the Board appointed Mr. Youmeshwar Ramdhony as Chief Executive Officer ("CEO") and executive director of the Company on 10 April 2017. In his capacity as CEO, Mr. Ramdhony is involved in the day-to-day running of the business and ensures that information pertaining to the day-to-day management of the Company are communicated to the Board. Alongside the CEO, the Board has appointed an additional executive director, namely Mrs. Devika Matabudul on 14 August 2020, who is also involved in managing the daily affairs of the Company. She ceased to hold office as an Executive Director on 25 March 2022. Mr. Frank Brusco was also appointed as an Executive Director with effect from 27 May 2019. As of 31 December 2021, the board comprised of independent non-executive directors and executive directors.

##### **2.2.3 Independent Directors**

The members of the Board appointed Mr. Mohammad Shameer Mohuddy and Ms. Oumila Sibartie as independent non-executive Directors. They have at all times exercised independence of character and judgement in assuming their role as independent directors.

The Board further confirms that, the above-named independent directors:

- have not been employed by the Company for the last three years;
- have not had any material business relationship with the Board either directly or indirectly or as partner, shareholder, director or senior employee of a body that has such a relationship with the Company;
- have not received additional remuneration from the organization apart from director's fee (as described hereunder)
- are not nominated directors representing a substantial shareholder;
- do not have any close family ties with any of the organisation's advisors, directors, or senior employees;
- do not have any cross directorships or significant links with other directors within the Group for the year under review; and
- have not served on the Board for more than nine continuous years from the date of their first election.

# CORPORATE GOVERNANCE REPORT (CONTD)

## FOR THE YEAR ENDED 31 DECEMBER 2021

### **Principle 2: The Structure of the Board and its Committees (Contd)**

#### **2.2 Board Composition (Contd)**

##### **2.2.4 Directorship in other Companies**

The following table discloses the directorship held by each director in other companies for the financial year under review:

<b>Name of Director</b>	<b>Directorship in other Companies</b>	<b>Type of Directorship held</b>
<b>Mr Frank Brusco</b>	Warwyck Phoenix PCC	Executive Director
	Boch 22 Holding	Director
	Vicgest	Director
	Efficiency Network	Director
	Boch 22	Director
	Double TT Promotion	Director
	Brusco Mendes construction	Director
<b>Mr. Youmeshwar Ramdhony</b>	Warwyck Phoenix PCC	Executive Director
<b>Mr. Mohammad Shameer Mohuddy</b>	Harford Corporate Services Ltd	Director
	Sibram Ltd	Director
	Far East Express (Holdings) Ltd	Director
	Warwyck Phoenix PCC	Independent Non-Executive Director
	Villa Invest Ltd	Director
	Datcha Ltd	Director
	Latronpem Ltd	Director
	Safyr Capital Partners Ltd	Director
<b>*Mrs. Devika Matabudul</b>	Warwyck Phoenix PCC	Executive Director
<b>Ms. Oumila Sibartie</b>	Warwyck Phoenix PCC	Independent Non-Executive Director
	Lineage Investment Services Ltd	Executive Director
	Lineage Hub Ltd	Executive Director
	SBM Bank (Mauritius) Ltd	Independent Director
	Island Life Assurance Ltd	Independent Non-Executive Director

\*Mrs. Devika Matabudul has resigned as Executive Director of the Company on 25 March 2022.

# CORPORATE GOVERNANCE REPORT (CONTD)

## FOR THE YEAR ENDED 31 DECEMBER 2021

### **Principle 2: The Structure of the Board and its Committees (Contd)**

#### **2.2 Board Composition (Contd)**

##### **2.2.5 Company Secretary**

Anex Management Services Limited (“Anex”) is responsible for the provision of corporate secretarial services to the Company.

Anex, in its capacity as Company Secretary, provides the Board with detailed guidance as to how its responsibilities should be properly discharged in the best interests of the Company. In addition, the Company Secretary provides guidance on the statutory duties of the Board and the regulatory requirements of the Company. In the performance of its duties and functions, the Company Secretary acts as a vital bridge between the Board and executive management.

The Company Secretary further assists the Chairperson, CEO, the Board and Board Committees in applying and implementing the principles of the Code with a view to enhancing long-term stakeholder’s value.

##### **2.2.6 Board Diversity**

During the year under review, there are two female directors on the board with the appropriate skills, knowledge and experience in the core business of the Company.

##### **2.2.7 Board & Committee Charter**

The Board has reassessed the charter of the Board and its Committees during the year under review.

#### **2.3 Board meetings**

Board meetings are held at least once every quarter but may also be held at any time as maybe required by the Company. Decisions that need to be taken between meetings are conducted by way of written resolutions, agreed and signed by all Directors entitled to receive notice.

The Board meetings are conducted in accordance with the Company’s Constitution and the Mauritius Companies Act 2001 and are convened by giving appropriate notice to Directors. Detailed agenda together with relevant supporting documents are circulated in advance by the Company Secretary to the Directors to enable them to make focused and informed deliberations at Board meetings.

The matters being considered at the meetings are as follows:

- to examine all statutory matters;
- to approve the audited financial statements and review important accounting issues;
- to review the Company’s performance and the performance of its various cells;
- to ensure compliance of the Company with the relevant legislations;
- to take note of changes in the legislations which may affect the Company;
- to approve the quarterly management accounts;
- to approve the release of the financial results announcements of each listed cell to the market; and
- to discuss any other business.

# CORPORATE GOVERNANCE REPORT (CONTD)

## FOR THE YEAR ENDED 31 DECEMBER 2021

### **Principle 2: The Structure of the Board and its Committees (Contd)**

#### **2.3 Board meetings (Contd)**

The Board promotes, encourages and expects open discussions at meetings. Board meetings provide a forum for challenging and constructive debate.

During the year under review, the Board has met three times. Minutes of the proceedings of each Board meeting are recorded by the Company Secretary and submitted for confirmation at its next meeting where they are signed by the Chairperson and Company Secretary.

The table below shows the attendance of directors at Board meetings during the year ended 31 December 2021:

Directors	29 March 2021	11 August 2021	15 November 2021	Total Number of meetings attended
Frank Brusco	✓	✓	X	2/3
Mohammad Shameer Mohuddyy	✓	✓	✓	3/3
Youmeshwar Ramdhony	✓	✓	✓	3/3
*Devika Matabudul	✓	✓	✓	3/3
Oumila Sibartie	✓	✓	✓	3/3

\*Mrs. Devika Matabudul has resigned as Executive Director of the Company on 25 March 2022.

#### **2.4 Board Committee**

In line with the Code and in order to facilitate the effective management, the following Board Committees have been established by the Board which operate within a defined Terms of Reference:

##### Audit & Risk Committee

The Company has set-up an Audit & Risk Committee whose purpose is to assist the Board in fulfilling its corporate governance duties and overseeing its responsibilities in relation to the Company's and the Cells' financial reporting, internal control system, risk management system and internal and external audit functions. Its role is to provide advice and recommendations to the Board within the scope of its terms of reference as approved by the Board.

The Audit & Risk Committee is composed of a majority of independent directors. A quorum of two directors is currently required for a meeting of the said committee.

The following table shows the members of the Audit & Risk committee and their attendance at the meetings of the Audit & Risk committee for the year under review:

Name of Director / Member	Type of Membership	29 March 2021	15 November 2021	Total number of meetings attended
Mohammad Shameer Mohuddyy	Member	✓	✓	2/2
*Devika Matabudul	Member	✓	✓	2/2
Oumila Sibartie	Chairperson	✓	✓	2/2

\*Mrs. Devika Matabudul has resigned as Executive Director of the Company on 25 March 2022.

## CORPORATE GOVERNANCE REPORT (CONTD)

### FOR THE YEAR ENDED 31 DECEMBER 2021

#### **Principle 2: The Structure of the Board and its Committees (Contd)**

##### **2.4 Board Committee (Contd)**

###### *Investment Committee*

The Company has set-up an Investment Committee whose purpose is to maintain prudent and effective investments and to formulate and oversee the investment policies and management. The following table shows the members of the Investment Committee and their attendance at the meetings held by the Investment Committee for the year under review:

Name of Director / Member	Type of Membership	11 January 2021	14 April 2021	14 July 2021	4 November 2021	Total number of meetings attended
Frank Brusco	Chairperson	✓	✓	✓	✓	4/4
Patrice Bouché	Member	✓	✓	✓	✓	4/4
*Devika Matabudul	Member	✓	✓	✓	✓	4/4

\*Mrs. Devika Matabudul has resigned as member of the Investment Committee on 25 March 2022.

The Investment Committee met three times on the 11<sup>th</sup> January 2021, 14<sup>th</sup> April 2021, 14<sup>th</sup> July 2021. and on 4<sup>th</sup> November 2021 The Committees regularly recommend actions to the Board. Anex, the Company Secretary, acts as Secretary to the Board Committees and minutes of each meeting are taken and submitted to the Board for noting.

#### **Principle 3: Director appointment procedures**

##### **3.1 Directors' appointment and procedures**

According to clause 25.1 of the Company's Constitution, the Directors shall be appointed by ordinary resolution of shareholders. Directors are eligible for re-election at the Annual meeting of the Company subject to the relevant procedures laid down in the Company's Constitution and the requirements of the Mauritian Companies Act 2001.

The re-election of directors is subject to continued satisfactory performance following a formal performance evaluation of the individual directors' performance.

Upon any change in directorship, the Board assumes the responsibilities for succession planning as well as for the appointment of the new directors.

Directors' profiles are given hereinafter:

##### **3.2 Directors' Profile**

###### **Youmeshwar Ramdhony - Age 44**

*Chief Executive Officer*

**Date of appointment:** 10 April 2017

Youmeshwar is an Associate of the Chartered Institute for Securities and Investment (U.K.) and of the Chartered Management Institute (U.K.), a Fellow of the Institute of Chartered Secretaries and Administrators (U.K.), Member of the Society of Trust & Estate Practitioners (U.K.) while also holding an Executive MBA and B.A. in Economics. He has equally undergone management training from Harvard Business School Publishing of Harvard Business School, U.S.A. and the Singapore Institute of Management.



## CORPORATE GOVERNANCE REPORT (CONTD)

### FOR THE YEAR ENDED 31 DECEMBER 2021

#### **Principle 3: Director appointment procedures (Contd)**

##### **3.2 Directors' Profile (Contd)**

He has held various senior positions in the banking and global business sectors with local and international organisations in Mauritius, Guernsey, Jersey and Singapore. Youmeshwar has been involved in the management of global business companies, international SPVs and in providing estate and wealth planning solutions to HNWI around the world. He has also served on the board of directors of several global business companies for investment holding and fund structures.

Youmeshwar joined the company as Fund Manager in May 2016 and was, subsequently, appointed as Chief Executive Officer and to the Board of Directors in April 2017.

**Directorship in other listed companies:** none

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##### **Mohammad Shameer Mohuddy - Age 46**

*Independent Non-Executive Director and Chairperson*

**Date of appointment:** 20 January 2017

Shameer Mohuddy is an independent legal practitioner in Mauritius with over 17 years experience in the legal industry. His main areas of practice are corporate law, commercial law, employment law, banking law and taxation. He was previously a Partner at Legis & Partners, a legal consultancy firm and prior to that, in-house legal for EY Financial Services Ltd, an ex-management company. He has also served as a Member of the Commission on the Prerogative of Mercy and was a former Commissioner of the Equal Opportunities Commission and also a former Vice-Chairperson of the National Economic and Social Council. He has read law at Queen Mary College, University of London (UK) and is a Member of the Honourable Society of the Inner Temple (UK).

**Directorship in other listed companies:** none

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##### **Frank Brusco - Age 43**

*Non-Executive Director: 10 October 2014-26 May 2019*

*Executive Director: With effect from 27 May 2019*

Frank Brusco, an accomplished businessman, has set up multiple businesses around the world. He holds a degree in Banking and Finance. The latter has been active in the finance industry for many years and is currently the Director of Acquisition of Participations at Vicgest, a corporate/business consultancy firm.

**Directorship in other listed companies:** none

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##### **Oumila Sibartie - Age 47**

*Independent Non-Executive Director*

**Date of appointment:** 03 November 2020

Oumila Sibartie has over 21 years of experience in the global financial markets including the U.S.A., U.K. and Mauritius in managing various projects, products and people; in the provision of investment and financial solutions to corporations, institutional clients and high net-worth individuals; in corporate directorship; and in the training of financial professionals. She has also developed expertise in the fields of investment advisory, asset management, wealth management, financial planning, corporate finance, strategic planning, economic & social impact assessment, training and consultancy.

**Directorship in other listed companies:** none

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## CORPORATE GOVERNANCE REPORT (CONTD)

### FOR THE YEAR ENDED 31 DECEMBER 2021

#### **Principle 3: Director appointment procedures (Contd)**

##### **3.2 Directors' Profile (Contd)**

###### **Devika Matabudul - Age 30**

*Executive Director*

**Date of appointment:** 14 August 2020

**Date of resignation:** 25 March 2022

Devika Matabudul is a member of the Association of Chartered Certified Accountants of the U.K and has passed all three levels of the CFA Program.

Devika joined Deutsche Bank (Mauritius) Limited in 2012 where she took on the position of Private Equity Fund Analyst supporting the Private Equity & Real Estate client services team in Cayman, Singapore and New York.

In September 2018, Devika joined the Company as Senior Fund Accountant and was, subsequently, appointed as Fund Manager and to the Board of Directors in August 2020.

**Directorship in other listed companies:** none

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##### **3.3 Board orientation and induction**

An induction program is organised to ensure that newly appointed directors receive an induction upon joining the Board to familiarise them with the Company's operations, senior management and its business environment and to induct them in their fiduciary duties and responsibilities. Newly appointed directors are provided with an induction pack comprising of the Board Charter which clearly defines their duties and obligations, the Company's Annual Report and relevant governing documents.

##### **3.4 Professional development**

The Company ensures that the necessary resources for developing and updating its directors' knowledge and capabilities are provided as and when required. The Chairperson and the Board regularly reviews training development needs of Directors to ensure that they continually update their skills and relevant knowledge. Directors are encouraged to keep themselves abreast with the latest industry trends and professional practices and professional development programmes that are organised by the Company or any other organisation.

For the year under review, the Board has reviewed the professional development and ongoing education of directors.

The Company catered for the members' needs and requirements amidst an evolving context, with a training log being maintained.

##### **3.5 Succession planning**

The Board is of the opinion that good succession planning contributes further to the delivery of the Company's strategy by ensuring the desired mix of skills and experience of current and future Board members. The Board is also committed to recognising and nurturing talent within executive and management levels across the Group to ensure that the Company creates opportunities to develop current and future leaders.

## CORPORATE GOVERNANCE REPORT (CONTD)

### FOR THE YEAR ENDED 31 DECEMBER 2021

#### **Principle 4: Directors duties, Senior executive remuneration and performance**

##### **4.1 Directors Duties**

The Directors are aware of their legal duties under the Mauritian Companies Act 2001 and other relevant legislations, such as the Securities Act 2005 and Financial Services Act 2007. Once they are appointed as directors, the board members are informed and communicated with a copy of the Board Charter, Company constitution and other internal rules and policies of the Company.

##### **4.2 Code of ethics**

In accordance with the requirements of the Stock Exchange of Mauritius Ltd and the Code, the Board has adopted a Code of Ethics to encourage honest and ethical conduct, including fair dealing and the ethical handling of conflicts; all directors, officers and employees of the Company are expected to be familiar with the Code of Ethics and to adhere to those principles and procedures set forth therein.

###### *Honest and Ethical Conduct*

Each director, officer, employee owes a duty to the Company to act with integrity. Integrity requires, among other things, being honest and ethical. This includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. Deceit and subordination of principle are inconsistent with integrity.

Each director, officer and employee must:

- act with integrity, including being honest and ethical while still maintaining the confidentiality of information where required or consistent with the Company's policies.
- observe both the form and spirit of laws and governmental rules and regulations and accounting standards.
- adhere to a high standard of business ethics.
- accept no improper or undisclosed material personal benefits from third parties as a result of any transactions of the Company.

The Code of Ethics is reassessed by the Board on an annual basis.

##### **4.3 Interest register, conflicts of interest and related party transactions**

The Board strictly believes that a Director should make his best effort to avoid conflict of interest or situation where others might reasonably perceive as a conflict. According to clause 26.2 of the Company's Constitution, a Director who has declared an interest shall not inter alia:

- vote on any matter relating to transaction or proposed transaction in which he has an interest;
- be counted in the quorum present for the purpose of voting on that transaction;
- sign a document relating to the transaction on behalf of the Company; and
- do any other thing in his capacity as director in relation to the transaction.

All directors are subject to the disclosure and formality requirements of the Mauritian Companies Act 2001 in relation to transactions in which they have an interest.

It is the responsibility of each Director to ensure that any conflict of interest be recorded in the interest register maintained by the Company Secretary. The said register is available to shareholders upon written request to the Company Secretary.

## CORPORATE GOVERNANCE REPORT (CONTD)

### FOR THE YEAR ENDED 31 DECEMBER 2021

#### **Principle 4: Directors duties, Senior executive remuneration and performance (Contd)**

##### **4.3 Interest register, conflicts of interest and related party transactions (Contd)**

The Directors are aware of their responsibility to make full and timely disclosure of any conflict, or potential conflict to the Board and / or to the Company Secretary.

All conflicts of interests and related party transactions are addressed by the Board in accordance with the internal policies of the Company and the Mauritian Companies Act 2001.

##### **4.3.1 Interest of Directors in the shares of the Company and in the issued redeemable participating shares of the cells**

For the year under review, Mr Frank Brusco, Executive Director holds indirectly 8.62% of the management shares through Boch 22 Holding in the shareholding of the Company at holding's level. None of the other Board members has any shareholding interest in the Company.

In addition, none of the Directors had any interest in the issued redeemable participating shares of the cells.

##### **4.3.2 Information, Information Technology and Information Security Governance**

The Company has entered into a Service Level Agreement ("SLA") with Warwyck Private Bank Ltd ("WPBL") for various services, including information governance system. The Board has adopted the Information Security Policy of the Group which describes a set of rules on information technology and information security. Monitoring and evaluation of significant expenditure is covered under the SLA with WPBL. Any significant expenditure in information technology is discussed and approved at the level of the Board.

The information Security Policy of the Company is regularly assessed by the Board.

##### **4.3.3 Board Information**

All Directors receive regular information about the Company so that they are equipped to play their role fully in board meetings. Papers for board and committee meetings are circulated prior to the relevant meeting. All board members have access to the Company Secretary for any further information they require. The appointment and removal of the Company Secretary is at the sole discretion of the Board. Independent professional advice is available to directors in appropriate circumstances, at the Company's expense.

The board members are aware that matters relating to the Company, learned in their capacity as Directors, are strictly confidential and private and shall not be divulged to anyone without the express authority of the Board.

The Company Secretary maintains an interest register which is available to shareholders upon written request.

##### **4.3.4 Board evaluation**

An independent evaluation of the performance of the Board, its Committees and individual Directors was carried out by Anex Management Services Limited during the financial year ended 31 December 2021. The evaluation exercise was led by the Chairperson of the Board.

## CORPORATE GOVERNANCE REPORT (CONTD)

### FOR THE YEAR ENDED 31 DECEMBER 2021

#### **Principle 4: Directors duties, Senior executive remuneration and performance (Contd)**

##### **4.3.4 Board evaluation (Contd)**

The objective of the performance appraisal of the Board was inter alia:

- To assess the performance of the Board against the vision, objectives and strategy of the Company and its cells;
- To assist the Board and its committees in highlighting their key competencies and strengths; and
- To identify and correct weaknesses and provide opportunities for sound development of the Board.

The evaluation exercise was carried through a structured evaluation process covering various aspects of the Board's functioning such as composition of the Board & Committees, experience & competencies, performance of specific duties & obligations, contribution at the meetings and otherwise, independent judgment and governance issues.

A structured questionnaire was prepared after taking into consideration inputs received from the Chairperson, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, board culture, execution and performance of specific duties, obligations and governance.

All Directors were required to participate in the evaluation survey. The evaluation of the performance of the Board was done at two levels. First, the overall performance of the Board was evaluated through a questionnaire, based on criteria such as the board composition, size, gender, strategic planning, role of the Chairperson, non-executive directors and other senior management, assessment of the timeliness and quality of the flow of information by the Company to the Board and adherence to compliance and other regulatory issues. At the second level, the directors were required to do a self-evaluation of their performance, still through a questionnaire.

Some of the key findings & recommendations made to the Board were as follows:

- The Board is encouraged to adopt a development plan to provide necessary resources for developing and updating its Directors' capabilities;
- The Board is encouraged to emphasized on the need for training and professional developments for the board members and the committee members; and
- The Board is encouraged to enhance communication between the management team and the independent directors.

The Board self-evaluation is carried every two years, as resolved by the Board on 09 November 2018. A new Board self-evaluation exercise is expected to be carried out for the financial year ending 31 December 2022.

##### **4.3.5 Directors' remuneration**

The Board reasonably believes that the current remuneration policy is fair and reasonable having regard to the skills, knowledge and experience brought by the Directors to the Company. The Board has reviewed the adequacy of directors' and senior executives' remuneration together with the form of that remuneration and has deemed such remuneration to be adequate.

##### *Non-executive remuneration*

The independent directors' fees amount to USD 20,000 for the ended 31 December 2021. Independent Non-executive directors have not received remuneration in the form of share options or bonuses associated with the Company's/Cells' performance.

## CORPORATE GOVERNANCE REPORT (CONTD)

### FOR THE YEAR ENDED 31 DECEMBER 2021

#### **Principle 4: Directors duties, Senior executive remuneration and performance (Contd)**

##### **4.3.5 Directors' remuneration (Contd)**

The below table shows the annual Independent Non-Executive Directors' fees on an individual basis:

<b>Name of Directors</b>	<b>Fees in USD (2021)</b>
Mohammad Shameer Mohuddy	10,000
Oumila Sibartie	10,000
<b>Total Amount</b>	<b>20,000</b>

##### Executive remuneration

Directors who are in full time employment with the Company (i.e. Mr. Youmeshwar Ramdhony, Mrs. Devika Matabudul and Mr. Frank Brusco) are entitled to a fixed salary as per their contract of employment. They do not receive any additional remuneration for attending Board meetings and Committees.

#### **Principle 5: Risk Governance and Internal Control**

The Board is ultimately responsible for the Company's system of internal control and for reviewing its effectiveness.

The Board has the overall responsibility for the Company's systems of risk management and internal control and for reviewing their effectiveness. The responsibility for setting risk strategy remains with the Board but the responsibility for assessing and assuring the quality of the risk management process has been delegated to the Audit and Risk Committee. In its bid to promote sound and balanced growth, the Board places key emphasis on the Company's risk management framework and internal control system.

The Company has entered into a Service Level Agreement with WPBL for various services, including general internal audit support. As part of internal control system, the PCC has a Procedure Manual in place for implementing, maintaining and monitoring the internal controls. The activities of the PCC are subject to internal audit reviews. The objective of those functional reviews is to identify the risks involved in a view to mitigate the risks to a certain level.

The areas, systems and processes covered by the internal audit which also include non-financial matters are listed on the internal audit plan which is approved by the Audit and Risk Committee. The internal auditor is authorised to have full and unrestricted access to records, personnel, and physical properties relevant to the performance of its engagements.

The internal audit regularly reports to the Audit and Risk Committee which meets twice yearly. Hence, internal audit reports are tabled to the Audit and Risk Committee while also obtaining reports from the Company's external auditor.

The reports from the internal and external auditors are, thereafter, tabled directly to the Board.

##### **5.1 Risk Management and internal controls**

The Audit & Risk Committee under the supervision of the Board is responsible for determining the overall strategic direction and the proper risk management strategy and policies of the Company. It sets the appropriate risk level and tolerance of the Company. The risk strategy covers all the major risk areas in which the Company has significant exposure. The risk management framework is based on diversification and acceptable levels of exposure/limits to different asset classes, currencies, issuers, regions and risk levels.



## CORPORATE GOVERNANCE REPORT (CONTD)

### FOR THE YEAR ENDED 31 DECEMBER 2021

#### **Principle 5: Risk Governance and Internal Control (Contd)**

##### **5.1 Risk Management and internal controls (Contd)**

The Company has established control procedures to mitigate any operational risks related to the management of the Company. The major risk areas addressed are investment, liquidity, currency risks and supervisory control. Management is responsible for the implementation of internal control and risk management systems under the supervision of the Audit & Risk Committee which ensure that proper accounting records are maintained and that the strategies and policies adopted by the Board are being implemented.

The Audit & Risk Committee has monitored and reviewed the Company's strategic, financial, operational and compliance risk during the year under review.

In addition, the internal auditors ensure that appropriate controls are in place to mitigate all potential risk areas of the Company and their recommendations are considered by the Audit & Risk Committee on a regular basis. The internal auditor covers all key areas of activities, including IT. Any deviation in policies and non-performance of internal control are duly reported and discussed at large at management and Audit & Risk Committee levels.

Corrective actions are promptly taken, and regular follow ups are done. This enables the Board to derive assurance that the internal control systems are effective.

Based on the issues or risks identified by the internal and external auditors, their recommendations and management actions adopted to mitigate the risks, the Board received assurance that the internal control systems are adequate and effective. Subsequently, the Board ensures that controls in place result in an acceptable level of risk with the Audit and Risk Committee overseeing the effectiveness of the Company's internal control systems. The Board has ensured that risk management framework have been communicated to management and all existing and new employees as appropriate to their roles within the organisation and has ensured that communication has been effective and understood.

The Board is of the opinion that all significant areas of the business are covered by the internal controls of the Company. Management acknowledges that there may be risks and deficiencies in the internal controls and actively works in close collaboration with the internal audit function and the external auditors in identifying/ resolving risks or deficiencies in the organisation's system of internal controls.

##### **5.2 Whistleblowing rules and procedures**

The Company has adopted the whistle blowing policy of WPBL.

For any suspicious or illegal transactions or behaviour, officers and directors are encouraged to lodge reports promptly to the Money Laundering Officer as per the Financial Intelligence and Anti Money Laundering Act 2002 and Prevention of Corruption Act 2002.

##### **5.3 Financial risk**

The financial risk factors have been set out in note 4 of these financial statements.

#### **Principle 6: Reporting with integrity**

The directors are responsible for the preparation and fair presentation of the financial statements, comprising the Company's and the cells' statement of financial position, the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year ended, and the notes to the financial statements, which include a summary of significant accounting policies and other explanatory notes, in accordance with International Financial Reporting Standards ("IFRS"), the Financial Reporting Act 2004, and the Mauritian Companies Act 2001.

## CORPORATE GOVERNANCE REPORT (CONTD)

### FOR THE YEAR ENDED 31 DECEMBER 2021

#### **Principle 6: Reporting with integrity (Contd)**

The directors' responsibility includes designing, implementing and maintaining internal controls relevant to the preparation and fair presentation of these financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Notice of Annual Meeting is sent to shareholders in a timely manner and minutes of Annual Meetings are sent to shareholders for review and comments, in accordance with the Mauritian Companies Act 2001.

The directors assess the Company's ability to continue as a going concern and same is disclosed in the financial statements every year.

Due to the nature of its activities the Company has:

- no adverse impact on environment;
- no health and safety issues;
- no adverse social issues;
- no corporate social responsibility in place; and
- not made any donations during the current or in previous year.

The Statement of Directors Responsibilities is found on pages 4 and 5 of the Annual Report.

The Annual Report of the Company will be published on the Company's website, within ninety (90) business days after the financial year-end.

#### **Principle 7: Audit**

##### **7.1 Internal Audit**

The internal audit function of the Company is carried out by WPBL by virtue of the SLA. As the internal audit team is not involved in the Company's operations and are independent from the activities of the Company, the Board does not consider that there is any independence issues. The internal auditor regularly reports to the Audit and Risk Committee which meets twice yearly.

More information on the internal audit function is given under Principle 5 and on pages 19 and 20 of the Corporate Governance Report.

##### **7.2 Audit Committee**

The Audit Committee assists the Board in overseeing the financial reporting process to ensure the balance, integrity and transparency of the financial information. It also monitors internal control processes and ensures compliance with relevant laws and regulations.

- (i) The Annual Audit Reports were tabled during the Committee meeting dated 29 March 2022 and no major areas of concern were identified. The Committee recommended the Annual Audit Reports for the Board's approval.
- ii) The Audit Committee during its meeting for the year under review discussed the internal procedure manuals and the external audit findings. The Audit Committee is of opinion that the internal controls of the Company are adequate and effective.

# CORPORATE GOVERNANCE REPORT (CONTD)

## FOR THE YEAR ENDED 31 DECEMBER 2021

### **Principle 7: Audit (Contd)**

#### **7.3 External Audit**

Pursuant to Section 41A(1) of the Financial Reporting Act, an audit firm appointed by a listed company, is precluded from auditing the accounts of a company for a continuous period of more than 7(seven) years. As such, Grant Thornton has not been re-appointed for the financial year ended 31 December 2021.

The members of the Audit & Risk Committee have recommended the appointment of Nexia Baker & Arenson as external auditors to the Board. Subsequently, upon the recommendation of the Board, Nexia Baker & Arenson has been appointed as external auditors of the Company for the financial year ended 31 December 2021.

Audit fees payable to Nexia Baker & Arenson for the year under review amounted to USD 4,000.

### **Principle 8: Relations with Shareholders and other key stakeholders**

#### **8.1 Shareholders' Agreement**

There are no agreements in place between the Company and any shareholder.

#### **8.2 Employee Share Option Plan**

The Company has no Employee Share Option Plan in place.

#### **8.3 Third Party Management Agreement**

Save and except for the SLA with WPBL, no agreement relating to management services between third parties and the Company was entered during the year under review.

#### **8.4 Shareholders and Stakeholders communication**

The Board of Directors places great importance on transparency and optimal disclosure to shareholders and hence ensures that shareholders are kept informed on matters affecting the Company. All material business developments that influence the Company or the cells are communicated to stakeholders in a transparent and timely manner through various communication channels including official press announcements.

Annual audited financial statements are provided to shareholders and investors of the cells of the PCC within ninety (90) business days after each financial year-end.

Shareholders are also invited to attend the Company's Annual Meeting, which remains the ideal forum for discussions with Directors and the Management Team. Through the services of the Company Secretary, notice of the Annual Meeting or other Shareholder meetings and other related papers are provided to Shareholders at least 21 days prior to such meetings. The Management presents the major operational development of the Company during the Annual meeting and Shareholders are invited to raise any questions and discussions they deem necessary.

#### **8.5 Key Stakeholders**

Key stakeholders of the Company include international financial institutions and/or their relevant divisions (banking/custody/brokerage/asset management) with which the Company is in regular communication to ensure that all the requirements of the stakeholders are met for proper business conduct and for them to also understand the Company's requirements and exigencies.

## CORPORATE GOVERNANCE REPORT (CONTD)

### FOR THE YEAR ENDED 31 DECEMBER 2021

#### **Principle 8: Relations with Shareholders and other stakeholders**

##### **8.6 Dividend policy**

The Company declares dividend in accordance with the Companies Act 2001 of Mauritius. Payment of dividend is approved by the Board. The aim of the Board is to provide its shareholders with a fair return on their investments. In line with sound management principle, dividend declaration is subject to positive results and solvency test as defined by the Mauritius Companies Act 2001.

##### **8.7 Appreciation**

The Board expresses its appreciation and gratitude to all those involved for their contribution during the year.

##### **8.8 Time-table of important events**

<b>Month</b>	<b>Events</b>
May 2022	Publication of 1 <sup>st</sup> quarter results
May 2022	Annual meeting
May 2022	Interim dividend to holder of Management shares
August 2022	Publication of 2 <sup>nd</sup> quarter results
November 2022	Publication of 3 <sup>rd</sup> quarter results
December 2022	Financial year end

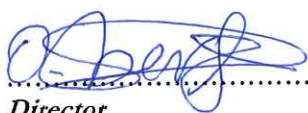
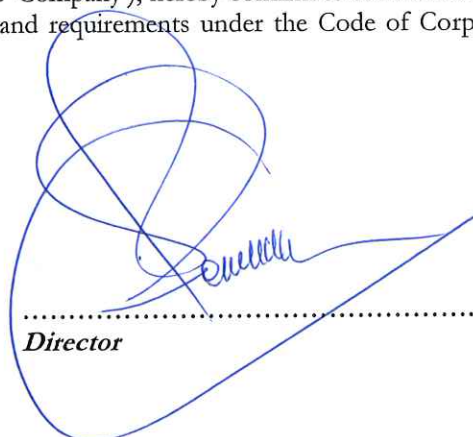
# STATEMENT OF COMPLIANCE

*(Section 75(3) of the Financial Reporting Act 2004)*

**Name of Reporting Issuer:** Warwyck Phoenix PCC

**Reporting Period:** Financial year ended 31 December 2021

We, the directors of Warwyck Phoenix PCC, (the 'Company'), hereby confirm to the best of our knowledge that the Company has complied with all its obligations and requirements under the Code of Corporate Governance (the 'Code').

  
.....  
*Director*  
.....  
*Director*

**Date:** 29<sup>th</sup> March 2022

**Certificate from the Secretary to the member of Warwyck Phoenix PCC**

We certify, to the best of our knowledge and belief, that the Company has filed with the Registrar of Companies all such returns as required by the Company under the Mauritius Companies Act 2001, in terms of Section 166 (d), for the financial year ended 31 December 2021.



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**C/o Anex Management Services Ltd  
Secretary**

8<sup>th</sup> Floor, Ebène Tower  
52 Cybercity  
Ebène 72201  
Republic of Mauritius

**Date: 29<sup>th</sup> March 2022**



## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE MEMBERS OF Warwyck Phoenix PCC**

#### **Report on the Financial Statements**

##### ***Opinion***

We have audited the financial statements of **Warwyck Phoenix PCC** (the "Company") set out on pages 29 to 50 which comprise the statement of financial position as at 31 December 2021, statement of profit or loss and other comprehensive income, statement of changes in equity, statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements give a true and fair view of the financial position of the Company as at 31 December 2021, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) and comply with the Mauritius Companies Act 2001.

##### ***Basis for Opinion***

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

##### ***Other Information***

The directors are responsible for the other information. The other information comprises the Annual report, Corporate governance report, Statement of compliance with Code of Corporate Governance and the Certificate from the Secretary. The other information 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 conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

##### ***Directors' Responsibilities for the Financial Statements***

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs and in compliance with the requirements of the Mauritius Companies Act 2001, 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.

**INDEPENDENT AUDITOR'S REPORT****TO THE MEMBERS OF Warwyck Phoenix PCC****Report on the Financial Statements (continued)*****Directors' Responsibilities for the Financial Statements (continued)***

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 intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

***Auditor's Responsibilities for the Audit of the Financial Statements***

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs 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 ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



**INDEPENDENT AUDITOR'S REPORT****TO THE MEMBERS OF Warwyck Phoenix PCC****Report on the Financial Statements (continued)*****Auditor's Responsibilities for the Audit of the Financial Statements (continued)***

- 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 the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

***Use of our Report***

This report is made solely to the Company's members, as a body, in accordance with Section 205 of the Mauritius Companies Act 2001. Our audit work has been undertaken so that we might state to the Company's members, those matters that we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.


The financial statements of the Company for the year ended 31 December 2020, were audited by another auditor who expressed an unmodified opinion on those financial statements on 29 March 2021.

**Report on Other Legal and Regulatory Requirements*****Mauritius Companies Act 2001***

We have no relationship with or interests in the Company other than in our capacity as auditors.

We have obtained all information and explanations we have required.

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

  
**Nexia Baker & Arenson**  
**Chartered Accountants**  
**Ouma Shankar Ochit, FCCA**  
**Licensed by FRC****Date:** 29 MAR 2022 .....

# STATEMENT OF FINANCIAL POSITION

## AS AT 31 DECEMBER 2021

		2021	2020
	Notes	USD	USD
<b>Assets</b>			
<b>Non-current</b>			
Plant and equipment	8	2,334	4,794
<b>Non-current asset</b>		<b>2,334</b>	<b>4,794</b>
<b>Current</b>			
Other receivables	9	359,818	663,799
Current tax asset	7	25,374	33,065
Cash and cash equivalents	10	205,207	991,896
<b>Current assets</b>		<b>590,399</b>	<b>1,688,760</b>
<b>Total assets</b>		<b>592,733</b>	<b>1,693,554</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Stated capital	11	100	100
Retained earnings		576,703	1,684,686
<b>Total equity</b>		<b>576,803</b>	<b>1,684,786</b>
<b>Current</b>			
Payables and accruals	12	15,930	8,768
Current tax liability	7	-	-
<b>Current liabilities</b>		<b>15,930</b>	<b>8,768</b>
<b>Total liabilities</b>		<b>15,930</b>	<b>8,768</b>
<b>Total equity and liabilities</b>		<b>592,733</b>	<b>1,693,554</b>

Approved by the Board of Directors on 29 March 2022 and signed on its behalf by:

  
 Director

  
 Director

The notes on pages 33 to 50 form an integral part of these financial statements.

# STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2021

		2021	2020
	Notes	USD	USD
<b>INCOME</b>			
Management income	13	1,374,839	1,549,741
Subscription and redemption income	14	244,449	345,736
Performance income	15	-	148,890
Other income	16	-	5,108
<b>Total income</b>		<b>1,619,288</b>	<b>2,049,475</b>
<b>EXPENSES</b>			
Service fees		446,700	112,200
Salaries and related costs	17	171,420	200,673
Rental		117,300	451,800
Legal and professional fees		30,078	12,132
Directors' fees		20,000	16,801
Insurance fees		16,278	11,011
Administration fees		7,800	8,851
Audit fees		6,993	7,375
Licence fees		4,428	4,830
Bank Charges		4,260	4,624
Other expenses		3,941	11,439
Depreciation		2,460	2,460
Tax advisory fees		1,267	636
<b>Total expenses</b>		<b>832,925</b>	<b>844,832</b>
<b>Operating profit</b>		<b>786,363</b>	<b>1,204,643</b>
Net foreign exchange (losses)/gains		(23,724)	15,608
<b>Profit before tax</b>		<b>762,639</b>	<b>1,220,251</b>
Tax expense	7	(20,622)	(38,678)
<b>Profit for the year</b>		<b>742,017</b>	<b>1,181,573</b>
<b>Other comprehensive income:</b>			
Items that will not be reclassified subsequently to profit or loss		-	-
Items that will be reclassified subsequently to profit or loss		-	-
<b>Other comprehensive income for the year, net of tax</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive income for the year</b>		<b>742,017</b>	<b>1,181,573</b>
<b>Earnings per share ("EPS")</b>	18	<b>7,420</b>	<b>11,816</b>

The notes on pages 33 to 50 form an integral part of these financial statements.

# STATEMENT OF CHANGES IN EQUITY

## FOR THE YEAR ENDED 31 DECEMBER 2021

	Stated Capital	Retained Earnings	Total
	USD	USD	USD
<b>At 01 January 2021</b>	<b>100</b>	<b>1,684,686</b>	<b>1,684,786</b>
<b>Profit for the year</b>	<b>-</b>	<b>742,017</b>	<b>742,017</b>
<b>Other comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>742,017</b>	<b>742,017</b>
<b>Dividends paid (Note 11.1)</b>	<b>-</b>	<b>(1,850,000)</b>	<b>(1,850,000)</b>
<b>Transactions with the shareholder</b>	<b>-</b>	<b>(1,850,000)</b>	<b>(1,850,000)</b>
<b>At 31 December 2021</b>	<b>100</b>	<b>576,703</b>	<b>576,803</b>

At 01 January 2020	100	1,503,113	1,503,213
Profit for the year	-	1,181,573	1,181,573
Other comprehensive income for the year	-	-	-
Total comprehensive income for the year	-	1,181,573	1,181,573
Dividends paid (Note 11.1)	-	(1,000,000)	(1,000,000)
Transactions with the shareholder	-	(1,000,000)	(1,000,000)
At 31 December 2020	100	1,684,686	1,684,786

The notes on pages 33 to 50 form an integral part of these financial statements.



# STATEMENT OF CASH FLOWS

## FOR THE YEAR ENDED 31 DECEMBER 2021

	2021	2020
	USD	USD
<b>Operating activities</b>		
Profit before tax	762,639	1,220,251
<i>Adjustment for:</i>		
Depreciation	2,460	2,460
Total adjustment	2,460	2,460
<i>Net changes in working capital:</i>		
Change in other receivables	303,981	460,563
Change in payables and accruals	7,162	(145,916)
Total changes in working capital	311,143	314,647
Net Taxes paid	(12,931)	(108,318)
<b>Net cash generated from operating activities</b>	<b>1,063,311</b>	<b>1,429,040</b>
<b>Financing activity</b>		
Dividends paid	(1,850,000)	(1,000,000)
<b>Net cash used in financing activity</b>	<b>(1,850,000)</b>	<b>(1,000,000)</b>
<b>Net (decrease)/increase cash and cash equivalents</b>	<b>(786,689)</b>	<b>429,040</b>
Cash and cash equivalents at the beginning of the year	991,896	562,856
<b>Cash and cash equivalents at end of the year</b>	<b>205,207</b>	<b>991,896</b>
<b>Cash and cash equivalents made up of:</b>		
Cash at bank (Note 10)	205,207	991,896

The notes on pages 33 to 50 form an integral part of these financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31 DECEMBER 2021

### 1. General information and statement of compliance with International Financial Reporting Standards (“IFRS”)

Warwyck Phoenix PCC, “the Company”, was incorporated in the Republic of Mauritius under the Mauritius Companies Act 2001 on 21 August 2014 as a private company with liability limited by shares. It holds a Global Business Licence issued by the Financial Services Commission. The Company is licensed to act as Collective Investment Scheme Manager pursuant to the Securities Act 2005. The Company’s registered office is Warwyck House, Nalletamby Road, Phoenix 73538, Republic of Mauritius.

Pursuant to a special resolution of the sole shareholder dated 03 May 2016, the status of the Company was changed to a public company with liability limited by shares. On 14 November 2016, eight Cells of the Company became listed on the Stock Exchange of Mauritius Ltd and at 31 December 2021, the Company had two listed Cells (2020: two listed cells).

The Company is a Protected Cell Company (PCC) organised as a Collective Investment Scheme (CIS) and is categorised as an expert fund pursuant to the Securities Act 2005 and the regulation made hereunder.

For each series of Shares issued, the Company establishes a separate and distinct Protected Cell in order to segregate assets and liabilities attributable to a particular Class of Share of the Company from the assets and liabilities attributable to other classes of Shares.

The financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board (“IASB”).

### 2. Adoption of new and revised International Financial Reporting Standards

#### 2.1 Standards, Amendments to published Standards and Interpretations effective in the reporting period

The following standards and interpretations apply for the first time to financial reporting periods commencing on or after 01 January 2021.

Interest Rate Benchmark Reform – Phase 2: Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16. The amendments provide temporary reliefs which address the financial reporting effects when an interbank offered rate (IBOR) is replaced with an alternative nearly risk-free interest rate (RFR). The amendments include the following practical expedients:

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

These amendments had no impact on the financial statements of the Company.

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31 DECEMBER 2021

### 2. Adoption of new and revised International Financial Reporting Standards (Contd)

#### 2.1 Standards, Amendments to published Standards and Interpretations effective in the reporting period (contd)

Covid-19-Related Rent Concessions beyond 30 June 2021 - Amendments to IFRS 16. On 28 May 2020, the IASB issued Covid-19-Related Rent Concessions - amendment to IFRS 16 Leases. The amendments provide relief to lessees from applying IFRS 16 guidance on lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession from a lessor is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from the Covid-19 related rent concession the same way it would account for the change under IFRS 16, if the change were not a lease modification. The amendment was intended to apply until 30 June 2021, but as the impact of the Covid-19 pandemic is continuing, on 31 March 2021, the IASB extended the period of application of the practical expedient to 30 June 2022. The amendment applies to annual reporting periods beginning on or after 01 April 2021.

These amendments had no impact on the financial statements of the Company.

#### 2.2 Standards, Amendments to published Standards and Interpretations issued but not yet effective

Certain standards, amendments to published standards and interpretations have been issued that are mandatory for accounting periods beginning on or after 1 January 2022 or later periods, but which the Company has not early adopted.

Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 and IAS 28)

IFRS 17 Insurance Contracts

Classification of Liabilities as Current or Non-current (Amendments to IAS 1)

Annual Improvements 2018–2020

Property, Plant and Equipment: Proceeds before Intended Use (Amendments to IAS 16)

Onerous Contracts - Cost of Fulfilling a Contract (Amendments to IAS 37)

Reference to the Conceptual Framework (Amendments to IFRS 3)

Disclosure of Accounting policies – Amendments to IAS 1 and IFRS Practice Statement 2

Definition of Accounting Estimates and disclosure of accounting policies - Amendments to IAS 8

Deferred tax related to assets and liabilities arising from a single transaction – Amendment to IAS 12

Where relevant, the Company is still evaluating the effect of these Standards, Amendments to published Standards and Interpretations issued but not yet effective, on the presentation of its financial statements.

### 3. Summary of accounting policies

#### 3.1 Overall considerations

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

#### 3.2 Financial instruments

##### Recognition, initial measurement and derecognition

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

## NOTES TO THE FINANCIAL STATEMENTS

### FOR THE YEAR ENDED 31 DECEMBER 2021

#### 3. Summary of accounting policies (contd)

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred.

A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

#### **Classification and subsequent measurement of financial assets**

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

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

- Amortised cost;
- Fair value through profit or loss (FVTPL); and
- Fair value through other comprehensive income (FVOCI).

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

The classification is determined by both:

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

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

All income and expenses relating to financial assets are recognised in the statement of comprehensive income.

#### **Subsequent measurement of financial assets**

##### *Financial assets at amortised cost*

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

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

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

#### **Impairment of financial assets**

IFRS 9's impairment requirements use more forward-looking information to recognise expected credit losses – the 'expected credit loss (ECL) model'. For the Company, instruments within the scope of the new requirements include mainly other receivables.

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31 DECEMBER 2021

### 3. Summary of accounting policies (Contd)

#### 3.2 Financial instruments (Contd)

##### Impairment of financial assets (contd)

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

In applying this forward-looking approach, a distinction is made between:

- Financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ("Stage 1"); and
- Financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ("Stage 2").

'Stage 3' would cover financial assets that have objective evidence of impairment at the reporting date.

'12-month expected credit losses' are recognized for the first category while 'lifetime expected credit losses' are recognized for the second category.

Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

##### Classification and measurement of financial liabilities

The Company's financial liabilities comprise of payables and accruals.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Company designated a financial liability at fair value through profit or loss.

##### Subsequent measurement of financial liabilities

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss.

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

##### Offsetting financial instruments

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

#### 3.3 Cash and cash equivalents

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

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31 DECEMBER 2021

### 3. Summary of accounting policies (Contd)

#### 3.4 Equity, reserves and dividend payments

Stated capital is determined using the value of shares that have been issued.

The management shares are non-redeemable and are classified as equity.

Retained earnings include all the current year and prior years' results.

Dividend payments to equity shareholder are included in retained earnings when the dividends have been approved by the Board prior to the reporting date.

#### 3.5 Revenue recognition

To determine whether to recognise revenue, the Company ensures that the following 5 conditions are satisfied:

1. Identifying the contract with a customer.
2. Identifying the performance obligations.
3. Determining the transaction price.
4. Allocating the transaction price to the performance obligations.
5. Recognising revenue when/as performance obligation(s) are satisfied.

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

Subscription and/or redemption income, performance income, dividend income and other income are recognised when the right to receive payment is established.

#### 3.6 Expense recognition

All expenses are accounted for on the accrual basis in the statement of comprehensive income.

#### 3.7 Income tax

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

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

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

Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective year of realisation, provided they are enacted or substantively enacted by the end of the reporting year.

Deferred tax assets are recognised to the extent that it is probable that they will be able to be utilised against future taxable income, based on the Company's forecast of future operating results which is adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. Deferred tax liabilities are always provided for in full.

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31 DECEMBER 2021

### 3. Summary of accounting policies (Contd)

#### 3.7 Income tax (contd)

Deferred tax assets and liabilities are offset only when the Company has a right and intention to set off current tax assets and liabilities from the same taxation authority.

Changes in deferred tax assets or liabilities are recognised as a component of tax income or expense in profit or loss, except where they relate to items that are recognised in other comprehensive income or directly in equity, in which case the related deferred tax is also recognised in other comprehensive income or equity, respectively.

#### Functional and presentation currency

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

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

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

#### 3.9 Impairment of assets

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

#### 3.10 Provisions

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

#### 3.11 Plant and equipment

Plant and equipment are initially recognised at acquisition cost or manufacturing cost, including any costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management. Plant and equipment are subsequently measured using the cost model, cost less subsequent depreciation and impairment losses.

Depreciation is recognised on a straight-line basis to write down the cost less estimated residual values. The depreciation rates are as follows:

Furniture – 20%  
Hardware – 25%



# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31 DECEMBER 2021

### 3. Summary of accounting policies (Contd)

#### 3.11 Plant and equipment (contd)

Where the carrying amount of an asset is greater than its estimated amount, it is written down immediately to its recoverable amount.

Gains or losses arising on the disposal of plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognised in profit or loss within “other income” or “other expenses”.

The assets’ residual values, useful lives and methods of depreciation are reviewed and adjusted, if appropriate, at each reporting date. Repairs and maintenance costs are expensed.

#### 3.12 Related party

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

#### 3.13 Post-employment benefits and short-term employee benefits

##### National pension scheme

Contributions to the National Pension Scheme are expensed to the statement of comprehensive income in the year in which they fall due.

##### Short-term employee benefits

Short-term employee benefits, including passage benefit, holiday entitlements, sick and local leaves are included in salaries and related costs.

#### 3.14 Comparatives

Where necessary, comparatives figures have been adjusted to conform to changes in presentation in the current year.

#### 3.15 Significant management judgements in applying accounting policies and estimation uncertainty

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

##### Significant management judgement

Significant management judgement in applying the accounting policies of the Company that has the most significant effect on the financial statements.

##### *Determination of functional currency*

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

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31 DECEMBER 2021

### 3. Summary of accounting policies (Contd)

#### 3.15 Significant management judgements in applying accounting policies and estimation uncertainty (contd)

##### *Allocation of expenses*

The directors determine the revenues and expenses directly attributable to each cell of the Company. For those revenues and expenses that cannot be directly allocated to their specific cell, the classification between the cells involve significant judgement.

##### *Going concern*

The World Health Organisation (“WHO”) declared the new coronavirus (“COVID-19”) outbreak to be a pandemic on 11 March 2020. The spread of COVID-19 has severely impacted many local economies around the globe. In many countries, businesses are being forced to cease or limit operations for long or indefinite periods of time. The directors acknowledge the current outbreak of COVID-19 and its adverse impact on industries and markets. The directors have assessed that COVID-19 had no significant impact on the business operations and results for the year ended 31 December 2021. However, the long term impact of COVID-19 on the Company’s operations is still unclear and the directors are monitoring the situation closely and have adopted various measures to mitigate the risk involved such as business continuity planning so that it does not affect the going concern of the Company.

#### **Estimation uncertainty**

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

##### *Useful lives of depreciable assets*

Management reviews its estimate of the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets. At year end, management considered that the useful lives represent the expected utility of the assets of the Company. The carrying amounts are analysed in Note 8.

### 4. Financial instrument risk

#### **Risk management objectives and policies**

The Company is exposed to various risks in relation to financial instruments. The Company’s financial assets and liability by category are summarised below:

<b>Amortised cost</b>	<b>2021</b>	<b>2020</b>
	<b>USD</b>	<b>USD</b>
<b>Financial assets</b>		
<b>Current</b>		
Other receivables	<b>359,082</b>	663,799
Cash and cash equivalents	<b>205,207</b>	991,896
<b>Total financial assets</b>	<b>564,289</b>	1,655,695

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31 DECEMBER 2021

### 4. Financial instrument risk (Contd)

#### Risk management objectives and policies (Contd)

	2021	2020
	USD	USD
<b>Financial liability</b>		
<b>Current</b>		
Payables and accruals	15,930	8,768

The main types of risks are market risk (including foreign exchange risk and interest rate risk), credit risk and liquidity risk. The Company's risk management is coordinated by management in close cooperation with the Board of Directors and focuses on securing the Company's short to medium-term cash flows by minimising the exposure to financial markets.

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

#### 4.1 Market risks analysis

The Company is exposed to market risk through its use of financial instruments and specifically to currency risk, which result from both its operating and investing activities.

##### Foreign currency sensitivity

The Company is exposed to foreign exchange risk arising from its currency exposures, primarily with respect to the EURO (EUR) and Mauritian Rupee (MUR). Consequently, the Company is exposed to the risks that the exchange rate of the United States Dollar (USD) relative to the EUR and MUR may change in a manner which has a material effect on the reported values of the Company's assets and liabilities which are in these currencies. The Company does not use any financial instruments to hedge its foreign exchange risk.

The Company manages its foreign currency exposures by forecasting its need for foreign currencies.

Foreign currencies denominated financial assets and liability which expose the Company to currency risks are disclosed below.

	2021	2020
	USD	USD
<b>Financial assets</b>		
MUR	42,684	11,554
USD	421,300	951,640
EUR	100,305	692,501
<b>Total</b>	<b>564,289</b>	<b>1,655,695</b>
<b>Financial liability</b>		
USD	15,930	8,768

The table below illustrates the sensitivity of profit and equity in regard to the EUR/USD and MUR/USD exchange rates "all other things being equal".

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31 DECEMBER 2021

### 4. Financial instrument risk (Contd)

#### Risk management objectives and policies (Contd)

#### 4.1 Market risks analysis (Contd)

##### Foreign currency sensitivity (Contd)

It assumes the following percentage changes in the exchange rates:

	2021	2020
	% change	% change
EUR	7.37%	9.10%
MUR	(11.55%)	9.20%

These percentages have been determined based on the average market volatility in exchange rates in the previous 12 months. The sensitivity analysis is based on the Company's foreign currency financial instruments held at each reporting date.

If the USD had strengthened against the stated currencies by the above percentages, then this would have had the following impact:

	2021	2020
	USD	USD
	Loss and equity	Profit and equity
EUR	(7,392)	(63,018)
MUR	5,015	(1,063)
<b>Total</b>	<b>(2,377)</b>	<b>(64,081)</b>

If the USD had weakened against the stated currencies by the above percentages, then this would have had the following impact:

	2021	2020
	USD	USD
	Profit and equity	Loss and equity
EUR	7,392	63,018
MUR	(5,015)	1,063
<b>Total</b>	<b>2,377</b>	<b>64,081</b>

Exposures to foreign exchange rates vary during the year depending upon the volume of overseas transactions. Nonetheless, the analysis above is considered to be representative of the Company's exposure to currency risk.

#### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company's exposure to interest rate risk is limited to its bank balance and the interest thereon is based on market rates. At 31 December 2021, the bank balance stood at **USD 205,207** (31 December 2020: USD 991,896) and no interest was earned during the financial year (31 December 2020: Nil).

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31 DECEMBER 2021

### 4. Financial instrument risk (Contd)

#### Risk management objectives and policies (Contd)

#### 4.2 Credit risk analysis

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has policies in place to deal with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Company has no history of default clients. The Company continuously monitors defaults of customers and incorporates this information into its credit risk controls. The Company's policy is to deal only with creditworthy counterparties.

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

	2021	2020
	USD	USD
<b>Current</b>		
Other receivables	359,082	663,799
Cash and cash equivalents	205,207	991,896
<b>Total</b>	<b>564,289</b>	<b>1,655,695</b>

The credit risk for the other receivables relates to amounts due from the Cells and hence the directors consider that no risk is associated with these balances.

The carrying amount of financial risks recorded in the financial statements represents the Company's maximum exposure to credit risk.

The credit risk for cash and cash equivalents is considered negligible, since the counterparties are reputable banks with high credit-ratings assigned by international credit-rating agencies.

#### 4.3 Liquidity risk analysis

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Ultimate responsibility for liquidity risk management rests with the holding company which also monitors the Company's short, medium and long-term funding and liquidity management requirements. The Company manages its liquidity risk by maintaining adequate bank balances through timely recovery of receivables.

The Company's financial liabilities have contractual maturities within one year which are summarised below:

	2021	2020
	USD	USD
Payables and accruals	15,930	8,768

### 5. Capital management policies and procedures

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns to its shareholder.

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31 DECEMBER 2021

### 5. Capital management policies and procedures (contd)

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid, buy back shares or issue new shares.

The Company monitors capital on the basis of the gearing ratio. The Company was not geared at 31 December 2021 and 31 December 2020 as it does not have any external borrowings.

### 6. Fair value measurement

#### 6.1 Fair value measurement of financial instruments

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

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

The Company's non-financial assets consist of plant and equipment and current tax asset and its non-financial liabilities consist of current tax liabilities.

### 7. Taxation

#### 7.1 Income tax

The Company, being resident in Mauritius, is liable to income tax in Mauritius on its chargeable income at the rate of 15%. The Company has received its Global Business Licence ("GBL1") on or before 16th October 2017 and is grandfathered under the provisions of the Finance (Miscellaneous Provisions) Act 2018 ("FA 2018"). As from 1st July 2021, the Company's GBL1 licence will be automatically converted to a Global Business Licence ("GBL"). The Company will therefore operate under the current tax regime up to 30th June 2021.

Until 30th June 2021, the Company's foreign sourced income is eligible for a foreign tax credit which is computed as the higher of the Mauritian tax and the foreign tax on the respective foreign sourced income. The foreign tax for a GBL1 company is based on either the actual foreign tax charged by the foreign jurisdiction or a deemed foreign tax. The deemed amount of foreign tax is based on 80% of the Mauritian tax on the relevant foreign sourced income. In computing its total actual foreign tax credit, the Company is allowed to pool all of its foreign sourced income. The Company's GBL1 licence will convert to a GBL licence on 1st July 2021 and will operate under the new tax regime. Under the new regime, the Company will be able to claim an 80% partial exemption on specific types of income (including foreign dividends and interest), subject to meeting pre-defined substance conditions. Other types of income not falling within the categories of income benefitting from the partial exemption will be taxed at 15%. As an alternative to the partial exemption, the Company can claim a tax credit against its Mauritius tax liability based on the foreign tax charged on the income in the foreign jurisdiction.

The Company has received a tax certificate from the Mauritian tax authorities that it is a tax resident of the Republic of Mauritius, and such certification is renewed on an annual basis subject to satisfying certain conditions.

The Company is subject to the Advance Payment Scheme (APS) under Section 50B and 50C of the Mauritian Income Tax Act 1995 whereby it is required to submit an APS statement and pay tax quarterly on the basis of either last year's income or the income for the current quarter.

At 31 December 2021, the Company had a net income tax asset of **USD 25,374** (2020: USD 33,065) and the income tax charge for the year was **USD 20,622** (2020: USD 38,678).

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31 DECEMBER 2021

### 7. Taxation (Contd)

#### 7.1 Income tax (Contd)

##### (i) Statement of comprehensive income

	2021	2020
	USD	USD
Income tax expense	20,622	38,678

##### (ii) Statement of financial position

	2021	2020
	USD	USD
Current tax (asset)/ liability (Note (iii))	(25,374)	(33,065)

##### (iii) Movement in current tax asset

	2021	2018
	USD	USD
At 01 January	(33,065)	36,575
Charge for the year	20,622	38,678
Tax refunded/(paid) during the year	33,065	(36,575)
Tax deducted under the Advanced Payment Scheme	(45,996)	(71,743)
<b>At 31 December</b>	<b>(25,374)</b>	<b>(33,065)</b>

##### (iv) Income tax expense

A numerical reconciliation between profit before tax and the actual income tax charge is shown below:

	2021	2020
	USD	USD
Profit before tax	762,639	1,220,251
Tax at 15%	114,396	183,038
Disallowed expenses	114,396	212
Exempt income	100,596	(22)
COVID 19 levy	-	1,880
Tax credit (80%)	-	(146,430)
<b>Tax expense</b>	<b>20,622</b>	<b>38,678</b>

#### 7.2 Deferred taxation

Deferred income taxes are calculated on all temporary differences under the liability method at the rate of 15%. The Company has not recognised any deferred tax liability/asset as it is immaterial to the account.



# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31 DECEMBER 2021

### 8. Plant and equipment

	Furniture USD	Hardware USD	Total USD
<b>Cost</b>			
<b>At 01 January 2021 and 31 December 2021</b>	<b>2,420</b>	<b>7,904</b>	<b>10,324</b>
<b>Depreciation</b>			
At 01 January 2021	1,064	4,466	5,530
Charge for the year	484	1,976	2,460
<b>At 31 December 2021</b>	<b>1,548</b>	<b>6,442</b>	<b>7,990</b>
<b>Net book value</b>			
<b>At 31 December 2021</b>	<b>872</b>	<b>1,462</b>	<b>2,334</b>

	Furniture USD	Hardware USD	Total USD
<b>Cost</b>			
<b>At 01 January 2020 and 31 December 2020</b>	<b>2,420</b>	<b>7,904</b>	<b>10,324</b>
<b>Depreciation</b>			
At 01 January 2020	580	2,490	3,070
Charge for the year	484	1,976	2,460
<b>At 31 December 2020</b>	<b>1,064</b>	<b>4,466</b>	<b>5,530</b>
<b>Net book value</b>			
<b>At 31 December 2020</b>	<b>1,356</b>	<b>3,438</b>	<b>4,794</b>

All depreciation and impairment charges are included within depreciation of non-financial assets.

### 9. Other receivables

	2021 USD	2020 USD
Other receivables	359,082	663,799
Prepayments	736	-
<b>Total</b>	<b>359,818</b>	<b>663,799</b>

- (i) The amount for other receivables consists mainly of management fees receivable which are interest free, unsecured and receivable on demand.
- (ii) The carrying amount of other receivables is considered to be a reasonable approximation of the fair value.

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31 DECEMBER 2021

### 10. Cash and cash equivalents

	2021	2020
	USD	USD
Cash at bank:		
USD	62,218	951,640
EUR	100,305	28,702
MUR	42,684	11,554
<b>Total</b>	<b>205,207</b>	<b>991,896</b>

### 11. Stated capital

	2021	2018
	USD	USD
<i>Issued and fully paid:</i>		
100 Management shares of USD 1 each	100	100

(i) In accordance with the Company's Constitution, the main rights and obligations attached to the management shares are as follows:

- Each holder of Management shares shall be entitled to receive notice of, to attend and vote at, all meetings of shareholders, with each Management share having one vote on a poll;
- Management shares shall carry dividend rights;
- Management shares shall not be redeemable by shareholders holding such shares prior to the liquidation, dissolution or winding up of the Company;
- Management shares may not be held by or transferred to any person without the approval of the Board; and
- In a liquidation, dissolution or winding up of the Company, holders of Management shares shall be entitled to repayment in accordance with Article 37 in the Constitution.

#### 11.1 Dividends

	2021	2020
	USD	USD
Dividends declared and paid	1,850,000	1,000,000
Dividends per share	18,500	10,000

### 12. Payables and accruals

	2021	2020
	USD	USD
Payables (note 15)	425	-
Accruals	15,505	8,768
<b>Total</b>	<b>15,930</b>	<b>8,768</b>

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31 DECEMBER 2021

### 12. Payables and accruals (Contd)

- (i) The carrying amounts of payables and accruals is a reasonable approximation of their fair values.

### 13. Management income

	2021	2020
	USD	USD
Management income	1,374,839	1,549,741

Management income is paid by the operating cells to the Company based on a percentage of their AUM (as defined in their respective agreements).

### 14. Subscription and redemption income

	2021	2020
	USD	USD
Subscription and redemption income	244,449	345,736

Subscription and/or redemption income is paid by the cells' investors to the Company based on a percentage of their subscription and/or redemption amount (as defined in their respective agreements).

### 15. Performance income

	2021	2020
	USD	USD
Performance income	-	148,890

Performance income for 2020 was paid by the operating cells to the Company based on a percentage by which the net asset value per share is greater than the Rolling Target (as defined in their respective agreements).

No performance income was received in 2021 as the redemption net asset value was either below the High Water (HWM) or below the nominal Net asset Value (subscription NAV).

### 16. Other income

	2021	2020
	USD	USD
Other income	-	5,108

Other income for 2020 related excess tax withheld from liquidated cells.

For 2021, other income was Nil.

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31 DECEMBER 2021

### 17. Salaries and related costs

Analysis of staff's costs (excluding directors' remuneration and fees) and number of employees:

	2021	2020
	USD	USD
Salaries and related costs	171,420	200,673
Number of employees at end of year	5	6

### 18. Earnings per share

The earnings and number of shares in issue used in the calculation of earnings per share as follows:

	2021	2020
	USD	USD
Profit for the year attributable to equity holder	748,017	1,181,573
Number of shares in issue	100	100
Earnings per share	7,420	11,816

Note that EPS has been calculated using the number of shares at year end.

### 19. Related party transactions

During the year ended 31 December 2021, the Company had transactions with the following related party. Details of the nature, volume of transactions and the balances with the entity are as follows:

Name of related party	Nature of transactions	Volume of transactions	Credit balances at 31 December 2021	Credit balances at 31 December 2020
		USD	USD	USD
Warwyck Private Bank Ltd	Service fees	446,700	-	-
	Rental	117,300	(425)	-
Key management personnel	Remuneration	-	-	-

The terms and conditions of the balances are stated in relevant notes to these financial statements.

The transactions with the related party are carried out at arm's length.

### 20. Contingent liabilities

The Company has no litigation claims outstanding, pending or threatened against it, which could have a material adverse effect on the Company's financial position or results as at 31 December 2021.

## NOTES TO THE FINANCIAL STATEMENTS

### FOR THE YEAR ENDED 31 DECEMBER 2021

#### 21. Holding company

The directors regard Warwyck Investment Holdings Ltd, a company incorporated in Republic of Mauritius, as the holding company.

#### 22. Events after the reporting period

- (a) The COVID-19, which was declared a pandemic in March 2020, is still spreading across the world and will continue to impact the Company.
- (b) With the ongoing war in Ukraine, the world economy is likely to be negatively impacted with the following:
  - (i) Increase in petrol prices
  - (ii) Further increase in raw material prices
  - (iii) Increase in volatility of foreign currencies
  - (iv) Possible disruption of supply chain and logistics
- (c) There have been no other material events after the reporting date which would require disclosure or adjustment to the financial statements for the year ended 31 December 2021.