United Investments Ltd

ANNUAL REPORT 2021

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AT JUNE 30, 2021

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Didier Merven

Michel Guy Rivalland

Dear Shareholders,

On behalf of my fellow directors, we are pleased to present United Investments Ltd's ("UIL") annual report for the financial year ended 30th June 2021.

Group Restructuring

With the signature of a Share Purchase Agreement on 20th July 2022, concerning the sale of AXYS Ltd's operating subsidiaries, the Scheme of Arrangement became obsolete, and applications were made by the Company and Terra Mauricia Ltd ("TML") to the Supreme Court of Mauritius for the withdrawal of the Scheme application by UIL and by TML for the removal of its objections. The Supreme Court has acceded to the request of UIL on 26th July 2022 and that of TML on 9th August 2022 respectively.

Investment Holding

UIL reports as an investment holding company in terms of IFRS 10 and consequently its results are directly impacted by the fair valuation of its investments.

Loss after tax for the financial year under review stood at Rs 288.9M (2020: Loss of Rs 684.3M). These results were impacted by negative Fair Value movements of Rs 261.4M (2020 - FV loss of Rs 651.2M) whereby the uncertainties linked to the Covid-19 pandemic and its negative impact on some of our major investees resulted in a set-back in values. The resulting loss per share amounted to Rs 1.42 for the year under review (2020 – Loss per share of Rs 3.35).

Total Group Equity as at 30th June 2021 stood at Rs 1,424.1M (2020 – Rs 1,709.9M) representing a decrease of 16.7% over the previous year. The corresponding net asset value per share similarly decreased by 28%, from Rs 8.38 per share to Rs 6.98, as at reporting date.

Operations Overview and Outlook

Financial Services Investees (AXYS)

AXYS

During the year, AXYS performed according to budgets. SPICE Finance performed better than budgeted, despite the different and volatile economic conditions. Our Capital Markets cluster performed within budget even though we had a tough start of the year, and the second half was positive with sales and onboarding of new clients. As regards to our fiduciary arm, with Covid restrictions lifted during the end of the year, marketing efforts have restarted and have contributed to a strong pipeline which is being converted in the first half of this year. NWT Mauritius performed to budget, but we expect this year to be tougher until the new pipeline kicks in as from the next.

NWT Geneva continued to feel the effect of Covid, with a decline in activity-related billings, and the last steps linked to the various changes in the various tax treaties. Geneva had an encouraging year in terms of pipeline for the year 2021/22 and should see reasonable levels of profitability and growth in the next reporting period compared to this current year. To achieve this, we 'resized' the operations and achieved significant efficiency gains.

Kenya continues to suffer from an anaemic market although we strongly believe in this market which is a multiple of the Mauritian one with 55 million inhabitants. We are pushing for more collaboration between the Mauritian and Kenyan entities with a view to growing our presence there. Asset management and corporate finance being the key markets to develop.

Digitalisation remains key to the future and a number of initiatives have already been launched. The dealer app for SPICE Finance is live, our reporting to clients is now live through our portal for AXYS and NWT has a live online platform for its clients. Although these are minor steps, we need to continuously innovate and bring technological improvements to our client base and use technology to develop our offering and find competitive advantages.

We continue to monitor the consumer finance sector with a view to entering it. We believed that the issues surrounding Covid dictated that we put on hold this project until more certainty can be ascertained.

Non-Financial Services Investees (OXIA)

HOSPITALITY

ATTITUDE

Hotels re-opened in October 2021 without any restrictions and bookings have been very encouraging since. The Mauritian destination has shown signs of incredible resilience, even though we are more than 10 hours flight time from our main source markets.

Bookings for the year were well above the dire forecasts made during the Covid period and current bookings in hand point towards a substantially better year. For the next reporting period, (EBITDA came in at Rs 185 M with this year's forecasts indicating a return to 2019 levels of profitability even though tourist arrivals will still be lower than those of 2019 (pre-Covid).

This is mainly due to the depreciation in the Rupee earlier in this reporting period, although a reversal of this depreciation will affect us as from next year, with a rate policy that has not changed since 2019 and strong demand from our main source markets. One of our risks remains the health of the European economies which are suffering from high inflation caused by the commodity crisis and the war in Ukraine. Another risk, although much more difficult to gauge, is the 'revenge' travel scenario, where people who have not traveled since two years, and are now willing to travel irrespective of costs or any other restrictions. Whether this is a large contributor to our forward bookings or not, is very difficult to gauge. We should have a clearer picture of the effect of those two variables by next year.

AGRO

MECOM

Mechanization Company Ltd (MECOM) continues on its improvement course. The group was profitable again after two difficult years affected by Covid. We continued the drive to increase efficiency. The new management is also focused on improving margins and our market penetration. This is bearing fruits and the current year should be materially better than the last one.

INTEGO

Intego had a fair performance during the reporting period with acreage sold being at the top end of the historical figures. We are hoping for an even better performance for FY22 with an increase in acreage and selling price. We are also exploring other possibilities to increase our economies of scale and marketing reach by seeing how Intego and La Moisson, Mecom's contracting arm, can work closer together.

TECH

OTHERS

Megabyte had a flat performance during the last two years. Industrial Coding Solutions and Multi Global Systems had a better year with a return to sustainable profitability. The market for hardware remains challenging, but the IT market remains full of opportunities. A re-imagination of the business model of our investment should deliver appreciable value.

Emineo had a better year with profitability being, however, subdued. Covid had a very negative effect on new projects which were delayed, and all projects won delayed. We are hopeful that an increase in the price of sugar will lead to a number of new sugar projects and all projects we had won before Covid will relaunch during the year.

We have realised interesting gains on our indirect investments in both QuantiLAB and NovaLAB disposed to QIMA and IBL Life respectively during the year following the current reporting period.

Post Balance Sheet Events and Looking Forward

In 2021, the Directors approved the orderly exit of the Company's investments. As at the date of these financial statements, the Company has successfully completed the sale of its laboratory and medical testing businesses and agreed to the sale of its financial businesses.

On 30th August 2021, UIL issued a communique signifying its intention to dispose of its financial investments in AXYS Ltd and that it had contracted Ernst & Young and Kick Advisory Services Ltd to act as transaction advisers on the Company's behalf. On the 2nd July 2022, UIL officially announced that, under recommendation from its transaction advisors, a Share Purchase Agreement had been signed between the Company and Alternative Capital Investments Ltd (ACIL), a consortium led by senior Management of AXYS together with local and foreign Shareholders, for the disposal of its financial investments. The gross consideration being made up of a payment of Rs 1,100M on closing, MUR 300M deferred consideration to be paid in 2024 and an Earn Out based on an agreed mechanism to be paid in 2025. At time of writing, this transaction is expected to close by 30th November 2022, pending approval from regulators.

Post transaction, UIL's remaining investments will be in the non-financial sector with its main investee being Attitude Hospitality Ltd.

Prospects on the operational side are described in the operational review and outlook above.

Acknowledgements

We would like to extend our thanks the members of the Board of Directors for their assistance and guidance during the year, to Management and Staff of UIL and to our investees for their on-going hard work, dedication and loyalty to their respective companies, as well as to our Shareholders and Stakeholders for their continued trust and support.

Jean Didier Merven
Chairman

Michel Guy Rivalland
Chief Executive Officer

CORPORATE PROFILE

The Directors have the pleasure of submitting the Annual Report of United Investments Ltd ("UIL" or "the Company") and its subsidiaries (the "Group") together with the audited financial statements for the year ended June 30, 2021.

Board of Directors

Mr. Didier MERVEN (Executive - Chairperson)
Mr. Michel Guy RIVALLAND (Executive)
Mr. Kumar L. GUNNESS (Independent Non-Executive - Resigned on July 03, 2020)
Mr. Pierre Arnaud Marc De MARIGNY-LAGESSE (Independent Non-Executive)
Mr. Nicolas Marie Edouard MAIGROT (Non-Executive)
Mr. Marie Donald Henri HAREL (Non-Executive)
Mrs. Hillary CHADWICK (Independent Non-Executive - Resigned on December 16, 2020)
Mr. Brett Childs (Independent Non-Executive)

Board Committees

Audit Committee

Mr. Brett Childs (Chairperson)
Mr. Kumar L. GUNNESS (Resigned on July 03, 2020)
Mr. Marie Donald Henri HAREL
Mrs. Hillary CHADWICK (Resigned on December 16, 2020)
Mr. Pierre Arnaud Marc De MARIGNY-LAGESSE (Appointed on February 15, 2021)

Corporate Governance Committee

Mr. Pierre Arnaud Marc De MARIGNY-LAGESSE (Chairperson)
Mr. Didier MERVEN
Mr. Nicolas Marie Edouard MAIGROT

Company Secretary

NWT Secretarial Services Limited
7th Floor, Dias Pier Building, Le Caudan Waterfront,
Caudan,
Port Louis
Mauritius

Registered Office

6/7th Floor, Dias Pier Building, Le Caudan Waterfront,
Caudan,
Port Louis
Mauritius

Registrar and Transfer Agent

MCB Registry and Securities Ltd
Sir William Newton Street, Port Louis
Mauritius

Auditor

BDO & CO
10 Frère Felix De Valois Street,
Port Louis
Mauritius

Bankers

The Mauritius Commercial Bank Limited
Sir William Newton Street,
Port Louis
Mauritius

AfrAsia Bank Limited
Bowen Square,
10 Dr Ferriere Street,
Port Louis
Mauritius

INTRODUCTION

United Investments Ltd ('UIL'/the 'Company') and its subsidiaries (together referred to as the 'Group') are committed to achieving high standards of corporate governance and recognise the importance of good governance to ensure continued growth and create sustainable value for all its stakeholders. UIL is an investment holding company listed on the Development and Enterprise Market of the Stock Exchange of Mauritius and as a Public Interest Entity ('PIE'), the Board of Directors (the 'Board') has made concerted effort to apply the principles as set out in the National Code of Corporate Governance for Mauritius (2016) (the 'Code') which is based on a 'apply and explain' basis.

PRINCIPLE 1: GOVERNANCE STRUCTURE

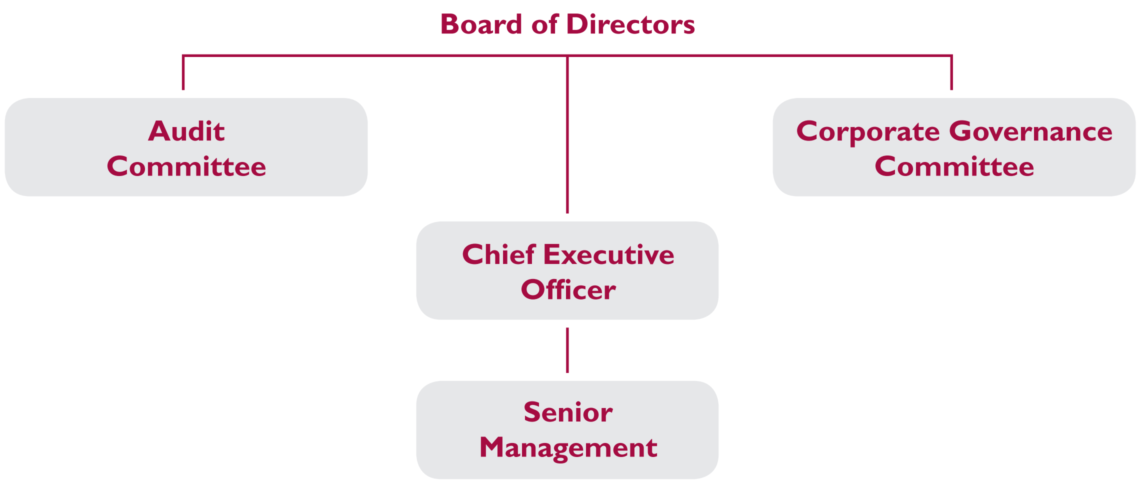
The Board is responsible in ensuring that the Group adheres to all relevant legal and regulatory requirements and remains committed to best governance practices for the benefit of all its stakeholders. The Board is also responsible for monitoring and assessing risks in order to ensure that the viability of the Group is sustained at all times. In addition, the Board ensures that its internal control systems and reporting arrangements are designed and set up so as to provide for the effective, prudent and efficient administration of its assets and liabilities. The Board is collectively responsible for the Group's leadership, strategy, values, standards, control, management and the long-term success of the Group.

The following key governance documents which have been approved by the Board are available on the Company's website http://www.uil.mu/ and are reviewed every three years or as and when required.

- Code of Ethics
- Nomination and appointment process
- Organisation Chart and Statement of Accountabilities
- Key senior governance positions
- Board Charter
- Terms of Reference of Board Committees

The Constitution of the Company is also available on its website.

The following diagram depicts the relationship between the Board, Board Committees and Management:



Key Governance Positions

Chairman of the Board

The Chairman is responsible for the effective leadership, operation and governance of the Board and its Committees. He presides over meetings of the Board and Shareholders. He ensures that the directors contribute to the development and implementation of the Group Strategy. The Chairman is also responsible for the Board evaluation, director's appraisal, succession planning, induction of new directors and their continuing development. He ensures that relations with the shareholders of the Company are maintained and information is clearly communicated to them through appropriate disclosure.

Mr Jean Didier Merven is the Chairman of the Board and a brief overview of his profile can be found on page 14.

Chief Executive Officer

The function and role of the Chief Executive Officer ('CEO') is separate from that of the Chairman. The CEO is responsible for the day to day management of the Company and acts as the main point of contact between the Board and Management. He is also responsible to develop and implement the Group's long and short-term strategy with a view of creating shareholder value.

Mr Michel Guy Rivalland is the Chief Executive Officer and a brief overview of his profile can be found on page 14.

Chairman of Audit Committee ('AC')

The Chairman of the AC provides support and advice to the Chairman of the Board. He is responsible to schedule an appropriate number of AC meetings each calendar year so as to enable the committee to carry out its responsibilities diligently and effectively. He also ensures that the committee receives all material to be discussed at the meeting in a timely manner in order to allow the members sufficient amount of time to review the information they are provided with.

Mr Brett Ivor Childs is the Chairman of the Audit Committee and a brief overview of his profile can be found on page 14.

Chairman of Corporate Governance Committee ('CGC')

The Chairman of the CGC provides expertise in the areas of corporate governance and ensures that Board members receive regular and ongoing training and development. He has the responsibility to review on an annual basis the remuneration policy of the Group and oversee the production of the Annual Report.

Mr Pierre Arnaud Marc De Marigny Lagesse is the Chairman of the Corporate Governance Committee and a brief overview of his profile can be found on page 14.

Company Secretary

All Directors have access to the advice and services of the Company Secretary, NWT Secretarial Services Ltd, through its representative V.Oomadevi (Lavineea) Chetty, who is responsible for providing guidance to the Board as to their duties, responsibilities and powers. The Company Secretary is appointed by the Board in accordance with the Company's Constitution.

The Company Secretary ensures that the Board procedures are followed and that applicable rules and regulations as well as principles of good governance are adhered to.

Lavineea graduated in Economics and Finance from the University of Natal, South Africa. She is an Associate of the Institute of Chartered Secretaries and Administrators (UK). She previously worked as Underwriter in the Motor and General Insurance Department at Swan Insurance for ten years and as Company Secretary at Executive Services Ltd for 8 years. Lavineea joined NWT (Mauritius) Ltd as Company Secretary since 2015 and through NWT Secretarial Services Ltd provides company secretarial services to various companies within the AXYS Group.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Senior Management

AXYS Treasury Ltd a wholly owned subsidiary of UIL, provides management, consultancy and accounting services to the Company. The senior management team of the Group is as follows:

Michel Guy Rivalland

Group Chief Executive Officer

Please refer to page 14 for his profile.

M.J.H.R.Roger Koenig (Roger Koenig)

Chief Finance Officer

Roger Koenig is a Chartered Accountant (SA) and holds a certificate in Theory of Accountancy and Bachelor of Commerce from the University of Cape Town. He is also a member of the Society of Chartered Accountants Mauritius (ICAEW) and member of the Mauritius Institute of Directors (MIoD). After ten years of financial management, he has spent the last sixteen years in senior general management positions, of which twelve years in the capacity of Chief Executive Officer of a well-diversified local company and regional group. He has strong managerial background with local/regional experience and cross sector exposure and has acquired valuable experience serving as Board, Audit Committee and Investment Committee member of several companies during his career. He joined UIL as Chief Finance Officer in June 2016.

Christine Dove

Group Financial Accountant

Marie Christine Dove is a qualified member of ACCA (UK). She has previously worked for three years in the Audit department at DCDM and a further three years in the Accounting team of Rogers Group. She joined AXYS Group in 2005 as Financial Accountant, where she headed the Accounts and Finance department. In August 2010, Christine was appointed Group Financial Accountant for UIL Group.

Omabhinavsingh Juddoo

Strategy and Investment Manager

Omabhinavsingh Juddoo holds a Masters in International Business from Curtin University of Australia and is a member of the ACCA (UK) and Member of the Chartered Institute of Bankers in Scotland. His fields of expertise are Project Management, Treasury and Transaction Advisory. He has been involved in the operations of the Company and its subsidiaries since he joined AXYS Group in 2013 and contributes to the expansion of the Group.

PRINCIPLE 2: THE STRUCTURE OF THE BOARD AND ITS COMMITTEES

The aim of the Board of UIL is to create the right balance and composition in such a way as to best serve the Company. Given the size and the sector of activities of the Group, the Directors consider that the current Board is of reasonable size and possesses the appropriate mix of competencies, experience, skill and independence to efficiently manage the affairs of the Company. The Company is in process of identifying a female candidate who will subsequently be appointed as director of the Company.

The Board is currently managed by a unitary Board of six members, all residents of Mauritius, out of whom two (2) are Executive Directors, two (2) are Non-Executive and two (2) are Independent Non-Executive Directors.

Directors' Profile

The profiles of the Board Members as at June 30, 2021 are as follows:

Jean Didier Merven
(Didier Merven)
Executive Director - Chairman

Didier Merven set up in 1992 Portfolio Investment Management Ltd (PIM), one of the very first professional portfolio management companies in Mauritius. Over the following 26 years, Didier Merven has significantly contributed to the diversification of the financial services activities of the Group and continues to oversee the investment management for the high net worth clients.

Directorship in other listed companies: Novus Properties Ltd.

Michel Guy Rivalland
(Michel Rivalland)
Executive Director - Chairman

Michel Rivalland is a graduate in Economics, Bsc (Hons), from UK. He joined AXYS Group in 1999 and became a shareholder and Director in 2002. Since 1st July 2010 he occupies the role of CEO of United Investments Ltd. Michel Guy Rivalland has been instrumental in transforming what started off as an asset management company into a diversified financial services group whose services include securities brokerage, advisory services, fiduciary services, asset financing and deposit taking.

Directorship in other listed companies: Attitude Property Ltd and Les Gaz Industriels Ltd.

Pierre Arnaud Marc De Marigny Lagesse
(Marc Lagesse)
Independent Director

Marc Lagesse currently holds directorship in several companies operating in different sectors of the Mauritian economy. He was until end 2017, the Chief Executive Officer of the Hertshten Group, a Mauritian based holding company with operations in 7 countries across the globe involved in international derivatives markets and property. Marc Lagesse was previously the CEO of MCB Capital Markets, part of the MCB Group where he spent 15 years. Marc Lagesse has a BSc in Statistics and Economics from University College London and a MBA from the London Business School.

Directorship in other listed companies: Medine Ltd and Excelsior United Development Companies Limited.

Brett Ivor Childs
(Brett Childs)
Independent Director

Brett Childs is a Chartered Accountant and has been living in Mauritius for 19 years. He is well versed and experienced in private equity investing, corporate structuring, investing in, managing and exiting investments. Brett Childs has served in the capacity as a non executive and executive director of a number of listed companies and has listed companies on the London Stock Exchange and Johannesburg Stock Exchange.

Directorship in other listed companies: None.

Nicolas Marie Edouard Maigrot
(Nicolas Maigrot)
Non-Executive Director

Nicolas Maigrot is the Managing Director of Terra Mauricia Ltd since 1st January 2016. He started his career as Management Controller at Floreal Knitwear in 1989. He headed the Mauritius and Madagascar operations between 1995 and 1998 and was appointed as Chief Executive Officer of Floreal Knitwear in 2003 and of Ciel Textile (knits and knitwear division) in 2009. He was then recruited as Chief Executive Officer of Ireland Blyth Limited in 2010, a post he held until 2015.

Directorship in other listed companies: Terra Mauricia Ltd, Swan General Ltd and United Docks Ltd.

Marie Donald Henri Harel
(Henri Harel)
Non-Executive Director

Henri Harel first worked in South Africa as an auditor with De Ravel, Boulle, Saad & Wyman (Chartered Accountants). He then occupied the post of Internal Auditor with Toyota S.A. Manufacturing and that of Financial Accountant at Amalgamated Beverage Industries Ltd (Coca-Cola). Upon his return to Mauritius in 1991, he worked for Société de Gérance de Mon Loisir as Financial Controller until 1996, when he joined Harel Frères Limited in a similar position. He is at present Terra's Group Chief Finance Officer and a Management Committee member. He has also been the Chairman of the Sugar Industry Pension Fund and of its Finance and Investment Committee.

Directorship in other listed companies: Terra Mauricia Limited and Swan Insurance Co. Ltd

Hilary Chadwick – Resigned on December 16, 2020
Independent Director

Hilary Chadwick is a lawyer by profession having been admitted onto the Roll of Solicitors in England and Wales in 1992. Initially she worked as a solicitor in private practice in London before moving to work in her home city of Preston. In 2001 she moved into the world of academia securing a role as a Lecturer at the University of Central Lancashire training students to become lawyers. Hilary has held a number of positions within the University including quality assurance and compliance. She has worked with external stakeholders in the legal profession in the north of England providing training courses for Judges and Magistrates. She was appointed Academic Head of UCLan's partnership in Mauritius in 2018 and has continued to develop the University's business on the Island. She has provided training and given conference papers for the Institute of Judicial and Legal Studies of Mauritius.

Directorship in other listed companies: None

Kumar L. Gunness - Resigned on July 03, 2020
(Kumar Gunness)
Independent Director

Kumar Gunness qualified as a pharmacist from John Moors University, Liverpool, UK. He has a wide ranging business experience locally and overseas. He is currently the Managing Director and the largest shareholder of the Unicorn Group of companies as well as being director of other local and overseas companies.

Directorship in other listed companies: None.

Directors' and officers' interests in UIL's shares

The Directors follow the principles of the model code on securities transactions as detailed in the Mauritius Stock Exchange listing rules and in accordance with the Mauritian Companies Act 2001, written records of the interests of the Directors and their closely related parties in the shares of the Company are kept in a Register of Directors' Interests ('The Register') by the Company Secretary. The Register is available to shareholders upon request to the Company Secretary.

As soon as a Director becomes aware that he is interested in a transaction or that his holdings or his associates' holdings have changed, the interest should be reported to the Group. The Register of Interests is updated with every transaction entered into by the Directors and persons closely associated with them. When it appears to be a conflict of interest, any Director who could have such a conflict of interest will abstain from discussions at Board meetings when the relevant matter is tabled.

Moreover, pursuant to the Mauritian Securities Act 2005, UIL registered itself as a reporting issuer with the Financial Services Commission ('FSC') and makes every effort to follow the relevant disclosure requirements. The Group keeps a Register of its Insiders and the said register is updated with the notification of interest in securities submitted by the Directors, the officers and the other insiders of UIL.

List of Directors' Direct and Indirect Interests in UIL as at June 30, 2021

Directors	Direct Shareholding Percentage	Indirect Shareholding Percentage
Didier Merven	-	6.52
Michel Rivalland	8.695	-
Marc Lagesse	0.245	-
Kumar. Gunness (resigned on July 03, 2020)	0.009	0.159
Brett Childs	0.056	-
Hilary Chadwick (resigned on December 16, 2020)	-	-
Nicolas Maigrot	-	-
Henri Harel	0.004	-

Board Meetings

The Board holds a minimum of four meetings annually and during the year under review a total of six Board meetings were held.

Board Committees

In line with best practice and good corporate governance principles, the Board of Directors of UIL has delegated clearly defined responsibilities to Board Committees. These Board Committees operate within clearly defined Terms of Reference and provide assistance to the Board and its Directors in discharging their duties through a more comprehensive evaluation of specific issues. The Board Committees report regularly to the Board to whom they submit their recommendations. The Company Secretary also acts as secretary to all Board Committees.

Audit Committee

The Audit Committee ('AC') assists the Board of Directors in fulfilling part of its duties and responsibilities in relation to the safeguarding of assets, the operation of adequate systems, control processes and the preparation of accurate financial reporting and statements according to applicable legislations and accounting standards.

Composition of the Audit Committee:

- Brett Childs – Independent Director (Chairperson)
- Kumar Gunness – Independent Director (resigned on July 03, 2020)
- Henri Harel – Non-Executive Director
- Hilary Chadwick – Independent Director (member of AC for period November 09, 2020 to December 16, 2020)
- Marc Lagesse – Independent Director (member of AC since February 15, 2021)

The profiles and qualification of the members of the AC are disclosed on pages 14 to 15. The Board considers that the members of the AC are appropriately qualified to discharge the responsibilities their role requires. Reasonable resources are made available to the AC to discharge its functions properly with the cooperation of Management. The internal & external Auditors have unrestricted access to the members of the Audit Committee.

The core functions of the Audit Committee are to:

- Review the appropriateness of the accounting policies and assess the effectiveness of the systems of internal controls and auditing processes in the day-to-day management of the Group;
- Determine the balance between the scope of financial and operational priorities to ensure, procedurally, a value-added contribution to the interactive processes governing both the economic imperatives and effectiveness of internal controls of UIL;
- Facilitate communication between the Board, Management and internal and external auditors; and
- Serve as an independent arbitrator to the stakeholders of the Group.

During the year under review, the AC met on five occasions and the external and internal auditors are requested to attend the meetings as and when required.

Corporate Governance Committee

The Corporate Governance Committee which also acts as the Remuneration Committee and Nomination Committee met on one occasion during the year.

Composition of the Corporate Governance Committee:

- Marc Lagesse – Independent Director (Chairperson)
- Didier Merven – Executive Director
- Nicolas Maigrot – Non-Executive Director

The Corporate Governance Committee is responsible for making recommendations to the Board of Directors on, inter alia, the following:

- All corporate governance provisions to be adopted so that the Board remains effective and complies with prevailing corporate governance principles;
- All the essential components of remuneration; and
- All new Board and senior executive nominations.

Board and Committees Attendance

During the year under review, attendance at Board and Committees meetings were as follows:

	Board	Audit Committee	Corporate Governance Committee
Number of meetings	**6**	**5**	**1**
Didier Merven	6	-	1
Michel Rivalland	6	-	-
Marc Lagesse (member of AC since February 15, 2021)	4	2	1
Kumar Gunness (resigned on July 03, 2020)	1	1	-
Brett Childs	2	5	-
Hilary Chadwick (resigned on December 16, 2020)	1	1	-
Nicolas Maigrot	4	-	1
Henri Harel	4	4	-

PRINCIPLE 3: DIRECTOR APPOINTMENT PROCEDURES

The Corporate Governance Committee reviews the proposal for the appointment of prospective Directors and makes recommendation to the Board. Major factors that are considered in the appointment procedures are:

- Skills, knowledge and expertise required on the Board;
- Skills, knowledge and expertise of the proposed Director;
- Previous experience as a Director;
- Balance on the Board such as gender and age;
- Fees requested by prospective Director;
- Independence where required; and
- Potential conflict of interest.

The appointment of new directors is subject to confirmation by shareholders at the next Annual Meeting of Shareholders.

Succession planning, induction and Continuous Development Programme

The Board is responsible for succession planning of senior executives which involves the identification and development of candidates for leadership role in the Company in order to ensure continuity of management and leadership. The nomination process has been delegated to the Corporate Governance Committee which identifies potential new directors and senior executives. After considering the skills, knowledge, experience, age and gender of the candidates, the Corporate Governance Committee then makes necessary recommendations to the Board.

The Board is responsible for the induction of new Directors. Newly appointed Directors receive an induction pack which includes his or her duties and responsibilities under the respective legislations.

Though the Board does not organize or enrol its members on specific training sessions, it encourages all its Directors to keep on enhancing their knowledge and competencies through development programmes offered by various institutions in Mauritius such as the Mauritius Institute of Directors.

Board Evaluation

Good governance encourages the Board to undertake a formal, regular and rigorous evaluation of its own performance and that of its Committees and individual Directors and produce a development plan on an annual basis. An evaluation exercise was carried out during the financial year ended June 30, 2020 and no independent evaluator was employed since the exercise was carried out by way of questionnaires. There were no major issues noted as a result of the evaluation requiring significant actions to be taken.

PRINCIPLE 4: DIRECTOR DUTIES, REMUNERATION AND PERFORMANCE

Legal Duties

The Group is committed to the highest standards of integrity and ethical conduct in dealing with all its stakeholders. This commitment, which is actively endorsed by the Board, is based on the fundamental belief that business should be conducted honestly, fairly and legally.

All the Directors on the Board are fully apprised of their fiduciary duties as laid out in the Mauritian Companies Act 2001.

Code of Ethics

The Code of Ethics which includes a whistleblowing procedure was approved by the Board and a copy is available on the Company's website.

Related party transactions

For the purpose of this financial statements, parties are considered to be related to the Group if they have the ability to directly or indirectly control the Group or exercise significant influence over the Group in making decisions. Related party transactions are disclosed under note 22 of the Financial Statements.

Statement of Remuneration Policy

The remuneration policy is focused on optimizing performance within the Group while taking into account the efforts and merits of the personnel. The remuneration of Directors is dealt with by the Corporate Governance Committee which is thereafter ratified by the Board upon the recommendations of the said committee.

Service Contracts

Two Directors, namely Messrs Jean Didier Merven and Michel Guy Rivalland have at present service contracts without expiry dates with group companies. Other than for the above-mentioned Executive Directors, none of the Directors have service contracts with the Company or the Group.

Directors Remuneration and Benefits

The non-executive directors have not received remuneration in the form of share options or bonuses associated with organisational performance.

The total fees earned by the Directors for the financial year ended June 30, 2021 are shown in the table below:

Directors	Category	Remuneration and benefits from the Company	Remuneration from Investee companies	Total
		MUR	MUR	MUR
Jean Didier Merven	ED	1,000,000	3,263,285	4,263,285
Michel Guy Rivalland	ED	-	7,704,852	7,704,852
Pierre Arnaud Marc De Marigny Lagesse	INED	455,000	-	455,000
Kumar L. Gunness (resigned on July 03, 2020)	INED	100,000	-	100,000
Brett Ivor Childs	INED	480,000	-	480,000
Hilary Chadwick (resigned on December 16, 2020)	INED	187,500	-	187,500
Nicolas Marie Edouard Maigrot	NED	-	-	-
Marie Donald Henri Harel	NED	-	-	-

ED: Executive Director; **NED:** Non - Executive Director; **INED:** Independent Non-Executive Director.

Information, Information Technology and IT security

There is no restriction on the rights of access to information to the Board of Directors. Reports and other documents are made available to enable the Board to carry out its duties.

The Board of Directors is aware that a strategic alignment of information security with business strategy is important to achieve organisational goals. As such, it ensures that appropriate resources are allocated for the implementation of an information and IT security framework within the organisation.

The Board is responsible to ensure that adequate controls and information systems are in place to implement the Group's policy on IT which also falls under the Operational Risks of the Group. The Board has approved the Group's IT Security Policy on July 2, 2020 and in view of the sensitive security information contained therein, the said policy is not published on the Company's website.

The evaluation of expenditures on information technology is based on the requirements of the organisation in terms of ongoing and new risks, technology and strategy, coupled with the support and licenses renewal. The expenses for the Group are taken in charge by AXYS Services Ltd, which in turn does internal billing to the respective Group companies.

There were no major IT investments during the financial year ended June 30, 2021.

PRINCIPLE 5: RISK GOVERNANCE AND INTERNAL CONTROL

The Directors are responsible for maintaining an effective system of risk management and internal control. The governance of risk, the nature and risk appetite of the Group remain the responsibility of the Board which is assisted by Management to monitor, implement and enforce internal controls to minimise risk as well as achieve strategic objectives.

While it is not possible to identify or anticipate every risk due to the changing business environment, the Group has an established risk management process to manage and mitigate those key risks which could impact on its activities. The process for identifying and managing risks are set by the Board and monitored by the AC.

The AC reports to the Board on a quarterly basis on the findings and recommendations of the independent internal auditors, amongst others, and recommends remedial actions on any material shortcomings that may have arisen. Significant issues, if any, are however raised at once with AC members.

The main risks that have been identified are described below:

1. Operational Risks

The risk of loss or costs resulting from human errors, inadequate or failed internal processes and systems or external events and adverse market conditions. Operational risk includes, Human Resource, Business Continuity, Compliance and Reputational IT risks among others. These losses may be caused by one or more of the following:

(a) Human Resource risk

Personnel responsible for managing and controlling different business process do not possess the requisite knowledge, skills and experience needed to ensure business objectives are achieved and business risks are reduced to an acceptable level. A dedicated and relevant training programme has been implemented to ensure that human resource risk is reduced to an acceptable level within the Company and its investee companies.

(b) Business continuity risk

The capability of the Company and/or its investee companies to continue critical operations and processes is highly dependent on availability of information technologies, skilled personnel and other relevant resources. A dedicated and relevant business interruption plan has been set up, which involves amongst other things the duplication of records and information systems in order to continue operations in the event of an unforeseen event causing interruption of operations.

(c) Legal and Compliance risk

Laws, guidelines and regulations may change at any point in time. The risk of not complying with laws, regulations and policies, that results in lost revenue, higher costs, unnecessary delays and fines which may impact the operations and functioning of the business. Management of the investee companies and a compliance department monitor these risk issues regularly.

(d) Reputational risk

Losses and/or opportunity gain foregone resulting from damages to the reputation of the Group and/or its investee companies, by various factors such as compliance failures, underperformance, negative media coverage could result in revenue loss and destruction of shareholder value and breakdown of trust from clients and the public. Management of UIL and its investee companies proactively analyses trends that might lead to threats to the reputation of UIL and its investee companies and promptly act to mitigate the threats identified.

PRINCIPLE 5: RISK GOVERNANCE AND INTERNAL CONTROL (CONTINUED)

2. Financial Risks

UIL being an investment company, its performance is directly linked to the performance of its investee companies namely AXYS Group Ltd, Megabyte Ltd, Attitude Resorts Ltd, Quantilab Ltd, Les Gaz Industriels Ltee, AXYS Investment Partners Ltd, AX International Ltd, AX Holding Ltd as well as Mechanization Company Ltd.

Please refer to note 24 of the financial statements for details of the financial risks of the Group and how these are mitigated.

3. Strategic Risks

Strategic risks are risks that affect or are created by a company's business strategy and strategic objectives.

This risk might arise from making poor business decisions, from the substandard execution of decisions, from inadequate resource allocation, or from a failure to respond well to changes in the business environment.

PRINCIPLE 6: REPORTING WITH INTEGRITY

The Board is responsible for the preparation of the financial statements in accordance to the International Financial Reporting Standards and the Mauritian Companies Act 2001 which fairly present the state of affairs of the Group and the Company. The financial and operational performance of the Group are detailed in the Annual Report.

This report along with the Annual Report of the Group is published in its entirety on the UIL's website http://www.uil.mu/.

Environment, Health, Safety and Social Issues & Sustainability Reporting

The Group is committed to social and environmental responsibility. It believes that a healthy and well cared for society is essential to a sustainable future, one in which it endeavors to invest, as much financially as socially. To that end, the Group Corporate Social Responsibility commitments focus on three main areas of intervention, namely education and training, sports and leisure and the environment. The Group is also committed to providing and maintaining a healthy and safe working environment for its employees and to ensure compliance to group efforts in relation to environmental and social betterment.

UIL and its investee companies' staff were asked to think of ways and means to reduce the amount of paper used through copying and printing in order to help fight against deforestation and in order to help reduce their carbon footprint. Various contracts were reviewed, fonts were reduced, and a substantial amount of paper was saved through some basic and simple measures.

Charitable and Political Contributions

No charitable and political donations were made during the year under review.

PRINCIPLE 7: AUDIT

Internal audit

The Board ensures that its internal control systems and reporting arrangements are such so as to provide for the effective, prudent and efficient administration of the Company's and the investee companies' assets and liabilities.

To ensure that the system of internal control is operating to an acceptable standard and that the risk management policies in place are adequate in managing risks in a manner acceptable to the Board, the Company has outsourced its internal audit function to Messrs UHY & CO who reports to the Audit Committee. The Audit Committee assesses the independence of the internal Audit function and is satisfied of its independence.

Internal audits of the Company and of its investee companies are done on a rotational basis depending on factors like materiality, risks involved, adequacy of controls with the intention that every entity's processes are covered at least every three years. UHY & CO have unlimited access to the Group's and to its non-reporting investee companies' accounting database, administrative systems and documents and to the Company directors and officials. In addition, UIL derives comfort from internal audits carried out by a number of its reporting investee companies.

Internal Audit reports prepared by Messrs UHY & CO are circulated to Management and members of the AC following which necessary recommendations are made to the Board.

During the year under review no material internal control failures have been identified which are likely to impact negatively on the identified risk factors mentioned in Principle 5 above.

External Audit

The current auditors, Messrs BDO & Co were appointed in 2019 following a tender exercise and their tenure of office will be reviewed in due course in line with good governance.

The AC is responsible for reviewing the external auditors' letter of engagement, terms and nature of the audit scope and approach and ensure that no restrictions or limitations have been placed on their scope. The external auditors report directly to the AC which is also responsible for monitoring the external auditors' independence, objectivity and compliance with ethical, professional and regulatory requirements. The AC meets with the external auditor without management presence when required and for the year under review no such meeting was held.

The financial statements and accounting policies applicable are discussed in the audit committee. Auditors are expected to observe the highest standards of business and professional ethics and, in particular, that their independence is not impaired in any manner. Audit fees are set in a manner that enables an effective external audit and are as per table below for the year under review.

Non-audit services

The Audit Committee, has a process in place to ensure that there is no threat to the objectivity and independence of external auditors in the conduct of their audit, resulting from the provision of non-audit services by them. As such, non-audit services, which are limited to ad hoc advice and other assurance related services, are pre-approved by the Audit Committee.

The fees paid to the Auditors, for audit and non-audit services were:

	THE GROUP		THE COMPANY	
	2021	2020	**2021**	2020
	Rs	Rs	**Rs**	Rs
Audit fees	**900,000**	780,000	**900,000**	780,000
Other services	**-**	-	**-**	-
	900,000	780,000	**900,000**	780,000

PRINCIPLE 8: RELATIONS WITH SHAREHOLDERS AND OTHER KEY STAKEHOLDERS

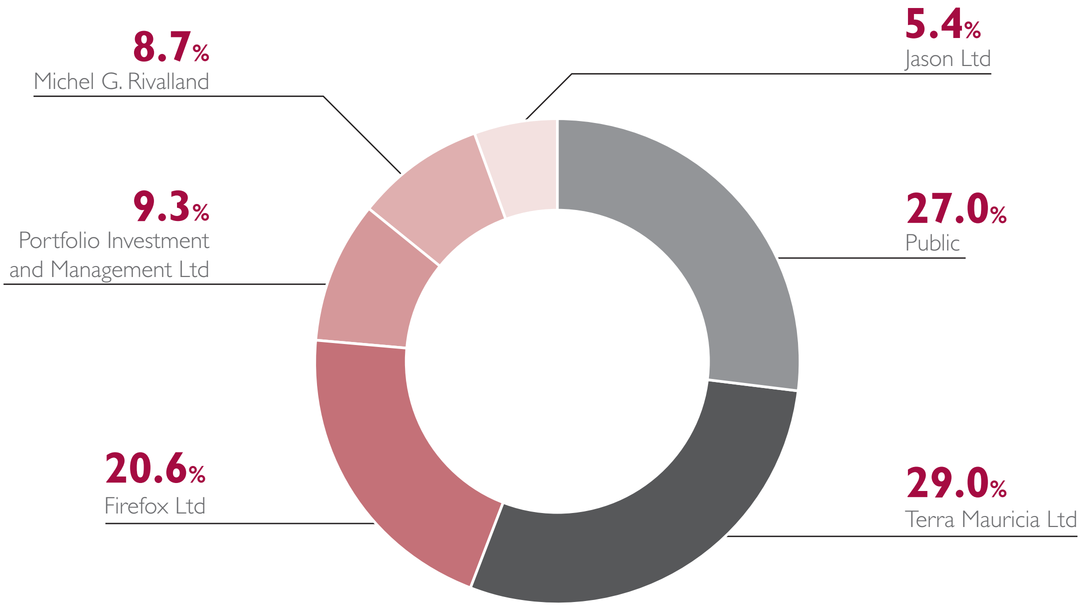
Shareholders' relation and communication

The Board of Directors places great importance on an open and transparent communication with all the stakeholders of the Group. The Group communicates with its shareholders through its Annual Report, circulars issued in compliance with the DEM Rules of the Stock Exchange of Mauritius, press announcements, publication of unaudited quarterly and audited abridged financial statements of the Group and Annual or Special Meeting of Shareholders.

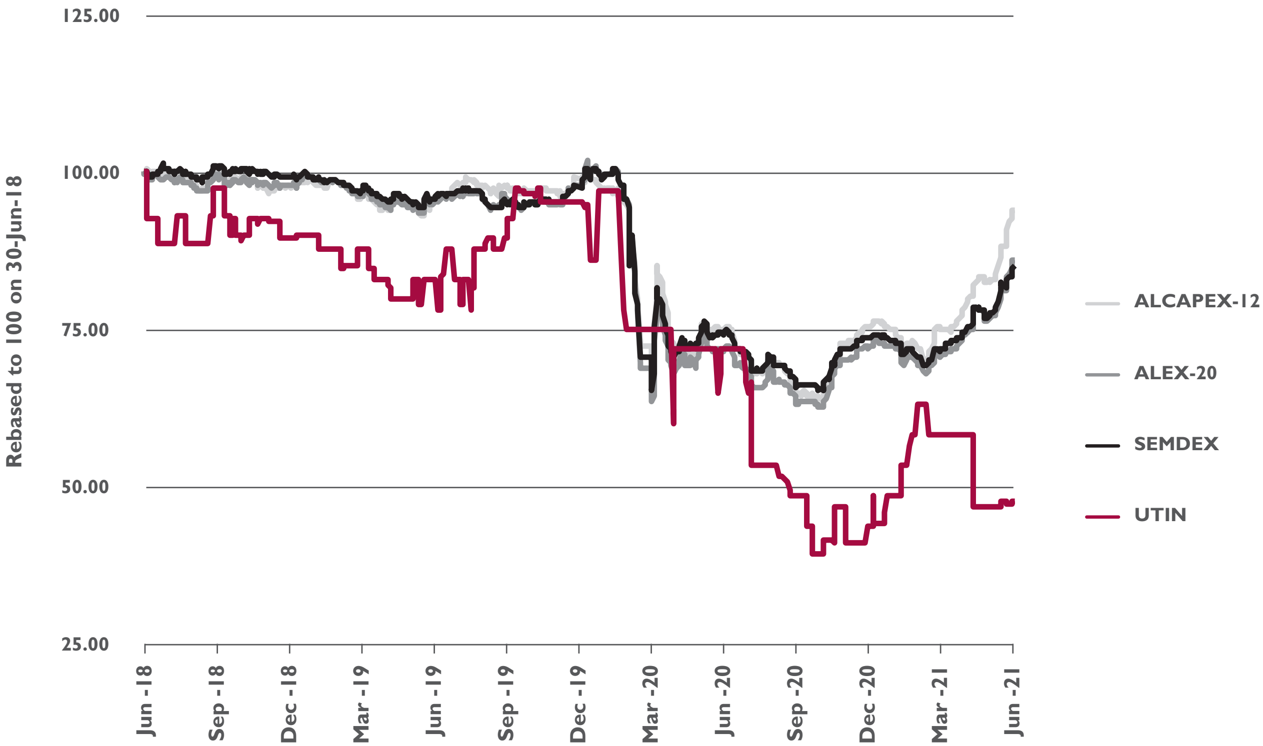
In compliance with the Mauritian Companies Act 2001, shareholders are invited to the Annual Meeting and are encouraged to raise questions and discuss matters relating to the Group.

All shareholders are entitled to attend and vote at the general meetings, in person or in proxy. The shareholders receive the annual reports of the Company, notices of meetings and all relevant papers as appropriate.

The following shareholders held 5% or more of the shareholding of the Company as at June 30, 2021:



Share Price Evolution



Share Option Plans

The Company does not have any Share Option Plan.

Shareholders' Agreement

There exists no Shareholders' Agreement to the knowledge of the Company.

Management Agreement

No major agreements, other than those in the ordinary course of business, were contracted by the Group during the year under review.

Dividend Policy

The Group does not have any formal predetermined dividend policy and the dividend payout is subject to the performance of the Group.

Salient points of the Constitution of the Company

The Company's Constitution is in conformity with the provisions of the Mauritian Companies Act 2001 and the DEM Rules.

The salient features of the Constitution are:
- the Company has wide objects and powers;
- there are no pre-emptive rights attached to the shares;
- fully paid shares are freely transferable;
- the Board of Directors shall consist of not less than 5 but not more than 15 Directors;
- the quorum for a meeting of the Board is fixed by the Board and if not so fixed shall be at least 3 Directors;
- the Board may issue, at any time, a number of ordinary shares, and rights or options to acquire such shares, not exceeding fifteen per cent of the total number of ordinary shares in issue at the time of such issue of such shares, rights or options, to any person, whether already a shareholder of the Company or not, without any requirement that the said shares be first offered to existing shareholders and without the necessity of being authorised by the shareholders by ordinary resolution;
- Retirement of directors on a rotational basis; and
- there shall be a quorum for meetings of shareholders where 2 shareholders holding at least 40% of the ordinary shares are present or represented.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Company's Directors are responsible for the preparation and fair presentation of the financial statements, comprising the statement of financial position at June 30, 2021 the statement of profit or loss and other comprehensive income, the statement of changes in equity, the statement of cash flows 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 and in compliance with the requirements of the Mauritian Companies Act 2001 and Mauritian Financial Reporting Act 2004.

The Director's responsibility includes: the design, implementation and maintenance of 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; ensuring completeness and making accounting judgments and estimates that have been used consistently.

UIL has on July 20, 2022 signed a Share Purchase Agreement (SPA) with Alternative Capital Investments Ltd (ACIL), concerning the sale of AXYS Group. Following the signature of the SPA, a motion to withdraw the Supreme Court Approval of the Scheme of Arrangement ("Scheme" as disclosed under notes 27 & 31(c)) has been filed before the Supreme Court of Mauritius on July 21, 2022. The Court has in its order dated 26th July 2022 set aside the petition for the approval of the Scheme. In view of the current circumstances, the Directors believe the terms of the present Scheme is no longer valid and a communique to that effect has been made on August 22, 2022.

The Directors report that the external auditors are responsible for reporting on whether the financial statements are fairly presented.

The Directors confirm that
(i) adequate accounting records and an effective system of internal controls and risk management have been maintained;
(ii) appropriate accounting policies supported by reasonable and prudent judgements and estimates have been used consistently;
(iii) International Financial Reporting Standards have been complied with.

The Directors confirm that the Code of Corporate Governance has been adhered to, except to those principles disclosed in the Statement of Compliance on page 31.

Jean Didier Merven
Chairman

Michel Guy Rivalland
Chief Executive Officer

Date: August 31, 2022


PC
350
KOMATSU

Name of PIE: United Investments Ltd
Reporting Period: June 30, 2021

We, the Directors of United Investments Ltd, confirm that to the best of our knowledge that United Investments Ltd has complied with all its obligations and requirements under the National Code of Corporate Governance (2016) (the 'Code') except for the following:

Principles	Reasons for non-compliance
Principle 2: Ensuring board diversity and Gender	The identification process of a potential female candidate on the board is ongoing

Jean Didier Merven
Chairman

Michel Guy Rivalland
Chief Executive Officer

Date: August 31, 2022

CERTIFICATE FROM THE COMPANY SECRETARY

FOR THE YEAR ENDED JUNE 30, 2021

We hereby certify that to the best of our knowledge and belief, the Company has filed with the Mauritian Registrar of Companies all such returns as are required of the Company under the Mauritian Companies Act 2001.

NWT Secretarial Services Limited
Company Secretary
7th Floor, Dias Pier Buidling, Le Caudan Waterfront
Caudan, Port Louis, Mauritius

Date: August 31, 2022

Report on the audit of the Consolidated And Separate Financial Statements

Qualified Opinion

We have audited the consolidated financial statements of United Investments Ltd and its subsidiaries (the "Group"), and the Company's separate financial statements on pages 38 to 92 which comprise the consolidated and separate statements of financial position as at June 30, 2021, and the consolidated and separate statements of profit or loss and other comprehensive income, consolidated and separate statements of changes in equity and consolidated and separate statements of cash flows for the year then ended, and notes to the consolidated and separate financial statements, including a summary of significant accounting policies.

In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion section of our report, the consolidated and separate financial statements on pages 38 to 92 give a true and fair view of the financial position of the Group and of the Company as at June 30, 2021, and of their financial performance and their cash flows for the year then ended in accordance with International Financial Reporting Standards and comply with the Mauritian Companies Act 2001.

Basis for Qualified Opinion

As disclosed in Notes 2.3(ii) and 7 to the financial statements, the fair value of AXYS Group of Companies is arrived at based on the consideration which is contingent upon some conditions as laid down in the Share Purchase Agreement. In assessing fair value we were unable to obtain sufficient appropriate audit evidence as to the achievability of these conditions which have been accounted for as fully achievable. 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 Consolidated and Separate Financial Statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (the "IESBA Code"). We have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Material uncertainty relating to Going Concern

We draw attention to Note 27 in the financial statements, which describes the Group's and the Company's ability to continue as a going concern for the next twelve months from the date of approval of these financial statements. The events or conditions as stated in Note 27 indicate that a material uncertainty exists that may cast significant doubt on the Group's and Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Report on the audit of the Financial Statements (Continued)

Investments classified at fair value through profit or loss - Valuation

Key Audit Matter

The investment portfolio as at June 30, 2021 was valued at Rs 1.373bn (2020: Rs 1.681bn).

The Group's investment portfolio is carried at fair value through profit and loss and mainly consists of unlisted investments. In assessing the fair value of unquoted financial assets, the Group uses a variety of methods and makes assumptions that are based on market conditions existing at each reporting date. Some of the inputs required can be obtained from readily available liquid market prices and rates. Where observable market data is not available, in particular for most of the investments classified as level 3 equity instruments, estimates are developed based on the most appropriate source data and are subject to significant judgement. Changes in assumptions about these factors could affect the fair value of the financial assets giving rise to significant risk of material misstatment. The valuation of the Company's financial assets held at fair value was a key area of audit focus due to its significance and complexity involved in the valuation process. The valuation of assets held in the investment portfolio is also the key driver of the Company's and the Group's net asset value and total return. Incorrect asset pricing could have a significant impact on portfolio valuation and, therefore, the return generated for shareholders.

Related Disclosures

Refer to notes 2.3, 2.6, 6 and 7 of the accompanying financial statements.

Audit Response

Our audit procedures included amongst other the following:

- We understood, assessed and challenged management's process and methodology for valuing investments including gaining an understanding of the key controls around the investment valuation process; We met with management to discuss the valuation methodologies, investment performance and transactions which took place during the year ended June 30, 2021. We obtained supporting documentation to corroborate these discussions;

- With the support of our Corporate Finance Team, we challenged the appropriateness of the valuation method and assumptions used such as discount rates and growth rates, in deriving the discounted cash flow by comparing these assumptions to our internally derived expectations based on historical performance of the businesses as well as industry benchmark ;

- We verified the completeness, adequacy and relevance of the information presented to us;

- We considered the nature and basis for valuation adjustments and calculations;

- We obtained an understanding of the significant events in the material underlying investee companies by having discussions with the key finance team members and the component auditors;

- We agreed the inputs used in the valuation models of the underlying investments to the latest audited financial statements and/or budgets as received from management;

- Where unaudited financial information were used we reviewed historical trends and obtained explanation for significant variances. We also compared unaudited financial information used in prior years' valuation to audited financial statements obtained subsequently. We also reviewed and assessed the completeness of the disclosure in the financial statemements for compliance with International Financial Reporting Standards including disclosure on significant inputs and sensitivity analysis.

Report on the audit of the Financial Statements (Continued)

Other Information

The Directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated and separate financial statements and our auditor's report thereon.

Our opinion on the consolidated and separate 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 consolidated and separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate 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.

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

The Directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with International Financial Reporting Standards and in compliance with the requirements of the Mauritian Companies Act 2001, and for such internal control as the Directors determine is necessary to enable the preparation of the consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the Directors are responsible for assessing the Group and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group and the Company or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group and the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated And Separate Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated and separate 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 consolidated and separate financial statements.

Auditor's Responsibilities for the Audit of the Consolidated And Separate Financial Statements (continued)

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

- Identify and assess the risks of material misstatement of the consolidated and separate 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 Group and the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Directors.

- Conclude on the appropriateness of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group and 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 consolidated and separate 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 Group and the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated and separate financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

Mauritian Companies Act 2001

The Mauritian Companies Act 2001 requires that in carrying out our audit we consider and report on the following matters. We confirm that:

- We have no relationship with, or interests in, the Company and its subsidiaries, other than in our capacity as auditor and dealings in the ordinary course of business.
- 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.

The Company did not comply with Section 133 of the Mauritian Companies Act 2001 for the year ended June 30, 2021, where all public companies should have at least one woman on the Board of Directors, effective as from January 2021.

Mauritian Financial Reporting Act 2004

Our responsibility under the Mauritian Financial Reporting Act 2004 is to report on the compliance with the Code of Corporate Governance ("Code") disclosed in the annual report and assess the explanations given for non-compliance with any requirement of the Code. From our assessment of the disclosures made on corporate governance in the annual report, the public interest entity has, pursuant to section 75 of the Mauritian Financial Reporting Act 2004, complied with the requirements of the Code.

Other Matter

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

BDO & Co

BDO & CO
Chartered Accountants
Port Louis, Mauritius.

Ameenah Ramdin, FCCA, ACA
Licensed by FRC

August 31, 2022

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

AS AT JUNE 30, 2021

	Notes		THE GROUP		THE COMPANY	
			2021 Rs'000	2020 Rs'000	**2021 Rs'000**	2020 Rs'000
ASSETS						
Non-current assets						
Computer equipment	3		**318**	136	**-**	-
Right-of-use assets	4(a)		**712**	2,116	**-**	-
Investments classified at fair value through profit or loss	6		**1,372,608**	1,681,434	**1,372,608**	1,681,434
Other financial assets	8		**10,875**	14,103	**10,875**	14,103
			1,384,513	1,697,789	**1,383,483**	1,695,537
Current assets						
Trade and other receivables	9		**62,419**	30,686	**2,507**	1,260
Cash and cash equivalents	11(a)		**4,309**	2,182	**115**	1,281
			66,728	32,868	**2,622**	2,541
TOTAL ASSETS			**1,451,241**	1,730,657	**1,386,105**	1,698,078
EQUITY AND LIABILITIES						
Share capital	12(a)		**651,462**	651,462	**651,462**	651,462
Share premium	12(b)		**920,386**	920,386	**920,386**	920,386
Actuarial reserve			**3,189**	-	**-**	-
(Revenue deficit)/retained earnings			**(150,893)**	138,013	**(193,440)**	121,707
Equity attributable to equity holders of the parent			**1,424,144**	1,709,861	**1,378,408**	1,693,555
Non-current liability						
Retirement benefit obligations	14		**2,420**	5,120	**-**	-
Lease liabilities	4(b)		**151**	769	**-**	-
			2,571	5,889	**-**	-
Current liabilities						
Trade and other payables	13		**23,908**	13,504	**7,697**	4,515
Current tax liabilities	10(a)		**-**	8	**-**	8
Lease liabilities	4(b)		**618**	1,395	**-**	-
			24,526	14,907	**7,697**	4,523
Total liabilities			**27,097**	20,796	**7,697**	4,523
TOTAL EQUITY AND LIABILITIES			**1,451,241**	1,730,657	**1,386,105**	1,698,078
NAV per share	21	Rs.	**6.98**	8.38	**6.75**	8.30

These consolidated and separate financial statements have been approved for issue by the Board of Directors on August 31, 2022 and signed on its behalf by:

Jean Didier Merven
Chairman

Michel Guy Rivalland
Chief Executive Officer

The notes on pages 43 to 92 form an integral part of these consolidated and separate financial statements.
Independent auditor's report on pages 33 to 37.

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED JUNE 30, 2021

	Notes	THE GROUP		THE COMPANY	
		2021	2020	**2021**	2020
		Rs'000	Rs'000	**Rs'000**	Rs'000
Revenue	15	**23,949**	21,495	**1,385**	1,168
Administrative expenses	16	**(54,940)**	(59,051)	**(8,836)**	(7,848)
Operating loss		**(30,991)**	(37,556)	**(7,451)**	(6,680)
Fair value movements on investments classified at fair value through profit or loss	6	**(261,430)**	(651,226)	**(261,430)**	(651,226)
Impairment losses on financial assets	17	**-**	-	**(47,050)**	(41,041)
Fair value gains on investment-related expenses		**-**	1	**-**	-
Finance income	18	**3,629**	4,696	**784**	3,607
Finance costs	19	**(114)**	(211)	**-**	(1)
Loss before tax		**(288,906)**	(684,296)	**(315,147)**	(695,341)
Income tax expense	10(b)	**-**	-	**-**	-
Loss for the year		**(288,906)**	(684,296)	**(315,147)**	(695,341)
Other comprehensive income:					
Items that will not be reclassified to profit or loss:					
Remeasurement of post employment benefit obligations	14(vi)	**3,189**	-	**-**	-
Other comprehensive income for the year		**3,189**	-	**-**	-
Total comprehensive income for the year, net of tax		**(285,717)**	(684,296)	**(315,147)**	(695,341)
Loss attributable to:					
Owners of the Company		**(288,906)**	(684,296)		
Total comprehensive income attributable to:					
Owners of the Company		**(285,717)**	(684,296)		
Basic loss per share for the year attributable to ordinary equity holders of the parent (Rs.)	20	**(1.42)**	(3.35)		

The notes on pages 43 to 92 form an integral part of these consolidated and separate financial statements.
Independent auditor's report on pages 33 to 37.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE YEAR ENDED JUNE 30, 2021

THE GROUP	Note	Share capital Rs'000	Share premium Rs'000	(Revenue deficit)/ retained earnings Rs'000	Actuarial reserve Rs'000	Total Rs'000
At July 1, 2019		651,462	920,386	822,309	-	2,394,157
Loss for the year		-	-	(684,296)	-	(684,296)
Other comprehensive income for the year		-	-	-	-	-
Total comprehensive income for the year		-	-	(684,296)	-	(684,296)
At June 30, 2020		**651,462**	**920,386**	**138,013**	**-**	**1,709,861**
At July 1, 2020		651,462	920,386	138,013	-	1,709,861
Loss for the year		-	-	(288,906)	-	(288,906)
Other comprehensive income for the year	14(vi)	-	-	-	3,189	3,189
Total comprehensive income for the year		-	-	(288,906)	3,189	(285,717)
At June 30, 2021		**651,462**	**920,386**	**(150,893)**	**3,189**	**1,424,144**

The notes on pages 43 to 92 form an integral part of these consolidated and separate financial statements.
Independent auditor's report on pages 33 to 37.

THE COMPANY	Share capital	Share premium	(Revenue deficit)/ retained earnings	Total
	Rs'000	Rs'000	Rs'000	Rs'000
At July 1, 2019	**651,462**	**920,386**	**817,048**	**2,388,896**
Loss for the year	-	-	(695,341)	(695,341)
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	-	-	(695,341)	(695,341)
At June 30, 2020	**651,462**	**920,386**	**121,707**	**1,693,555**
At July 1, 2020	651,462	920,386	121,707	1,693,555
Loss for the year	-	-	(315,147)	(315,147)
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	-	-	(315,147)	(315,147)
At June 30, 2021	**651,462**	**920,386**	**(193,440)**	**1,378,408**

The notes on pages 43 to 92 form an integral part of these consolidated and separate financial statements.
Independent auditor's report on pages 33 to 37.

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED JUNE 30, 2021

	Notes	THE GROUP 2021 Rs'000	THE GROUP 2020 Rs'000	THE COMPANY 2021 Rs'000	THE COMPANY 2020 Rs'000
Operating activities					
Loss before tax		**(288,906)**	(684,296)	**(315,147)**	(695,341)
Adjustments for:					
Depreciation of motor vehicles and equipment	3	**176**	128	**-**	-
Amortisation on right-of-use assets	4(a)	**846**	1,085	**-**	-
Fair value movements on investments classified at fair value through profit or loss	6	**261,430**	651,226	**261,430**	651,226
Impairment losses on financial assets	17	**-**	-	**47,050**	41,041
Fair value gains on investment-related expenses		**-**	(1)	**-**	-
Retirement benefit obligation	14	**489**	4,054	**-**	-
Gain on early termination of right-of-use assets	4(b)(i)	**(5)**	-	**-**	-
Net unrealised gain on foreign exchange	18	**(3,586)**	(4,613)	**(741)**	(3,524)
Dividend income	15	**(1,385)**	(1,168)	**(1,385)**	(1,168)
Interest income	18	**(43)**	(83)	**(43)**	(83)
Interest expense	19	**114**	211	**-**	1
		(30,870)	(33,457)	**(8,836)**	(7,848)
Working capital adjustments:					
Trade and other receivables		**23,669**	35,750	**4,259**	8,843
Trade and other payables		**10,403**	(2,295)	**3,182**	(2,070)
		3,202	(2)	**(1,395)**	(1,075)
Interest received	18	**43**	83	**43**	83
Interest paid	19	**-**	(1)	**-**	(1)
Income tax paid	10(a)	**(8)**	-	**(8)**	-
Net cash flows generated from/(absorbed by) operating activities		**3,237**	80	**(1,360)**	(993)
Investing activities					
Purchase of equipment	3	**(358)**	(120)	**-**	-
Early termination of lease	4(a)(i)	**563**	-	**-**	-
Dividends received		**194**	1,168	**194**	1,168
Net cash flows from investing activities		**399**	1,048	**194**	1,168
Financing activities					
Principal paid on lease liabilities	4(b)	**(840)**	(983)	**-**	-
Payment on early termination of lease	4(b)	**(555)**	-	**-**	-
Interest paid on lease liabilities	4(b)	**(114)**	(210)	**-**	-
Net cash flows used in financing activities		**(1,509)**	(1,193)	**-**	-
Net increase/(decrease) in cash and cash equivalents		**2,127**	(65)	**(1,166)**	175
Cash and cash equivalents at July 1,		**2,182**	2,247	**1,281**	1,106
Cash and cash equivalents at June 30,	11(b)	**4,309**	2,182	**115**	1,281

The notes on pages 43 to 92 form an integral part of these consolidated and separate financial statements.
Independent auditor's report on pages 33 to 37.

1. CORPORATE INFORMATION

United Investments Ltd (the "Company") is a public company incorporated and domiciled in the Republic of Mauritius and its shares are listed on the secondary market of Mauritius, the Development and Enterprise Market ("DEM") under the Stock Exchange of Mauritius. Its registered office and place of business are at 6th Floor, Dias Pier Building, Le Caudan Waterfront, Caudan, Port Louis, 11307, Mauritius.

The principal activity of the Group is investment holding.

The consolidated and separate financial statements for the year ended June 30, 2021 were authorised for issue by the Board of Directors as dated on page 38.

2.1 BASIS OF PREPARATION

The financial statements include the consolidated financial statements of the parent company and its subsidiary companies (the 'Group') and the separate financial statements of the parent company (the 'Company'). The financial statements are presented in Mauritian Rupees and all values are rounded to the nearest thousand (Rs'000), except when otherwise indicated.

Where necessary, comparative figures have been amended to conform with change in the presentation in the current year. The financial statements are prepared under the historical cost convention, except for financial assets at fair value through profit or loss.

Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standard (IFRS) as issued by the International Accounting Standard Board and comply with the Mauritian Companies Act 2001.

2.2 BASIS OF CONSOLIDATION

As explained in note 2.6 (a), the Company meets the definition of an investment entity under IFRS 10, Consolidated Financial Statements, which require the Company to account for its investment in subsidiaries and associates at fair value through profit or loss instead of consolidating or equity accounting for them. Accordingly, the Company only consolidates those subsidiaries that provide services that relate to the Company's investment activities.

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries that fall within the scope of consolidation as described above.

A subsidiary is an entity controlled by the Company. Control is achieved when the Group:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

Intermediate holding companies

The intermediate holding companies have availed themselves from the investment entity exception whereby intermediate holding companies owned by investment entities are exempted from presenting consolidated financial statements, when the investment entity measures all of its subsidiaries at fair value.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally.

2.2 BASIS OF CONSOLIDATION (CONT'D)

Intermediate holding companies (cont'd)

The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Group and to the non- controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Group and to the non- controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiary to bring its accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

2.3 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the consolidated and separate financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting year. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Judgements

In the process of applying the Group's accounting policies, the Directors have made the following judgements which have significant effect on the amounts recognised in the financial statements.

(i) Assessing criteria for meeting the definition of an investment entity

Significant judgement has been exercised in determining whether the Group meets the definition of investment entity. Having considered the various criteria, as detailed in note 2.6(a) pertaining to Group's operations, the Directors are of the opinion that the Group meets such definition.

(ii) Going concern

The Directors have made an assessment of the Group's ability to continue as a going concern and, based on available information as at the date of these financial statements, determined that the Group will continue in operational existence for the foreseeable future. Furthermore, the Directors are not aware of any material uncertainties that may cast doubt upon the Group's ability to continue as a going concern as detailed in Notes 27 and 31.

2.3 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)

Estimations and assumptions

The key assumption concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. However existing circumstances and assumptions about future development may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(i) Fair value of financial instruments

Where the fair value of financial assets recorded on the statement of financial position cannot be derived from active markets, their fair value is determined using valuation techniques including the discounted cash flow model. The inputs to those models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. The judgements include considerations of inputs such as discount rates, liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer to note 7 for more details.

(ii) Fair value of AXYS Group of Companies

On July 20, 2022, the Board of Directors (the "Board") of United Investments Ltd (the "Company") has signed a Share Purchase Agreement (SPA) with Alternativ Capital Investments Ltd (ACIL), concerning the sale of AXYS Group of Companies representing all its operational financial services investees. ACIL is a consortium which includes a number of the Senior Management of the Company and the financial services businesses. The SPA is subject to a number of Conditions Precedent including regulatory approvals. Completion is expected at latest 30
September 2022. Based on their estimates and judgements, the directors believe that all the condition precedents
will be met and regulatory approval will be obtained by 30 September 2022. The Consideration is made up of a payment of MUR1,100 Million on closing, MUR 300 Million deferred consideration to be paid in 2024 and an Earn out based on an agreed mechanism to be paid by 2025. The deferred consideration and Earn out are both contingent upon some conditions. The achievability of these conditions is based on management estimates and judgement and is further described in note 7 to the financial statements together with the respective sensitivity analyses.

The Directors have also considered the following:

- Any possible impairment to assets irrespective of whether or not there has been an indicator of impairment.
- Adequate fair value disclosure on assets and liabilities and estimation uncertainty fully disclosed.

(iii) Pension benefits

The present value of the pension obligation depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost/ (income) for pension include the discount rate. Any changes in these assumptions will impact the carrying amount of pension obligations.

The Group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the pension obligations. In determining the appropriate discount rate, the Group considers the interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related pension obligation.

Other key assumptions for pension obligations are based in part on current market conditions. Additional information is disclosed in note 14.

(iv) Limitation of sensitivity analysis

Sensitivity analysis in respect of market risk demonstrates the effect of a change in a key assumption while other assumptions remain unchanged. In reality, there is a correlation between the assumptions and other factors. It should also be noted that these sensitivities are non-linear and larger and smaller impacts should not be interpolated or extrapolated from these results.

2.4 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

Amendments to published Standards effective in the reporting period

Definition of a Business (Amendments to IFRS 3) clarifies the definition of a business to help determine whether a transaction should be accounted for as a business combination or an asset acquisition and permits, in certain circumstances, a simplified assessment that an acquired set of activities and assets is not a business. The amendments have no impact on the Group's financial statements.

Definition of Material (Amendments to IAS 1 and IAS 8) clarifies the definition of material and aligns the definitions used across IFRSs and other IASB publications. The amendments have no impact on the Group's financial statements.

Interest Rate Benchmark Reform (Amendments to IFRS 9, IAS 39 and IFRS 7) provides relief from certain hedge accounting requirements in order to avoid unnecessary discontinuation of existing hedge relationships during the period before the replacement of an existing interest rate benchmark with an alternative interest rate. The amendments have no impact on the Group's financial statements.

Amendments to References to the Conceptual Framework in IFRS Standards relate to minor amendments to various standards to reflect the revised Conceptual Framework for Financial Reporting. The amendments have no impact on the Group's financial statements.

Covid-19-Related Rent Concessions beyond June 30, 2021 (Amendment to IFRS 16) provides an option to apply a simplified accounting treatment to some lease modifications in the accounts of the lessee. The amendment has no impact on the Group's financial statements.

Amendments to published Standards effective in the reporting period

Extension of the Temporary Exemption from Applying IFRS 9 (Amendments to IFRS 4) extends the temporary exemption to accounting periods beginning before January 1, 2023. The amendments have no impact on the Group's financial statements.

2.5 ACCOUNTING STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE

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 January 1, 2021 or later periods, but which the Group has not early adopted.

At the reporting date of these financial statements, the following were in issue but not yet effective:

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)
Amendments to IFRS 17
Interest Rate Benchmark Reform - Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16)
Definition of accounting estimates (Amendments to IAS 8)
Disclosure of accounting policies (Amendments to IAS 1)
Deferred tax related to assets and liabilities arising from a single transaction (IAS 12)

Where relevant, the Group 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.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in Note 2.3.

2.6 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the more important accounting policies, which have been applied consistently, is set out below:

(a) Investment entity

IFRS 10, Consolidated Financial Statements requires entities that meet the definition of an investment entity to account for its investments in subsidiaries at fair value through profit or loss instead of being consolidated.

The Group has multiple investors and indirectly holds multiple investments through the investee companies. The Group has been deemed to meet the definition of an investment entity per IFRS 10 as the following conditions exist:
- The Group has obtained funds for the purpose of providing investors with investment management services.
- The Group's business purpose, which was communicated directly to investors, is investing solely for returns from capital appreciation and investment income, through the investee companies.
- The performance of investments made through the investee companies are measured and evaluated on a fair value basis.

(b) Investment in subsidiaries

Subsidiaries are those entities controlled by the Company. Control is determined when the Company is exposed to, or has right to, variable returns from its investment with the entity and has the ability to affect those returns through its power over the entity.

Separate financial statements

Investments in subsidiaries in the separate financial statements of the Company are carried at fair value through profit or loss, with changes recognised in profit or loss, except for one investment which is carried at cost, net of impairment. Refer to Note 5.

(c) Investments in associates and joint arrangements

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but not control or joint control over these policies.

A joint venture is a type of arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The entity has elected to apply the exemption from applying the equity method, as it is an investment entity. Investments in Associates and Joint Ventures are measured at fair value through profit and loss under IFRS 9.

(d) Foreign currency translation

The financial statements are presented in Mauritian Rupees, which is the Group's functional and presentation currency. The items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates (the "functional currency").

Transactions and balances

Transactions in foreign currencies are initially recorded in the functional currency rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the reporting date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

The gain or loss arising on retranslation of non-monetary items is treated in line with the recognition of gain or loss on change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

2.6 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(e) Equipment

Equipment is stated at cost excluding the costs of the day to day servicing, net of accumulated depreciation and/or accumulated impairment losses, if any. Changes in the expected useful life and residual values, which are reviewed at least at the end of each financial year, are accounted for by changing the depreciation period or method, as appropriate, and treated as changes in accounting estimates.

Depreciation is calculated on the straight-line method to write down the cost of equipment to their residual values over their estimated useful life as follows:

Computer equipment	33%

The carrying amount of an item of equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal.

(f) Financial instruments - recognition and measurement

(i) Financial assets

The Group classifies its financial assets into one of the categories discussed below, depending on the purpose for which asset was acquired. The Group's accounting policy for each category is as follows:

Fair value through profit or loss

The Group classifies its investments in financial assets at fair value through profit or loss (FVPL).

Amortised cost

These assets arise principally from the provision of goods or services to customers (e.g. trade receivables), but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interests. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue and are subsequently carried at amortised cost using the effective interest method, less provision for impairment.

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

The Group's financial asset measured at amortised cost comprised trade and other receivables, other financial assets at amortised cost and cash and cash equivalent in the statement of financial position.

A financial asset (or, where applicable, a part of financial asset or part of a group of similar financial assets) is derecognised where the contractual rights to cash flows from the financial assets have expired, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group and the Company neither transfer nor retain substantially all of the risks and rewards of ownership and they do not retain control of the financial asset.

(ii) Financial liabilities

The Group classifies its financial liabilities as follows:

Amortised cost

Financial liabilities include the following terms:

- Trade payables and other short-term monetary liabilities, which are initially recognised at fair value and subsequently carried at amortised cost using the effective interest rate method.

2.6 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(f) Financial instruments - recognition and measurement (cont'd)

(iii) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

(g) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

(h) Retirement benefit obligations

Defined contribution plans

A defined contribution plan is a pension plan under within the Group pays fixed contribution into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the funds does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Gratuity on retirement

For employees who are not covered (or who are insufficiently covered by the above pension plans), the net present value of a gratuity on retirement payable under the Workers Rights Act 2019 is calculated by a qualified actuary and provided for. The obligations arising under this item are not funded.

2.6 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(h) Retirement benefit obligations (Cont'd)

Termination benefits

Termination benefits are payable when employment is terminated before the nominal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to either: terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal; or providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

(i) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to any provision is presented in profit or loss net of any reimbursement.

(j) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when payment is being made. Revenue is measured at the fair value of the consideration received or receivable taking into account contractually defined terms of payment excluding taxes or duty.

The following specific recognition criteria must also be met before revenue is recognised:

Rendering of services

Management fees are accounted for on an accrual basis in accordance with the terms of relevant agreements.

Interest income

For all financial instruments measured at amortised cost and interest-bearing financial assets, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or liability. Interest income is included in finance income in profit or loss.

Dividend income

Revenue is recognised when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

(k) Taxation

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of profit or loss and other comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's liability for current tax are calculated using tax rates that have been enacted or substantively enacted at year end.

Deferred tax

Deferred tax is provided using the liability method on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

2.6 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(k) Taxation (Cont'd)

Deferred tax

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carry-forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax credits and unused tax losses can be utilised, except:

- Where the income tax asset relating to the deductible temporary difference arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures. Deferred income tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Unrecognised deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

The principal temporary differences arise from revaluations of certain non-current assets and tax losses carried forward.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates that have been enacted or substantively enacted at the reporting date.

Income tax relating to items recognised directly in other comprehensive income is recognised in other comprehensive income and not in profit or loss.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Corporate Social Responsibility

In line with the definition within the Income Tax Act 1995, Corporate Social Responsibility (CSR) is regarded as a tax and is therefore subsumed with the income tax expense shown within the statement of profit or loss and other comprehensive income and the current tax liabilities on the statement of financial position.

The CSR charge for the current period is measured at the amount expected to be paid to the Mauritian tax authorities. The CSR rate and laws used to compute the amount are those charged or substantively enacted at year end.

2.6 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(l) Dividends

Dividends on ordinary shares are recognised as a liability and deducted from equity when they are approved by the Group's shareholders. Interim dividends are deducted from equity when they are declared and no longer at the discretion of the Group.

(m) Segmental reporting

Following the restructure plan of the Company, Management now monitors the fair value of its business on a "cluster" basis for the purpose of making investment decisions and performance assessment. As such, Management has disclosed the fair value of each cluster (see note 29).

(n) Leases

Group as the Lessee

Finance leases were capitalised at the lease's inception at the lower of the fair value of the leased property and the present value of the minimum lease payments. Each lease payment was allocated between the liability and finance charges so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged to profit or loss unless they were attributable to qualifying assets in which case, they were capitalised in accordance with the policy on borrowing costs.

Payments made under operating leases (net of any incentives received from the lessor) were charged to profit or loss on a straight-line basis over the period of the lease.

Identifying Leases

The Group accounts for a contract, or a portion of a contract, as a lease when it conveys the right to use an asset for a period of time in exchange for consideration. Leases are those contracts that satisfy the following criteria:

(a) There is an identified asset;
(b) The Group obtains substantially all the economic benefits from use of the asset; and
(c) The Group has the right to direct use of the asset.

The Group considers whether the supplier has substantive substitution rights. If the supplier does have those rights, the contract is not identified as giving rise to a lease.

In determining whether the Group obtains substantially all the economic benefits from use of the asset, the Group considers only the economic benefits that arise from the use of the asset, not those incidental to legal ownership or other potential benefits.

In determining whether the Group has the right to direct use of the asset, the Group considers whether it directs how and for what purpose the asset is used throughout the period of use. If there are no significant decisions to be made because they are pre-determined due to the nature of the asset, the Group considers whether it was involved in the design of the asset in a way that predetermines how and for what purpose the asset will be used throughout the period of use. If the contract or portion of a contract does not satisfy these criteria, the Group applies other applicable IFRSs rather than IFRS 16.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the Group's incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index oar rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

2.6 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(n) Leases (cont'd)

Identifying Leases (cont'd)

On initial recognition, the carrying value of the lease liability also includes:

- amounts expected to be payable under any residual value guarantee;
- the exercise price of any purchase option granted in favour of the Group if it is reasonably certain to assess that option;
- any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Right of use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- lease payments made at or before commencement of the lease;
- initial direct costs incurred; and
- the amount of any provision recognised where the Group is contractually required to dismantle, remove or restore the leased asset (typically leasehold dilapidations).

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

When the Group revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted at the same discount rate that applied on lease commencement. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term.

When the Group renegotiates the contractual terms of a lease with the lessor, the accounting depends on the nature of the modification:

- if the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease in accordance with the above policy.
- in all other cases where the renegotiated increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount.
- if the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial of full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date. The right-of-use asset is adjusted by the same amount.

For contracts that both convey a right to the Group to use an identified asset and require services to be provided to the Group by the lessor, the Group has elected to account for the entire contract as a lease, i.e. it does allocate any amount of the contractual payments to, and account separately for, any services provided by the supplier as part of the contract.

2.6 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(n) Leases (cont'd)

Identifying Leases (cont'd)

Payments associated with short-term leases and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss.

(o) Non-current assets classified as held for sale

The Company

Non-current assets classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell if their carrying amount is recovered principally through a sale transaction rather than through a continuing use. This condition is regarded as met only, when the sale is highly probable and the asset is available for immediate sale in its present condition.

Events or circumstances may extend the period to complete the sale beyond one year but if the delay is caused by events or circumstances beyond the entity's control and there is sufficient evidence that the entity remains committed to its plan to sell the asset, such extension does not preclude the asset from being classified as held for sale.

The Group

When the Group is committed to a sale plan involving loss of control of a subsidiary, disposal of an investment in an associate, or a significant line of business, the carrying amount of these respective investment and operations are classified as non current assets held for sale.

When the Group is committed to a sale plan involving loss of control of a subsidiary all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale.

When the Group is committed to a sale plan involving disposal of an investment in an associate, or a portion of an investment in an associate, the investment, or the portion of the investment in associate, that will be disposed of is classified as held for sale when the criteria described above are met. The Group then ceases to apply the equity method in relation to the portion that is classified as held for sale. Any retained portion of an investment in associate that has not been classified as held for sale continues to be accounted for using the equity method.

Impairment losses on initial classification as held for sale and subsequent gains or losses on measurement are recognised in profit or loss.

(p) Share capital

Ordinary shares are classified as equity.

3 COMPUTER EQUIPMENT

(a) THE GROUP

	Computer Equipment Rs'000
Cost	
At July 1, 2019	631
Additions	120
At June 30, 2020	751
Additions	358
At June 30, 2021	**1,109**
Depreciation	
At July 1, 2019	487
Charge for the year	128
At June 30, 2020	615
Charge for the year	176
At June 30, 2021	**791**
Net book values	
At June 30, 2021	**318**
At June 30, 2020	136

(b) Depreciation expense of Rs.176,000 (2020: Rs.128,000) has been charged in administrative expenses.

4(a) RIGHT-OF-USE ASSETS

(i) THE GROUP

	Motor Vehicles Rs'000
At July 1, 2019	3,201
Amortisation	(1,085)
At June 30, 2020	2,116
Disposal	(558)
Amortisation	(846)
At June 30, 2021	**712**

(ii) The lease on one motor vehicle has been early terminated on October 2, 2020 for a total sales proceeds of Rs. 563,000. Gain on disposal amounts to Rs.5,000.

4(b) LEASE LIABILITIES

	THE GROUP	
	2021	2020
Motor Vehicles	**Rs'000**	Rs'000
At July 1	**2,164**	3,147
Interest expense	**114**	210
Lease payments	**(954)**	(1,193)
Early termination of lease	**(555)**	-
At June 30	**769**	2,164
Lease liabilities are analysed as follows:	**618**	1,395
Current	**151**	769
Non current	**769**	2,164

(i) Nature of leasing activities (in the capacity as lessee)

The Group leases an asset under finance lease agreement. The original lease term is of five years and the ownership of the assets lies within the Group. The lease on a motor vehicle, was early terminated on October 2, 2020 which was subsequently disposed of, giving rise to a gain on disposal of Rs.5,000.

The Group leases various assets under non-cancellable operating lease agreement. The lease terms are of five years.

(ii) Lease payments

Fixed lease payments

The lease payments for motor vehicles are fixed yearly amounts.

(iii) Extension and termination options

Extension and termination options are included in a number of motor vehicle leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable only by the Group, and not by the lessor.

(iv) The Group has recognised the residual value payable as part of the lease liability.

(v) Interest expense

	THE GROUP	
	2021	2020
	Rs'000	Rs'000
Interest expense (included in finance cost)	**114**	210

(vi) The total cash outflow for leases in 2021 was Rs.954,000 (2020: Rs.1,193,000). Cash outflow on early termination of one of the leases was Rs.555,000.

(vii) Lease payments are analysed as follows:

	THE GROUP	
	2021	2020
	Rs'000	Rs'000
Principal paid on lease liabilities	(840)	(983)
Interest paid on lease liabilities	(114)	(210)
	(954)	(1,193)

5 INVESTMENT IN SUBSIDIARIES

Details of the subsidiaries are as follows:

Name	Main business activity	Year end	Indirect & effective holding & voting power		Carrying Value	
			2021	2020	**2021**	2020
			%	%	**Rs'000**	Rs'000
AXYS Treasury Ltd (note (a))	Management company	June 30,	**100**	100	**-**	-

(a) The investment in AXYS Treasury Ltd was fully impaired during the year ended June 30, 2015. There are no changes for the years ended June 30, 2020 and June 30, 2021.

(b) Other subsidiaries accounted for at fair value through profit or loss are disclosed as investee companies in note 6.

6. INVESTMENTS CLASSIFIED AT FAIR VALUE THROUGH PROFIT OR LOSS

THE GROUP AND THE COMPANY	June 30, 2021		
	Quoted	**Unquoted**	**Total**
	Rs'000	**Rs'000**	**Rs'000**
At July 1,	28,300	1,653,134	1,681,434
Fair value movement	(3,712)	(257,718)	(261,430)
Transfer from committed capital (note 8)	-	3,969	3,969
Transfer to receivables	-	(51,365)	(51,365)
At June 30,	**24,588**	**1,348,020**	**1,372,608**

THE GROUP AND THE COMPANY	June 30, 2020		
	Quoted	**Unquoted**	**Total**
	Rs'000	**Rs'000**	**Rs'000**
At July 1,	38,964	2,323,304	2,362,268
Fair value movement	(10,664)	(640,562)	(651,226)
Transfer from committed capital (note 8)	-	20,534	20,534
Transfer to receivables	-	(50,142)	(50,142)
At June 30,	28,300	1,653,134	1,681,434

(i) Transfer to receivables represents intercompany transactions to sub-holding companies.

6. INVESTMENTS CLASSIFIED AT FAIR VALUE THROUGH PROFIT OR LOSS (CONT'D)

Details of the material investee entities are given below:

(ii) Included in investments at fair value through profit or loss are the following material investee entities and associates. The Group meets the definition of an investment entity. Therefore, it does not consolidate its subsidiaries and associates but rather, it recognises them as investments at fair value through profit or loss.

Name	Main business	Year end	Direct Holding	Indirect Holding	Effective holding and voting power
			%	%	%
Subsidiaries					
ARL Pointe aux Sables Ltd	Property development	June 30,	-	**80**	**80**
ARL STA LTD	Property development	June 30,	-	**80**	**80**
Atlas Directors Limited	Trust and corporate service provider	June 30,	-	**65**	**65**
AX Holding	Investment holding	June 30,	-	**100**	**100**
AX International	Investment holding	June 30,	-	**65**	**65**
AX Offshore Ltd	Investment holding	June 30,	-	**100**	**100**
AXIOM (Mauritius) Equity Ltd	Fund Management	June 30,	-	**100**	**100**
AXIOM Africa Equity Fund Ltd	Fund Management	June 30,	-	**100**	**100**
AXIOM Patrimoine Ltd	Fund Management	June 30,	-	**100**	**100**
AXIOM RE Ltd	Investment holding	June 30,	-	**80**	**80**
AXIOM Sustainability Fund Ltd	Dormant entity	June 30,	-	**100**	**100**
AXIOM Sustainability Premia	Dormant entity	June 30,	-	**100**	**100**
AXIOM Yield Fund Ltd	Fund Management	June 30,	-	**100**	**100**
AXYS Corporate Advisory Ltd	Consultancy and corporate advisory	June 30,	-	**100**	**100**
AXYS Group Ltd	Investment holding	June 30,	-	**80**	**80**
AXYS Holding Ltd	Investment holding	June 30,	-	**100**	**100**
AXYS Investment Partners Ltd	Asset management	June 30,	-	**100**	**100**
AXYS Ltd	Investment holding	June 30,	**100**	-	**100**

6. INVESTMENTS CLASSIFIED AT FAIR VALUE THROUGH PROFIT OR LOSS (CONT'D)

Name	Main business	Year end	Direct Holding	Indirect Holding	Effective holding and voting power
			%	%	%
Subsidiaries					
AXYS Patrimoine Ltd	Investment holding	June 30,	-	**100**	**100**
AXYS Private SARL	Trust and corporate service provider	June 30,	-	**65**	**65**
AXYS Services Ltd	Management Company	June 30,	-	**100**	**100**
AXYS Stockbroking Ltd	Brokerage services	June 30,	-	**80**	**80**
AXYS Treasury Ltd	Management Company	June 30,	-	**100**	**100**
AXYS Yield Fund Ltd	Fund Management	June 30,	-	**100**	**100**
Azioni Nominees Limited	Trust and corporate service provider	June 30,	-	**80**	**80**
Belew Business Corp.	Trust and corporate service provider	June 30,	-	**100**	**100**
Broadway Company Limited	Trust and corporate service provider	June 30,	-	**72**	**72**
Caversham S.A.	Dormant entity	June 30,	-	**65**	**65**
CH Trustee SA	Trust and corporate service provider	June 30,	-	**65**	**65**
Compagnie de Transports Commerciaux Ltd	Dormant entity	June 30,	-	**50**	**50**
Dynamic Global Equity Ltd	Fund Management	June 30,	-	**100**	**100**
Emerald Company Limited	Trust and corporate service provider	June 30,	-	**90**	**90**
Flexicom & Co. Ltd	Hydraulics supply	June 30,	-	**58**	**58**
Four Oaks Advisors Ltd	Fund Management	June 30,	-	**80**	**80**
Four Oaks Credit Fund PCC	Fund Management	June 30,	-	**80**	**80**
Frontfin Limited	Trust and corporate service provider	June 30,	-	**80**	**80**
Frontfin LLC	Trust and corporate service provider	June 30,	-	**80**	**80**
Frontiere Asset Administrators Ltd PCC	Trust and corporate service provider	June 30,	-	**80**	**80**
Frontiere Corporate Administrators Limited	Trust and corporate service provider	June 30,	-	**80**	**80**
Frontiere Corporate Services Limited	Trust and corporate service provider	June 30,	-	**80**	**80**
Frontiere Finance Holdings Ltd	Trust and corporate service provider	June 30,	-	**80**	**80**

6. INVESTMENTS CLASSIFIED AT FAIR VALUE THROUGH PROFIT OR LOSS (CONT'D)

Name	Main business	Year end	Direct Holding	Indirect Holding	Effective holding and voting power
			%	%	%
Subsidiaries					
Frontiere Finance International Ltd	Trust and corporate service provider	June 30,	-	**80**	**80**
Frontiere Finance International Management Ltd	Trust and corporate service provider	June 30,	-	**80**	**80**
Frontiere Finance Ltd	Trust and corporate service provider	June 30,	-	**80**	**80**
Frontiere Reassurance Limited PCC	Trust and corporate service provider	June 30,	-	**80**	**80**
Furman Management S.A	Trust and corporate service provider	June 30,	-	**100**	**100**
FWM International Ltd	Trust and corporate service provider	June 30,	-	**72**	**72**
FWM Trustees Ltd	Trust and corporate service provider	June 30,	-	**72**	**72**
Gladius Limitee	Fishing	June 30,	-	**51**	**51**
Hold Attitude Ltd	Investment holding	June 30,	-	**100**	**100**
Horizon Company Limited	Trust and corporate service provider	June 30,	-	**72**	**72**
Industrial Coding Solution Ltd	IT Solutions	June 30,	-	**70**	**70**
Intego Green Ltd	Selling of agro - chemicals and greenhouses	June 30,	-	**100**	**100**
Intego Ltd	Manufacture and sale of liquid fertilizers	June 30,	-	**100**	**100**
Island Catch Ltd	Sale of industrial and agricultural products	June 30,	-	**100**	**100**
Island Fertilisers Logistics Ltd	Dormant entity	June 30,	-	**100**	**100**
Island Fertilizers Ltd	Dormant entity	June 30,	-	**100**	**100**
Island Liquid Fertilizers Ltd	Investment holding	June 30,	-	**100**	**100**
Kacper Limited	Trust and corporate service provider	June 30,	-	**80**	**80**
La Moisson Ltee	Rental of agricultural equipment	June 30,	-	**58**	**58**
Level Seven Nominees Limited	Trust and corporate service provider	June 30,	-	**80**	**80**
Littlegate Nominees Ltd	Trust and corporate service provider	June 30,	-	**72**	**72**
Lombard Directors S.A.	Trust and corporate service provider	June 30,	-	**65**	**65**
Lombard Management Services Limited	Trust and corporate service provider	June 30,	-	**90**	**90**
Lombard Services Ltd	Trust and corporate service provider	June 30,	-	**65**	**65**

6. INVESTMENTS CLASSIFIED AT FAIR VALUE THROUGH PROFIT OR LOSS (CONT'D)

Name	Main business	Year end	Direct Holding	Indirect Holding	Effective holding and voting power
			%	%	%
Subsidiaries					
Lombard Trust International SA	Trust and corporate service provider	June 30,	-	65	65
Lombard Trust S.A.	Trust and corporate service provider	June 30,	-	65	65
Mayo Nominees Limited	Trust and corporate service provider	June 30,	-	65	65
Mayo Secretaries Limited	Trust and corporate service provider	June 30,	-	65	65
Mechanization Company Limited	Sale of industrial and agricultural machinery	June 30,	-	58	58
Megabyte Finance Ltd	Dormant entity	June 30,	-	70	70
Megabyte Investment Ltd	Investment holding	June 30,	-	70	70
Megabyte Limited	IT services	June 30,	-	70	70
Miminic Limited	Trust and corporate service provider	June 30,	-	65	65
Multiglobal System Ltd	IT Solutions	June 30,	-	70	70
New World Trust Corporation	Trust and corporate service provider	June 30,	-	65	65
Novalco SA	Trust and corporate service provider	June 30,	-	100	100
NW Trust (Switzerland) SA	Trust and corporate service provider	June 30,	-	100	100
NWCS (HK) Limited	Investment holding	June 30,	-	65	65
NWT (Holding) Mauritius Limited	Dormant entity	June 30,	-	72	72
NWT (Mauritius) Limited	Trust and corporate service provider	June 30,	-	72	72
NWT Caversham SA	Investment holding	June 30,	-	65	65
NWT Conseil SA	Trust and corporate service provider	June 30,	-	100	100
NWT Directors Limited	Trust and corporate service provider	June 30,	-	65	65
NWT Fund Administrators Limited	Trust and corporate service provider	June 30,	-	65	65
NWT Holding (HK) Limited	Investment holding	June 30,	-	100	100
NWT Holding Sàrl	Investment holding	June 30,	-	100	100
NWT Management S.A.	Trust and corporate service provider	June 30,	-	65	65
NWT Secretarial Services Ltd	Trust and corporate service provider	June 30,	-	80	80

6. INVESTMENTS CLASSIFIED AT FAIR VALUE THROUGH PROFIT OR LOSS (CONT'D)

Name	Main business	Year end	Direct Holding	Indirect Holding	Effective holding and voting power
			%	%	%
Subsidiaries					
NWT Services Limited	Trust and corporate service provider	June 30,	-	**65**	**65**
Orkney Universal Corp.	Trust and corporate service provider	June 30,	-	**100**	**100**
OXIA Agro Ltd	Investment holding	June 30,	-	**100**	**100**
OXIA Hospitality Ltd	Investment holding	June 30,	-	**100**	**100**
OXIA Ltd	Investment holding	June 30,	**100**	-	**100**
OXIA Tech Ltd	Investment holding	June 30,	-	**100**	**100**
Palangriers Ile Maurice Ltee	Fishing	June 30,	-	**26**	**26**
Palmer Directors Inc.	Trust and corporate service provider	June 30,	-	**100**	**100**
Pelagic Process Ltd	Fishing	June 30,	-	**51**	**51**
Pex Hydraulics (Mauritius) Ltd	Hydraulics supply	June 30,	-	**58**	**58**
Powertech Limited	Water Filters and Coolers	June 30,	-	**58**	**58**
Providence Universal S.A	Trust and corporate service provider	June 30,	-	**100**	**100**
S.C.E.T.I.A Holding Ltd	Investment holding	June 30,	-	**58**	**58**
S.C.E.T.I.A Limitee	Golf maintenance & supply	June 30,	-	**58**	**58**
Sage Corporate Services Inc.	Trust and corporate service provider	June 30,	-	**100**	**100**
Saturn Corporate Services Inc.	Trust and corporate service provider	June 30,	-	**100**	**100**
SPICE Agency Ltd	Insurance agent	June 30,	-	**100**	**100**
SPICE Credit Ltd	Dormant entity	June 30,	-	**100**	**100**
SPICE Finance Ltd	Leasing business	June 30,	-	**80**	**80**
Turborenov Ltd	Turbos	June 30,	-	**58**	**58**
UIL Suisse SARL	Investment holding	June 30,	-	**65**	**65**
Unity Company Limited	Trust and corporate service provider	June 30,	-	**72**	**72**
Vinocity Limited	Trust and corporate service provider	June 30,	-	**65**	**65**
Vulcan Corporate Services Inc.	Trust and corporate service provider	June 30,	-	**100**	**100**
Waterford Nominees Ltd	Trust and corporate service provider	June 30,	-	**90**	**90**
Zalkind Services Corp.	Trust and corporate service provider	June 30,	-	**100**	**100**

6. INVESTMENTS CLASSIFIED AT FAIR VALUE THROUGH PROFIT OR LOSS (CONT'D)

Name	Main business	Year end	Direct Holding	Indirect Holding	Effective holding and voting power
			%	%	%
Associates					
AIB-AXYS Africa Ltd	Brokerage services	December 31,	-	28	28
APEX Africa Asset Management Ltd	Dormant entity	June 30,	-	50	50
APEX Africa Capital Ltd	Investment holding	December 31,	-	50	50
Attitude Hospitality Ltd	Hospitality	June 30,	-	39	39
AX East Africa Holdings Ltd	Investment holding	June 30,	-	50	50
Bajama Limitee	Equipment Supplies	June 30,	-	28	28
Emineo Holding Ltd	Investment holding	June 30,	-	25	25
Emineo Limited	Engineering	June 30,	-	20	20
Flexi Drive Ltd	Fleet management	June 30,	-	50	50
Friction Evolution Ltd	Vehicles Supplies	June 30,	-	29	29
Helilagon (Mauritius) Ltd	Dormant entity	June 30,	-	35	35
Hibridge Corporate Services Ltd	Trust and corporate service provider	June 30,	-	40	40
In sCert Ltd	Laboratory	June 30,	-	45	45
Inside Equity Fund	Private equity	December 31,	3	-	3
Island International Trade Ltd	Dormant entity	June 30,	-	33	33
Island Renewable Energy Ltd	Dormant entity	June 30,	-	50	50
Les Gaz Industriels Limited	Energy	June 30,	19	-	19
Mauritius Kenyan Investment Holding Limited	Investment holding	June 30,	-	50	50
NovaLAB Medical Ltd	Laboratory	June 30,	-	45	45
Novus Properties Ltd	Investment property	June 30,	7	-	7
NWT East Africa Ltd	Dormant entity	June 30,	-	50	50
Part Supply Services Ltd	Dormant entity	June 30,	-	46	46
Quantilab Holding Ltd	Investment holding	June 30,	-	50	50
Quantilab Ltd	Laboratory	June 30,	-	45	45
Terra Marketing Ltd	Sales of Tyres	June 30,	-	44	44
Topterra Ltd	Manufacture and sale of liquid fertilizers	June 30,	-	50	50
Trustexec Ltd	Trust and corporate service provider	June 30,	-	30	30

7. FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value hierarchy

Valuation process and techniques applied by the Group:

The Board of Directors of the Company is responsible for the valuation of investments including the policies and procedures. The valuation of unlisted investments is carried out on a regular basis or when required in connection with investment or divestment activities of the Group.

For intermediate holding entities, being AXYS Ltd and OXIA Ltd, the fair value are derived mainly from the underlying assets, these are valued at fair value using appropriate valuation measures in accordance with IFRS 13.

The net assets value of the intermediate holding companies is representative of its fair value as other than the underlying equity investment held, the intermediate holding companies only hold debt which have been measured at fair value.

The Group invests in equity securities which are not quoted in an active market. Transactions in such investments do not occur on a regular basis. Unlisted investments, which may not have readily ascertainable market values, are valued at fair value, which is the estimated amount that would be received on the investment in an orderly transaction between willing market participants on the measurement date. Generally, the fair value of unlisted investments are adjusted when a significant third-party investment or financing event has occurred or there is a significant change in the financial condition or operating performance of the portfolio company that would indicate either an increase or decrease in fair value. Various valuation techniques and inputs are considered in valuing unlisted investments, including purchase multiples paid in other comparable third-party transactions; comparable public company trading multiples; discounted cash flow analysis; market conditions; liquidity; current operating results; and other pertinent information. When utilising a multiples-based approach, multiples are applied to the most recent and relevant operating performance metric of the investment as appropriate, including historical and/or forecasted revenue, EBITDA, net income or other relevant operating performance metric. However, because of the inherent uncertainty of valuation, the recommended values may differ significantly from values that would have been used had a ready market for the unlisted investments existed, and may differ materially from the amounts realised upon disposal.

The table below analyses recurring assets and liabilities carried at fair value. The different levels are defined as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2: Input other than quoted prices included in Level 1 that are observable for the asset or liability, over the active period directly or indirectly;

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

7. FAIR VALUE OF FINANCIAL INSTRUMENTS (CONT'D)

Fair value hierarchy (cont'd)

THE GROUP AND THE COMPANY

	June 30, 2021			
	Level 1	**Level 2**	**Level 3**	**Total**
	Rs'000	**Rs'000**	**Rs'000**	**Rs'000**
Financial services ("AXYS")	**-**	**-**	**960,362**	**960,362**
Agriculture ("OXIA Agro")	**-**	**-**	**112,769**	**112,769**
Hospitality ("OXIA Hospitality")	**-**	**-**	**154,489**	**154,489**
Technology ("OXIA Tech")	**-**	**-**	**120,400**	**120,400**
Energy	**15,343**	**-**	**-**	**15,343**
Investment property	**9,245**	**-**	**-**	**9,245**
	24,588	**-**	**1,348,020**	**1,372,608**
Analysed as follows:				
Quoted investments	**24,588**	**-**	**-**	**24,588**
Unquoted investments	**-**	**-**	**1,348,020**	**1,348,020**
	24,588	**-**	**1,348,020**	**1,372,608**

	June 30, 2020			
	Level 1	**Level 2**	**Level 3**	**Total**
	Rs'000	**Rs'000**	**Rs'000**	**Rs'000**
Financial services ("AXYS")	-	-	1,369,954	1,369,954
Agriculture ("OXIA Agro")	-	-	46,282	46,282
Hospitality ("OXIA Hospitality")	-	-	170,829	170,829
Technology ("OXIA Tech")	-	-	66,069	66,069
Energy	19,517	-	-	19,517
Investment property	8,783	-	-	8,783
	28,300	-	1,653,134	1,681,434
Analysed as follows:				
Quoted investments	28,300	-	-	28,300
Unquoted investments	-	-	1,653,134	1,653,134
	28,300	-	1,653,134	1,681,434

The fair value is arrived at after deducting the debts of the respective investee entities. The debts for the intermediate holding entities amount to Rs.2.5 billion as at June 30, 2021 with maturity dates as follows:

		Less than one year	**One to two year**	**Two to five years**	**More than five years**	**Total**
		Rs'000	**Rs'000**	**Rs'000**	**Rs'000**	**Rs'000**
Bonds	Note 1	1,390,000	-	-	-	**1,390,000**
Borrowings	Note 2	100,081	-	434,376	-	**534,457**
Bank overdraft	Note 2	573,794	-	-	-	**573,794**
		2,063,875	**-**	**434,376**	**-**	**2,498,251**

7. FAIR VALUE OF FINANCIAL INSTRUMENTS (CONT'D)

Fair value hierarchy (cont'd)

Note 1

A new subscription agreement was signed on May 2, 2022, effective March 1, 2022, superseding all previous agreements. The existing 1,390,000 notes for a principal amount of Rs.1,390M were renewed and an additional issuance of 60,000 notes for an amount of Rs.60M was made, thus increasing the total subscription amount to Rs.1,450M. All outstanding interests at February 28, 2022 were settled on May 10, 2022 and the next interest payment will be due on September 30, 2022. The interest rate was amended from a fixed rate of 4% to repo + margin of 2.15% p.a. All other terms and conditions remained unchanged. The new subscription amount of Rs.1,450M has a maturity date of September 30, 2024 and is linked to the realisation of the Company's investment in Attitude Hospitality Ltd

Note 2

The Group has requested extention on all borrowings, including bank overdrafts to align with the completion date of the SPA, which is, September 30, 2022. They are expected to be restructured with the continued support of the Group's main bankers.

Fair value measurement using significant unobservable inputs (Level 3):

THE GROUP	Balance at July 1, 2020	Fair value movement	Transfer from committed capital	Transfer to receivables	Balance at June 30, 2021
	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000
Financial services ("AXYS")	1,369,954	(483,931)	3,969	70,370	960,362
Agriculture ("OXIA Agro")	46,282	66,487	-	-	112,769
Hospitality ("OXIA Hospitality")	170,829	105,395	-	(121,735)	154,489
Technology ("OXIA Tech")	66,069	54,331	-	-	120,400
	1,653,134	(257,718)	3,969	(51,365)	1,348,020

THE COMPANY					
Financial services ("AXYS")	1,369,954	(483,931)	3,969	70,370	960,362
Agriculture ("OXIA Agro")	46,282	66,487	-	-	112,769
Hospitality ("OXIA Hospitality")	170,829	105,395	-	(121,735)	154,489
Technology ("OXIA Tech")	66,069	54,331	-	-	120,400
	1,653,134	(257,718)	3,969	(51,365)	1,348,020

The entity's policies is to recognise transfers out of Level 3 as of the date of the event or change in circumstances that cause the transfer.

7. FAIR VALUE OF FINANCIAL INSTRUMENTS (CONT'D)

Fair value hierarchy (cont'd)

Fair value measurement using significant unobservable inputs (Level 3):

THE GROUP	Balance at July 1, 2019	Fair value movement	Transfer from committed capital	Transfer to receivables	Balance at June 30, 2020
	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000
Financial services ("AXYS")	1,041,133	352,931	20,534	(44,644)	1,369,954
Agriculture ("OXIA Agro")	35,570	10,712	-	-	46,282
Hospitality ("OXIA Hospitality")	1,244,274	(1,067,947)	-	(5,498)	170,829
Technology ("OXIA Tech")	2,327	63,742	-	-	66,069
	2,323,304	(640,562)	20,534	(50,142)	1,653,134

THE COMPANY					
Financial services ("AXYS")	1,041,133	352,931	20,534	(44,644)	1,369,954
Agriculture ("OXIA Agro")	35,570	10,712	-	-	46,282
Hospitality ("OXIA Hospitality")	1,244,274	(1,067,947)	-	(5,498)	170,829
Technology ("OXIA Tech")	2,327	63,742	-	-	66,069
	2,323,304	(640,562)	20,534	(50,142)	1,653,134

The entity's policies is to recognise transfers out of Level 3 as of the date of the event or change in circumstances that cause the transfer.

7. FAIR VALUE OF FINANCIAL INSTRUMENTS (CONT'D)

Fair value hierarchy (Cont'd)

The following table shows the valuation techniques used in the determination of fair values within Level 3 of the hierarchy as well as the key unobservable inputs used in the valuation model.

Type	Fair value at June 30, 2021	Valuation approach	Key unobservable inputs	Range of unobservable inputs (probability – weighted average)	Sensitivity of the input to fair value	
	Rs'000					Rs'000
THE GROUP AND THE COMPANY						
Financial services ("AXYS")	960,362	SPA	-	Note 1	Note 1	(191,244)
		Net Asset Value	Adjusted Net Asset	-	-	-
Agriculture ("OXIA Agro")	112,769	EBITDA multiple	Average of peers	5.20 - 5.95	± 0.5	30,615
		PE multiple	Average of peers	13.70	± 0.5	1,815
		Net Asset Value	Adjusted Net Asset	-	-	-
Hospitality ("OXIA Hospitality")	154,489	Discounted cash flows	Discount rate	10.12%	+1%	(111,740)
Technology ("OXIA Tech")	120,400	EBITDA multiple	Average of peers	7.98	± 0.5	4,049
	1,348,020					(266,505)

Note 1 : Sensitivity analysis was determined on Financial services ("AXYS") amounting to Rs.928.6m based on the following:

The fair value was determined based on the agreed consideration as per the Share Purchase Agreement signed between UIL and ACIL on July 20, 2022, and discounted to the present value as at the reporting date. The Consideration for the entities being disposed, is made up of an upfront payment of MUR1,100 Million as initial consideration on the Completion Date, which is September 30, 2022, MUR 300 Million deferred consideration to be paid on the second anniversary of the Completion Date, in 2024 and an Earn out based on an agreed mechanism to be paid on the third anniversary of the Completion Date, in 2025.

7. FAIR VALUE OF FINANCIAL INSTRUMENTS (CONT'D)

Fair value hierarchy (cont'd)

The deferred consideration and Earn out are both contingent upon conditions as laid down in the SPA, mainly:

Deferred consideration:

(i) An agreed form of security to be provided by the Purchaser to the Seller for the Deferred Consideration which is acceptable to the Seller and ABSA Bank (Mauritius) Limited.

(ii) In relation to the unpaid and outstanding amounts which are more than 180 days owed to NWT Management SA and NWT Conseil SA and their affiliates forming part of the Geneva operations as at Completion Date, which are not settled prior to the Deferred Consideration date, such amount shall be deducted from the Deferred Consideration. For the purpose of this sub-clause 1.44, the unpaid and outstanding amounts as at 30 April 2022 is CHF 1,736,252.

(iii) In relation to Gladius Ltee, an indirect subsidiary of the Seller, in the event that the outstanding balance due to SPICE Finance Ltd is not settled prior to the Deferred Consideration date, such outstanding balance shall be deducted from the Deferred Consideration. For the purpose of this sub-clause 1.45, the outstanding balance due to SPICE Finance Ltd amounts to MUR 68,403,050.66 (as at 30 April 2022) including any accrued interest.

(iv) In relation to the receivables amounting to KSH 32,775,798.59 (as at 30 April 2022) of AIB AXYS Capital Limited from Imperial Bank, in the event there are write offs to be applied towards unpaid receivables, the equivalent amount of such write offs shall be deducted from the Deferred Consideration.

(v) In relation to any receivables of AXYS Investment Partners Ltd and/or NWT (Mauritius) Ltd from Four Oaks Advisors, in the event that there are write offs to be applied towards unpaid receivables or any third party claim against AXYS Investment Partners Ltd and/or NWT (Mauritius) Ltd relating to Four Oaks Advisors, the equivalent amount of such write offs and/or claim settlement amount, including any losses, costs and expenses suffered or incurred by AXYS Investment Partners Ltd and/or NWT (Mauritius) Ltd as a result of the payment of the claim settlement amount, shall be deducted from the Deferred Consideration. For the purpose of this sub-clause 1.47, the receivables of AXYS Investment Partners Ltd from Four Oaks Advisors amount to MUR 7,147,996.11 (as at 31 March 2022) including accrued interest at the rate of 8.75% per annum In relation to a guarantee issued by AXYS Investment Partners Ltd in favour of Mr Goder, in the event that the guaranteed amount amounting to USD 210,000 has become due and payable, such guaranteed amount shall be deducted from the Deferred Consideration.

Earn Out:

(i) The equivalent of 8 times the difference between the actual EBITDA for the financial year ended 30 June 2021 (reported asCHF 498,726) and the audited EBITDA of financial year ending 30 June 2023;

(ii) The Earn Out Consideration shall be capped to an EBITDA of CHF 1,600,000 in the event that the EBITDA for the year ending 30 June 2023 is higher than CHF 1,600,000;

(iii) The Earn Out Consideration shall be payable in Mauritian Rupees at a reference rate reported on Bloomberg (Bloomberg.com)at the reporting date of 30 June 2023; and

(iv) The Earn Out Consideration shall be payable on the condition that a minimum EBITDA of CHF 750,000 is achieved for the year ending 30 June 2023. Should the minimum EBITDA of CHF 750,000 not be achieved, both Parties agree that the Earn Out Consideration shall not become payable.

The Directors have assessed the probability of these contingencies to be fully achievable .The impact of these contingencies if not achieved are as follows:

- Deferred consideration will be reduced by Rs.155.4m, should certain conditions of the SPA not met.
- Earn Out consideration is based on EBITDA and when applying a sensitivity of ±10%, the fair value of the Earn out is impacted by ± Rs.35.8m.

The total impact of sensitivity on both deferred and earn out consideration is estimated at Rs.191.2m , thereby potentially reducing the fair value of AXYS from Rs.928.6m to Rs.737.4m.

7. FAIR VALUE OF FINANCIAL INSTRUMENTS (CONT'D)

Fair value hierarchy (Cont'd)

The following table shows the valuation techniques used in the determination of fair values within Level 3 of the hierarchy as well as the key unobservable inputs used in the valuation model.

Type	Fair value at June 30, 2020	Valuation approach	Key unobservable inputs	Range of unobservable inputs (probability – weighted average)	Sensitivity of the input to fair value	
	Rs'000					Rs'000
THE GROUP AND THE COMPANY						
Financial services ("AXYS")	1,369,954	PE multiple	Average of peers	9.40-10.16	± 0.5	25,952
		Turnover multiple	Average of peers	1.42	± 0.5	33,937
		EBIT multiple	Average of peers	11.07	± 0.5	148
		EBITDA multiple	Average of peers	8.58-13.51	± 0.5	51,611
		Net Asset Value	Adjusted Net Asset	-	-	-
Agriculture ("OXIA Agro")	46,282	Net Asset Value	Adjusted Net Asset	-	-	-
		EBITDA multiple	Average of peers	4.46-5.33	± 0.5	23,698
		PE multiple	Average of peers	11.48	± 0.5	2,652
Hospitality ("OXIA Hospitality")	170,829	Discounted cash flows	Discount rate	11.53%	+1%	(85,854)
Technology ("OXIA Tech")	66,069	EBITDA multiple	Average of peers	7.68-13.25	± 0.5	7,144
	1,653,134					59,288

The other significant unobservable inputs used in the fair value measurement of the group's investment fair valued using the discounted cash flow valuation method are the occupancy rates and average room revenue. Significant increases/(decreases) in any of these inputs in isolation would result in a significantly higher/(lower) fair value measurement.

Range for occupancy rate: 31%-83% (2020: 37%-80%)
Range for average room revenue: Rs.3,650-Rs.9,379 (2020: Rs.2,843-Rs.8,584)

The Group invests in unquoted equities. Given that there is no active market on which to trade the unquoted local equities, the Directors have assessed the NAV represent the best estimate of fair value at the measurement date. These investments have been classified as level 3 of the fair value hierarchy as they are neither quoted nor traded. Given that Management has used the net asset value of investees, no observable input has developed and as such no sensitivity analysis was performed.

8. OTHER FINANCIAL ASSETS

	THE GROUP AND THE COMPANY	
	2021	2020
	Rs'000	Rs'000
At July 1,	**14,103**	31,113
Transfer to investments classified at fair value through profit or loss (note 6)	**(3,969)**	(20,534)
Foreign exchange gain	**741**	3,524
At June 30,	**10,875**	14,103

As at June 30, 2021, other financial assets includes deposit on shares representing share application money in Island Management Ltd amounting to Rs.2,500,000 (2020: Rs.2,500,000) and Inside Equity Fund Ltd amounting to Rs.8,375,000 (2020: Rs.11,603,000). The shares in Island Management Ltd are yet to be allotted due to a pending legal case. The share application monies in Inside Equity Fund are yet to be converted.

9. TRADE AND OTHER RECEIVABLES

	THE GROUP		THE COMPANY	
	2021	2020	**2021**	2020
	Rs'000	Rs'000	**Rs'000**	Rs'000
Receivable from other related parties (note 22)	**59,554**	29,509	**1,063**	1,031
Other receivables	**1,509**	194	**1,385**	194
Prepayments	**1,356**	983	**59**	35
	62,419	30,686	**2,507**	1,260

(a) For terms and conditions relating to related party receivables, refer to note 22.

(b) No receivable from other related parties (2020: nil) for the Group and Rs.47,050,000 (2020: Rs.41,041,000) for the Company have been impaired and charged to profit or loss during the year.

	THE GROUP		THE COMPANY	
	2021	2020	**2021**	2020
	Rs'000	Rs'000	**Rs'000**	Rs'000
Impairment during the year (note 17)	**-**	-	**47,050**	41,041

(c) The receivables are neither past due nor impaired.

(d) The carrying amounts of trade and other receivables are denominated in the following currencies:

	THE GROUP		THE COMPANY	
	2021	2020	**2021**	2020
	Rs'000	Rs'000	**Rs'000**	Rs'000
Mauritian Rupees	**18,624**	11,822	**2,507**	1,260
Swiss Francs	**43,795**	18,864	**-**	-
	62,419	30,686	**2,507**	1,260

(e) The Group applies the IFRS 9 simplified approach to measuring expected credit losses which used a lifetime expected loss allowance for all trade receivables.

9 TRADE AND OTHER RECEIVABLES (CONT'D)

To measure the expected credit losses, trade receivables should have been grouped based on shared credit risk characteristics and the days past due.

The expected loss rates are based on the payment profiles of revenue over a period since incorporation before June 30, 2021 and June 30, 2020 respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the Gross Domestic Product (GDP) of Mauritius, the country in which it renders its services, to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

The expected credit losses have been calculated but not accounted for as they are not significant.

10 INCOME TAX

	THE GROUP		THE COMPANY	
	2021	2020	**2021**	2020
(a) Statement of financial position	**Rs'000**	Rs'000	**Rs'000**	Rs'000
At July 1,	**8**	8	**8**	8
Paid Tax	**(8)**	-	**(8)**	-
At July 30,	**-**	8		8

(b) Tax reconciliation

A reconciliation between the tax expense and the product of the accounting loss multiplied by the Group's and Company's applicable tax rates for the years ended June 30, 2021 and 2020 is as follows:

	THE GROUP		THE COMPANY	
	2021	2020	**2021**	2020
	Rs'000	Rs'000	**Rs'000**	Rs'000
Loss before tax	**(288,906)**	(684,296)	**(315,147)**	(695,341)
Tax at the rate of 15% (2020: 15%)	**(43,336)**	(102,644)	**(47,272)**	(104,301)
Income not subject to tax (note (i))	**(1,012)**	(1,189)	**(324)**	(909)
Expenses not deductible for tax purposes (note (ii))	**40,980**	100,016	**47,591**	105,198
Tax losses for which no deferred income tax asset was recognised	**3,368**	3,817	**5**	12
	-	-	**-**	-

(i) Income not subject to tax relate mainly to dividend income and fair value gain on investments classified at fair value through profit or loss.

(ii) Expenses not deductible for tax purposes include entertainment, gifts, donations, overseas travel expenses and legal and professional expenses for the Group and the Company.

10. INCOME TAX (CONT'D)

(b) Tax reconciliation (cont'd)

The Group does not recognise deferred tax asset on tax losses since there is no convincing evidence that there will be taxable profit in the forthcoming years. The tax losses can be deferred for five years. The tax losses available as at June 30, 2021 & 2020 are as follows:

	THE GROUP		THE COMPANY	
	2021	2020	**2021**	2020
	Rs'000	Rs'000	**Rs'000**	Rs'000
At July 1,	**71,697**	68,935	**1,291**	1,211
Tax losses for the year	**23,160**	26,647	**33**	80
Tax losses expired during the year	**(6,364)**	(23,885)	**-**	-
At June 30,	**88,493**	71,697	**1,324**	1,291

The tax losses are available to carry forward against future profits by latest over the following tax years of assessment:

Financial year	Expiry year	THE GROUP		THE COMPANY	
		2021	2020	**2021**	2020
		Rs'000	Rs'000	**Rs'000**	Rs'000
2016	2021	**-**	6,364	**-**	-
2017	2022	**3,254**	3,254	**-**	-
2018	2023	**15,087**	15,087		
2019	2024	**20,345**	20,345	**1,209**	1,209
2020	2025	**26,647**	26,647	**82**	82
2021	2026	**23,160**	-	**33**	-
		88,493	71,697	**1,324**	1,291

11. CASH AND CASH EQUIVALENTS

	THE GROUP		THE COMPANY	
	2021	2020	**2021**	2020
	Rs'000	Rs'000	**Rs'000**	Rs'000
(a) Cash and short-term deposits				
Cash and cash equivalents	**4,309**	2,182	**115**	1,281

For the purpose of the statements of cash flows, cash and cash equivalents comprise of:

	THE GROUP		THE COMPANY	
	2021	2020	**2021**	2020
	Rs'000	Rs'000	**Rs'000**	Rs'000
Cash and short-term deposits	**4,309**	2,182	**115**	1,281

12. SHARE CAPITAL AND RESERVES

(a) Share capital

	2021 & 2020	
Issued and fully paid:	**Number of shares**	**Rs'000**
At July 1, 2020 and June 30, 2021	**204,093,742**	651,462

The Board may issue shares at any time and there is no limit on the number of shares to be issued at no par value.

The shares confer upon the holder the rights as follows:
(a) The right to vote at meetings of shareholders and on a poll to cast one vote for each share held;
(b) Subject to the rights of any other class of shares, the right to an equal share in dividends and other distribution made by the Company; and
(c) Subject to the rights of any other class of shares, the right to an equal share in the distribution of the surplus assets of the Company on its liquidation.

(b) Share premium

	Share premium
	Rs'000
At July 1, 2020 and June 30, 2021	920,386

The reserve represents the premium arising upon the issue of ordinary shares.

13. TRADE AND OTHER PAYABLES

	THE GROUP		THE COMPANY	
	2021	2020	**2021**	2020
	Rs'000	Rs'000	**Rs'000**	Rs'000
Amount due to related parties (note 22)	**10,508**	6,012	**-**	-
Trade payables	**5,724**	2,427	**3,519**	1,150
Accruals and other payables	**7,676**	5,065	**4,178**	3,365
	23,908	13,504	**7,697**	4,515

Currency Profile	THE GROUP		THE COMPANY	
	2021	2020	**2021**	2020
	Rs'000	Rs'000	**Rs'000**	Rs'000
Mauritian Rupees	**23,656**	13,504	**7,697**	4,515
US Dollars	**252**	-	**-**	-
	23,908	13,504	**7,697**	4,515

Terms and conditions:
- Trade payables are non-interest bearing and are normally settled on 30 - 60 day terms.
- For terms and conditions relating to related parties, refer to note 22.
- Other payables are non-interest bearing and have an average term of twelve months.

14. RETIREMENT BENEFIT OBLIGATIONS

	THE GROUP	
	2021	2020
	Rs'000	Rs'000
Amount recognised in the statement of financial position		
- Other post-retirement benefits	**2,420**	5,120
Analysed as follows:		
Non-current liabilities	**2,420**	5,120
Amount charged to profit or loss	**489**	4,054
Amount credited to other comprehensive income	**(3,189)**	-

(i) The Group contributes to a defined benefit pension. The plan is a final salary plan, which provides benefits to the members in a form of guaranteed level of pension payable for life. The level of benefits provided depends on members' length of service and their salary in the final years leading to retirement.

The assets of the plan are independently administered by Aon Hewitt Ltd.

(ii) The amounts recognised in the statement of financial position are as follows:

	THE GROUP	
	2021	2020
	Rs'000	Rs'000
Present value of obligations	**2,420**	5,120

(iii) The movement in the defined benefit obligation over the year is as follows:

	THE GROUP	
	2021	2020
	Rs'000	Rs'000
At July 1,	**5,120**	1,066
Charged to profit or loss (Note 14 (v))	**489**	4,054
Credited to other comprehensive income (Note 14 (vi))	**(3,189)**	-
At June 30,	**2,420**	5,120

(iv) The movement in defined benefit obligations over the year is as follows:

	THE GROUP	
	2021	2020
	Rs'000	Rs'000
At July 1,	**5,120**	1,066
Current service cost	**329**	414
Interest expense	**160**	269
Restatement	**-**	3,371
Liability experience gains	**(992)**	-
Liability gain due to change in demographic assumptions	**(236)**	-
Liability gain due to change in financial assumptions	**(1,961)**	-
At June 30,	**2,420**	5,120

14. RETIREMENT BENEFIT OBLIGATIONS (CONT'D)

(v) The amounts recognised in other comprehensive income are as follows:

	THE GROUP	
	2021	2020
	Rs'000	Rs'000
Current service cost	**329**	414
Interest expense	**160**	269
Restatement	**-**	3,371
Amount charged to profit or loss	**489**	4,054

(vi) The amounts recognised in other comprehensive income are as follows:

	THE GROUP	
	2021	2020
	Rs'000	Rs'000
Liability experience gains	**992**	-
Liability gain due to change in demographic assumptions	**236**	-
Liability gain due to change in financial assumptions	**1,961**	-
Amount credited to other comprehensive income	**3,189**	-

(vii) No contributions are expected to post-employment benefit plan for the year ending June 30, 2022.

(viii) The principal actuarial assumptions used for accounting purposes are:

	THE GROUP	
	2021	2020
	%	%
Discount rate	**5.00**	3.14
Future salary increase	**2.00**	2.00

(ix) The weighted average duration of the defined benefit obligations for the Group at the end of the reporting period is 19 years (2020: 22 years).

(x) Sensitivity analysis on defined benefit obligations at the end of the reporting date:

	THE GROUP	
	2021	2020
	%	%
Increase due to 1% decrease in discount rate	**797**	7,486
Decrease due to 1% increase in discount rate	**441**	3,228

An increase of 1% of the principal actuarial assumptions would not have a material impact on defined benefit obligations at the end of the reporting period.

15. REVENUE

	THE GROUP		THE COMPANY	
	2021	2020	**2021**	2020
	Rs'000	Rs'000	**Rs'000**	Rs'000
Management fees	**22,073**	20,084	**-**	-
Dividend income	**1,385**	1,168	**1,385**	1,168
Other revenue	**491**	243	**-**	-
	23,949	21,495	**1,385**	1,168
Revenue from rendering of services	**22,564**	20,327	**-**	-
Dividend income	**1,385**	1,168	**1,385**	1,168
	23,949	21,495	**1,385**	1,168

Timing of revenue recognition	THE GROUP		THE COMPANY	
	2021	2020	**2021**	2020
	Rs'000	Rs'000	**Rs'000**	Rs'000
At a point in time	**23,949**	21,495	**1,385**	1,168
Over time	**-**	-	**-**	-
	23,949	21,495	**1,385**	1,168

16. ADMINISTRATIVE EXPENSES

	THE GROUP		THE COMPANY	
	2021	2020	**2021**	2020
	Rs'000	Rs'000	**Rs'000**	Rs'000
Staff costs (note (a))	**37,272**	40,552	**-**	-
Office rental	**5,704**	6,780	**-**	-
Audit fees	**2,809**		**747**	2,717
Legal and professional fees	**2,952**	2,191	**2,551**	2,026
Directors and chairmanship fees	**2,213**	3,535	**2,213**	3,535
Insurance	**211**	146	**21**	17
Motor vehicle expenses	**876**	420	**-**	-
Rent of motor vehicles	**12**	595	**-**	-
Annual report fees	**377**	939	**377**	939
Depreciation (note 4)	**176**	128	**-**	-
Amortisation (note 5)	**846**	1,085		-
Licence	**447**	305"	**196**	196
Business trips	**-**	260	**-**	2
Other expenses	**1,045**	1,368	**761**	386
	54,940	59,051	**8,836**	7,848

16. ADMINISTRATIVE EXPENSES (CONT'D)

(a) Staff costs

	THE GROUP	
	2021	2020
	Rs'000	Rs'000
Wages and salaries	**27,571**	29,567
Social security costs	**1,625**	721
Pension costs - defined contribution plans	**2,046**	2,068
Other post-retirement benefits (note 15(b))	**489**	4,054
Others	**5,541**	4,142
	37,272	40,552

17. IMPAIRMENT LOSSES ON FINANCIAL ASSETS

	THE GROUP		THE COMPANY	
	2021	2020	**2021**	2020
	Rs'000	Rs'000	**Rs'000**	Rs'000
Impairment losses on receivables from related parties	**-**	-	**(47,050)**	(41,041)

18. FINANCE INCOME

	THE GROUP		THE COMPANY	
	2021	2020	**2021**	2020
	Rs'000	Rs'000	**Rs'000**	Rs'000
Foreign exchange gain	**3,586**	4,613		
Interest income on:				
- Loan to related parties	**43**	83	**43**	83
	3,629	4,696	**784**	3,607

19. FINANCE COSTS

	THE GROUP		THE COMPANY	
	2021	2020	**2021**	2020
	Rs'000	Rs'000	**Rs'000**	Rs'000
Interest expense on:				
- Bank overdrafts	**-**	1	**-**	1
- Lease liabilities	**114**	210	**-**	-
	114	211	**-**	1

20. LOSS PER SHARE

	THE GROUP	
	2021	2020
	Rs'000	Rs'000
(a) **Loss per share**		
Net loss attributable to ordinary equity holders of the parent	**(288,906)**	(684,296)
Number of shares ('000)		
Ordinary shares issued at June 30,	**204,094**	204,094
Loss per share		
Basic	**(1.42)**	(3.35)

There have been no other transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of completion of these financial statements.

21. NAV PER SHARE

	THE GROUP		THE COMPANY	
	2021	2020	**2021**	2020
	Rs'000	Rs'000	**Rs'000**	Rs'000
Net asset value	**1,424,144**	1,709,861	**1,378,408**	1,693,555
Number of shares ('000)				
Ordinary shares issued at June 30,	**204,094**	204,094	**204,094**	204,094
NAV per share				
Basic	**6.98**	8.38	**6.75**	8.30

22. RELATED PARTY TRANSACTIONS

(a) THE GROUP

	Interest income		Balance receivables		Balance payables	
	2021	2020	**2021**	2020	**2021**	2020
Investee companies:	**Rs'000**	Rs'000	**Rs'000**	Rs'000	**Rs'000**	Rs'000
AXYS Stockbroking Ltd	**-**	-	**-**	-	**8**	-
SPICE Finance Ltd	**-**	-	**199**	-	**-**	-
AXYS Investment Partners Ltd	**-**	-	**1,451**	-	**-**	-
AXYS Ltd	**-**	-	**-**	-	**-**	5,956
AXYS Services Ltd	**-**	-	**-**	1,302	**10,500**	56
Frontiere Finance Ltd	**-**	-	**1,473**	-	**-**	-
NWT (Mauritius) Ltd	**-**	-	**473**	-	**-**	-
NWT Conseil SA	**-**	-	**11,525**	2,096	**-**	-
NWT Management SA	**-**	-	**32,270**	16,770	**-**	-
NWT Secretarial Services Ltd	**-**	-	**686**	10	**-**	-
Quantilab Holding Ltd	**43**	83	**1,063**	1,021	**-**	-
Others:						
Director of subsidiary	**-**	-	**10,414**	8,310	**-**	-
	43	83	**59,554**	29,509	**10,508**	6,012

(b) THE COMPANY

	Interest income		Balance receivables		Balance payables	
	2021	2020	**2021**	2020	**2021**	2020
Investee companies:	**Rs'000**	Rs'000	**Rs'000**	Rs'000	**Rs'000**	Rs'000
NWT Secretarial Services Ltd	**-**	-	**-**	10	**-**	-
Quantilab Holding Ltd	**43**	83	**1,063**	1,021	**-**	-
	43	83	**1,063**	1,031	**-**	-

Related party transactions are with subsidiaries and associates of the Group as disclosed in Note 5 and 6 respectively.

22. RELATED PARTY TRANSACTIONS (CONT'D)

(c) THE GROUP

	Nature of transactions	Transactions	Net balance receivables: As at June 30, 2020	Net balance receivables: Advances to / (payments by)	Net balance receivables: As at June 30, 2021
		Rs '000	Rs '000	Rs '000	Rs '000
Investee companies:					
AXYS Stockbroking Ltd	Advances	(8)	-	(8)	(8)
AXYS Investment Partners Ltd	Recharge of sales cluster	1,451	-	1,451	1,451
AXYS Ltd Advances 5,956 -	Advances	5,956	5,956	5,956	-
AXYS Services Ltd	Advances	11,746	1,246	(11,746)	(10,500)
Frontiere Finance Ltd	Recharge of sales cluster	1,473	-	1,473	1,473
NWT (Mauritius) Ltd	Recharge of sales cluster	473	-	473	473
NWT Conseil SA	Management fees	9,429	2,096	9,429	11,525
NWT Management SA	Management fees	15,500	16,770	15,500	32,270
NWT Secretarial Ltd	Recharge of sales cluster	676	10	676	686
Quantilab Holding Ltd	Advances	42	1,021	42	1,063
SPICE Finance Ltd	Advances	199	-	199	199
Others:					
Director of subsidiary	Advances	-	8,310	2,104	10,414
		23,445	**23,497**	**25,549**	**49,046**

(d) THE COMPANY

	Nature of transactions	Transactions	Net balance receivables: As at June 30, 2020	Net balance receivables: Advances to / (payments by)	Net balance receivables: As at June 30, 2021
		Rs '000	Rs '000	Rs '000	Rs '000
Investee companies:					
NWT Secretarial Ltd	Management fees	10	10	(10)	-
Quantilab Holding Ltd	Advances	42	1,021	42	1,063
		52	**1,031**	**32**	**1,063**

22. RELATED PARTY TRANSACTIONS (CONT'D)

(e) Key management personnel compensation

	THE GROUP	
	2021	2020
	Rs'000	Rs'000
Salaries and short-term employee benefits	**13,191**	13,231

(i) Key management personnel includes executive directors, non-executive directors and top level management personnel. The compensation includes short-term employee benefits only.

(ii) All the above transactions have been carried out at least under market terms and conditions. There have been no guarantees provided or received for any related party receivables or payables.

(iii) Outstanding balances at year end are unsecured and interest-free with the exception of one intercompany loan which carry interest rate of MCB PLR + 2%. Settlement occurs in cash. The Group has made an impairment assessment by considering the previous repayment behaviours and the future cash flow forecasts covering the contractual period of receivables from related parties. The Group does not expect any default from them and is certain of their ability to pay their debts as they become due in the normal course of business and/or in any adverse economic and business conditions. Consequently, the probability of default is therefore negligible and the Group has not accounted for any impairment loss.

At company level, a receivable from the subsidiary company amounting to Rs.47,050,000 (2020: Rs. 41,041,000) has been impaired during the year.

23. FINANCIAL INSTRUMENTS

Fair value of financial instruments

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Except where stated elsewhere, the carrying amounts of the Group's and the Company's financial assets and liabilities approximate their fair values as disclosed below:

Financial instruments by category

THE GROUP	Fair value through profit or loss		Amortised cost	
	2021	2020	**2021**	2020
Financial assets	**Rs'000**	Rs'000	**Rs'000**	Rs'000
Investments classified at fair value through profit or loss	**1,372,608**	1,681,434	**-**	**-**
Other financial assets	**-**	-	**10,875**	14,103
Trade and other receivables	**-**	-	**61,063**	29,703
Cash and cash equivalents	**-**	-	**4,309**	2,182
Total financial assets	**1,372,608**	1,681,434	**76,247**	45,988

23. FINANCIAL INSTRUMENTS (CONT'D)

Financial instruments by category (cont'd)

THE GROUP	Fair value through profit or loss		Amortised cost	
	2021	2020	**2021**	2020
Financial assets	**Rs'000**	Rs'000	**Rs'000**	Rs'000
Trade and other payables	**-**	-	**23,908**	**13,504**
Lease liabilities	**-**	-	**769**	2,164
Total financial liabilities	**-**	-	**24,677**	15,668

THE COMPANY	Fair value through profit or loss		Amortised cost	
	2021	2020	**2021**	2020
	Rs'000	Rs'000	**Rs'000**	Rs'000
Financial assets				
Investments classified at fair value through profit or loss	**1,372,608**	1,681,434	**-**	-
Other financial assets	**-**	-	**10,875**	14,103
Trade and other receivables	**-**	-	**2,448**	1,225
Cash and cash equivalents	**-**	-	**115**	1,281
Total financial assets	**1,372,608**	1,681,434	**13,438**	16,609
Financial liabilities				
Trade and other payables	**-**	-	**7,697**	4,515
Total financial liabilities	**-**	-	**7,697**	4,515

24. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(a) Financial risk factors

The Group's principal financial liabilities comprise of lease liabilities and trade and other payables. The main purpose of these financial liabilities is to raise finance for the Group and the Company's operations.

The Group has various financial assets, such as investments classified at fair value through profit or loss, trade and other receivables and cash and short term deposits which arise directly from its operations.

The main risks arising from the Group's financial instruments are:
- Interest rate risk;
- Credit risk;
- Liquidity risk;
- Equity price risk

The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effect of the Group's financial performance.

24. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(a) Financial risk factors (cont'd)

The Board of Directors reviews and agrees policies for managing each of these risks. A description of the significant risk factors is given below together with the risk management policies applicable.

(i) Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's and Company's finance lease and bank overdraft with fixed and floating interest rates respectively. Interest rate risks are not hedged.

The Group's income and operating cash flows are exposed to interest rate risk as it sometimes borrows at variable rates. The Group's policy is to manage its interest rate risk by using a mix of fixed and variable rate debts. Changes in market interest rate would also impact on the interest income of the loan to related parties, which would mitigate the Group's and Company's exposure to interest costs.

Interest rate risk table

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, based on historical observations, with all other variables held constant, of the Group's and Company's profit before tax. The impact on equity will be of the same amount.

- Impact on floating rate borrowings:	THE GROUP		THE COMPANY	
	Increase/ decrease in interest free	Effect on loss before tax	Increase/ decrease in interest free	Effect on loss before tax
	%	Rs'000	%	Rs'000
June 30, 2021	**+1**	**12**	**+1**	**-**
	-1	**(12)**	**-1**	**-**
June 30, 2020	+1	23	+1	-
	-1	(23)	-1	-

(ii) Credit risk

Credit risk arises from cash and cash equivalent, contractual cash flows of debt investment carried at amortised cost, and at fair value through profit or loss (FVPL) and as well as credit exposure to related party including outstanding receivables.

Credit risk is managed on a Company/Group basis. For banks and financial institutions, only independently rated parties are accepted.

The Group being an investment holding deals mainly with related parties through advances and current accounts. Receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

24. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(a) Financial risk factors (cont'd)

(ii) Credit risk (cont'd)

Since the Group and the Company trade mainly with related companies, there is no requirement for collateral.

The Group and the Company have no significant concentration of credit risk, with exposure spread over a large number of related entities.

Exposure to credit risk for trade receivables have been disclose in Note 9.

(iii) Liquidity risk management

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. The Group and the Company aims at maintaining flexibility in funding by keeping reliable credit lines available. Management is responsible for liquidity and funding. The Group and the Company has minimised its liquidity risk by ensuring that it has adequate banking facilities and reserve borrowing capacity.

The table below summarises the maturity profile of the Group's and Company's financial liabilities at year end based on contractual undiscounted payments.

	THE GROUP			
	On demand	Less than 1 year	More than 1 year	Total
Financial Liabilities	**Rs'000**	**Rs'000**	**Rs'000**	**Rs'000**
June 30, 2021				
Financial guarantees	**-**	**181,118**	**-**	**181,118**
Trade payables	**-**	**5,724**	**-**	**5,724**
Lease liabilities	**-**	**618**	**151**	**618**
Amount due to related parties	**-**	**10,508**	**10,508**	**10,508**
	-	**197,968**	**10,659**	**197,968**
Financial Liabilities				
June 30, 2020				
Financial guarantees	-	75,236	75,236	75,236
Trade payables	-	2,427	2,427	2,427
Lease liabilities	-	1,395	769	1,395
Amount due to related parties	-	6,012	6,012	6,012
	-	85,070	84,444	85,070

24. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(a) Financial risk factors (cont'd)

(iii) Liquidity risk management (cont'd)

	THE COMPANY		
	On demand	Less than 1 year	Total
Financial Liabilities	**Rs'000**	**Rs'000**	**Rs'000**
June 30, 2021			
Financial guarantees	-	181,118	181,118
Trade payables	-	3,519	3,519
	-	184,637	184,637

	THE COMPANY		
	On demand	Less than 1 year	Total
Financial Liabilities	**Rs'000**	**Rs'000**	**Rs'000**
June 30, 2020			
Financial guarantees	-	75,236	75,236
Trade payables	-	1,150	1,150
	-	76,386	76,386

(iv) Equity price risk management

The Group and Company are susceptible to equity market price risk arising from uncertainties about future prices of the equity securities because of investments classified at fair value through profit or loss. To manage its price risk arising from investments in equity securities, the Group and the Company diversify their portfolio.

Sensitivity analysis

Refer to note 7 on IFRS 13 disclosure.

(v) Foreign currency risk

The Group operates internationally and are exposed to foreign exchange risk arising from currency exposures with respect to Swiss Franc ("CHF") and United States Dollar ("USD"). The Group has bank accounts, current accounts in these foreign currencies.

The following table demonstrates the sensitivity of the Group's loss after tax following a reasonable possible change only in the foreign exchange rates of CHF & USD vis a vis Mauritian Rupees. This exercise is based on revalued foreign currency balances at year end.

The analysis is based on the assumption that MUR strengthened/weakened against CHF and USD by 5% (2020:5%) and its corresponding impact on loss.

24. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(v) Foreign currency risk (cont'd)

	Movement in exchange	THE GROUP 2021 Rs'000	THE GROUP 2020 Rs'000	THE COMPANY 2021 Rs'000	THE COMPANY 2020 Rs'000
CHF in relation to Rs	+5	1,851	802	-	-
	-5	(1,851)	(802)	-	-
USD in relation to Rs.	+5	(13)	-	-	-
	-5	13	-	-	-

(b) Capital risk management

The Group and the Company manage their capital to ensure the Group and the Company is financially sustainable while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Group and the Company manage their capital structure and make adjustment to it, in light of changes in economic conditions. In order to maintain or adjust the capital structure, the Group and the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group and the Company monitor capital using a gearing ratio, which is net debt divided by total capital plus debt. The Group's and the Company's strategy was to maintain the debt-to-adjusted capital ratio at the lower end, in order to secure access to finance at a reasonable cost. The Group and the Company include within net debt, interest-bearing loans and borrowings, less cash in hand and at bank. Total capital is calculated as "equity" as shown in the statement of financial position less net unrealised gains reserves.

The gearing ratios at June 30, 2021 and June 30, 2020 were as follows:

	THE GROUP 2021 Rs'000	THE GROUP 2020 Rs'000	THE COMPANY 2021 Rs'000	THE COMPANY 2020 Rs'000
Lease liabilities	769	2,164		-
Less cash in hand and bank balances	(4,309)	(2,182)	(115)	(1,281)
Net debt	(3,540)	(18)	(115)	(1,281)
Total equity	1,424,144	1,709,861	1,378,408	1,693,555
Capital and net debt	1,420,604	1,709,843	1,378,293	1,692,274
Gearing ratio	N/A	N/A	N/A	N/A

The Company's and Group's strategy, which is unchanged from 2020, is to maintain the debt-to-adjusted capital ratio at the lower end, in order to secure finance at a reasonable cost. The Company has surplus cash in hand and bank balance over lease liabilities.

25. COMMITMENTS

(a) Capital commitments

At June 30, 2021, the Group had no capital commitments.

(b) Guarantees

The guarantees given at June 30, 2021 by the Company were as follows:
- Lease guarantee of Rs. 66M provided by the Company in favour of Gladius Limitee.
- Financial bank guarantee of Rs. 12M provided by UIL in favour of facilities taken by Pelagic Process Ltd.
- Financial bank guarantee of USD 2.4M provided by UIL in favour of facilities taken by AXYS Group Ltd.

(c) Operating lease commitments

The Group entered into a lease agreement for office space occupied by the Company with AXYS Services Ltd for the rental of premises, furniture, fixtures and fittings, other equipment and related expenses. The lease duration period is for 10 years. Office rental expense and recharge of expenses are based on the number of employees each month and utilities consumption for specific expenses. As such, rental expenses are variable and are recognised when invoices are received. Management believes that the Group's adoption of the invoicing amount on a systematic basis, rather than straight lining, duly reflects the time pattern of the user's benefits of the operating lease. In this effect, no disclosure has been made for the forthcoming commitments presented by this operating lease agreement. Hence, Management is of opinion that the future aggregate minimum lease payments for the lease agreement is difficult to forecast.

26. SUBSTANTIAL SHAREHOLDERS

	Direct	Indirect	Effective
	%	%	%
Terra Mauricia Ltd	**29.0**	**-**	**29.0**
Firefox Ltd	**20.6**	**-**	**20.6**
Portfolio and Investment Management Ltd	**9.3**	**-**	**9.3**
Michel Guy Rivalland	**8.7**	**-**	**8.7**
Jason Limited	**5.4**	**-**	**5.4**

27. GOING CONCERN

The Group incurred a net loss of Rs.288.9M (2020: loss of Rs.684.3M) and the Company incurred a net loss of Rs.315.1M (2020: loss of Rs.695.3M) for the year ended June 30, 2021 mainly due to negative fair value movements on its investments. The Group and the Company have a revenue deficit of Rs.150.9M and Rs.193.4M respectively as at June 30, 2021 (2020: Retained earnings of Rs.138.0M and Rs.121.7M for the Group and the Company respectively). As at June 30, 2021, the Group's current assets exceeded its current liabilities by Rs.42.2M (2020: Rs.18.0M) and the Company's current liabilities exceeded its current assets by Rs.5.1M (2020: Rs.2.0M).

In 2021, the Directors approved the orderly exit of the Company's investments. As at the date of these financial statements, the Company has successfully completed the sale of its laboratory and medical testing businesses and agreed to the sale of its financial businesses.

Considering the Group's success to date in implementing the Board's strategy to effect an orderly exit of the Company's investments and with the continued support of its subsidiaries's debt providers, the Directors have made an assessment of the Group's ability to continue as a going concern and, based on available information as at the date of these financial statements, determined that the Group will continue in operational existence for the foreseeable future.

With the signature of a Share Purchase Agreement ("SPA") between UIL and Alternative Capital Investments Ltd ("ACIL") on 20th July 2022, concerning the sale of AXYS Ltd's operating subsidiaries, applications were made by the Company and Terra Mauricia Ltd ("TML") to the Supreme Court for the withdrawal of the Scheme application by UIL and by TML for the removal of its objections. The Supreme Court has acceded to the request of UIL on 26th July 2022 and that of TML on 9th August 2022 respectively.

27. GOING CONCERN (CONT'D)

Accordingly, the Directors believe it is appropriate for the financial statements to be prepared on the going concern basis due to the following:

- The Scheme of Arrangement is no longer valid.
- The Group and the Company will have sufficient funds available to sustain their operations over the next twelve months from the date of approval of these financial statements, taking into consideration the information available as at to date.
- The Company's underlying subsidiaries continue to engage with their debt providers as regards formalizing future debt requirements, and taking into account the successful implementation to date of the exit strategy. The Group has as to date an amount of Rs.431M which is due to be settled on completion of the SPA, since the debts are linked to the disposal of the financial investees. The SPA is subject to a number of Conditions Precedents including regulatory approvals. Completion is expected at latest September 30, 2022 which the Directors believe is achievable. Moreover, the total overdraft facilities of Rs.574M has a maturity date of September 30, 2022 and are expected to be restructured with the continued support of the Group's main bankers.

The validity of the going concern assumption described above, depends on the continued financial support from the banks and the proceeds generated from sale of assets to meet liquidity requirements as well as any additional short term financing facilities that the Group may require and on the successful completion of all the Conditions Precedents included in the SPA. This results in a material uncertainty related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern.

28. CONTINGENT LIABILITIES

On August 22, 2019, the Competition Commission of Mauritius (CCM) has issued a press communique to the effect that the Executive Director has completed two investigations in the supply of chemical fertilisers in Mauritius and that the respective reports have been submitted to the Commissioners of the CCM for the determination of the case. Based on the findings of the two investigations, the Executive Director has recommended the imposition of financial penalties amounting to:

(i) Rs.55.9 million calculated as per Section 59 of the Competition Act 2007 for breach of section 41 of the Competition Act 2007 for the first investigation; and
(ii) Rs.15.1 million calculated as per Section 59 of the Competition Act 2007 for breach of section 42 of the Competition Commission Act 2007 for the second investigation

The Company has issued a communique on August 23, 2019 to clarify on the said communique from the CCM. UIL has been communicated the Final Reports shortly after June 29, 2018. It is to be noted that Island Renewable Fertilizers Ltd (IRFL, now known as Intego Ltd) is the producer of fertilisers and UIL is, in fact, no more than an investor in IRFL. UIL has not been notified that the Final Findings of the Executive Director and his recommended penalties have been upheld by the Commissioners of the CCM.

UIL strongly disagrees with the Findings of the Executive Director.

The CCM has exercised its discretion to accede to UIL's request to convene a hearing to hear its views on the Final Reports of the Executive Director of the CCM dated June 29, 2018 following his investigations in the supply of chemical fertilisers in Mauritius. This discretionary hearing has given UIL a first opportunity to thrash out the reasons for which it considers that the findings reached by the Executive Director cannot be relied upon by the CCM. The CCM agreed to hold a "Procedural Hearing" on October 29, 2019 at the request of UIL; the purpose of the said Procedural Hearing was for the CCM to rule upon some preliminary procedural issues before the holding of the substantive hearing. The CCM delivered its ruling on April 28, 2020. Given the prevailing uncertainly on the opening of the borders, no date has yet been earmarked by the CCM for the holding of the substantive hearing. UIL is represented by Paul Ozin, QC of 23 Essex Street together with Hervé Duval, QC and Karvi Arian of Ahnee-Duval, Law Firm.

The request of UIL to have a "Substantive Hearing" held In-Camera, was thereby acceded to by the CCM and the said "Substantive Hearing" was held on April 20, 2022. For the purpose of the "Substantive Hearing", UIL was represented by Paul Ozin, QC of 23 Essex Street together with Hervé Duval, QC and Karvi Arian of Ahnee- Duval, Law Firm. During the said hearing, UIL has made a motion for a "Stay of Proceedings" before the CCM and parties are currently waiting for the ruling of the CCM on such a "Stay of Proceedings". Were the motion of UIL for a "Stay of Proceedings" to be acceded to and granted by the CCM, then proceedings would stop before the CCM, as far as UIL is concerned.

29. SEGMENTAL REPORTING

(a) Since the financial year 2018, the Group is organised into financial and non-financial clusters.

(b) The Board of Directors is the Chief Operating Decision Maker (CODM) and monitors the operating results of its business by clusters for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on the fair value of investments portfolios.

(c) The table below represents the fair value of investments per cluster.

	THE GROUP AND THE COMPANY	
	2021	2020
	Rs'000	Rs'000
Financial services ("AXYS")	**960,362**	1,369,954
Non-financial services		
Agriculture ("OXIA Agro")	**112,769**	46,282
Hospitality ("OXIA Hospitality")	**154,489**	170,829
Technology ("OXIA Tech")	**120,400**	66,069
Energy	**15,343**	19,517
Investment property	**9,245**	8,783
	1,372,608	1,681,434

(d) **Geographical**

	THE GROUP AND THE COMPANY			
2021	**Mauritius**	**Europe**	**Others**	**Total**
	Rs'000	**Rs'000**	**Rs'000**	**Rs'000**
Financial services ("AXYS")	**687,584**	**239,785**	**32,993**	**960,362**
Non-financial services				
Agriculture ("OXIA Agro")	**112,769**	**-**	**-**	**112,769**
Hospitality ("OXIA Hospitality")	**154,489**	**-**	**-**	**154,489**
Technology ("OXIA Tech")	**120,400**	**-**	**-**	**120,400**
Energy	**15,343**	**-**	**-**	**15,343**
Investment property	**9,245**	**-**	**-**	**9,245**
	1,099,830	**239,785**	**32,993**	**1,372,608**
2020				
Financial services ("AXYS")	481,922	863,532	24,500	1,369,954
Non-financial services				
Agriculture ("OXIA Agro")	46,282	-	-	46,282
Hospitality ("OXIA Hospitality")	170,829	-	-	170,829
Technology ("OXIA Tech")	66,069	-	-	66,069
Energy	19,517	-	-	19,517
Investment property	8,783	-	-	8,783
	793,402	863,532	24,500	1,681,434

29. SEGMENTAL REPORTING (CONT'D)

(e)

	Total	Financial	Non Financial	Others
	Rs'000	Rs'000	Rs'000	Rs'000
THE GROUP				
Loss before tax	**(288,906)**	**(483,931)**	**222,502**	**(27,477)**
THE COMPANY				
Loss before tax	**(315,147)**	**(483,931)**	**222,502**	**(53,718)**

30. CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

(a) Obligations under finance lease

	THE GROUP	
	2021	2020
	Rs'000	Rs'000
At July 1, 2020	**2,164**	3,147
Repayment of leases	**(1,395)**	(983)
At June 30,	**769**	2,164

31. EVENTS AFTER REPORTING DATE

(a) On May 31, 2022 UIL disposed of all its holding in Quantilab Ltd and Novalab Ltd, through its 100% owned subsidiary company OXIA Tech Ltd, to the international Group Qima and to IBL Life Together Ltd respectively.

These two entities have been valued accordingly in the 2021 year-end accounts.

(b) Further to the Cautionary Announcement of February 4, 2022, the Board of Directors (the "Board") of United Investments Ltd ("UIL" or the "Company") issued a further Cautionary Announcement stating that '….on recommendation of its Transaction Advisors, namely Ernst & Young, KICK Advisory Services and its lawyers, BLC Robert, a Share Purchase Agreement (SPA) has been signed with Alternativ Capital Investments Ltd (ACIL).

The SPA concerns the sale of AXYS Group of Companies representing all of its operational financial services subsidiaries. ACIL is a consortium led by Senior Management of AXYS Group together with local and foreign shareholders. The Consideration is made up of a payment of MUR1,100M on closing, MUR300M deferred consideration to be paid in 2024 and an Earn Out based on an agreed mechanism to be paid by 2025. The SPA is subject to a number of Conditions Precedent including regulatory approvals. Completion is expected at latest September 30, 2022.

(c) With respect to the Scheme of Arrangement, applications were made by the Company and Terra Mauricia Ltd (TML) to the Supreme Court for the removal of the Scheme by UIL and also by TML for the removal of its objection. Approval by the Supreme Court has been granted to UIL on July 26, 2022 and to Terra Mauricia Ltd on August 9, 2022 respectively. UIL issued a communique in that respect on August 22, 2022.

(d) All debts have been disclosed at their carrying amount as at June 30, 2021 in Note 7, with their new terms and conditions agreed subsequent to reporting date as follows:

- A new subscription agreement was signed on May 2,2022, effective March 1, 2022, superseding all previous agreements. The existing 1,390,000 notes for a principal amount of Rs.1,390M were renewed and an additional issuance of 60,000 notes for an amount of Rs.60M was made, thus increasing the total subscription amount to Rs.1,450M. All outstanding interests at February 28, 2022 were settled on May 10, 2022 and the next interest payment will be due on September 30, 2022. The interest rate was amended from a fixed rate of 4% to repo + margin of 2.15% p.a. All other terms and conditions remained unchanged. The new subscription amount of Rs.1,450M has a maturity date of September 30, 2024 and is linked to the realisation of the Company's investment in Attitude Hospitality Ltd.

- The Group has requested extention on all borrowings, including bank overdrafts to align with the completion date of the SPA, which is, September 30, 2022. They are expected to be restructured with the continued support of the Group's main bankers.

(e) The Directors acknowledged the outbreak of COVID-19 which has caused economic disruption is most countries and led to significant volatility and declines in the global markets. In addition, the recent outbreak of the Russian initiated war with Ukraine has countries facing inflationary threats.

Governments worldwide announced relief packages to support affected businesses so as to mitigate the impact of COVID-19. The duration and impact of the COVID-19 pandemic, as well as the effectiveness of government and central bank responses, remains unclear at this time.

The Directors has been monitoring the evolving situation closely since then to evaluate any significant potential exposure.

However, as of date of authorisation of these financial statements, the Directors are of the view that the Group's operations have not been materially negatively impacted by the above-mentioned events.

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