LISTING PARTICULARS

in relation to the issue and listing of up to MUR 1 Billion Fixed Rate Secured Notes (and any Permitted Oversubscription) by way of private placement

IHL 5% p.a. 22/10/2028

LEC/P/09/2021

These Listing Particulars (the "**Listing Particulars**") are issued by Investcorp (Holdings) Ltd (IHL) in relation to the offer and issue by way of private placement of the fixed rate secured notes as further described in this document (the "**Notes**") and subsequent listing of the Notes on the Official Market of the Stock Exchange of Mauritius Ltd ("**SEM**").

These Listing Particulars have been prepared in compliance with the Listing Rules of the Stock Exchange of Mauritius Ltd, the Securities Act 2005, the Securities (Preferential Offer) Rules 2017 and contains relevant information relating to the offer and placement of the Notes described herein, and the Official Listing of such Notes on the Official Market of the SEM.

Neither these Listing Particulars nor any information contained herein relating to the Notes may be treated as a prospectus for the purposes of the Securities Act 2005 or be released to the public. Accordingly, nothing in this document shall be construed as an offer to sell Notes to the public in Mauritius or elsewhere. The Notes are intended to be distributed by way of private placement only as further described herein.

The circulation and distribution of these Listing Particulars in certain jurisdictions may be restricted by law. Persons who may come into possession of these Listing Particulars are required to inform themselves of, and to observe, any such restrictions. These Listing Particulars does not constitute an offer to sell, or a solicitation of an offer to buy, a security in any jurisdiction in which it is unlawful to make such an offer or to any person to whom it is unlawful to make such an offer or solicitation in such jurisdiction. This document is not meant to be redistributed, reproduced, or used, in whole or in part, for any other purpose.

An application has been made to the SEM for the listing of up to 1,200,000 Notes on the Official Market of the SEM.

The Company has not, and does not, intend to apply for listing of the Notes on any other securities exchanges in Mauritius or abroad.

Investcorp (Holdings) Ltd
(Formerly S.L.D Investment Ltd)
Incorporated in the Republic of Mauritius
Registration number: C08081082
Having its registered address at Lot 22, Bank Street
Ebene Cybercity, Ebene, Mauritius
SEM code: [ ]
ISIN: [ ]
LEC/P/09/2021
("**IHL**", the "**Company**", or the "**Issuer**")

LISTING PARTICULARS

These Listing Particulars are issued by Investcorp (Holdings) Ltd. IHL is a company incorporated in the Republic of Mauritius under the Companies Act 2001 on 9 June 2008 as a private company limited by shares (under the name of S.L.D Investment Ltd) with Business Registration Number C08081082. The name of the Company was changed from S.L.D Investment Ltd to Investcorp (Holdings) Ltd with effect from 3 December 2020, and IHL was also converted into a public company limited by shares on 8 March 2021.

The attention of readers is drawn to section 3, which contains a summary definition of all key terms used in these Listing Particulars.

For a full appreciation of the Listing Particulars, the document should be read in its entirety. If you are in any doubt about the contents of this document you may consult an independent qualified person who may advise you accordingly.

This document does not constitute an invitation to the public to subscribe for Notes in IHL. The Company is currently undertaking a private placement of Notes which opened on 10 August 2021 and which is expected to close on 19 October 2021. The Notes were offered only to a few 'qualified investors' (as this term is defined in Chapter 18 Part B of the SEM Listing Rules, that is investors who are knowledgeable and understand the risks of investing in specialist debt instruments and include but are not limited to expert investors as defined in the Securities (Collective Investment Schemes and Closed-end Funds) Regulations 2008) by the Company. The total cost of investment for each person to whom the Offer is made must be for an amount of at least MUR 1 million and each person must subscribe or purchase Notes for their own account.

	2021
Opening date of the Offer at 09:00 (Mauritius time) on	10 August
Closing date of the Offer at 12:00 (Mauritius time) on	19 October
Payment date	22 October
Issue date	22 October

A copy of these Listing Particulars is available in English only, accompanied by the documents referred to under "Documentation available for inspection" as set out in section 11.5 of these Listing Particulars.

These Listing Particulars may be distributed to targeted investors in connection with the private placement. It is issued in compliance with the Securities Act 2005 and the Securities (Preferential Offer) Rules 2017 for the purpose of giving information to targeted investors, and pursuant to the SEM Listing Rules governing the listing of the Securities on the Official Market of the SEM.

The directors, whose names appear on pages 50 and 51, collectively and individually, accept full responsibility for the accuracy and completeness of the information contained in these Listing Particulars and confirm, having made all reasonable enquiries that to the best of their knowledge and belief there are no facts the omission of which would make any statement herein misleading.

The distribution of these Listing Particulars and the placing, sale or delivery of the Notes is restricted by law in certain jurisdictions. Therefore, persons who may come into possession of these Listing Particulars are advised to consult their own legal advisors as to what restrictions may be applicable to them and to observe such restrictions. These Listing Particulars may not be used for the purpose of an offer or invitation in any circumstances in which such offer or invitation is not authorised.

Targeted investors should not treat the contents of these Listing Particulars as advice relating to legal, taxation, investment or any other matters. Targeted investors should inform themselves as to (i) the legal requirements within their own respective country for the purchase, holding, transfer or other disposal of the Notes; (ii) any foreign exchange restrictions applicable to the purchase, holding, transfer or other disposal of the Notes which they may encounter; (iii) the income and other tax consequences which may apply in their own countries as a result of the purchase, holding, transfer or other disposal of the Notes. Targeted investors must rely on their own representatives, including their own legal advisors and accountants, as to legal, tax, investment or any other related matters concerning the Company and an investment therein. These Listing Particulars should be read in its entirety before making any application for the Notes.

Investors should take into account that there are certain risk factors which may affect the Company's future performance and the industry in which it operates; these include (but are not limited to) risks associated with (i) economic, social, environmental and political matters in Mauritius and in the countries where tenants of the Company derive their business revenue (ii) leasehold lands, (iii) the lessee meeting its rental obligations, (iv) natural disaster and damage, and (v) interest rate and taxation. Accordingly, it is strongly recommended that targeted investors read the section entitled "Risk Factors" set out in section 9 of this document for a more detailed discussion of the factors that could affect the Company's future performance and the industry in which it operates.

Certain information contained herein has been obtained from industry sources and other published sources prepared by third parties. The Board has not independently verified and cannot assure the accuracy of any data obtained from such sources. While such sources are believed to be reliable, neither the Company nor its Directors assumes any responsibility for the accuracy of such information.

These Listing Particulars do not purport to be all-inclusive or to contain all the information that a prospective investor may desire in evaluating the Issuer. Each investor contemplating investing in the Notes should make its own independent investigation and appraisal of the financial condition and affairs, and of the creditworthiness of, the Issuer, and the terms of the offering, including the merits and risks involved in making an investment decision with respect to the Notes. The investment activities of some investors may be subject to investment laws and regulations, or review or regulation by certain authorities. Investors are advised to consult their investment adviser, investment dealer, tax adviser or legal advisers to ensure compliance with their investment policy before making any investment decision in relation to the Notes.

Furthermore, nothing in these Listing Particulars shall be construed as a recommendation by the Issuer that any recipient thereof should invest in the Notes.

FORWARD-LOOKING STATEMENTS

These Listing Particulars contain forward looking statements that are, by their nature, subject to significant risks and uncertainties. These forward-looking statements include statements relating to:

- the Company’s investment and operating strategies;
- the amount and nature of, and potential for, future development of the Company’s business;
- various investment opportunities that the Company may pursue;
- the prospective financial information regarding the Company;
- the regulatory environment relating to the Company;
- changes in political, economic, legal and social conditions and risks in any selected markets in which the Company will invest; and
- other factors beyond the Company’s control.

In some cases, forward looking statements are identified by such terminology as "may," "will," "should," "could," "would," "expect," "intend," "plan," "anticipate," "going forward," "ought to," "seek," "project," "forecast," "believe," "estimate," "predict," "potential" or "continue" or the negative of these terms or other comparable terminology. Such statements reflect the current views of the Company with respect to future events, operations, results, liquidity and capital resources and are not guarantees of future performance and some of which may not materialise or may change. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, it cannot assure targeted investors that those expectations will prove to be correct, and such investors are cautioned not to place undue reliance on such statements.

In addition, unanticipated events may adversely affect the actual results the Company achieves. Important factors that could cause actual results to differ materially from expectations are disclosed under the section entitled "Risk Factors" in these Listing Particulars. Except as required by law, the Company undertakes no obligation to update or otherwise revise any forward-looking statements contained in these Listing Particulars, whether as a result of new information, future events or otherwise after the date of these Listing Particulars. All forward looking statements contained in these

Listing Particulars are qualified by reference to the cautionary statements set forth in this section.

None of the LEC, the SEM or the FSC assumes any responsibility for the contents of these Listing Particulars. The LEC, the SEM and the FSC make no representation as to the accuracy or completeness of any of the statements made or opinions expressed in these Listing Particulars and expressly disclaim any liability whatsoever for any loss arising from or in reliance upon the whole or any part thereof.

Permission was granted by the LEC on 29 September 2021 in respect of the listing of up to 1,200,000 Notes on the Official Market of the SEM.

The Notes will be listed on the Official Market of the SEM on or about 22 October 2021. On the first day of trading, 500 Notes will be made available on the market at an indicative price of MUR 1,000 per note (the indicative prices will be adjusted to the nearest tick size as per Trading Procedures).

A copy of these Listing Particulars will be available for inspection during normal business hours at Investcorp (Holdings) Ltd, 22 Bank Street, Cybercity, Ebene, Mauritius for a period of 14 days and starting from 29 September 2021.

A copy of these Listing Particulars have been filed with the FSC.

Company secretary	**Arranger, Transaction advisor and Book Runner and SEM Authorised Representative & Sponsor**
MR YVES MEYEPA	
Legal advisor	**Auditors**
	DELOITTE
Noteholders' Representative and Security Agent	**Registrar, Transfer, Paying and Calculation Agent**
SBM FUND SERVICES LTD	**M.C.B. REGISTRY AND SECURITIES LTD.**
Escrow Bank	

Date and place of incorporation of the Company: 9 June 2008, Mauritius

Date of issue of these Listing Particulars: 29 September 2021

CORPORATE INFORMATION AND FUNCTIONARIES

Registered office and postal address of the Company	**Company Secretary**
Lot 22, Bank Street, Ebene Cybercity	Mr Yves Meyepa
Ebene	Lot 22, Bank Street, Ebene Cybercity Ebene
Transaction Advisor, Arranger, Book Runner, Placing Agent and SEM Authorised Representative & Sponsor	**Mauritian Banker and Escrow Bank**
Perigeum Capital Ltd	SBM Bank (Mauritius) Ltd
Level 3, Alexander House	State Bank Tower 1
35 Cybercity, Ebene, 72201	Queen Elizabeth II Avenue
Mauritius	Port Louis
	Mauritius
Auditors	**Legal Adviser**
Deloitte	BLC Robert & Associates
7th Floor, Standard Chartered Tower	2nd Floor, The Axis
19-21 Bank Street	26 Bank Street, Cybercity
Cybercity, Ebene 72201	Ebene 72201
Mauritius	Mauritius
Registrar, Transfer, Paying and Calculation Agent	**Noteholders' Representative and Security Agent**
M.C.B. Registry and Securities Ltd.	SBM Fund Securities Ltd,
9th Floor, MCB Centre	SBM Tower, 1, Queen Elizabeth II
Sir William Newton Street	Avenue,
Port Louis	Port-Louis,
Mauritius	Mauritius

TABLE OF CONTENTS

1 STATEMENT BY THE DIRECTORS

The definitions set out in section 3 (Glossary of Terms) of these Listing Particulars have, where appropriate, been used in this section.

The Directors, whose names appear in Section 8.2 of these Listing Particulars,

(i) accept responsibility for the contents or completeness of these Listing Particulars;

(ii) declare that, to the best of their knowledge and belief, and after making reasonable enquiries, these Listing Particulars comply with the Listing Rules of the SEM, the Securities Act 2005 and the Securities (Preferential Offer) Rules 2017, the information contained in these Listing Particulars is in accordance with facts and the Listing Particulars makes no omission likely to affect the import of such information;

(iii) declare that information sourced from a third party have been accurately reproduced and that as far as the Company is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading;

(iv) declare that any forecasts, estimates or projections of the Issuer provided in the Listing Particulars have been made after due and careful enquiry;

(v) declare that no change in the nature of the business of the Company is being contemplated following the issue of the Notes and the subsequent listing on the Official Market of the SEM; and

(vi) declare that there have been no material changes in the financial position or trading position of the Company since the last audited accounts, except for the acquisition of the issued share capital of Hennessy Tower Development Ltd, which owns 5 floors of a building in Port-Louis (Hennessy Tower) valued at MUR 173.95 million. The Directors, after having made due and careful enquiry, are of the opinion that the working capital available to the Issuer will be sufficient to satisfy its present requirement, for at least twelve months from the date of issue of these Listing Particulars.

APPROVAL BY DIRECTORS

Approved by the board of directors of the Company on 9 August 2021 and signed on its behalf by:

Bhanu P. Jaddoo	**Christine John Chuan**
Director	Director
………………………..	………………………..

2 SALIENT FEATURES OF THE NOTES

The information disclosed in this section is a summary of the terms of the Fixed Rate Secured Notes and is qualified by the other provisions of these Listing Particulars. The full terms are disclosed in Section 4 (Terms and Conditions of the Notes).

General information	
Company	Investcorp (Holdings) Ltd
ISIN Number	Will be provided by the SEM at the time of listing
Instrument	Fixed Rate Secured Notes
Currency	MUR
Purpose	The proceeds from the issuance of the Notes will be used as follows:- | | **MUR** | | Repayment of Existing Indebtedness | 687.2 M | | Payables due to sister companies within the HYVEC Group | 307.2 M | | Listing and capital raising expenses | 5 M | | Payment of lease liabilities on leasehold land | 0.6 M | | | **1,000 M** | In the event of an oversubscription of up to MUR 1.2 Billion, the additional proceeds of MUR 200 Million from the issuance of the Fixed Rate Secured Notes will be used in the following manner:- • MUR 104,770,155 will be earmarked towards settlement of payables due to sister companies within the HYVEC Group; and • The remainder will be maintained by the Issuer as strategic reserves to finance future investment needs.
Issuance information	
Aggregate Principal Amount	MUR 1 Billion
Permitted Oversubscription	Up to MUR 1.2 Billion
Principal Amount per Note	MUR 1,000

Issue Price per Note	100% of the Principal Amount per Note
Minimum Subscription Amount	MUR 1 Million
Minimum Amount raised to proceed with the Issuance	55% of Aggregate Principal Amount
Form of the Issuance	The Notes will be issued in inscribed form - no certificates will be issued
Status of the Notes	The Notes will constitute senior secured obligations of the Issuer, with the ranking being as hereunder: 1. Senior to all classes of the share capital of the Issuer; 2. Senior to an amount due to the ultimate beneficial owner on account of properties acquired by the Issuer; and 3. Senior to any outstanding and future shareholders' loan (The said amount due to the ultimate beneficial owner is payable within a period of 10 years but not earlier than the repayment of the totality of the Notes to all Noteholders).
Dividend Restriction	The Company shall not declare or pay any dividend to the ordinary shareholder until full repayment of the Notes.
Interest payment provisions	
Interest Rate	Fixed 5% per annum
Interest Payment Frequency	Semi-Annual
Ratings Flex Condition	Any downgrade of the rating of the Notes below BBB+ shall warrant an increase in the Interest Rate by 30 bps provided that the Interest Rate shall revert to 5% per annum if such rating is subsequently upgraded to BBB+ or higher.
Interest Payment Date	For each calendar year and subject to the Business Day Convention, the interest payment date shall be on or around the 30 April and 31 October.
Day Count Convention	Actual/365
Business Day Convention	A day (other than a Saturday or Sunday or public holiday) on which commercial banks settle MUR payments in Mauritius
Redemption provisions	

Redemption Amount	100% of the Principal Amount per Note
Redemption Date	Any Business Day occurring on the 7th anniversary of the Issue Date
Redemption Notice	A notice served by the Company to the Noteholders at least 30 days prior to the Redemption Date
Redemption Price	At 100% of the Issue Price
Early Redemption	The Issuer will have a window of 24 months before the Maturity Date to redeem the Fixed Rate Secured Notes, by giving the Redemption Notice
Redemption Mechanism	At least twelve (12) months prior to the Maturity Date, the Issuer shall notify and inform the Noteholders' Representative of its financing plan for the redemption of the Notes, i.e. either through a term loan(s) or through the disposal of asset(s) or through the issue of new securities or such other means as the Board would think appropriate.
Parties	
Arranger, Book Runner and Placing Agent	Perigeum Capital Ltd
Registrar, Calculation, Transfer and Paying Agent	M.C.B. Registry and Securities Ltd.
Noteholders' Representative and Security Agent	SBM Fund Services Ltd
Escrow Bank	SBM Bank (Mauritius) Ltd
Noteholders	The holders of the Notes as recorded in the register maintained by the Agent and following the SEM listing, the CDS
Market information	
Instrument Mode	Private Placement
Listing	The Notes will be listed on the Official Market of the Stock Exchange of Mauritius Ltd
Rating	The Fixed Rate Secured Notes have been assigned a credit rating of 'CARE MAU BBB+ Stable' from CARE Ratings (Africa) Private Limited, a recognized External Credit Assessment Institution (ECAI). The rating rationale is available on the website of CARE Ratings (Africa) Private Limited: http://www.careratingsafrica.com/downloads/Rating

	%20Rationale%20for%20Investcorp%20(Holdings)%20Ltd%2011%20August%202021.pdf
Governing Law	Laws of the Republic of Mauritius
Important dates	
Offer Start Date/Time	10 August 2021 @ 09:00 hrs
Offer End Date/Time	19 October 2021 @ 12:00 hrs
Allotment Date	20 October 2021
Payment Date	22 October 2021
Issue Date	22 October 2021
Interest Commencement Date	22 October 2021
Maturity Date	22 October 2028
Date of Listing and First Trading	On or about 22 October 2021
Security Provisions	
Security	The Notes of MUR 1 Billion (and any Permitted Oversubscription) will be secured by a First Rank Fixed Charge on immovable properties held by the Company for a value of up to MUR 1,927.95 million.
Financial Covenants	
Loan-to-Value (LTV) Ratio	Maximum LTV of 65% at all times (The test will be performed on the audited accounts on an annual basis. Any decrease in the value of the property pledged will not constitute a default if the Company pledges additional assets to cover the shortfall within a timeframe as may be agreed with the Noteholders' Representative)
Escrow Account	An amount equivalent to interest payment for 6 months will be deposited and maintained in the Escrow Account, at all times.
Interest Coverage Ratio	Minimum 1.5X at all times (The test will be performed on the audited accounts on an annual basis)
Cure Period	In the event of a breach of a financial covenant, the Noteholders will be notified within 3 business days and

	the breach will be cured by the Issuer within a grace period of 30 days.

Ratios

Loan-to-Value (LTV) Ratio = $\dfrac{\text{Fixed Rate Secured Notes}}{\text{Value of immoveable properties held by the Company}}$

Interest Coverage Ratio =

$\dfrac{\text{Earnings Before Interest and Taxes Depreciation and Amortization}}{\text{Interest Expense}}$

3 GLOSSARY OF TERMS

In these Listing Particulars, capitalised terms not otherwise defined in these Listing Particulars shall have the corresponding meaning set out in this table, unless the context otherwise requires.

"Act"	The Companies Act No.15 of 2001 as may be amended from time to time.
"Agent"	The entity acting as registrar, calculation, transfer and/or paying agent under the Agency Agreement, for the time being M.C.B. Registry and Securities Ltd.
"Agency Agreement"	An agreement entered into between the Issuer and the Agent as may be amended from time to time.
"Allotment Date"	The date as specified in the section 2 *(Salient Features of the Notes)* as the Allotment Date.
"Amalgamation"	The short form amalgamation under the Act amongst the Issuer and the Security Providers such that the surviving company will be the Issuer.
"Applicable Procedures"	The rules, guidelines and operating procedures of the SEM and/or CDS, as the case may be.
"Attributed Properties"	means the properties of the Issuer or of the Security Providers on which Security Interests are to be granted pursuant to, and as described in, the Security Documents.
"Board"	the Board of Directors of the Issuer for the time being.
"Break Costs"	Means the amount (if any and to the extent that A exceeds B with such amount being floored at zero) by which: (A) the interest which the Noteholders should have received on the redeemed Notes for the relevant Interest Periods during the Break Period, had the Issuer not redeemed such Notes on the Early Redemption Date; exceeds: (B) the future amount which the Noteholders would be able to obtain for the relevant Interest Periods during the Break Period which will be based on computations made by the Agent, on the likely interest receivable for the relevant Interest Periods during the Break Period, using as basis the prevailing rate on long term Government bonds, as mutually agreed between the Issuer and the

	Noteholders' Representative on the date of issue of the Redemption Notice.
"Break Period"	Means the period starting from the Early Redemption Date and ending on the Maturity Date.
"Business Day"	Means any day (other than a Saturday, Sunday or public holiday) on which commercial banks settle MUR payments in Mauritius.
"CDS"	The Central Depository & Settlement Co. Ltd approved under the Securities (Central Depository, Clearing and Settlement) Act 1996 of Mauritius.
"Control"	Has the same meaning set out in Section 5 of the Act.
"Company" or "Investcorp (Holdings) Ltd " or "Issuer" or "IHL"	A public company registered under the laws of Mauritius, under registration number C08081082.
"Constitution"	Means the constitution of the Company dated 20 May 2021 as may be amended from time to time.
"Day Count Fraction"	Means, in respect of the calculation of the Interest Amount for any Interest Period, the actual number of days in the Interest Period divided by 365.
"Directors"	The person appointed for the time being as the director of the Company.
"Early Redemption Date"	means a day on which the Notes are to be redeemed prior to the Maturity Date in accordance with Condition 4.9.2.
"Escrow Account"	an MUR account in the name of the Issuer with the Escrow Bank.
"Escrow Agreement"	An agreement entered into between the Issuer, the Escrow Bank and the Agent in respect of the terms and conditions applicable to the Escrow Account and the Reserve Amount, as may be amended from time to time.
"Escrow Bank"	SBM Bank (Mauritius) Ltd.
"Event of Default"	Has the meaning set out in Condition 4.15.
"Existing Encumbrance"	Means (i) Related Existing Encumbrances and (ii) Other Existing Encumbrances.
"Existing Indebtedness"	means the existing loans of the Issuer or a Security Provider amounting to MUR 687,249,676 as at 30 June 2021, provided that Existing Indebtedness shall not include the Related Loan.

"Following Business Day Convention"	has the meaning set out in Condition 4.7.6.
"FSC"	Financial Services Commission
"Group"	The Issuer and its subsidiary companies mentioned in the Group Structure in Section 7.1 of these Listing Particulars.
"Hyvec Group" or "Hyvec"	The group of companies ultimately controlled by Mr Nawaz Khan Chady, operating under the 'Hyvec' brand.
"Initial Private Placement" or "Offer"	The preferential offer under these Listing Particulars to targeted investors.
"Interest Amount"	means the amount of interest payable in respect of each Note, as determined in accordance with Condition 4.7.3.
"Interest Commencement Date"	means the Issue Date;
Interest Payment Date	has the meaning set out in Condition 4.7.2.
"Interest Period"	means the period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Payment Date and each successive period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next Interest Payment Date.
"Interest Rate"	the interest rate set out in Condition 4.7.1(a).
"Issue Date"	The date as specified in the section 2 *(Salient Features of the Notes)* as the Issue Date.
"Issue Price"	MUR1,000 per Note.
"Last Practicable Date"	30 June 2021
"Listing"	The anticipated admission to listing of the Notes on the Official Market of the SEM.
"Listing Particulars"	these Listing Particulars and its annexures.
"M"	Millions.
"Maturity Date"	means a Business day occurring on the seventh anniversary of the Issue Date, being 22 October 2028.
"Mauritius"	The Republic of Mauritius.
"MUR"	Mauritian Rupees.

"Nominal Amount" or "Principal Amount"	MUR 1,000 per Note.
"Notes"	The Notes to be issued by the Issuer under these Listing Particulars, as part of the Initial Private Placement.
"Noteholder"	The holders of Notes as recorded in the Register kept by the Agent as per the Terms and Conditions.
"Noteholders' Representative"	A person, qualified to act as Noteholders' representative under the Sixth Schedule of the Act, to be appointed under the Noteholders' Representative Agency Agreement, which as at Issue Date is, SBM Fund Services Ltd.
"Noteholders' Representative Agency Agreement"	The agreement, to be entered into in respect of the Notes on or before the Offer End Date, between the Issuer and the Noteholders' Representative in accordance with section 121 of the Act.
"Ordinary Resolution"	In relation to Noteholders, a resolution passed at a properly constituted meeting of such Noteholders duly convened and held in accordance with the provisions of the Terms and Conditions (i) upon a show of hands, by a simple majority of the voting rights attached to the Notes voted by Noteholders present in person or by proxy or (ii) if a poll is duly demanded, by a simple majority of the votes cast at such poll by the Noteholders present in person or by proxy.
"Offer End Date"	The date as specified in the section 2 *(Salient Features of the Notes)* as the Offer End Date.
"Official Market"	The Official List of the Stock Exchange of Mauritius Ltd
"Other Existing Encumbrances"	means the Security Interests over the Attributed Properties granted by a Security Provider as security for the debts of certain companies within the Hyvec Group.
"p.a."	Per Annum
"Permitted Encumbrance"	means (i) the Existing Encumbrance, (ii) the Security Interests taken in accordance with the Terms and Conditions and (iii) such other Security Interests created with the consent of the Noteholders' Representative which consent shall not be unreasonably withheld if following the creation of such new Security Interests, the financial covenants set out in Condition 4.12.1(f) are met.
"Redemption"	means the Maturity Date or an earlier date on which Notes are redeemed in accordance with the Terms and Conditions.

"Related Existing Encumbrance"	means the Security Interests over the Attributed Properties granted by the Issuer or a Security Provider as security for the Existing Indebtedness.
"Related Loan"	means an unsecured loan bearing no interest for the amount due on acquisition of properties (i.e. MUR 848.43M) pursuant to a share purchase agreement dated 30 December 2020 and an addendum to the share purchase agreement dated 30 June 2021, which amount will be payable over a period not exceeding 10 years from the date of the share purchase agreement, but, in any case, not earlier than the repayment of the totality of the Notes to all the holders of the Notes. The payment of the Related Loan shall rank junior, and shall be subordinated, to any payment being made whatsoever from time to time to the holders of the Notes (or any representative that the holders of the Notes may from time to time appoint).
"Register"	means the register of Noteholders.
"Reserve Amount"	has the meaning ascribed to it in Condition 4.6.1.
"Security Documents"	means any document creating a Security Interest in favour of the Noteholders entered into by the Noteholders' Representative including the following agreements to be dated on or about the Issue Date:

a) a fixed charge agreement granted by Hennessy Tower Development Ltd in respect of the tenth, eleventh, twelfth, thirteenth and fourteenth floor in a building known as "Hennessy Tower" situated at Pope Hennessy Street, Port Louis;

b) a fixed charge agreement granted by the Issuer in respect of the first and second floor of a 6-storey building known as 'AXIS Building' erected on leasehold land of 4,053.35 square meters at Ebene Cyber City (Lot 26) leased by the Issuer from Landscope Mauritius Ltd and the leasehold rights to the said land;

c) a fixed charge agreement granted by Eight Sirs Investment Ltd in respect of a building known as "Grand Baie Suites complex" erected on leasehold land of 1,748 square meters at Grand Baie leased from the State of Mauritius and leasehold rights to the said plot;

d) a fixed charge agreement granted by Bonn Properties Ltd in respect of a commercial building of 2,157 square meters erected on leasehold land of 7,495.75 square meters at Ebene (Lot 22C) leased from Landscope Mauritius Ltd and leasehold rights to the said plot;

e) a fixed charge agreement granted by Ibiza City (Holding) Ltd in respect of the fifth, sixth and seventh floor of a building known as "Eagle House Building" and in respect of the ground and first floor of a building known as "Maison Sasha" both erected on leasehold land of 3,798.78 square meters (Lot 15A/5) from Landscope Mauritius Ltd and leasehold rights to the said plot;

f) a fixed charge agreement granted by Ibiza Investment Ltd in respect of a building of 4,925 square meters erected on leasehold land of 3,798.78 square meters at Ebene Cyber City (Lot 15A/3) leased from Landscope Mauritius Ltd and leasehold rights to the said plot;

g) a fixed charge agreement granted by HBL Development Ltd in respect of a building known as 'Sanne Building" erected on leasehold land of 4,045.77 square meters (Lot27) and 4,060 square meters (Lot 28) at Ebene Cyber City leased from Landscope Mauritius Ltd and leasehold rights to the said plot;

h) a fixed charge agreement granted by Ibiza Properties Ltd in respect of 8 storey building erected on leasehold land of 3,798.78 square meters (Lot 15A/4) at Ebene Cyber City leased from Landscope Mauritius Ltd and leasehold rights to the said plot;

"Security Interests" mean any mortgage, charge, encumbrance, pledge, lien or other security interest securing any obligation of any person or any other agreement or arrangement (whether conditional or otherwise) having or intended to have a similar effect, including those granted pursuant to the Security Documents.

"Security Provider" prior to the Amalgamation, each of the following subsidiaries of the Issuer who has granted or will grant Security Interests on their asset (as identified in each Security Document) for the benefit of the Notes:

a) Eight Sirs Investment Ltd;

b) Bonn Properties Ltd;

c) Ibiza City (Holding) Ltd;

d) Ibiza Investment Ltd;

	e) HBL Development Ltd; f) Ibiza Properties Ltd; g) Hennessy Tower Development Ltd; and following the completion of the Amalgamation, each Security Provider will be deemed to be the Issuer pursuant to section 250(5) of the Act.
"SEM"	The Stock Exchange of Mauritius Ltd.
"Special Resolution"	In relation to Noteholders, a resolution passed at a properly constituted meeting of such Noteholders duly convened and held in accordance with the provisions of the Terms and Conditions (i) upon a show of hands, by a majority of not less than 75% of the voting rights attached to the Notes voted by Noteholders present in person or by proxy or (ii) if a poll is duly demanded, by a majority of not less than 75% of the votes cast at such poll by the Noteholders present in person or by proxy.
"Terms and Conditions"	The Terms and Conditions incorporated in the section headed "Terms and Conditions of the Notes" and in accordance with which the Notes will be issued.

In these Listing Particulars, unless there is something in the subject or context inconsistent with such construction:

(a) Words importing the singular number only shall include the plural number and vice versa;

(b) Words importing the masculine gender only shall include the feminine gender;

(c) Words importing persons only shall include companies or associations or bodies of persons, whether corporate or not;

(d) References to statutes, enactments, regulations and to articles or sections of enactments shall include references to any modifications or re-enactments thereof for the time being in force;

(e) The reference to a Section is to a section of these Listing Particulars;

(f) The references to any Condition are to that Condition of the Terms and Conditions;

(g) Any reference to days (other than a reference to Business Days), months or years will be a reference to calendar days, months or years, as the case may be;

(h) Where any term is defined within a particular Condition, that term shall bear the meaning ascribed to it in that Condition wherever it is used in the Terms and Conditions; and

(i) Headings and sub-headings in the Terms and Conditions are inserted for convenience only.

4 TERMS AND CONDITIONS OF THE NOTES

The following are the Terms and Conditions of the Notes to be issued by the Issuer under the Listing Particulars which will be incorporated by reference into each Note.

Copies of the Noteholders' Representative Agency Agreement will be available for inspection at the registered office of the Issuer. The Noteholders are deemed to have notice of, and are entitled to the benefit of, and are subject to, all the provisions of the Noteholders' Representative Agency Agreement

4.1 Interpretation

Unless otherwise defined below, capitalised terms shall have the same meaning as set out in section 3 (Glossary of Terms).

4.2 Issue of Notes

4.2.1 The Issuer intends to issue 1,000,000 Notes at a price of MUR1,000 per Note for an aggregate amount of up to MUR 1 billion. Any oversubscription will be considered positively subject to the Issuer meeting the covenants as prescribed in Condition 4.12.1(f).

4.2.2 The Board reserves its right to close the Initial Private Placement at an earlier date and/or not to process subscriptions received (without assigning any particular reasons thereof) on the occurrence of events which are beyond the control of the Issuer. The Board also reserves its right to extend the Initial Private Placement by extending the Offer End Date. In such case, all targeted investors will be informed of such extension without delay.

4.2.3 Targeted investors shall only accept the Offer and thereafter transfer the application monies into the bank account of the Company if the following conditions precedent are met by the Allotment Date, being 20 October 2021:-

(a) Each targeted investor should receive a copy of the Listing Particulars duly signed by at least two directors of the Issuer;

(b) Each targeted investor should receive a copy of the duly executed Noteholders' Representative Agency Agreement;

(c) Each targeted investor should receive a copy of the final form of all the Security Documents to be entered into on or about the Issue Date; and

(d) The various bank(s) of the Issuer and the Security Providers (i.e. ABSA Bank (Mauritius) Ltd, SBM Bank (Mauritius) Ltd and MauBank) should provide to the Noteholders' Representative an up-to-date statement of the outstanding bank loans.

4.2.4 The Board will not proceed with the issue of the Notes where the number of Notes applied for is less than 550,000, at the time of the Offer End Date for the Initial Private Placement. In such case, the applications received will not be processed and any application monies received by the Company will be returned to the applicants without interest.

4.2.5 It is not anticipated that the current major shareholder and the members of the Board will participate in the Initial Private Placement.

4.2.6 The Issue is not underwritten.

4.2.7 It is expected that the Notes will be listed on the Official Market of the SEM on or about 22 October 2021.

4.2.8 It is anticipated that the Issuer will use part of the proceeds of the Offer to repay all the Existing Indebtedness and upon such repayment¸ the Issuer shall procure for all the Related Existing Encumbrance as well as the Other Existing Encumbrances to be irrevocably and unconditionally released such that, within thirty (30) business days of the Issue Date (without prejudice to Condition 4.5.3), the Noteholders benefit from first ranking Security Interests over the Attributed Properties under the Security Documents.

4.3 Form of the Notes

4.3.1 The Notes will be issued to participants of the Initial Private Placement in registered form. No certificates will be issued. No bearer Notes will be issued.

4.3.2 Legal ownership of the Notes will be reflected in the book entries recorded by the Issuer or the Agent on the Register which shall constitute the definitive evidence of the title of the Noteholder to the number of Notes shown against his name. If Notes are listed, the Issuer and Agent shall recognise a Noteholder as the sole and absolute owner of the Notes registered in that Noteholders' name in the book entries of the CDS as reflected in the Register upon the admission on the SEM.

4.3.3 The Register of Noteholders is to be kept by the Agent.

4.4 Status of Notes

4.4.1 The Notes are direct secured obligations of the Issuer and rank

(a) *pari passu* among themselves;

(b) second with the Existing Indebtedness until the date such Existing Indebtedness is repaid;

(c) senior to holders of all classes of share capital of the Issuer;

(d) senior to the Related Loan;

(e) senior to any outstanding and future shareholders' loan;

(f) save for certain debts required to be preferred by law, at least equally with all other present and future unsecured obligations of the Issuer from time to time outstanding.

4.5 Security

4.5.1 The Notes will have the benefit of the Security Interests on the Attributed Properties created under the Security Documents as security for the Issuer's payment obligations and the performance of the Issuer's obligations in respect of the Notes as set out in this Condition.

4.5.2 The Security Interests created under the Security Documents will not be first ranking over the Attributed Properties for a limited period of time until the repayment of the

Existing Indebtedness and the release of the Existing Encumbrances where the Security Interests in favour of the Noteholders will become first ranking

4.5.3 It is anticipated that the Issuer will use part of the proceeds of the Offer to promptly repay all the Existing Indebtedness and ensure the release of the Related Existing Encumbrance. The Issuer shall promptly notify the Noteholders' Representative upon the repayment of the Existing Indebtedness and provide it with the relevant supporting evidence. It is anticipated that the full repayment of the Existing Indebtedness, the release of the Related Existing Encumbrance (where the Security Interests in favour of the Noteholders will become first ranking) and the release of the Other Existing Encumbrances shall happen within thirty (30) business days of the Issue Date. Should this process take longer than thirty (30) business days, the Issuer should promptly notify the Noteholders' Representative accordingly and provide reasons for such delay(s). Following the full repayment of the Existing Indebtedness and the release of the Existing Encumbrance, the Existing Encumbrance will not be enforceable and the Security Interests of the Noteholders over the Attributed Properties will automatically rank first.

4.5.4 The rights of Noteholders to the Security Interests created under the Security Documents are vested in the Noteholders' Representative for the benefit of the Noteholders and the Noteholders' Representative will administer and enforce those Security Interests in accordance with the provisions of the Noteholders' Representative Agency Agreement.

4.5.5 The Security Interests created under the Security Documents will be discharged as soon as reasonably practicable upon the earlier of the date on which (a) the Notes have been redeemed in full and (b) all outstanding obligations of the Issuer under or in respect of the Notes and the Noteholders' Representative Agency Agreement, have been fully discharged.

4.6 Escrow Account

4.6.1 The Issuer shall establish an Escrow Account in which the Issuer shall credit on or before the Issue Date, a sum representing the Interest Amount for a period of 6 months (the "**Reserve Amount**") and subject to the other provisions of Conditions 4.6, the Issuer shall at all times maintain such Reserve Amount in the Escrow Account until the last payment of interest has been made pertaining to the Maturity Date.

4.6.2 With regards to an Interest Payment Date, the Agent shall be authorised, with written notice to the Issuer and the Escrow Bank, to withdraw all or any part of the Reserve Amount to pay the Interest Amount in the event that the Agent has not received in its account a sum corresponding to an Interest Amount from the Issuer within 5 Business Days of a given Interest Payment Date.

4.6.3 Where any amount has been withdrawn from the Escrow Account pertaining to the payment of interest for a specific Interest Payment Date, the Issuer shall replenish the Escrow Account to make good any shortfall in the Reserve Amount within 30 Business Days of that Interest Payment Date.

4.6.4 For the avoidance of doubt, the withdrawal and use of the Reserve Amount by the Agent in accordance with Condition 4.6 shall not be construed as an Event of Default, provided the Escrow Account is replenished in accordance with Condition 4.6.3.

4.7 Interest

4.7.1 Interest Rate

(a) Each Note shall bear interest on its Nominal Amount until repaid or redeemed, from (and including) the Interest Commencement Date to (but excluding) the Maturity Date at the interest rate of 5% per annum subject to any adjustment pursuant to the provisions of Condition 4.7.1(b) (the "**Interest Rate**").

(b) If rating of the Notes is downgraded below BBB+, then the Interest Rate set out in Condition (a) above shall be increased by 0.3% per annum, with effect as from the Interest Period that starts on the Interest Payment Date occurring immediately after the date on which the Issuer has notified the Noteholders' Representative. If the rating of the Notes is subsequently changed to BBB+ or any higher rating, then, the Interest Rate shall revert to the figure set out in Condition (a) (i.e. 5% per annum), with effect as from the Interest Period that starts on the Interest Payment Date occurring immediately after the date on which the Issuer has notified the Noteholders' Representative. The Issuer undertakes to notify the Noteholders' Representative of any change in its rating, not later than ten (10) Business Days after the Issuer has become aware of same.

4.7.2 Interest Payment Date

(a) Interest will be payable semi-annually in arrears and will occur on 30 April and 31 October (each an "**Interest Payment Date**") and to Noteholders on the Register on the relevant Interest Payment Date.

(b) Interest will be payable on the Interest Payment Date in each year and on the Maturity Date if such date does not fall on an Interest Payment Date.

4.7.3 Calculation of Interest Amount

Each Interest Amount shall be calculated, for each Interest Period, by multiplying the Interest Rate by the Nominal Amount and then multiplying the product by the Day Count Fraction and rounding the resultant to the nearest cent.

4.7.4 Accrual of Interest

Each Note will cease to bear interest from the date of its redemption unless, upon due presentation thereof, payment of principal is improperly withheld or refused. In such event, interest will accrue at the Interest Rate until the date on which all amounts due in respect of such Note have been paid.

4.7.5 Certificates to be Final

All certificates, communications, opinions, determinations, calculations, quotations and decisions given, expressed, made or obtained for the purposes of the provisions of this Condition by the Issuer shall, in the absence of wilful deceit, bad faith, manifest error or any dispute, be binding on the Issuer and all Noteholders, and no liability to the Noteholders shall attach to the Issuer in connection with the exercise or non-exercise by it of its powers, duties and discretions pursuant to such provisions.

4.7.6 Following Business Day Convention

If any Interest Payment Date (or such other date) referred to in these Terms and Conditions would otherwise fall on a day that is not a Business Day, such date shall be postponed to the next day that is a Business Day.

4.8 Payments

4.8.1 Payments of interest and principal will be made by electronic funds transfer to the account designated for the purpose by the Noteholder to the Issuer.

4.8.2 Upon listing of the Notes, any payment in respect of the Notes shall be credited as per prevailing instructions on CDS account of the Noteholder. In the event that an invalid bank account is attached to the CDS Account, the Noteholder shall make the necessary arrangements to provide a valid bank account upon being notified that the interest is being held with the Agent. No interests will be payable on such interest amount held with the Agent.

4.9 Redemption and Maturity of Notes

4.9.1 Scheduled redemption on Maturity Date

Unless previously reduced, cancelled, redeemed or purchased as contemplated hereinafter, the Notes will be redeemed on Maturity Date at their Nominal Amount.

4.9.2 Redemption at the option of the Issuer

Subject to compliance with the Applicable Procedures and any applicable rules of the SEM, the Issuer may at its sole discretion and on any Business Day commencing from the fifth anniversary of the Maturity Date redeem all or a portion of the Notes at their Nominal Amount together with interest accrued thereon which is unpaid and the Break Cost (as applicable), subject to giving not less than 30 days' notice to the Noteholders. In the case of a partial redemption of Notes, the Notes to be redeemed will be selected by the Issuer on a pro rata basis to the Notes in issue and dealings in the Notes on the SEM will be suspended for a period of 3 trading days prior to the Early Redemption Date. Where the Issuer exercises its early redemption option pursuant to this Condition 4.9.2, the Issuer agrees that the Break Cost (i) shall be determined mutually by the Issuer and the Noteholders' Representative and (ii) shall be approved by a Special Resolution of the Noteholders.

4.9.3 Redemption for tax reasons

The Notes may be redeemed at the option of the Issuer in whole, but not in part, at any time, on giving not less than thirty (30) nor more than sixty (60) days' notice to the Noteholders' Representative (which notice shall be irrevocable) at their Nominal Amount, together with interest accrued to the Redemption Date if, immediately before giving such notice, the Issuer satisfies the Noteholders' Representative that:

(a) the Issuer has or will become obliged to pay any additional amount as a result of any change in, or amendment to, the laws or regulations of Mauritius, or any authority thereof having power to tax therein, or any change in the application or official interpretation of such laws or regulations (including a decision of a court of competent jurisdiction), which change or amendment becomes effective on or after the Issue Date of the Notes and

(b) such obligation cannot be avoided by the Issuer even though reasonable measures available to it are taken. Prior to the publication of any notice of redemption pursuant to this Condition 4.9.3, the Issuer shall deliver or procure that there is delivered to the Noteholders' Representative:

(i) a certificate signed by two directors of the Issuer stating that the Issuer is entitled to effect such Redemption and setting forth a statement of facts showing that the conditions precedent to the right of the Issuer so to redeem have occurred, and

(ii) an opinion, in form and substance to the reasonable satisfaction of the Noteholders' Representative, of independent legal advisers of recognised standing to the effect that the Issuer has or will become obliged to pay any additional amounts or has or will become obliged to make any additional withholding or deduction as a result of such change or amendment.

The Noteholders' Representative shall be entitled to accept such certificate and opinion as sufficient evidence of the satisfaction of the circumstances set out in Conditions 4.9.3(a) and 4.9.3(b) above in which event they shall be conclusive and binding on the Noteholders. Upon expiry of any such notice as referred to in this Condition 4.9.3, the Issuer shall be bound to redeem the Notes in accordance with this Condition 4.9.3.

4.9.4 Cancellation

All Notes which are redeemed, converted or purchased by the Issuer, will forthwith be cancelled.

4.10 Taxation

All payments made under the Notes shall be made without set off or counterclaim and without any withholding or deduction for or on account of tax other than as required from time to time by law.

4.11 Prescription

Where after five years from the date of redemption of the Notes, any payment/cheque issued for the payment of redemption proceeds (principal and/or interest) has not been claimed, such redemption proceeds will revert to the Issuer and the relevant Noteholders shall have no right whatsoever thereto.

4.12 Covenants

4.12.1 The covenants hereinafter shall remain in force during the whole tenor of the Notes:

(a) *Covenant to pay*: the Issuer must repay in full the outstanding Nominal Amount and pay all other amounts, including accrued interest, owing under the Notes on the Maturity Date in accordance with these Terms and Conditions.

(b) *Negative covenant:* The Issuer will not and shall procure that each of the Security Providers will not, create, assume or suffer to subsist any Security Interests on the Attributed Properties except the Security Interests under the Security Documents and the Permitted Encumbrances.

(c) *Restriction on Dividend:* The Company shall not declare or pay any dividend to the ordinary shareholder until full repayment of the Notes.

(d) *Change of Business:* The Issuer shall procure that no substantial change is made to the general nature or scope of the business of the Issuer from that carried on at the Issue Date, unless such change is approved by the Noteholders through an Ordinary Resolution.

(e) *Change of Control:* The Issuer shall procure that there is no change in control (as understood under the Act) in the Issuer or in the Security Providers.

(f) *Financial Covenants:*

(i) Loan-to-Value (LTV) Ratio

(aa) The Issuer shall maintain a Loan-to-Value Ratio of a maximum of 0.65x at all times. This ratio shall be calculated as the ratio of the aggregate Nominal Amount of the Notes divided by the value of the property granted as security in the Security Documents. The calculation will be performed on the audited financial statements of the Issuer on an annual basis.

(bb) Any decrease in the value of the property granted as security in the Security Documents shall not be construed as an Event of Default if the Issuer or a member of its Group grants Security Interests over additional properties to restore the shortfall within a reasonable period agreed with the Noteholders' Representative.

(ii) Interest Coverage Ratio

The Issuer shall maintain an Interest Coverage Ratio of a minimum of 1.5x at all times. The ratio shall be calculated on the audited financial statements of the Issuer on an annual basis.

4.12.2 The Issuer must inform the Noteholders' Representative of the repayment of Existing Indebtedness and of the release of the Existing Encumbrance and provide it with the relevant supporting evidence.

4.12.3 In the event of a breach of any financial covenant set out in Condition 4.12.1(f), the Issuer shall notify the Noteholders of such breach within 3 Business Days thereof and shall remedy such breach in accordance with Condition 4.15.2.

4.12.4 It is recorded that the Issuer and the Security Providers will undergo the Amalgamation which the Noteholders are deemed to have notice of. For the avoidance of doubt, the completion of such Amalgamation shall not be construed as a breach of the Terms and Conditions or as an Event of Default.

4.13 Register

4.13.1 The Register of Noteholders:

(a) shall be kept at the office of the Issuer or such other person as may be appointed for the time being by the Issuer to maintain the Register;

(b) shall contain the names and address of the Noteholders;

(c) shall contain the total Nominal Amount of the Notes held by the Noteholders;

(d) shall show the dates upon which each of the Noteholders was registered as such; and

(e) shall be open for inspection during the normal business hours of the Issuer to any Noteholder or any person authorised in writing by any Noteholder.

4.13.2 The Issuer or its agent shall alter the Register in respect of any change of name or address of any of the Noteholders upon receipt of notification from the Noteholder.

4.13.3 Except as provided for in these Terms and Conditions or as required by law, the Issuer:

(a) will not be bound to enter any trust in the Register or to take notice of or to accede to the execution of any trust (express, implied or constructive); and

(b) will only recognise a Noteholder as the owner of the Notes registered in that Noteholder's name as per the Register.

4.13.4 Upon listing of the Notes on SEM, the Issuer will recognise a Noteholder as the owner of the Notes registered in that person's name as per the register maintained by the CDS.

4.14 Transfer

4.14.1 The Notes are freely transferrable.

4.14.2 In order for any transfer of Notes to be recorded in the Register, and for the transfer to be recognised by the Issuer, each transfer of a Note:

(a) requires the prior consent of the Issuer (which consent shall not be unreasonably withheld) unless the Notes are listed on SEM;

(b) must be embodied in a transfer form (which may be obtained from the office of the Agent);

(c) must be signed by the relevant Noteholder and the transferee, or any representative of that registered Noteholder and/or the transferee;

(d) shall not relate to any fraction of Notes; and

(e) must be made by way of the delivery of the transfer form to the Agent.

4.14.3 The transferor of any Notes shall remain the owner thereof until the transferee is registered in the Register as the holder thereof. Nothing in this section shall prejudice any power of the Issuer to register as Noteholder any person whom the right to any Notes of the Issuer has been transmitted by operation of law.

4.14.4 Before any transfer is registered, all relevant transfer taxes (if any) must have been paid and such evidence must be furnished as the Issuer may reasonably require as to the identity and title of the transferor and the transferee.

4.14.5 No transfer will be registered while the Register is closed.

4.14.6 Notwithstanding the above Conditions, upon the admission of the Notes on the SEM, transfer of the Notes will be effected though the market infrastructure of the SEM in accordance with the Applicable Procedures.

4.15 Event of Default

4.15.1 An Event of Default shall arise if any one or more of the following events shall have occurred and be continuing:

(a) *Non-payment:* the failure by the Issuer to pay within ten (10) Business Days from the due date any amount due in respect of any of the Notes unless its failure to pay is caused by a technical or administrative error which is not the fault of the Issuer;

(b) *Winding up*: the granting of an order by any competent court or authority for the liquidation, winding-up, conservatorship, receivership, dissolution or administration of the Issuer, whether provisionally (and not dismissed or withdrawn within thirty (30) days thereof) or finally, or the placing of the Issuer under voluntary liquidation and the facing of other insolvency proceedings, provided that no such proceedings shall constitute an Event of Default if any of such proceedings is for the purpose of effecting an amalgamation, merger, demerger, consolidation, reorganization or other similar arrangement;

(c) *Security Interests*: at any time any Security Interest created under the Security Documents is or becomes unlawful, or is not, or ceases to be legal, valid, binding or enforceable or otherwise for any reasons ceases to be in full force or effective;

(d) *Breach of covenants*: any material breach of the covenants set forth in Condition 4.12.1.

4.15.2 An Event of Default is continuing if it has not been remedied within thirty (30) days (or such other extended period as approved by the Noteholders' Representative in writing) of occurrence of such Event of Default. If the Issuer becomes aware of the occurrence of any Event of Default, the Issuer shall forthwith notify the Noteholders' Representative.

4.15.3 Upon the occurrence of an Event of Default which is continuing, the Noteholders' Representative (subject to the terms of the Noteholders' Representative Agency Agreement), may do any of the following:

(a) enforce the Security Interests in accordance with the terms of the Security Documents;

(b) bring proceedings to recover any amount then due and payable but unpaid pursuant to the Notes;

(c) initiate any insolvency proceedings and, subject to the ranking of the Notes, prove the claim in any of the Insolvency Proceedings; or

(d) by written notice to the Issuer, declare all amounts payable under the Notes to be forthwith due and payable. Upon receipt of that notice, such Notes shall become forthwith due and payable at the Nominal Amount, together with accrued interest (if any) to the date of payment.

4.16 Agent

4.16.1 The Issuer is entitled to vary or terminate the appointment of the Agent and/or appoint additional or other agents and/or approve any change in the specified office through which any such agent acts on the terms of the Agency Agreement, provided that there will at all times be an Agent with an office in such place as may be required by the Applicable Procedures. The Agent acts solely as the registrar, calculation, paying and transfer agent of the Issuer and do not assume any obligation towards or relationship of agency or trust for or with any Noteholders.

4.16.2 To the extent that the Issuer acts as the Agent, all references in these Terms and Conditions to:

(a) any action, conduct or functions in such role shall be understood to mean that the Issuer shall perform such action, conduct or function itself; and

(b) requirements for consultation, indemnification by or of, payment by or to, delivery by or to, notice by or to, consent by or to or agreement between the Issuer and such Agent shall be disregarded to the extent that the Issuer performs such role.

4.17 Noteholders' Representative

4.17.1 The Noteholders' Representative has been appointed in furtherance to the Noteholders' Representative Agency Agreement entered into between the Noteholders' Representative and the Issuer, with the aim, inter alia, of providing for the protection of the rights and entitlements, and the implementation of the obligations, of the Noteholders. Accordingly, all such rights, entitlements and obligations of the Noteholders shall be protected, enforced and implemented, as the case may be, through the office of the Noteholders' Representative.

4.17.2 The Noteholders' Representative shall cease to hold office if:

(a) it resigns, further to it having given at least sixty (60) Business Days' notice to the Issuer. Such resignation shall be effective without any leave of any court or any other person subject to a replacement Noteholders' Representative being appointed. At the expiration of such period of notice the Noteholders' Representative shall be discharged from its obligations under the Noteholders' Representative Agency Agreement and shall not be responsible for any loss or costs occasioned by its resignation; or

(b) it becomes disqualified in law to hold the office of Noteholders' Representative; or

(c) it is removed from office by a Special Resolution of the Noteholders; or

(d) it is provisionally or finally wound up or liquidated.

4.17.3 If the Noteholders' Representative should cease to hold office in any of the above mentioned circumstances, a meeting of Noteholders shall be convened by the Noteholders' Representative or the Issuer (as the context requires) within fourteen (14) days to appoint another person to the office of the Noteholders' Representative.

Upon the appointment of a new Noteholders' Representative in the place of a former Noteholders' Representative, the new Noteholders' Representative shall, in writing, signify its acceptance of the appointment and shall thereafter be vested with all the rights, powers, authorities and privileges and be subject to the obligations set out in the Noteholders' Representative Agency Agreement, as if it had originally been appointed as Noteholders' Representative, other than any liability for breaches of the

Noteholders' Representative Agency Agreement committed by any former Noteholders' Representative.

4.17.4 The Noteholders are deemed to have notice of, are entitled to the benefit of, and are subject to, all the provisions of the Noteholders' Representative Agency Agreement.

4.18 Notices

4.18.1 All notices to be given pursuant to these Terms and Conditions shall be in writing and shall be sent either by registered post, by email or delivered by hand to the address appearing in the Register.

4.18.2 Notices will be sent by email to all Noteholders who (i) have provided an email address and/or (ii) who have an email address associated with his CDS Account, following listing of Notes on the SEM. Following any deposit of the Notes to their respective CDS account, the email addresses associated with the CDS account of the Noteholder will be used for the purposes of this section.

4.18.3 Any notice given by the Company to the Noteholders by registered post, by email or delivered by hand shall be deemed to have been received within seven days after the day on which it is posted, and on the day on which it has been emailed or of delivery if delivered by hand.

4.19 Meetings of Noteholders

4.19.1 The Noteholders' Representative Agency Agreement contains the rights and powers of the Noteholders, the duties and powers of the Noteholders' Representative and provisions for convening meetings of the Noteholders to consider any matter affecting their interests.

4.19.2 Meetings of the Noteholders shall be convened and requisitioned in accordance with the provisions of the Noteholders' Representative Agency Agreement. The procedures (including, without limitation, the appointment of a chairman, the required quorum and voting method and threshold) pertaining to the conduct of meetings of the Noteholders shall be as set out in the Noteholders' Representative Agency Agreement.

4.19.3 A Special Resolution, passed at any meeting of the Noteholders or by way of written resolution, shall be binding on all the Noteholders, whether or not they are present at the meeting.

4.20 Modification

4.20.1 No modification of these Terms and Conditions may be effected without the written agreement of the Issuer.

4.20.2 The Issuer may effect, without the consent of Noteholders, any modification of the Terms and Conditions which is of a minor or technical nature or is made to correct a manifest error or ambiguity or to comply with the Applicable Procedure or mandatory provisions of the law. Any such modification shall be binding on the Noteholders and any such modification shall be notified to the Noteholders as soon as practicable thereafter.

4.20.3 Save as provided in Condition 4.20.2, no modification of these Terms and Conditions may be effected unless approved by a Special Resolution of the Noteholders at a meeting or by written resolutions.

4.21 Exclusion of Rights

4.21.1 The Noteholders have:

(a) no claim against the Issuer except as expressly set out in these Terms and Conditions;

(b) no right to participate in the issue of any shares or any other securities of any kind of the Issuer in their capacity as Noteholders; and

(c) no right to receive notice of or vote at any meeting of shareholders of the Issuer only by virtue of being Noteholders.

4.22 Further Issues

The Issuer shall be at liberty from time to time without the consent of the Noteholders to create and issue further securities or debentures.

4.23 Governing Law and Jurisdiction

4.23.1 The Notes will be governed by and construed in accordance with the laws of Mauritius.

4.23.2 In the event of a dispute arising out of or relating to the Notes, including any question regarding its existence, validity or termination, that cannot be amicably settled between the parties, the parties shall first seek settlement of that dispute by mediation in accordance with the Mediation Rules of the Arbitration and Mediation Centre of the Mauritius Chamber of Commerce (MARC), which Rules are deemed to be incorporated by reference into this Condition. If mediation is not attempted or the dispute is not settled by mediation within thirty (30) days of the appointment of the mediator, or such further period as the parties shall agree in writing, the dispute shall be referred to and finally resolved by arbitration under the arbitration rules of the Arbitration and Mediation Centre of the MARC, which Rules are deemed to be incorporated by reference into this Condition.

4.23.3 The arbitration tribunal shall consist of one arbitrator to be appointed in accordance with the MARC Rules.

4.23.4 The seat of arbitration shall be Mauritius and the arbitration shall be conducted wholly in English.

4.23.5 The award of the arbitration tribunal shall be final and binding on the Parties.

5 PROCEDURES FOR THE APPLICATION

5.1 Restrictions

Nothing in these Listing Particulars shall be construed as , and under no circumstances shall these Listing Particulars constitute, an offer of Notes to the public. The offer of Notes is being made to targeted investors in Mauritius through a private placement (as defined in the Securities Act 2005). Persons who may come into possession of these Listing Particulars are required to inform themselves of, and to observe, any such restrictions. These Listing Particulars do not constitute an offer to sell, or a solicitation of an offer to buy, a security in any jurisdiction in which it is unlawful to make such an offer or to any person to whom it is unlawful to make such an offer or solicitation in such jurisdiction. This document is not meant to be redistributed, reproduced, or used, in whole or in part, for any other purpose.

5.2 Procedures for the application

Offer Start Date/Time	10 August 2021 @ 09:00 hrs
Offer End Date/Time	19 October 2021 @ 12:00 hrs
Allotment Date	20 October 2021
Payment Date	22 October 2021
Issue Date	22 October 2021
Interest Commencement Date	22 October 2021
Maturity Date	22 October 2028
Date of Listing and First Trading	On or about 22 October 2021

Application Forms to participate in this offer will be provided to targeted institutional investors, corporates and high net worth individuals.

Completed Application Forms and the required documents as described therein should reach the office of the Arranger, Book Runner and Placing Agent at the following address by the Offer End Date. The Company will consider applications only from persons to whom the offer has been privately made by the Company and the total cost of investment per person to whom the offer is made must be for an amount of at least MUR 1 million.

Subscription monies should be wired to IHL by 22 October 2021, using the bank account details as provided in the Application Form.

Perigeum Capital Ltd

Level 4, Alexander House

35 Cybercity, Ebene

Republic of Mauritius

Contact: Shamin A. Sookia

Tel: +230 402 08 90

Fax: +230 402 08 91

Email: bookrunner@perigeum.mu

The Company reserves the right, at its sole discretion, to refuse any application in whole or in part, or to accept some applications in full and others in part, or to abate all or any applications on a basis determined by it. Any refund shall be made as soon as practicable within ten (10) Business Days of the Offer End Date.

- **Anti-Money Laundering and Combating Against the Financing of Terrorism Legislation**

  To ensure compliance with the Financial Intelligence and Anti-Money Laundering Act 2002 and the regulations made thereunder, the Issuer or its agent will require every applicant to provide certain information/documents for the purpose of customer due diligence, that is, verifying the identity of the applicant, sources of funds and obtain confirmation that the application monies do not represent, directly or indirectly, the proceeds of any crime.

  In the event of delay or failure by the applicant to produce any information required for verification purposes, the Issuer or its agent may refuse to accept the application and the subscription monies relating thereto. Applicants should note specifically that, the Issuer or its agent reserves the right to request such information as may be necessary in order to verify the identity of the applicant for Notes.

- **Allotment**

  Every applicant having applied for the Notes shall be issued with an allotment confirmation or notice of refusal, to confirm allotment of the Notes subscribed for on 20 October 2021.

- **CDS account**

  The Notes will be issued in inscribed form and once the SEM approves the application for the listing on the Official Market, the Notes will be credited directly to a CDS account in the name of the applicant as specified in the Application Form to be provided to the applicants.

- **Data protection**

  The Issuer shall, for the performance of its obligations in these Listing Particulars and through its Company Secretary and authorised agents, collect and, where necessary or required, process personal information voluntarily communicated by any prospective investor (the "Personal Data") which will be stored with the Company Secretary of the Issuer. The Company Secretary is required to (and the Issuer shall cause the Company

Secretary to) treat the Personal Data confidentially and securely in line with the provisions of the Data Protection Act 2017 (as amended from time to time).

Any prospective investor has, inter alia, the right of access to, the possibility of causing the correction and destruction of, the Personal Data which is in the custody or control of the Company Secretary. Save as otherwise herein provided, the Issuer and the Company Secretary warrant not to reveal or otherwise disclose the Personal Data to any external body, unless (i) the Issuer has obtained the express consent of any prospective investor, or (ii) it is under either a legal obligation or any other duty to do so, or (iii) where the Personal Data is disclosed to any agent, third party service provider, professional adviser or any other person under a duty of confidentiality to the Issuer's group (its affiliates and parent company), as well as to certain service providers within the Issuer's group.

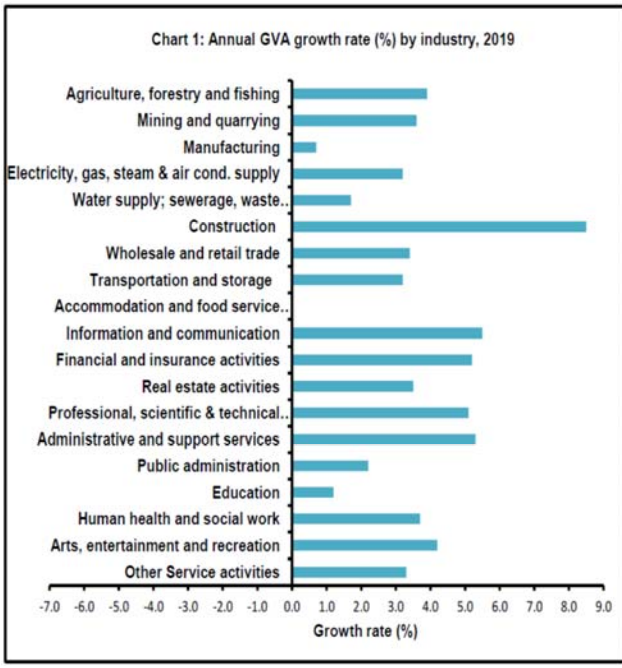
Where personal information relating to the officers, employees and directors of any prospective investor is, or is required to be, collected by the Issuer, the prospective investor shall procure to do all such things that may be required by the Issuer to ensure that its officers, employees and directors are made aware of the data protection provisions herein and that such officers, employees and directors give their consent with regard to the collection, processing and transfer of such personal information by the Issuer.

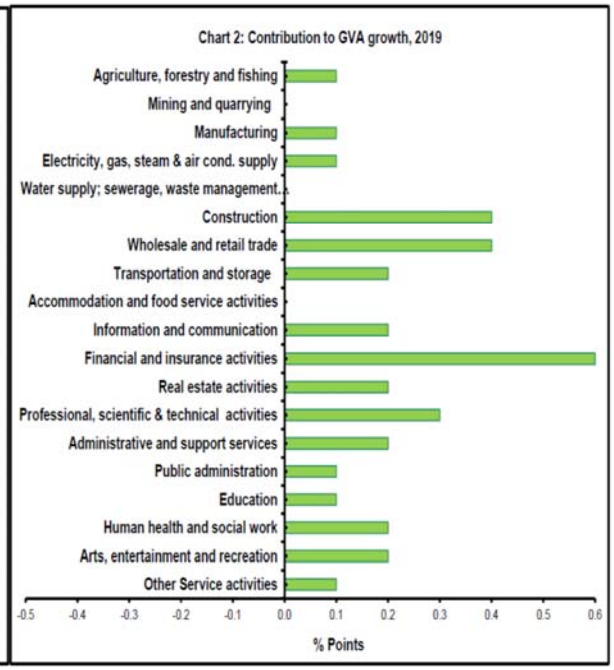
6 THE MARKET OPPORTUNITY

Latest available information indicates that both GDP at market prices and GVA at basic prices would contract by 15.2% in 2020 due to the impact of COVID-19 pandemic, which would mark the country's worse contraction since 1980. This would be a major drop for the Mauritian economy compared to GDP at market prices in 2019 which grew by 3.0%.

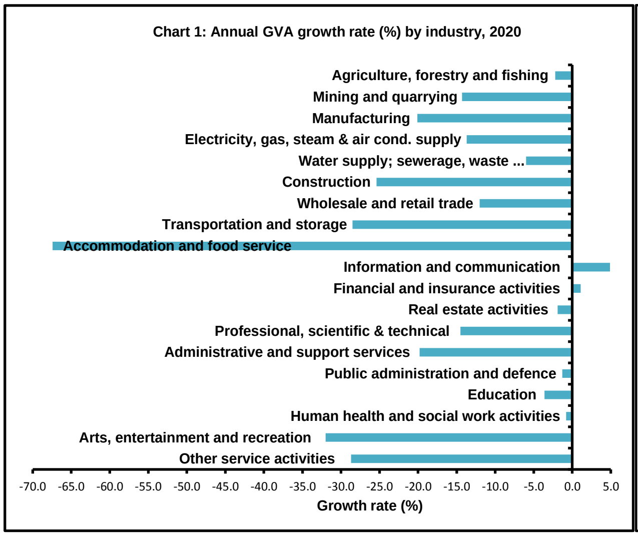
The charts below depict the evolution of the different industries during the years 2019 and 2020. In real terms and with reference to Chart 1 relating to both years, investment in "Construction" work would shrink by 24.5%, following a growth of 8.5% in 2019. Within this category, "Residential building" would contract by 24.0% after a growth of 6.4% achieved in 2019. "Non-residential building" would regress by 26.8% against a high growth of 24.1% in 2019. "Other construction work" would decline further by 23.0%, after a drop of 0.1% in 2019.

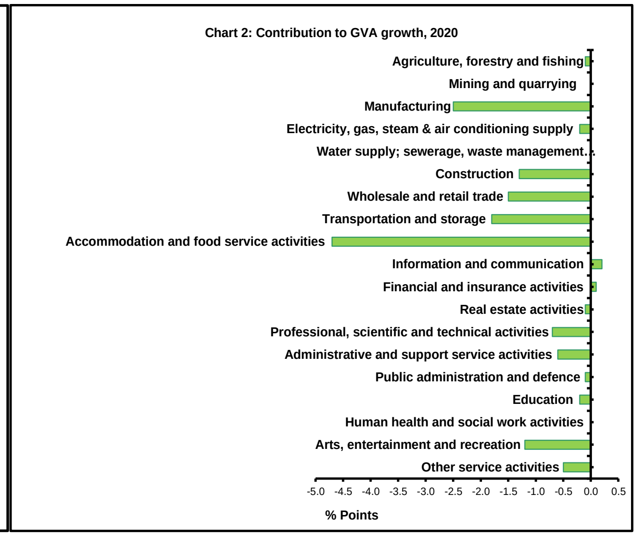
In terms of contribution to GVA growth and with reference to Chart 2 relating to both years, "Construction" sector would shrink by 1.3% points, following a growth of 0.4% point in 2019.





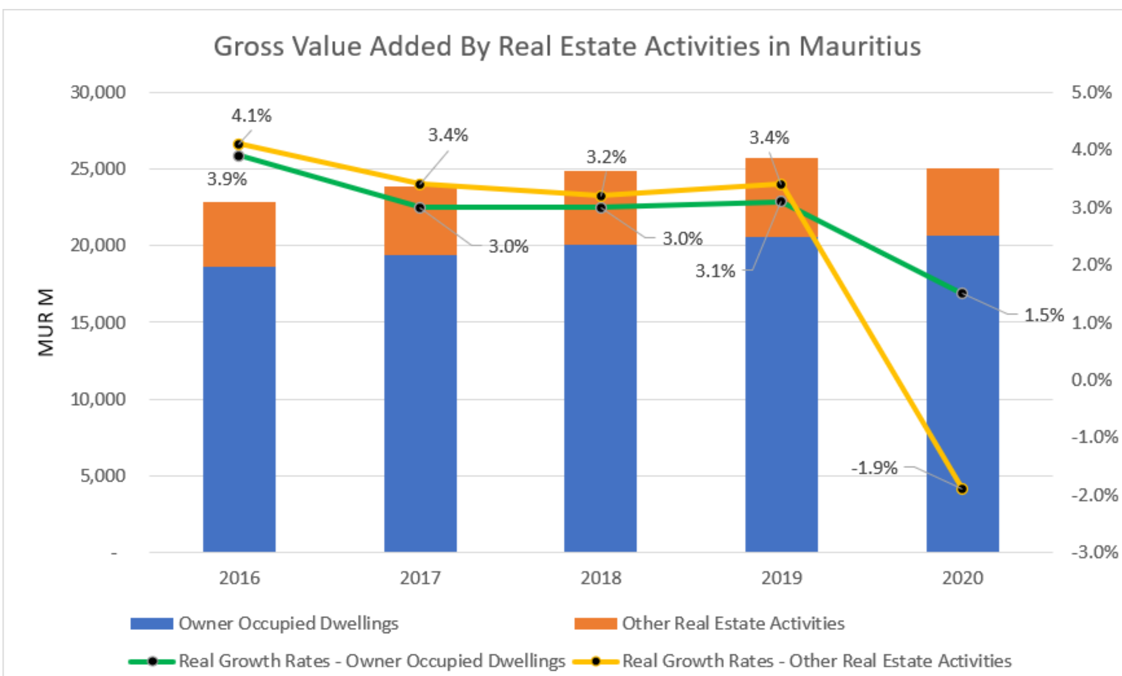
Source: National Accounts December 2019





Source: National Accounts December 2020

The evolution of Real Estate Activities is shown below:



Source: National Accounts December 2019 and 2020, Table 3 and 6

6.1 Future perspectives for office space in Mauritius

The gradual shift of operations of major corporates away from Port Louis has accentuated over the past years mainly to the Ebene Cybercity as the main hub for ICT and Financial

Services with almost all of the major banks having a firm physical presence. The country's gross domestic product (GDP) in 2019 grew 3.6 percent driven by construction and services sector with a slight rebound in agriculture while manufacturing remained sluggish on the back of decelerating global demand. According to the World Bank, there is a continued pattern of structural transformation , with more knowledge intensive sectors expanding while some of the sectors that have traditionally provided low-skilled employment showing signs of contraction. Based on its 2019 data, Mauritius was classified as a high-income country by the World Bank for the first time in July 2020.

Unfortunately with the spread of the COVID-19 Pandemic, the global economy has experienced a severe downturn as Governments around the world had to implement much-needed containment measures. There is substantial uncertainty on the impact of lives and livelihood of people. A lot will depend on the duration and intensity of the pandemic, epidemiology of the virus, effectiveness of the protection measures taken and the development of therapeutics and vaccine. On the latter front, recent announcements about the roll out of new vaccines and their related efficacy, might reduce the level of uncertainty and provide some clarity on the path to recovery.

Global growth is projected at 6% in 2021, moderating to 4.4% in 2022. The projections for 2021 and 2022 are stronger than in the October 2020 WEO (World Economic Outlook)[1].

Mauritius has in the past, always risen up to various challenges on the back of a track record of political stability, good governance, skilled labour and reliable legal system. This, amongst other factors has attracted sizeable foreign direct investment (FDI) repeatedly over the years. The recent relaxation of the terms and conditions of the occupation permits and the extension of its current validity will attract more foreign talents and businesses to the country by providing long term predictability in a post Covid-19 environment .

The above measure will provide an additional impetus to the Services sector of the economy and further position the country as a Financial and International Services platform. On the Financial Services front, with greater demand for substance from the Financial Services Commission, it is expected that a significant number of existing and new licensees will be setting up physically in Mauritius thereby further boosting demand in the Ebene Cybercity with its existing Banking , Regulatory and Legal eco-system.

In light of the above, demand for office space will be sustained. There is also demand for larger and less constrained habitat for office employees as health and safety concerns take centre stage.

In the case of IHL, the rentals are long term leases with a number of reputable domestic and international blue chip clients. Most of the tenants have invested in the fitting out of the rented space in a manner conducive for their needs and therefore unlikely to churn.

The Management team has not seen any cancellation of leases and the churn rate remains nil. What has also been witnessed is that tenants are looking to rent out properties in shell & core so as to customize to their specific needs and adhere to specific occupational safety protocol (no co-mingling as a result of Covid-19). IHL has a positive edge in offering competitive rates given that the Group’s properties were built ahead of demand pre Covid-19 - especially when construction cost was much lower to the tune of 25%-30% of today’s costs.

---

[1] Source: World Economic Outlook (imf.org)

6.1.1 Growth Potential in Commercial Real Estate

- Over the long term, real estate remains an attractive asset class. Although investment into real estate has fluctuated over the years through various downturns, the overall trend has been for higher allocations to real estate, and we do not expect this trend to reverse. Real estate continues to offer good risk-adjusted returns that are less correlated to other asset classes. This is supported by the spread between real estate yields and government bond yields which remains at levels that more than sufficiently reward the real estate investor. In light of this, we expect to see continued flows (and potentially an increase) of capital into real estate over the medium to long term.

- There are a number of factors likely to influence the continued growth in the sector namely:-

  a) **Growth in corporate outsourcing**. The ongoing health crisis has highlighted the importance of maintaining global supply chain continuity and business continuity in general. Major corporates have realized the importance of diversifying their base of operations and distribution through an increasing global network. This trend will undoubtedly lead to new demand for office space centrally located close to the main facilities and service providers.

  b) **Adding Substance to the International Finance Centre.**

     In an era of heightened scrutiny of international tax jurisdictions and following the Financial Action Task Force recommendations, the Financial Services Regulator amongst others ,is encouraging existing Global Business licensees operating in the IFC to provide more substance through an enhanced physical presence locally. This will also impact positively on future demand for prime office space in the already well developed ecosystem at Ebene with major law firms and most of the banks being located there.

  c) **Rising capital allocations to real estate.** The low interest rate environment and financial asset price volatility will support the case for portfolio diversification. 'Flight to safety' in real estate, which traditionally offers better relative returns in comparison to other asset classes, looks set to increase.

  d) **Urbanization.** The COVID-19 pandemic is unlikely to slow the long-term trend in growing urbanization, but will prompt a rethink in urban design, increasing the imperative to develop truly scalable smart city solutions, to put a much greater focus on public health and safety, and to deliver greater investment in public infrastructure.

6.1.2 Further Opening Up Of the Economy

Over the past decades, there have been a growing number of businesses relocating to Mauritius which has been made possible to a large extent by the flexible occupational permit ("OP") regime introduced in 2005. The continued sourcing of international business benefits the local economy greatly in terms of consumption and also business habitat. The growing number of international businesses relocating to Mauritius also means higher demand for office spaces hence benefitting the commercial real estate sector in which the Company operates. As outlined in the Budget 2021/2022, Government will continue with its policy to attract much needed foreign talents and skills, secure investors and retain professionals and retirees and has enacted a series of measures to that effect.

6.2 Concluding Remarks

Real estate has been a key driver for both local and global economies for over decades. In present times, it has become an increasingly popular asset class. Investors are considering their diversification benefits when combined with other asset classes.

In Mauritius, the real estate industry has been following a constant positive growth trajectory since 1980. The advent of the real estate schemes by the government has boosted expatriate capital injection in the sector and contributed to the development of the industry which has become a major pillar in its own right.

The opportunity to invest in income yielding, office towers in such an iconic location like Ebene Cybercity with high quality tenants is a first in itself.

7 THE COMPANY

7.1 Company Overview

The Company was incorporated as a private limited company in Mauritius under the Companies Act 2001 on 9 June 2008 with registration number C08081082. On 8 March 2021, the Company was converted to a public company limited by shares.

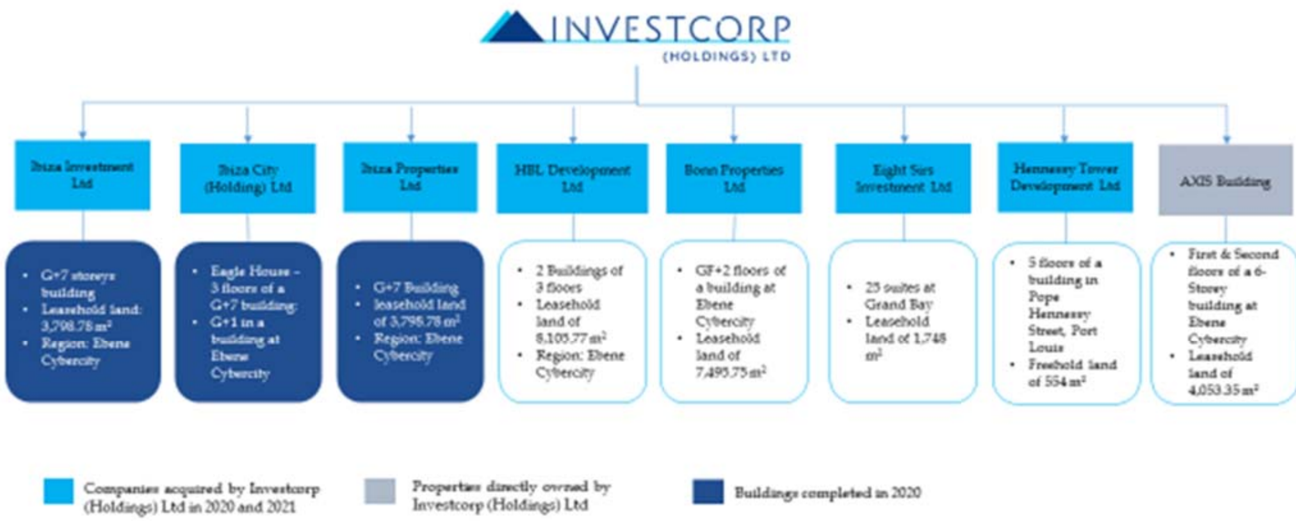
IHL is an investment holding entity which invests directly or indirectly into completed, high quality commercial real estate assets with strong counterparty tenants and contracted rental escalations. The Company currently does not engage in property development and therefore does not take any property development risks.

The Company was the holder of a lease over an area of 4,053 square metres at the Cybercity in Ebene, at the time of its formation and developed the plot of land into a six storey office building known as The Axis Building in Ebene Cybercity. The Company subsequently disposed of 4 floors in 2013 and kept the remaining two floors as an investment which it still holds today.

Over the past 9 months, the Company has added a significant number of new properties to its portfolio building a sizeable asset pool with the aim of generating returns for investors seeking a stable source of income from ethical investments in high quality income yielding property assets in Mauritius. The Company is committed to achieving the following objectives as follows:

- Adopting a customer-centric approach by delivering optimum quality services to its clients
- Ensuring transparency to all its stakeholders in relation to its investment strategies
- Continuously improving its property management with the aim of increasing investors' returns

The Company has over the course of the last 9 months, acquired the shares of the companies as depicted hereunder .



Following consultation with the Transaction Advisor, the Board of IHL and the Board of the various subsidiaries as mentioned above, resolved on 8 July 2021 to proceed with a 'short form amalgamation' (as defined under the Companies Act 2001) whereby the various subsidiaries would be merged into IHL (the amalgamated entity). Post the amalgamation, the Company structure will be as follows:-

The short form amalgamation, i.e. IHL eventually operating as a single entity, provides for a simpler structure and more effective from an earnings as well as from a cash flow perspective.

The process for the short form amalgamation has already started and is expected to be completed within two months of the Issue Date. Any required changes to the title deeds of the properties are likely to be completed by December 2021.

7.2 Mr Nawaz Khan Chady and the Hyvec Group

The Company is wholly-owned by Mr. Nawaz Khan Chady, who is the founder and Group CEO of the HYVEC Group of companies. He started a modest construction company some 30 years ago which he has built in to a major property development business, ranking 44th by Business Magazine's Top 100 Companies of the Republic of Mauritius (2020 Edition). He is a highly regarded business professional who has successfully diversified his group's activities into Fashion & Retail, Food & Restaurants, Building supplies through the representation of major global brands.

The Hyvec Group which has over one thousand employees is a leader in the construction and property development sector in Mauritius. It constructed more than 1 million square feet of office space in the Ebene Cybercity and is an important landlord in Ebene, Port Louis and Vivea Business Park. Over the last 30 years, Hyvec has diversified into other sectors and is involved in fashion high-end clothing, leisure and hospitality and represent various brands such as Tommy Hilfiger, Armani, Calvin Klein, Ralph Lauren, Gant, Kohler, Grohe, Duravit, Smeg, SieMatic, Fila, Caterpillar and Mont Blanc. Last year it won the Burger King franchise for Mauritius and several countries in Africa and is also General Sale Agent of Saudi Arabia Airline for Mauritius, Reunion Island, Mozambique, Mayotte, Madagascar and Comoros. Hyvec also operates various shops for high end clothing brands in South Africa. Hyvec aims to be among the Top 10 companies within the next 5 years. Hyvec's success story is attributable to the vision and relentless hard and smart work of Mr Nawaz Khan Chady (NKC) and his team of seasoned professionals.

Mr. Nawaz Khan Chady has never been convicted in Mauritius or elsewhere of any offence involving fraud or dishonesty, or in Mauritius of any offence (whether or not involving fraud or dishonesty) under the Companies Act, the Securities Act, the Financial Services Act, the Bankruptcy Act, the Insolvency Act, the Moneylenders Act, the Banking Act or any Act relating to taxation.

7.3 Businesses of Hyvec Group

7.4 Company's portfolio of investments

Property	Completion Date / Purchase Date	GLA (sqm) TOTAL	Value[4] TOTAL	Monthly Rental Income	Remaining Lease Period (Years)	Occupancy
Bonn Properties	Nov 2016	2,157	MUR 215.6m	MUR 1.2m	14.84	100%
Investcorp (Holdings) Ltd	Apr 2013	1,475	MUR 113.0m	MUR 453k	2.59	100%
HBL Development Ltd	Nov 2005 Apr 2008	4,367	MUR 362.4m	MUR 2m	4.34	100%

Ibiza City (Holding) Ltd	Jun 2020	2,445	MUR 180.5m	MUR 200k	10.01	16.7%
Ibiza Investment Ltd[3]	Sep 2020	4,925	MUR 400 m	MUR 517k	4.59	24.8%
Eight Sirs Investment Ltd	Nov 2009	1,870	MUR 82.5m	MUR 350k	14.84	100%
Ibiza Properties Ltd	Sep 2020	4,936	MUR 400m	MUR 246k	5.59	12.5%
Hennessy Tower Development Ltd[3]	May 2011	1,770	MUR 173.95m	MUR 826.7k	2.38	100%
Total		**23,945**	**MUR 1,927.95 m**	**MUR 5.59 m**		

***<u>Notes</u>*:**

1. *IHL owns a series of properties with a total Gross Lettable Area ("GLA") of 23,945m^2. All properties are located in Ebene, Cybercity except the property of Eight Sirs Investment Ltd and Hennessy Tower Development Ltd which are located in Grand Bay and Port Louis respectively.*

2. *Weighted Average Lease to Expiry (WALE): 7 years. The WALE assumes that lease agreements would start in June 2021.*

3. *Remaining Lease Period based on an average of the remaining lease periods of the floors owned by the subsidiary.*

4. *The Gross Asset Value of the properties mentioned in the above table has been determined following the recent valuations carried out by Prime Pillar Valuation Services Ltd.*

5. *The Company does not own any assets outside of Mauritius.*

The properties listed in the above table have been acquired through purchase of shares. The proceeds from the issue of the Notes will be partly used to pay the share purchase consideration as laid down in the Share Purchase Agreement between IHL and Mr. Nawaz Khan Chady dated 30 December 2020 and in the addendum to the Share Purchase Agreement dated 30 June 2021.

Following the recent acquisition of Hennessy Tower Development Ltd, the current value of IHL properties stands at MUR 1,927.95M.

The Company has provided for an annual escalation in total rent, either in line with the percentage increase in CPI (Consumer Price Index) or a percentage increase ranging from 3-5 percent in most of the lease contracts.

IHL's Leasehold Land

IHL is required to pay annual rental to Landscope Ltd for the leasehold rights of state-owned land on which the current portfolio of properties currently sit in Ebene. The annual rental due to Government is revised upwards every three (3) years by the cumulative increase in inflation but capped at 9%, with the exception of Eight Sirs Ltd where the building complex has been erected on a leasehold land rented from the Government of Mauritius. In the case of Eight Sirs Ltd, the annual rental due to the Government is revised upwards every three years by the cumulative increase in inflation but capped at 15.7625%.

7.5 Vision and Mission

The Company aims to be a generator of attractive returns for income seeking investors though its ethical investment in high quality, income yielding property assets and prides itself on passion, commitment and integrity to deliver superior value to ALL its stakeholders.

7.6 Management Team and Service Providers

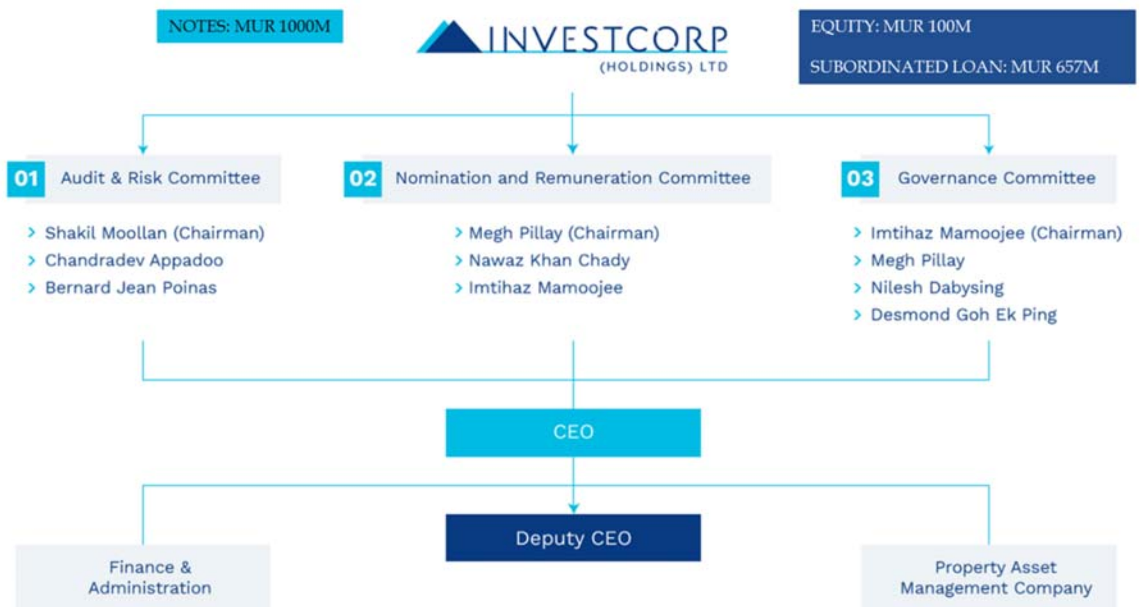
7.6.1 The Management Team

The management team will bear key responsibilities in:

- identifying potential investments;
- due diligence of potential investments, advising on making an investment, advising on follow-on investments;
- evaluate, negotiate and prepare (or cause to be prepared) all necessary investment agreements, loan agreements, shareholders' agreements and disinvestment or disposal agreements;
- engaging professional advisors;
- monitoring payment of dividends;

- monitoring compliance with relevant agreements;
- assist with the valuation of the portfolio of properties; and
- supervise property management services performed for the property portfolio.

IHL has a dynamic team of property and investment professionals to assist them in delivering quality service to their clients. The team is headed by Mr Bhanu P. Jaddoo as the CEO and supported by Mrs Christine John Chuan as deputy CEO. The property management activities has been outsourced to Hyvec Property Investment Ltd. The Company will make use of external advisers on a needs basis so as to keep the Company's structure very lean, and more focussed on investor and wider stakeholdership management.



7.6.2 Notaries

The Company requires the assistance of independent notaries in the conduct of its business. Generally, requests for proposal are sent to a minimum of three (3) Notaries prior to onboarding independent notaries. The decision to onboard a notary would be subject to the approval of the Board of Directors.

7.6.3 Property Valuers

As per the Company's policy, requests for proposal are sent to a minimum of three (3) property valuers prior to onboarding independent property valuers. The decision to onboard property valuer would be subject to the approval of the Board of Directors. It should be noted that the Properties mentioned in Section 7.4 were valued by Prime Pillar Valuation Services Limited in the last quarter of 2020 (except the 5 floors in Hennessy Tower which were valued in June 2021).

7.6.4 Independent Auditors

Deloitte was appointed as the statutory auditors for the Company and the Group for the financial year ended 31 December 2020 and the intention is to reappoint Deloitte as the statutory auditors for the financial year ending 31 December 2021, subject to shareholder's approval. Nexia Baker & Arenson have acted in such capacity for the financial year ended 31 December 2019.

7.6.5 Arranger and Transaction Advisor

The Company has appointed Perigeum Capital Ltd ("Perigeum Capital") as its transaction advisor and arranger. Perigeum Capital holds an Investment Advisor (Corporate Finance Advisory) license issued by the FSC in February 2017. It has been in existence since 2016 and is a corporate finance house which is geared towards providing businesses with the professional representation and insight they need to execute successful transactions within the precincts of their individual corporate objectives and beyond.

Perigeum Capital shall act as the arranger, book runner and placing agent for the private placement and will also handle the listing application process with the SEM. Perigeum has also been engaged as the SEM authorised representative and sponsor of IHL and will advise the Company and its directors on compliance with ongoing SEM listing obligations.

7.7 Material contracts

As at the Last Practicable Date, there were no other contracts entered into (other than the material contracts specified below which were entered into within the two years preceding the date of issue of these Listing Particulars) by the Company: (i) which is or may be material or (ii) which contain any provisions under which the Company has any obligations or entitlements which are, or may be material.

1) Notes issue

IHL had issued on 3 March 2021 by way of private placement a 4.85% secured notes amounting to MUR 350M with a maturity of 5 years ("notes issue").

Part of the proceeds from the notes issue was used to repay the bank debts of Bonn Properties Ltd, Investcorp Holdings Ltd and Ibiza City Holding Ltd amounting to MUR 140.3M.

2) Loan Agreement with Trocadero Investissement Ltee

On 30 April 2021, an amount of MUR 165M from the notes issue was loaned out by IHL to Trocadero Investissement Ltee, a company within the Group for a property development project. Trocadero Investissement Ltee is 100% owned by Mr. Nawaz Khan Chady, the ultimate beneficial owner of IHL. The purpose of the loan was for part financing the construction of villas under the Property Development Scheme.

The loan was fully settled on 30 June 2021 following a Mutual Termination and Release Agreement signed between IHL and Trocadero Investissement Ltee.

3) Property Management Agreement

IHL will outsource the property management services to HYVEC Property Investment Ltd, a separate entity, which will provide the following:

- Generally ensure that the portfolio is operated and maintained to the best advantage of the Company in order to maximise the investment returns thereon;
- Provide general administration services and all information and documentation in respect of the Portfolio as may be required by the Company;
- Manage the relationship with all the tenants of the leased premises and especially with key anchor tenants;
- Be responsible for vetting new tenants, conducting appropriate KYC, preparing the lease agreements and use its best endeavour to optimise the net income of each individual property managed; and
- The property management company, will also attend to the control, management and maintenance of the properties, performing regular inspections and supervising the maintenance, cleaning and security aspects of the Portfolio and complying with laws and regulations.

The property management company will charge an annual property management fee of 2.5% of gross annual collectable rental income until 100% occupancy is reached and 5.0% thereafter and an incentive fee of 0% until 100% occupancy is reached and 0.25% calculated on the market value of rented properties thereafter.

Hyvec Property Investment Ltd is 100% owned by Mr Nawaz Khan Chady, the ultimate beneficial owner of IHL.

4) Share Purchase Agreement with Mr Nawaz Khan Chady

On 30 December 2020, a share purchase agreement was entered between IHL and Mr Nawaz Khan Chady ("**SPA**") in relation to the sale of properties to the Company for a total consideration of MUR 757M ("Purchase Price"), as further detailed in the below table.

Company name	No of Shares	Purchase Consideration MUR (Million)
1. Eight Sirs Investment Ltd	612	66.99
2. Bonn Properties Ltd	600	168.76
3. Ibiza Properties Ltd	100	183.29

Company name	No of Shares	Purchase Consideration MUR (Million)
4. Ibiza City (Holdings) Ltd	100	88.70
5. Ibiza Investment Ltd	100	213.96
6. HBL Development Ltd	300	35.30
TOTAL		**757**

In the SPA, it was recorded and agreed that an amount of MUR 100M had already been paid to Mr Nawaz Khan Chady out of the Purchase Price (i.e. through the issue of an additional 9,999,000 ordinary shares at MUR 10 each during the year 2020), such that a balance of MUR 657M is due and payable to Mr Nawaz Khan Chady within a period not exceeding 10 years from the date of signature of the SPA.

On 30 June 2021, an addendum to the SPA ("**Addendum**") was signed between IHL and Mr Nawaz Khan Chady in relation to the sale of the issued shares of Hennessy Tower Development Ltd ("**HTDL**") to the Company for a total consideration of MUR 191.43M, which is due and payable to Mr Nawaz Khan Chady within a period not exceeding 10 years from the date of signature of the Addendum.

Therefore, as per the SPA and the Addendum, there is an amount of MUR 848.43M which is due and payable to Mr Nawaz Khan Chady within a period not exceeding 10 years, but, in any case, not earlier than the repayment of the totality of the Notes to all the holders of the Notes, either through the disposal of any asset belonging to IHL and/or any of its subsidiaries or through any other financing means which IHL and/or any of its subsidiaries may avail itself of.

Following the Mutual Termination and Release Agreement signed between IHL and Trocadero Investissement Ltee on 30 June 2021, the actual amount due and payable to Mr. Nawaz Khan Chady is MUR 683.43M.

7.8 Stated Capital of the Company

At time of incorporation, the Company had a total of 1,000 ordinary shares of MUR 10 each. During the year 2020, the Company issued 9,999,000 ordinary shares at MUR 10 each.

The stated capital of the Company as at the Last Practicable Date amounts to MUR 100M and is made up of fully paid Ordinary Shares of no par value. Mr Nawaz Khan Chady, as at the Last Practicable Date, indirectly held 100% of the share capital of the Company being 10,000,000 Ordinary Shares via his 100% shareholding in Blue Valley Ltd.

The rights attached to the Ordinary Shares are as per the Constitution of the Company, which are as follows:

(a) Voting rights:

The holders of Ordinary Shares shall be entitled to receive notice of and to attend meetings of Shareholders, and each holder holding Ordinary Shares shall have the exclusive right (to the exclusion of the holders of the non-voting redeemable preference shares to the extent that such non-voting redeemable preference shares are actually created and issued by the Company in accordance with the provisions of Article 7.4.3 of the Constitution) to cast one vote for each Ordinary Share so held with respect to all matters subject to the approval of the Shareholders under the Act and under the Constitution.

(b) Dividend rights:

Ordinary Shares shall carry an equal right to such dividends and other distributions as the Board may, in its sole discretion, determine, and payable out of distributable profits available for distribution (if any), provided however that any payment of dividends and other distributions to the holders of Ordinary Shares shall not be made until and unless the holders of non-voting redeemable preference shares, to the extent that such non-voting redeemable preference shares are actually created and issued by the Company in accordance with the provisions of Article 7.4.3 of the Constitution, have first been fully paid such dividends and other distributions in priority.

(c) Redemption rights:

Ordinary Shares shall not be redeemable.

(d) Transfer rights:

Ordinary Shares are transferrable subject to the provisions of Articles 9, 10 and 11 of the Constitution.

(e) Liquidation rights:

In a liquidation, dissolution or winding up of the Company, holders of Ordinary Shares shall be entitled to any Surplus Assets available for distribution, provided however that any such Surplus Assets shall be paid in the first place to the holders of the non-voting redeemable preference shares, to the extent that such non-voting redeemable preference shares are actually created and issued by the Company in accordance with the provisions of Article 7.4.3 of the Constitution, up to the amount invested per Share, and Surplus Assets, if any, remaining after that the holders of the non-voting redeemable preference shares, to the extent that such non-voting redeemable preference shares are actually created and issued by the Company in accordance with the provisions of Article 7.4.3 of the Constitution, have been paid in full, shall be distributed to the holders of Ordinary Shares.

7.9 Rationale for Listing

The listing on the Official Market of the SEM is expected to provide greater visibility for the Company and the Group and liquidity for investors as well. The listing will further provide the Company with a platform and acquisition currency for further expansion and diversification, as well as increase the Company's public presence and profile. The reporting requirements of a listed company will also enable the Company to follow industry benchmarks and provide a sound basis for future capital raise, away from a total dependence on the Hyvec Group as has been the case so far. Through the SEM listing, the Company also expects to widen its investor reach.

8 MANAGEMENT OF THE COMPANY

8.1 The Board of Directors

The Board of Directors is the link between the Company and its stakeholders and Board members are collectively responsible to lead and control the Company to enable it to attain its strategic objectives. In discharging its duties, the Board shall be guided by the interests of the Company and its business and shall take into account the interests of its stakeholders. The Board is ultimately accountable to the shareholders of the Company. The broad responsibilities of the Board are to:

- Set the Company's vision, mission and values;
- Determine the strategy and policy of the Company to achieve those objectives;
- Monitor and evaluate the implementation of strategies, policies and performance measurements thereof;
- Exercise leadership, enterprise, integrity and judgment in directing the Company;
- Identify and assess key risk areas of the business and ensure measures are taken to mitigate those risks;
- Ensure that effective internal control systems are in place to safeguard the Company's assets;
- Ensure compliance with laws and regulations, including risk management and corporate governance practices and disclosure requirements;
- Assess the internal and external audit functions;
- Approve the annual report and quarterly financial statements of the Company;
- Ensure adoption of good corporate governance practices;
- Ensure effective communication with shareholders and other stakeholders;
- Together with the Company's legal advisor, review any legal matters that could have a significant impact on the Company's business;
- Review executive management reports detailing the accuracy and overall effectiveness of the Company's risk management function and its implementation by management, and reports on internal control and any recommendations, and confirm that appropriate action has been taken;
- Review the risk philosophy, strategy and policies and ensure compliance with such policies, and with the overall risk profile of the Company. Risks include, amongst others, market risks, credit risk, liquidity risk, operational risk and commercial risk;

- Monitor procedures to deal with and review the disclosure of information to shareholders and ensure that reports to shareholders as required are submitted on a timely basis.

In order to meet all the legal and regulatory requirements and effectively discharge its duties including the exercise of adequate oversight over the activities of the entire organisation, the Board may subcontract certain services to third parties. The Board has established an Audit and Risk Committee, a Nomination and Remuneration Committee and a Governance Committee with the appropriate mix of Independent Directors and Executives in line with the Mauritian Code of Good Corporate Governance.

The Composition of the Board Committees are set out below:-

Audit and Risk Committee	**Nomination and Remuneration Committee**	**Governance Committee**
Shakil Moollan – Chairman	Megh Pillay – Chairman	Imtihaz Mamoojee - Chairman
Chandradev Appadoo	Imtihaz Mamoojee	Megh Pillay
Bernard Poinas	Nawaz Khan Chady	Desmond Goh Ek Ping
		Nilesh Dabysing

8.2 List of Directors and their profile

The Board currently consists of 10 members, namely:

Surname	Name	Age	Address	Title	Current Occupation
Pillay	Megh	73	Modern Square, Vacoas	Mr	Chairman & Independent Director
Poinas	Bernard	49	7, Providence sur mer, Poste de Flacq	Mr	Independent Director
Goh	Desmond E P	58	889 Tampines Street 81, 06-1056, Singapore 520889	Mr	Independent Director
Mamoojee	Imtihaz	53	Suite 501 Hennessy Tower 23 B, Pope Hennessy St, Port Louis	Me	Independent Director Barrister at Imtihaz Mamoojee Chambers
Moollan	Shakil	48	20, Route Palmerstone, Phoenix	Mr	Independent Director Founder and Group Managing Partner of Moollan & Moollan

Chady	Nawaz Khan	54	23, Sir Celicourt Antelme, Street, Rose Hill	Mr	HYVEC Group CEO and Non-Executive Director
Appadoo	Chandradev	61	Lot 10, Morcellement l'Abri, Pamplemousses	Mr	CFO – HYVEC Group and Non-Executive Director
Dabysing	Nilesh	44	Nandou Avenue, Morcellement Sodnac, Quatre Bornes	Mr	CEO Property Management of HYVEC Group and Non-Executive Director
Jaddoo	Bhanu P	58	23, Eureka Montagne Ory, Moka	Mr	CEO IHL and Executive Director
John Chuan	Christine	67	22, Avenue Dr Ross, Quatre Bornes	Mrs	DCEO IHL and Executive Director

The Directors of IHL have not:

- any unspent convictions in relation to indictable offences;
- any bankruptcies or individual voluntary arrangements;
- any receiverships, compulsory liquidations, creditors' voluntary liquidations, administrations, company voluntary arrangements or any composition or arrangement with its creditors generally or any class of its creditors of any company where they were a director at the time of or within the twelve months preceding such events;
- any compulsory liquidations, administrations or partnership voluntary arrangements of any partnerships where they were a partner at the time of or within the twelve months preceding such events;
- been involved in any receiverships of any asset or of a partnership of which they were a partner at the time of or within the twelve months preceding such events; and
- any public criticisms by statutory or regulatory authorities (including recognised professional bodies), and have never been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company.

1) Mr Megh Pillay

Mr Megh Pillay, C.S.K., holds a track record of success in the transformation and management of several major state-owned enterprises. He has been twice Managing Director and CEO of Air Mauritius. Prior to that, he successively served as Chief Executive Officer of the Agricultural Marketing Board for five years and Mauritius Telecom for ten years during which, he grew the company into a major Group and as founder Director/Chairman of Telecom Plus Ltd, Cellplus Ltd, Call Services Ltd, Multi-Carrier Ltd, MB Mobile (Burundi), Telsea Investment Ltd, Antaris S.A. (now Orange Madagascar), and the SAFE Undersea Fiber-Optic Cable Company among others. He was also CEO of the State Trading Corporation between 2010 and 2015 with a turnover reaching MUR 42 billion. He has taken up various consultancy assignments, served in an off-shore Management company, then as Director of Corporate Affairs at the Financial Services Commission. Megh Pillay attended Royal College

Curepipe and holds a Master's degree from the Louisiana State University at Baton Rouge, USA, as well as various professional qualifications.

2) **Mr Bernard Poinas**

Mr Bernard Jean Poinas is a French national who is an experience business developer for major European investment funds. The past 7 years he has been entrusted with large scale shopping mall developments including the management of 4 Intermarchés. Since 2015, he has been the principle business development agent for Kaufman & Broad in France. He also had a sporting career as a professional footballer. He now resides in Mauritius.

3) **Mr E.P Desmond Goh**

Mr Desmond Goh is a seasoned businessman and innovation engineer. He has a string technical background and has served on many company board in South East Asia including, Famex international (Singapore), Asia Pacific International Schools (Cambodia), Venture Autoparts Group (Thailand) and Famex Automation Pte Ltd Singapore). He recently conceptualised, designed and produced the world's first unmanned Automated Tray Return System and as well as the latest cashless and fully robotic Food Centre.

4) **Mr Shakil Ibrahim Moollan**

Mr Shakil Ibrahim Moollan has 20 years of experience as Partner in international accounting and audit firms and is also the Founder of Moollan & Mool1an (Chartered Certified Accountants) in 2012. He is also the Founder of several business units forming the Moollan & Moollan Group, providing turn key solutions to businesses for their financial administration.

5) **Mr Imtihaz Mamoojee**

Mr Imtihaz Mamoojee is a Barrister since November 1994, specializing in civil, insurance, arbitration, commercial, corporate and banking law. He has wide experience in French civil law and common law. He is currently Head of Chambers of Imtihaz Mamoojee Chambers. He was a past Vice-Chairman of the Motor Vehicle Insurance Arbitration Committee (MVIAC) under the aegis of the Ministry of Public Infrastructure.

He holds a Bachelor's of Laws Degree from the University of Mauritius and has served on the boards of a couple of companies.

6) **Mr Nawaz Khan Chady**

Mr Nawaz Khan Chady is currently Chairman and Managing Director of HYVEC Group with over 30 years' experience in the construction industry, management of property development & import/export businesses internationally. He is a Professional in Building and Construction and has excellent organisational, leadership and team working skills.

7) **Mr. Chandradev Appadoo**

Mr. Chandradev Appadoo has over 35 years of experience at the State Bank of Mauritius Ltd, mostly at senior line level across retail and corporate banking, operations management, risk management, compliance with core competencies in Finance and company secretary. He served as an executive director on the Board of the bank from 2011 to 2017.

He is a fellow of the Association of Chartered Certified Accountants (FCCA) and is an associate of the Chartered Institute of Bankers (ACIB).

He served on the board of various companies including several companies of the SBM Group, State Insurance Company of Mauritius Ltd (SICOM); State Property Development Company Ltd, Club Mediterranee Albion Resort Ltd; SME Equity Fund Ltd.

8) Mr Nilesh Dabysing

Mr Nilesh Dabysing joined the Hyvec Group in January 2020 as Chief Executive Officer of the Property Division.

He holds a Bachelor in Commerce (BCOM) with specialization in Sales and Marketing and an MBA.

Mr Nilesh Dabysing started his career in 2003 as Business Development Executive with the Mon Loisir Group, now IBL. He was mandated the task to develop the business in Africa.

In 2007, he joined Rogers as Commercial Manager- Property Department which later became the Property Division of Rogers Group and was branded as Foresite Property and Ascencia Ltd, being the Property Fund. He was promoted to Marketing Manager in 2009 and to Head of Operations in 2011. Through a merger in 2014, Nilesh joined EnAtt Ltd, a subsidiary of ENL as Asset Manager and was promoted to Head of Property Development in 2016.

9) Mr Bhanu P. (Raju) Jaddoo

Mr Raju Jaddoo is a Corporate Finance and Investment Advisory professional with a focus on investment management and governance. He acts as an Independent Director on the board of a number of Private Equity funds bringing along a deep understanding of regulatory and compliance issues.

He is a Fellow of the Institute of Chartered Accountants in England & Wales and an Associate member of the Institute since 1989. He is also a registered Insolvency Practitioner.

Mr Raju Jaddoo currently chairs the Risk committee of a domestic bank in his capacity as an Independent Board Director. Mr Jaddoo was the Secretary General of the Mauritius Chamber of Commerce and Industry (MCCI) from 2013 to 2018. Established in 1850, the MCCI is the oldest and only multi-sectoral organisation representing the private sector in Mauritius with a wide membership representing directly and indirectly almost 60 percent of the GDP of the country. In its advocacy role, he was responsible for the Chamber’s interactions with Government agencies, regulators, financial intermediaries and foreign diplomatic missions.

As Managing Director of the Board of Investment from 2005 to 2010, Mr. Jaddoo led the national investment promotion agency of Mauritius with the primary objective of improving the national investment climate and in providing policy advice to Government on investment promotion and facilitation.

Mr. Jaddoo has also served as Chief Financial Officer of Titanium Resources Group Ltd (TRG) a public company listed on the London Stock Exchange and operating in the metals and mining sector in West Africa. In this capacity, he has raised finance in excess of US $200m from London, New York and other financial centres, being responsible to interact with EU and New York hedge fund managers, brokers and high-net-worth individuals.

Prior to 2005, Mr Jaddoo spent 15 years as a Partner, responsible for Financial Consulting at De Chazal Du Mee Chartered Accountants which used to be the representative firm of Arthur Andersen based in Mauritius and with offices in several African countries.

10) Mrs Christine John Chuan

Mrs Christine Yeung Min John Chuan joined State Bank of Mauritius Ltd (SBM) since its inception in 1973 till July 2007. As a Team Leader with SBM, she led a cluster of branches in Retail Banking and eventually a portfolio of Large customers in Corporate Banking. In August 2007, she joined Barclays Bank Mauritius Ltd (now ABSA Mauritius Ltd) and spent 12 years as Senior Corporate Manager in the Corporate & International Banking Division where she was responsible for managing and sustaining a portfolio of Large Corporate customers, both in private and public sectors. She graduated from the University of Surrey, U.K. and holds a Master in Business Administration.

8.3 Interests of Directors

The following table shows the interests of the Directors and their associates in the share capital of the Company as at the Last Practicable Date.

Directors	Direct holding	Indirect holding
Nawaz Khan Chady	-	100%*
Chandradev Appadoo	-	-
Nilesh Dabysing	-	-
Imtihaz Mamoojee	-	-
Megh Pillay	-	-
Shakil Ibrahim Moollan	-	-
Bernard Poinas	-	-
Desmond Goh	-	-
Bhanu P. Jaddoo	-	-
Christine John Chuan	-	-

** Through its 100% ownership of Blue Valley Ltd.*

8.4 List of directorships

The table below lists the companies and partnerships of which each director of the Company is currently a director or partner as well as the companies and partnerships of which each director of the Company was a director or partner over the five years preceding these Listing Particulars:

NAME	COMPANY	FROM	TO	POSITION	TO INDICATE WHETHER STILL A DIRECTOR OR PARTNER
Mr Megh Pillay	Air Mauritius Holding Limited	March 2016	Nov 2016	Director	Resigned
	Air Mauritius Limited			Director	Resigned
	Air Mauritius Holidays Limited			Director	Resigned
	Mauritius Helicopter Limited			Director	Resigned
	Airmate Limited			Director	Resigned
	Mauritius Estate Development Corporation Limited			Director	Resigned
	Pointe Cotton Resort Hotel Limited			Director	Resigned
Mr Desmond Goh	Famex Int.	1994	2021	Director	Yes, Director
Mr Bernard Poinas	Nil	Nil	Nil	Nil	Nil
Mr Imtihaz Mamoojee	Nil	Nil	Nil	Nil	Nil
Mr Shakil Moollan	Medine Ltd	30/09/2015	Up to date	Independent Non-Exec Director	Yes, Director
Mr Eshan Khan Chady	Nil	Nil	Nil	Nil	Nil
Mr Nilesh Dabysing	Nil	Nil	Nil	Nil	Nil
Mr Chandradev Appadoo	SBM Bank (Mauritius) Ltd	2011	2017	Executive Director	Resigned
Mr Bhanu P. Jaddoo	ABC Banking Corporation	2018	Up to date	Director	Yes, Director
Mrs Christine John Chuan	La Prudence Leasing Finance Ltd	Aug 2020	Up to date	Director	Yes, Director

8.5 Conflicts of Interests

- A director of the Company shall, forthwith after becoming aware of the fact that he is interested in a transaction entered into or to be entered into by the Company, disclose the interest to all other directors of the Company.

- For the purposes of above, a disclosure to all other directors to the effect that a director is a member, director or officer of another named entity or has a fiduciary relationship with respect to the entity or a named individual and is to be regarded as interested in any transaction which may, after the date of the entry into the transaction or disclosure, of the interest, be entered into with that entity or individual, is a sufficient disclosure of interest in relation to that transaction.

- A director of the Company having a material interest in a transaction entered into or to be entered by the Company shall not vote on a matter relating to the transaction in which he or his associates have a material interest and shall not be counted among the directors present at the meeting for the purposes of a quorum.

- The Company maintains a director's interests register pursuant to the Act and ensures that it is updated regularly.
- All Directors are required to notify the Company Secretary in writing of their direct and indirect interests in IHL.
- Directors, becoming aware of the fact that they are interested in a transaction or proposed transaction with the Company, disclose this to the Board and cause this information to be entered in the interests register.

Targeted investors are advised that Messrs Chady, Appadoo, Jaddoo and Dabysing are employed by and/or are directors of entities within the Group namely Hyvec Partners Ltd and HBL Development Ltd (its affiliates, parent company and sister company), which may result in conflicts between the financial interests of the Company and the interest of other entities within the Group. In addition, Mr Chady, who is a director and the current ultimate beneficial owner of IHL, is the controlling shareholder of the companies within the Hyvec Group.

8.6 Remuneration and benefits (Non-Executive Directors)

Fees and other financial benefits which were paid to the Independent Directors and other Non-Executive Directors in respect of the financial year ended 31 December 2020 are as follows:

Directors	Title	MUR
Nawaz Khan Chady	Non-Executive Director	Nil
Chandradev Appadoo	Non-Executive Director	Nil
Nilesh Dabysing	Non-Executive Director	Nil
Imtihaz Mamoojee	Independent Director	Nil
Megh Pillay	Independent Director	Nil
Shakil Ibrahim Moollan	Independent Director	Nil
Bernard Poinas	Independent Director	Nil
Desmond Goh	Independent Director	Nil

Fees and other financial benefits which are projected to be paid to the Independent Directors and other Non-Executive Directors in respect of the financial year ending 31 December 2021 are as follows:

Directors	Title	MUR
Nawaz Khan Chady	Non-Executive Director	Nil
Chandradev Appadoo	Non-Executive Director	Nil
Nilesh Dabysing	Non-Executive Director	Nil
Imtihaz Mamoojee	Independent Director	300,000
Megh Pillay	Independent Director	650,000
Shakil Ibrahim Moollan	Independent Director	285,000
Bernard Poinas	Independent Director	285,000
Desmond Goh	Independent Director	285,000

8.7 Service contracts (Executive Directors)

As at the Last Practicable Date, only two Directors (Mr Bhanu P. Jaddoo and Mrs Christine John Chuan) had service contracts with the Company.

(a) Mr Bhanu P. Jaddoo holds a service contract as Chief Executive Officer (CEO) of Investcorp (Holdings) Ltd since 23rd October 2020. His primary responsibilities include making major corporate decisions, managing the overall operations and resources of the company, acting as the main point of communication between the Board of Directors and corporate operations. He is also responsible for managing investor relations and dealing with all regulatory and compliance matters.

(b) Mrs Christine John Chuan serves as the Company's Deputy CEO on a contract basis effective 23rd October 2020. Her key responsibilities consist of assisting the CEO in managing and supervising the provision of services to the Company's clients, participating in the business development activities and addressing issues in the overall operations of the company.

Both Mr Bhanu P. Jaddoo and Mrs Christine John Chuan sit as Executive Directors on the Board of Directors of Investcorp (Holdings) Ltd.

Fees and other financial benefits which were paid to the Executive Directors in respect of the financial year ended 31 December 2020 are as follows:

Directors	Title	MUR
Bhanu P. Jaddoo	Executive Director	400,000
Christine John Chuan	Executive Director	250,000

Fees and other financial benefits which are payable to the Executive Directors in respect of the financial year ending 31 December 2021 are as follows:

Directors	Title	MUR
Bhanu P. Jaddoo	Executive Director	2,400,000
Christine John Chuan	Executive Director	1,500,000

The Hyvec Group has agreed to subsidise salaries and related costs by 50% until occupancy level reaches 90% from its current level of c.70%.

8.8 Company Secretary

Mr. Yves Meyepa currently acts as the company secretary of IHL. Yves joined Hyvec Group as Finance Director in 2014 and in 2018 was appointed Group Internal Auditor and Group Company Secretary. Prior to joining the Hyvec Group, he had been working at IBL for 40 years and in different capacities, including Group Finance Manager and Group Treasurer. Yves Meyepa was the Managing Director of the Mauritian Eagle Leasing Co Ltd, a subsidiary of IBL, since inception of that company in 2001 until his retirement in June 2014.

Yves Meyepa is a Fellow (FCMA) and a Chartered Global Management Accountant (CGMA) from the Chartered Institute of Management Accountants.

9 RISK FACTORS

General

The risk factors which are considered by the board to be material are described in this section. However, these factors should not be regarded as a complete and comprehensive statement of all potential risks and uncertainties. The operations of the Company may be adversely impeded by additional risks not presently known to the board or that the latter currently considers being immaterial. The materialization of any of these risks could lead to the decline of the trading price of the Notes and as such, this could affect the investment of the targeted investors.

Prior to making an investment decision, targeted investors should carefully consider all the information set out in these Listing Particulars, including the following risk factors and consult their professional advisors.

The Board will have the responsibility of identifying and managing the risks but can delegate such to responsibility for supervising risk management processes and activities to IHL's Audit and Risk Committee. The Committee will provide assistance to the Board in fulfilling its oversight responsibilities for the financial reporting process, risk management, the system of internal control, the audit process, and the Company's process for monitoring compliance with laws and regulations.

A key responsibility of the Audit and Risk Committee is the formulation of a risk management framework and documentation which sets out the organisational framework, risk identification process, risk ranking matrix and risk management procedure. The risk management procedure sets out the cycle of managing risks. Due to the dynamic nature of the economic environment in which IHL operates, risks, and the impact thereof, change constantly. Accordingly, risk management is a dynamic and ongoing discipline which is continuously adapted to its environment. The risk management procedure entails: (i) identifying; (ii) assessing; (iii) managing; (iv) monitoring; (v) reporting; and (vi) re-assessing risks. Risks are assessed with reference to the potential impact and probability of each risk and ranked accordingly.

9.1 RISK RELATED TO THE ISSUER

9.1.1 MACRO ECONOMIC RISK

The value of the Company's assets may be affected by changes in government policies, changes in taxation and a shift in broader national level economic activity, as recently experienced as a result of the ongoing Covid-19 pandemic. The Company, however, is not dependent on external debt. Also, the creditworthiness of the tenant mix of the Company can to a large extent withstand economic volatilities.

9.1.2 CREDIT/DEFAULT RISK

Business uncertainty could cause tenants to go out of business or fail to make timely lease payments as they fall due, thereby giving rise to a credit or default risk.

Collection of rentals are managed by strict advance rental collection policies effected via bank channels. The rentals are also long term leases with a number of reputable domestic and international blue chip clients.

9.1.3 TENANT CONCENTRATION RISK

Over exposure to key tenants could result in financial loss should these tenants experience financial difficulties. Similarly the current tenant mix is heavily geared towards the services sector, such that any domestic economic downturn could affect the rental income stream. The services sector has, however, shown significant resilience even during the Covid-19 and is predicted to show sustainable growth as per World Bank economic forecasts. It should also be noted that the current tenant mix comprises domestic banks whose businesses are well diversified and large corporates deriving their cashflows from outside Mauritius.

9.1.4 COMPETITION RISK

Both rental income and property values may also be affected by other factors specific to the real estate market, such as competition from other property owners, the perceptions of prospective tenants of the attractiveness, convenience and safety of properties, the periodic need to renovate, repair and release space and the costs thereof, the costs of maintenance and insurance, and increased operating costs.

9.1.5 LIQUIDITY RISK

Significant delays or non-receipt of rental income could result in cash flow liquidity issues and potentially an inability for the issuer to meet its obligations on the due dates.

9.1.6 VALUATION RISK

Property and real estate related assets are inherently difficult to value due to the specific nature of each property. As a result, valuations are subject to uncertainty. There is no assurance that the estimates resulting from the valuation process will reflect the actual sales price even where a sale occurs shortly after the valuation date. The performance of any underlying property investments would be adversely affected by a downturn in the property market in terms of capital value or a weakening of rental yields.

9.1.7 NON-RENEWAL OF LEASES

There is always a risk that the lease agreements entered into with Landscope Ltd will not be renewed. However, the risk is very minimal as it is very unlikely that Landscope Ltd will not renew the leases of land on which buildings have already been constructed.

9.1.8 LOCATION RISK

The majority of the properties owned by the Group are located in Ebene Cybercity. Ebene Cybercity has already matured as the International Financial Centre of Mauritius and the location of choice for both domestic and global corporates. Almost all the Banks in Mauritius now have a physical presence in Ebene Cybercity and the major international law firms have also established themselves in Ebene Cybercity. The risk that Ebene Cybercity loses its attractiveness as a prime business location is therefore very minimal.

9.1.9 KEY PERSON RISK

Mr. Nawaz Khan Chady is currently the sole shareholder and promoter of IHL. However, as mentioned in Section 7.6.1, IHL has a dynamic team of property and investment professionals to assist them in delivering quality service to their clients. The team is headed by Mr Bhanu P. Jaddoo as the CEO and supported by Mrs Christine John Chuan as deputy CEO. The property management activities has also been outsourced to Hyvec Property Investment Ltd. There are also Board committees (Audit & Risk Committee, Nomination & Remuneration Committee and Corporate Governance Committee) that have been set up to assist the Board of Directors.

9.1.10 OTHER RISK

The Hyvec Group has agreed to subsidise salaries and related costs by 50% until occupancy level reaches 90% from its current level of c.70%. In the event that the Hyvec Group ceases to provide such subsidy which results in a breach of a financial covenant as disclosed in Section 2, the Issuer shall notify the Noteholders of such breach within 3 Business Days thereof and shall remedy such breach in accordance with Condition 4.15.2.

9.2 RISK RELATED TO THE NOTES

9.2.1 THE NOTES MAY NOT BE A SUITABLE INVESTMENT FOR ALL INVESTORS

The Notes that will be offered to 'qualified investors' (as this term is defined in Chapter 18 Part B of the SEM Listing Rules, that is investors acceptable to the SEM who are knowledgeable and understand the risks of investing in specialist debt instruments and include but are not limited to expert investors as defined in the Securities (Collective Investment Schemes and Closed-end Funds) Regulations 2008).

Each potential investor must determine the suitability of that investment in light of its own circumstances.

In particular, each potential investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of the Notes, the merits and risks of investing in the Notes and the information contained or incorporated by reference in these Listing Particulars;

- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Notes and the impact such an investment will have on its overall investment portfolio;

- have sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes;

- understand thoroughly the terms of the Notes and be familiar with the behaviour of any relevant indices and financial markets; and

- be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

Some Notes are complex financial instruments. Sophisticated institutional investors generally do not purchase complex financial instruments as stand-alone investments. They purchase complex financial instruments as part of an overall portfolio strategy with an understood, measured and appropriate contribution to risk and diversification of their overall portfolios. A potential investor should not invest in Notes that are complex financial instruments unless it has the expertise (either alone or with a financial adviser) to evaluate how the Notes will perform under changing conditions, the resulting effects on the value of the Notes and the impact this investment will have on the potential investor's overall investment portfolio.

9.2.2 DEFAULT RISK

Investment in the Notes may be subject to the risk of default of the Issuer. The Notes are secured by various underlying assets, and as such reduces the risk of default for the Noteholders.

9.2.3 REFINANCING RISK

At least twelve (12) months prior to the Maturity Date, the Issuer shall notify and inform the Noteholders' Representative of its financing plan for the redemption of the Notes, i.e. either through a term loan(s) or through the disposal of asset(s) or through the issue of new securities or such other means as the Board would think appropriate.

9.2.4 INTEREST RATE RISK

Interest rate risk is the risk that interest rates may be adjusted in a way that is detrimental to Noteholders. The Notes being fixed rate notes, are therefore not impacted by any increase or decrease in the Repo Rate which is set by the Bank of Mauritius.

9.2.5 CHANGES IN LAWS AND REGULATIONS

The Company and the Notes are governed by, and will be construed in accordance with, the Mauritian law. No assurance can be given as to the impact of any possible judicial decision or change to Mauritian law or administrative practice after the date of the Listing Particulars. Legal and regulatory changes could occur that may adversely affect, in quantum, value or otherwise, any pay out of interest that may be or become payable in respect of the Notes.

9.2.6 CHANGES IN TAXATION LEGISLATION

Any change in the tax status of the Company, or in taxation legislation in Mauritius or such other jurisdiction may affect, in quantum, value or otherwise, any pay out of interest that may be or become payable in respect of the Notes. Investors are urged to consult their own tax advisers with respect to their particular tax situations and the tax effects of an investment in the Notes.

9.2.7 CREDIT RATING

Whilst the Notes to be issued have been rated, it should be highlighted that a rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

Any adverse change in the credit rating could adversely affect the trading price for the Notes issued.

9.2.8 LEGAL RESTRICTIONS ON CERTAIN INVESTMENTS

The investment activities of some potential investors may be subject to investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (i) Notes are legal investments for it, (ii) Notes can be used as collateral for various types of borrowing and (iii) other restrictions apply to its purchase or pledge of any Notes. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of Notes under any applicable risk based capital or similar rules.

9.2.9 MODIFICATION, WAIVERS AND SUBSTITUTION

The conditions of the Notes contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority.

9.2.10 FORWARD LOOKING STATEMENTS

These Listing Particulars may contain certain forward-looking statements and descriptions of returns to be achieved. Although these forward-looking statements and objectives are based upon assumptions and researches that the Company believes are reasonable, actual results of operations and achievements may differ materially from the statements and objectives set forth in these Listing Particulars.

The foregoing list of risk factors does not purport to be a complete explanation of the risks involved in this offering. Potential investors must read the entire Listing Particulars before determining whether to invest in the Notes. All potential investors must obtain professional guidance from their advisors in evaluating all of the implications and risks involved in investing in the Notes.

9.3 RISK RELATED TO THE SECURITY INTERESTS

9.3.1 RANKING OF SECURITY INTERESTS

The Security Interests created under the Security Documents will not be first ranking over the Attributed Properties for a limited period of time until the repayment of the Existing Indebtedness and the release of the Existing Encumbrances where the Security Interests in favour of the Noteholders will become first ranking.

Until the repayment of the Existing Indebtedness and the release of the Existing Encumbrances, the rights of the Noteholders over the Attributed Properties in an event of default, will be subject to the prior ranking security rights of existing secured lenders of the Issuer and the Security Providers over the Attributed Properties.

9.3.2 SECURITY OVER THE COLLATERAL WILL NOT BE GRANTED DIRECTLY TO THE NOTEHOLDERS

Security Interests created under the Security Documents will not be granted directly to the Noteholders but will be granted only in favour of the Noteholders' Representative. Accordingly, the Noteholders will not be entitled to take enforcement action in respect of the Security Interests for the Notes, except through the Noteholders' Representative.

9.3.3 THE COLLATERAL MAY BE VOIDABLE

The Security Interests under the Security Documents may be voidable under insolvency, bankruptcy, fraudulent transfer or similar laws of Mauritius. In particular, the Security Interests may be voidable under Mauritius law if the security has been created up to two years from the commencement date of the winding-up of the entity providing the Security Interests. If the Security Interests are voided for any reason, Noteholders would have only an unsecured claim against the Issuer and the Security Provider.

9.3.4 RIGHTS OF THE NOTEHOLDERS MAY BE ADVERSELY AFFECTED BY THE FAILURE TO PERFECT SECURITY INTERESTS CREATED UNDER THE SECURITY DOCUMENTS

Under Mauritian applicable law, the Security Interests created under the Security Documents over the Attributed Properties can only be fully properly perfected, and its priority retained, through the registration and inscription with the Registrar General and Conservator of Mortgages in Mauritius. Any failure to perfect any Security Interest may result in the invalidity of the relevant Security Interest or adversely affect the priority of such Security Interest in favour of the Notes against third-parties.

10 FINANCIAL INFORMATION

10.1 Financial Statements of IHL

The audited financial statements of IHL for the year ended 31 December 2020 are presented in Appendix 2. The unaudited financial statements of the Company for the period ended 30 June 2021 are presented in Appendix 3. Post the listing on the SEM, the Company will be publishing its unaudited financial statements on a quarterly basis.

10.2 Base Currency

Transactions of the Company will be mainly denominated in Mauritian Rupees (MUR). The financial reports and statements will be presented in MUR.

10.3 Dividend policy

The Company has a Board approved dividend policy to distribute to its shareholders part of its profit after tax based on rentals received from tenants, less cash components of administrative expenses and property management fees subject to compliance with the solvency and liquidity requirements set out in the Mauritian Companies Act 2001.

Ordinary Shares shall carry an equal right to such dividends and payable out of distributable profits available for distribution (if any), provided however that any payment of dividends to the holders of Ordinary Shares shall not be made until and unless the holders of non-voting redeemable preference shares (to the extent that such non-voting redeemable preference shares are actually created and issued by the Company) have first been fully paid such dividends in priority.

The Company has this far never declared any dividend.

The Company shall not declare or pay any dividend to the ordinary shareholder until full repayment of the Notes.

10.4 Analysis of consolidated third party borrowings & charges as at 30 June 2021

As at 30 June 2021, the third party borrowings of the Group were as follows and secured on the assets mentioned in section 7.4.

	COMPANY	BANK	REMAINING BALANCE AS AT 30 JUNE 2021 (MUR)
1	HBL DEVELOPMENT LTD	ABSA	124,875,000
2	INVESTCORP (HOLDINGS) LTD	MAUBANK	305,000,000
3	IBIZA INVESTMENT LTD	SBM	116,970,076.02
4	IBIZA PROPERTIES LTD	MAUBANK	140,404,599.68
			687,249,675.70

11 ADDITIONAL INFORMATION

11.1 Legal and arbitration proceedings

As far as the Directors are aware, there are no legal or arbitration proceedings, whether active, pending or threatened against or being brought by, the Company or any member of its group which are having or may have a significant effect on the Issuer's financial position.

11.2 Expenses of the listing and Offer

An application shall be made for the listing of the Notes on the Official Market of the SEM. The total estimated proceeds from the issue of the Notes is MUR1,000M and the estimated cost for the Offer and admission of the Notes on the Official Market of the SEM is as follows:

EXPENSES	**AMOUNT (MUR)**
Printing, stationery and postage	950,000
Transaction Advisor and Placing Agent	650,000
Capital raising fee	1,705,500
Registrar & Transfer, Paying and Calculation Agent	310,000
Noteholders' Representative and Security agent	100,000
Legal Adviser	300,000
Property Valuers	300,000
PR related costs (including logo and website design)	534,500
Application and listing fees payable to the SEM	150,000
Total estimated expenses	5,000,000

11.3 Payments or benefits in connection with the issue or sale of shares

There have been no commissions, discounts, brokerages or other special terms granted within the two years immediately preceding the issue of these Listing Particulars in connection with the issue or sale of any capital of any member of the Group, and none of the Directors of IHL, promoters or experts have received any such payment or benefit.

11.4 Approvals

The Board has approved the issuance of the Notes and the listing of the Notes on the Official Market of the SEM on 28 May 2021, pursuant to the Constitution.

11.5 Documents available for inspection

Copies of the following documents will be available for inspection at the Company's registered office during business hours from the date of issue of these Listing Particulars for a minimum period of 14 calendar days:

(a) The Constitution;

(b) These Listing Particulars;

(c) All Material Contracts / Agreements mentioned in Section 7.7;

(d) Valuation Reports issued by Prime Pillars Ltd;

(e) Audited Financial Statements as at 31 December 2020;

(f) Unaudited Financial Statements as at 30 June 2021;

(g) Termsheet for MUR 1 Billion Fixed Rate Secured Notes;

(h) Credit Rating report from CARE Ratings (Africa) Private Limited;

(i) The Noteholders' Representative Agency Agreement;

(j) Agency Agreement; and

(k) The Security Documents.

APPENDICES

Appendix 1: Investment Portfolio

Name of Company	BRN	SHARE CAPITAL/ STATED CAPITAL (MUR)	NATURE OF BUSINESS	EFFECTIVE % HELD BY IHL	DATE OF INCORPORATION
Ibiza Investment Ltd	C14127091	10,000	Activities of Holding/Management/Investment Companies (with or without managing)	100%	15th December 2014, Mauritius
Ibiza City (Holding) Ltd	C14127102	10,000	Activities of Holding/Management/Investment Companies (with or without managing)	100%	16th December 2014, Mauritius
Ibiza Properties Ltd	C14127090	10,000	Activities of Holding/Management/Investment Companies (with or without managing)	100%	15th December 2014, Mauritius
HBL Development Ltd	C11100871	30,000	Activities of Holding/Management/Investment Companies (with or without managing)	100%	21st February 2011, Mauritius
Bonn Properties Ltd	C16142531	60,030,000	Activities of Holding/Management/Investment Companies (with or without managing)	100%	24th October 2016, Mauritius
Eight sirs Investment Ltd	C08017639	2,726,800	Tourist residences	100%	20th March 1997, Mauritius
Hennessy Tower Development Ltd	C09090193	1,000	Activities of head offices	100%	1st September 2009, Mauritius

Appendix 2: Audited Financial Statements as at 31 December 2020

Investcorp (Holdings) Ltd (formerly S.L.D Investment Ltd)

Group Financial statements

For the year ended 31 December 2020

Investcorp (Holdings) Ltd (formerly S.L.D Investment Ltd)

For the year ended 31 December 2020

CONTENTS **PAGES**

Investcorp (Holdings) Ltd (formerly S.L.D Investment Ltd)
For the year ended 31 December 2020

Corporate information

Directors

Meghanathan Pillay, Independent Director and Chairman	- (Appointed on 27 October 2020)
Nawaz Khan Chady, Non-Executive Director	- (Appointed on 31 August 2009)
Chandradev Appadoo, Non-Executive Director	- (Appointed 13 March 2020)
Nilesh Dabysing, Non-Executive Director	- (Appointed on 13 March 2020)
Imtihaz Mamoojee, Independent Director	- (Appointed on 28 February 2017)
Jaddoo Bhanu Pratabsingh, Executive Director	- (Appointed on 29 September 2020)
Yeung Min John Chuan, Executive Director	- (Appointed on 29 September 2020)
Poinas Bernard Jean, Independent Director	- (Appointed on 27 October 2020)
Goh Ek Ping, Independent Director	- (Appointed on 27 October 2020)
Shakil Moollan, Independent Director	- (Appointed on 27 October 2020)
Santosh Kumar Gujadhur, Independent Director	- (Resigned on 13 March 2020)
Louis Yves Sebastien Meyepa, Non-Executive Director	- (Resigned on 13 March 2020)

Auditors

Deloitte
7th - 8th Floors, Standard Chartered Tower
19-21 Bank Street
Cybercity
Ebene

Bankers

SBM Bank (Mauritius) Ltd
Afrasia Bank Limited
Maubank Ltd

Registered office and principal place of business

Lot 22, Bank Street
Cybercity
Ebene
Mauritius

Company secretary

Meyepa, Louis Sebastien Yves

Investcorp (Holdings) Ltd (formerly S.L.D Investment Ltd)
Directors' report

The directors are pleased to present their audited report for the year ended 31 December 2020.

Principal activity

The principal activity of the Company is to own properties directly or indirectly through subsidiaries for rental income and capital appreciation. The Company has changed its status from private to public company on 8th March 2021.

Business Review

The company earned Rs 5,436,660 for the year ended 31 December 2020 from the long-term lease of 2 floors owned in the Axis Building. On 30 December 2020, the Company acquired several subsidiaries owning buildings in the Ebene Cybercity with sitting tenants.

Dividends

No dividends were recommended.

Statement of directors' responsibilities in respect of financial statements

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

- Select suitable accounting policies and then apply them consistently;
- Make judgements and estimates that are reasonable and prudent;
- State whether applicable accounting standards have been followed, subject to any material departures and explained in the financial statements; and
- Prepare the financial statements on the going concern basis.

The directors confirm that they have complied with the above requirements in preparing the financial statements. The directors are responsible for:

- Keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2001; and
- Safeguarding the assets of the Company and hence for taking reasonable steps for the prevention of frauds and other irregularities.

Directors

The name of the directors of the Company are given in the "Corporate Information" on page 3.

Interest register

The Company Secretary maintains a Register of Interests in respect of all directors and senior officer. This Register is kept up to date through written submissions made by senior officer when appropriate, and written declarations submitted by directors and senior officers.

Directors' service contracts

The Executive Directors have service contracts with the Company. Details of the directors' remuneration and service contracts are set out in note 24.

Contracts of significance

There was no contract of significance subsisting during the year to which the Company was a party and in which the directors were materially interested.

Auditors

The auditors, Deloitte have indicated their willingness to act as auditors of the Company. A resolution for their appointment in accordance with section 200(1) of the Mauritius Companies Act 2001, as auditors was proposed at the Meeting of Shareholders held on 30 December 2020.

Director Meghanathan PILLAY

Date: 23 April 2021

Director Sthmile Moulvan

Date: 23 April 2021

Investcorp (Holdings) Ltd (formerly S.L.D Investment Ltd)
Secretary's certificate
For the year ended 31 December 2020

In accordance with section 166 (d) of the Mauritius Companies Act 2001, I certify that, to the best of my knowledge and belief, the Company has filed with the Registrar of Companies for the year ended 31 December 2020, all such returns as are required of the Company under the Mauritius Companies Act 2001.

....
Meyepa, Louis Sebastien Yves
Company Secretary

Date: 23 April 2021

Deloitte.

7th-8th floor, Standard Chartered Tower
19-21 Bank Street
Cybercity
Ebène 72201
Mauritius

Independent auditor's report to the Shareholder of Investcorp (Holdings) Ltd (formerly S.L.D Investment Ltd)

Report on the audit of the consolidated and separate financial statements

Opinion

We have audited the consolidated and separate financial statements of **Investcorp (Holdings) Ltd (formerly S.L.D Investment Ltd)** (the "Company") and its subsidiaries (the "Group") set out on pages 9 to 56 which comprise the consolidated and separate statements of financial position as at 31 December 2020, 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, consolidated and separate and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated and separate financial statements give a true and fair view of the financial position of the Group and the Company as at 31 December 2020, and of their consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) and comply with the requirements of the Mauritius Companies Act 2001.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements* section of our report. We are independent of the Group in accordance with the International Ethics Standard Board for Accountants' *Code of Ethics for Professional Accountants (including International Independence Standards)* (the "IESBA Code"), and 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 opinion.

Other matter

The financial statements of Investcorp (Holdings) Ltd (formerly S.L.D Investment Ltd), for the year ended 31 December 2019 were audited by another auditor who expressed an unmodified opinion on those financial statements on 2 June 2020.

Other information

The directors are responsible for the other information. The other information comprises of Corporate Information, Directors' Report, and the Secretary's Certificate, 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 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 Mauritius Companies Act 2001 and they are also responsible for such internal control as the directors determine is necessary to enable the preparation of 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's 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/or the Company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for overseeing the Group's 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.

Deloitte.

7th-8th floor, Standard Chartered Tower
19-21 Bank Street
Cybercity
Ebène 72201
Mauritius

Independent auditor's report to the Shareholder of Investcorp (Holdings) Ltd (formerly S.L.D Investment Ltd) (Cont'd)

Auditor's responsibilities for the audit of the consolidated and separate financial statements (Cont'd)

As part of an audit in accordance with ISAs, we exercise professional judgement 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's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's 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/or 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 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.

Report on other legal and regulatory requirements

Mauritius Companies Act 2001

In accordance with the requirements of the Mauritius Companies Act 2001, we report as follows:

- we have no relationship with, or interest in, the Company and its subsidiaries other than in our capacity as auditor; and
- we have obtained all information and explanations that we have required; and
- in our opinion, proper accounting records have been kept by the Company as far as appears from our examination of those records.

Use of this report

This report is made solely to the Company's shareholder, as a body, in accordance with section 205 of the Mauritius Companies Act 2001. Our audit work has been undertaken so that we might state to the Company's shareholder those matters we are required to state to the shareholder 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 shareholder as a body, for our audit work, for this report, or for the opinions we have formed.

Deloitte

Deloitte

Chartered Accountants

23 April 2021

LLK Ah Hee, FCCA

Licensed by FRC

Investcorp (Holdings) Ltd (formerly S.L.D Investment Ltd)
Statement of profit or loss and other comprehensive income
For the year ended 31 December 2020

	Notes	THE GROUP Period from 01 December 2020 to 31 December 2020 Rs	THE COMPANY Year ended 31 December 2020 Rs	THE COMPANY Year ended 31 December 2019 Rs
Rental income	10	**9,005,379**	**5,436,660**	5,242,680
Revenue from contract with customers	5	**2,166,991**	**1,120,834**	1,095,960
		11,172,370	**6,557,494**	6,338,640
Administrative expenses	6	**(9,572,714)**	**(5,058,145)**	(1,278,620)
Fair value gain on revaluation of investment property	10	**29,200,000**	**29,200,000**	7,200,000
Finance costs	7	**(3,572,496)**	**(2,326,835)**	(2,823,974)
Profit before tax		**27,227,160**	**28,372,514**	9,436,046
Income tax	8	**-**	**-**	-
Profit for the year		**27,227,160**	**28,372,514**	9,436,046
Other comprehensive income	9	**-**	**-**	-
Total comprehensive income for the year		**27,227,160**	**28,372,514**	9,436,046
Basic/diluted earnings per share	27	**959**	**999**	9,436

The notes set out on pages 13 to 55 form an integral part of these financial statements.

Investcorp (Holdings) Ltd (formerly S.L.D Investment Ltd)
Statement of financial position
As at 31 December 2020

	Notes	THE GROUP 31 December 2020 Rs	THE COMPANY 31 December 2020 Rs	THE COMPANY 31 December 2019 Rs
Assets				
Non-current assets				
Goodwill	9	11,344,649		
Plant and equipment	10	5,195,241	-	-
Investment properties	11	1,661,283,333	113,000,000	83,800,000
Right-of-use assets	12	92,442,533	-	-
Investments in subsidiaries	13	-	757,000,787	-
		1,770,265,756	870,000,787	83,800,000
Current assets				
Trade and other receivables	14	31,231,486	608,777	388,426
Amount due from related parties	25	16,502,473	21,255,018	23,680,718
Cash and bank balances	21	11,632,629	2,093,839	35,930
		59,366,588	23,957,634	24,105,074
Total assets		1,829,632,344	893,958,421	107,905,074
Equity and liabilities				
Capital and reserves				
Issued share capital	15	100,000,000	100,000,000	10,000
Deemed interest reserves	20	213,154,596	213,154,596	-
Retained earnings	16	67,432,392	68,577,746	40,205,232
Total equity		380,586,988	381,732,342	40,215,232
Non-current liabilities				
Borrowings	18	318,004,091	34,256,330	36,961,891
Lease liabilities	19	10,823,099	-	-
Subordinated debt	20	443,846,191	443,846,191	-
		772,673,381	478,102,521	36,961,891
Current liabilities				
Trade and other payables	17	106,036,693	2,141,904	1,408,915
Amount due to related parties	25	354,049,459	29,715,661	27,216,693
Borrowings	18	215,722,874	2,265,993	2,102,343
Lease liabilities	19	562,949	-	-
		676,371,975	34,123,558	30,727,951
Total liabilities		1,449,045,356	512,226,079	67,689,842
Total equity and liabilities		1,829,632,344	893,958,421	107,905,074

Approved by the Board of Directors on 23 April 2021 and signed on its behalf by:

DIRECTORS

Meghanathan Pillay　　Shakil Moolla

The notes set out on pages 13 to 55 form an integral part of these financial statements.

Investcorp (Holdings) Ltd (formerly S.L.D Investment Ltd)
Statement of changes in equity
For the year ended 31 December 2020

THE GROUP	Share capital Rs	Retained earnings Rs	Deemed interest reserves Rs	Total equity Rs
Share capital	10,000	-	-	10,000
Reserves arising on consolidation	-	40,205,232	-	40,205,232
Profit for the year	10,000	27,227,160	-	27,227,160
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	-	27,227,160	-	27,227,160
Deemed Interest on subordinated loan (Note 20)	-	-	213,154,596	213,154,596
Issue of share capital	99,990,000	-	-	99,990,000
Balance at 31 December 2020	100,000,000	67,432,392	213,154,596	380,586,988

THE COMPANY	Share capital Rs	Retained earnings Rs	Deemed interest reserves Rs	Total equity Rs
Balance at 1 January 2019	10,000	30,769,186	-	30,779,186
Profit for the year	-	9,436,046	-	9,436,046
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	-	9,436,046	-	9,436,046
Balance at 31 December 2019	10,000	40,205,232	-	40,215,232
Balance at 1 January 2020	10,000	40,205,232	-	40,215,232
Profit for the year	-	28,372,514	-	28,372,514
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	-	28,372,514	-	28,372,514
Deemed Interest on subordinated loan	-	-	213,154,596	213,154,596
Issue of Shares	99,990,000	-	-	99,990,000
Balance at 31 December 2020	100,000,000	68,577,746	213,154,596	381,732,342

The notes set out on pages 13 to 55 form an integral part of these financial statements.

Investcorp (Holdings) Ltd (formerly S.L.D Investment Ltd)
Statement of cash flows
For the year ended 31 December 2020

	Notes	THE GROUP Period from 01 December 2020 to 31 December 2020 Rs	THE COMPANY Year ended 31 December 2020 Rs	Year ended 31 December 2019 Rs
Profit before tax		**27,227,160**	**28,372,514**	9,436,046
Adjustments for:				
Depreciation and amortization		**707,819**	-	-
Fair value gain on revaluation of investment property		**(29,200,000)**	**(29,200,000)**	(7,200,000)
Finance costs		**3,572,496**	**2,326,835**	2,823,974
Operating cash flows before movements in working capital		**2,307,475**	**1,499,349**	5,060,020
Decrease/(increase) in trade and other receivables		**4,985,154**	**(220,351)**	(14,637)
Increase in trade and other payables		**21,308,478**	**732,989**	54,096
Cash generated from operations		**28,601,107**	**2,011,987**	5,099,479
Income taxes paid		-	-	-
Net cash from operating activities		**28,601,107**	**2,011,987**	5,099,479
Investing activities				
Acquisition of subsidiaries	13(a)	**(98,736,336)**	**(100,000,000)**	-
Net cash used in investing activities		**(98,736,336)**	**(100,000,000)**	-
Financing activities				
Finance costs		**(3,193,203)**	**(2,326,835)**	(2,823,974)
Proceeds from borrowings		**10,008,416**	**(2,541,911)**	-
Payment of lease liabilities		-	-	-
Amounts advanced by related parties		-	**4,924,668**	-
Repayments of loans due to related parties		**(26,667,649)**	-	(2,099,889)
Proceeds on issue of shares		**99,990,000**	**99,990,000**	-
Net cash generated from/(used in) financing activities		**80,137,564**	**100,045,922**	(4,923,863)
Net increase in cash and cash equivalents		**10,002,335**	**2,057,909**	175,616
Cash and cash equivalents at beginning of year		**35,930**	**35,930**	(139,686)
Cash and cash equivalents at end of year	21	**10,038,265**	**2,093,839**	35,930

The notes set out on pages 13 to 55 form an integral part of these financial statements.

Investcorp (Holdings) Ltd (formerly S.L.D Investment Ltd)
Notes to the financial statements
For the year ended 31 December 2020

1. General information

Investcorp (Holdings) Ltd (formerly S.L.D Investment Ltd) (the Company) and its subsidiaries (together "the Group") are limited by shares incorporated and registered in Mauritius. Its ultimate controlling party is Nawaz Khan Chady. The principal activity of the Company consists of investment holding.

The company changed its name from S.L.D Investment Ltd to Investcorp (Holdings) Ltd on 3 December 2020.

These financial statements are presented in Mauritian Rupees (Rs) and are rounded to the nearest Rs.

2. Adoption of new and revised Standards

In the current year, the Company has applied all of the new and revised Standards and Interpretations issued by the International Accounting Standards Board ("IASB") and the International Financial Reporting Interpretations Committee ("IFRIC") of the IASB that are relevant to its operations and effective for accounting periods beginning on 1 January 2020.

New and amended IFRS Standards that are effective for the current year

Amendments to International Financial Reporting Standards 9 – Financial Instruments ("IFRS 9") and International Financial Reporting Standards 7 – Financial Instruments: Disclosures ("IFRS 7"): Initial application of Interest Rate Benchmark Reform

In September 2019, the IASB issued Interest Rate Benchmark Reform (Amendments to IFRS 9, IAS 39 and IFRS 7). These amendments modify specific hedge accounting requirements to allow hedge accounting to continue for affected hedges during the period of uncertainty before the hedged items or hedging instruments affected by the current interest rate benchmarks are amended as a result of the on-going interest rate benchmark reforms.

The amendments also introduce new disclosure requirements to IFRS 7 for hedging relationships that are subject to the exceptions introduced by the amendments to IFRS 9.

These amendments had no impact on the financial statements of the Group and Company as they do not have any interest rate hedge relationships.

Amendment to International Financial Reporting Standards 16 – Leases ("IFRS 16"): Initial application of Covid-19-Related Rent Concessions

In May 2020, the IASB issued Covid-19-Related Rent Concessions (Amendment to IFRS 16) that provides practical relief to lessees in accounting for rent concessions occurring as a direct consequence of COVID-19, by introducing a practical expedient to IFRS 16. The practical expedient permits a lessee to elect not to assess whether a COVID19-related rent concession is a lease modification. A lessee that makes this election shall account for any change in lease payments resulting from the COVID-19-related rent concession the same way it would account for the change applying IFRS 16 if the change were not a lease modification.

The practical expedient applies only to rent concessions occurring as a direct consequence of COVID-19 and only if all of the following conditions are met:

a) The change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
b) Any reduction in lease payments affects only payments originally due on or before 30 June 2021 (a rent concession meets this condition if it results in reduced lease payments on or before 30 June 2021 and increased lease payments that extend beyond 30 June 2021); and
c) There is no substantive change to other terms and conditions of the lease.

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

2. Adoption of new and revised Standards (Cont'd)

__New and amended IFRS Standards that are effective for the current year (Cont'd)__

Amendments to References to the Conceptual Framework in IFRS Standards

The amendments include consequential amendments to affected Standards so that they refer to the new Framework. Not all amendments, however, update those pronouncements with regard to references to and quotes from the Framework so that they refer to the revised Conceptual Framework. Some pronouncements are only updated to indicate which version of the Framework they are referencing to (the IASC Framework adopted by the IASB in 2001, the IASB Framework of 2010, or the new revised Framework of 2018) or to indicate that definitions in the Standard have not been updated with the new definitions developed in the revised Conceptual Framework.

The Standards which are amended are IFRS 2, IFRS 3, IFRS 6, IFRS 14, IAS 1, IAS 8, IAS 34, IAS 37, IAS 38, IFRIC 12, IFRIC 19, IFRIC 20, IFRIC 22, and SIC-32.

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

Amendments to IFRS 3: Definition of a business

The Group has adopted the amendments to IFRS 3for the first time in the current year. The amendments clarify that while businesses usually have outputs, outputs are not required for an integrated set of activities and assets to qualify as a business. To be considered a business an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs.

The amendments remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs. The amendments also introduce additional guidance that helps to determine whether a substantive process has been acquired.

The amendments introduce an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. Under the optional concentration test, the acquired set of activities and assets is not a business if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar assets. The amendments are applied prospectively to all business combinations and asset acquisitions for which the acquisition date is on or after 1 January 2020.

Amendments to International Accounting Standards 1 – Presentation of Financial Statements ("IAS 1") and International Accounting Standards 8 – Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8"): Definition of material

The Group and Company have adopted the amendments to IAS 1 and IAS 8 for the first time in the current year. The amendments make the definition of material in IAS 1 easier to understand and are not intended to alter the underlying concept of materiality in IFRS Standards. The concept of 'obscuring' material information with immaterial information has been included as part of the new definition.

The threshold for materiality influencing users has been changed from 'could influence' to 'could reasonably be expected to influence'. The definition of material in IAS 8 has been replaced by a reference to the definition of material in IAS 1. In addition, the IASB amended other Standards and the Conceptual Framework that contain a definition of 'material' or refer to the term 'material' to ensure consistency.

These amendments had no impact on the financial statements of the Group and Company, nor is there expected to be any future impact on the Group and Company.

2. Adoption of new and revised Standards (Cont'd)

New and revised IFRS Standards in issue but not yet effective 1 January 2020

At the date of authorization of these financial statements, the Company has not applied the following relevant new and revised IFRS Standards that have been issued but are not yet effective:

Amendments to IAS 1	Classification of Liabilities as Current or Non-current
Amendments to IFRS 3	Reference to the Conceptual Framework
Amendments to IAS 16	Property, Plant and Equipment - Proceeds before Intended Use

The directors do not expect that the adoption of the Standards listed above will have a material impact on the financial statements of the Group and Company in future periods.

3. Significant accounting policies

Basis of accounting

The financial statements have been prepared in accordance with International Financial Reporting Standards ('IFRSs') as issued by IASB.

The financial statements have been prepared on the historical cost basis, except for the revaluation of investment property and financial instruments that are measured at revalued amounts or fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2, leasing transactions that are within the scope of IFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realizable value in IAS 2 or value in use in IAS 36.

The principal accounting policies adopted are set out below.

Going concern

The directors have, at the time of approving the financial statements, a reasonable expectation that the Group and Company has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the financial statements.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) made up to 31 December each year. Control is achieved when the Company:

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

3. Significant accounting policies (Cont'd)

Basis of consolidation (Cont'd)

- has the ability to use its power to affects its returns.

The Company 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 Company has less than a majority of the voting rights of an investee, it considers that 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. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company 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, the results of subsidiaries acquired or disposed of during the year are included in profit or loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with the Group's accounting policies.

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

Non-controlling interests in subsidiaries are identified separately from the Group's equity therein. Those interests of non-controlling shareholders that are present ownership interests entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Other non-controlling interests are initially measured at fair value. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

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

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to the owners of the Company

3. Significant accounting policies (Cont'd)

Basis of consolidation (Cont'd)

When the Group loses control of a subsidiary, the gain or loss on disposal recognized in profit or loss is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary and any non-controlling interests. All amounts previously recognized in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as required/permitted by applicable IFRS Standards). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IFRS 9 when applicable, or the cost on initial recognition of an investment in an associate or a joint venture.

Combination of business under common control

Business combination involving entities under common control, where all combining entities are ultimately control by the same parties

Before and after the business combinations, are accounted for using the acquisition method, as described below.

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interest issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognized in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 at the acquisition date (see below); and
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

Investcorp (Holdings) Ltd (formerly S.L.D Investment Ltd)
Notes to the financial statements
For the year ended 31 December 2020

3. Significant accounting policies (Cont'd)

Business combinations (Cont'd)

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Other contingent consideration is remeasured to fair value at subsequent reporting dates with changes in fair value recognized in profit or loss.

When a business combination is achieved in stages, the Group's previously held interests (including joint operations) in the acquired entity are remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognized in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognized in other comprehensive income are reclassified to profit or loss, where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognized as of that date.

Goodwill

Goodwill is initially recognised and measured as above.

Goodwill is not amortized but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognized for goodwill is not reversed in a subsequent period.

On disposal of a cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

Revenue recognition

The Group recognises revenue from the following major sources:

- Lease income on operating leases
- Service charge fee income

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer/tenant and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control of a product or service to a customer.

Lease income on operating leases

The Group earns rental income on its investment properties, based on rental agreements that exist between the tenants and the Group. Rental income is recognised as per accounting policy set out in 'Leases' below.

3. Significant accounting policies (Cont'd)

Revenue recognition (Cont'd)

Service charge fee income

The Group charges a monthly service charge to its tenants for the upkeep of the common area of the investment properties.

Leases

(a) *The Group as lessee*

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

3. Significant accounting policies (Cont'd)

Leases (Cont'd)

(a) *The Group as lessee*

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37. To the extent that the costs relate to a right-of use

asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the right-of-use asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the statement of financial position.

The Group applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'Plant and Equipment' policy.

Variable rents that do not depend on an index or rate are not included in the measurement the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the statement of profit or loss and comprehensive income.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement.

(b) *The Group as lessor*

The Group enters into lease agreements as a lessor with respect to its investment properties.

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for the head lease and the sub-lease as two separate contracts. The sub-lease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

3. Significant accounting policies (Cont'd)

Leases (Cont'd)

(b) *The Group as lessor (Cont'd)*

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Subsequent to initial recognition, the Group regularly reviews the estimated unguaranteed residual value and applies the impairment requirements of IFRS 9, recognising an allowance for expected credit losses on the lease receivables.

Finance lease income is calculated with reference to the gross carrying amount of the lease receivables, except for credit-impaired financial assets for which interest income is calculated with reference to their amortised cost (i.e., after a deduction of the loss allowance).

When a contract includes both lease and non-lease components, the Group applies IFRS 15 to allocate the consideration under the contract to each component.

Foreign currencies

In preparing the financial statements of the Group entities, transactions in currencies other than the entity's functional currency are recognised at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on transactions entered into to hedge certain foreign currency risks (see below under financial instruments/hedge accounting); and
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur in the foreseeable future (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the net investment.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets is substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

3. Significant accounting policies (Cont'd)

Taxation

The income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

A provision is recognised for those matters for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the Group supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax liabilities and deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. The directors reviewed the Group's investment property portfolios and concluded that the Group's investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, the directors have determined that the 'sale' presumption set out in the amendments to IAS 12 is rebutted.

3. Significant accounting policies (Cont'd)

Taxation (Cont'd)

Deferred tax (Cont'd)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current tax and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Corporate Social Responsibility (CSR)

The Group is subject to CSR and the contribution is at a rate of 2% on chargeable income of the preceding year.

However, effective as from 01 January 2017, further to change in the income tax legislation, the Group is required to contribute at least 50% of its CSR money to the National CSR Foundation through the Mauritius Revenue Authority. The remaining 50% of the CSR can be used by the Company in accordance with its own CSR Fund. Effective 01 January 2019, the contribution to the Mauritius Revenue Authority must be at least 75% or reduced up to 50% if prior approval of the National CSR Foundation is obtained.

Plant and equipment

Fixtures and fittings are stated at cost less accumulated depreciation and accumulated impairment loss. Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives, using the straight-line method at a rate of 20%

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Investment property

Investment property, which is property held to earn rentals and/or capital appreciation is measured initially at cost, including transaction costs. Subsequent to initial recognition, investment property is measured at fair value. Gains or losses arising from changes in the fair value of investment property are included in profit or loss in the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

3. Significant accounting policies (Cont'd)

Investments in subsidiaries

In the Company's financial statements, investments in subsidiaries are stated at cost, less any impairment loss.

Financial instruments

Financial assets and financial liabilities are recognised in the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value, except for trade receivables that do not have a significant financing component which are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Classification of financial assets

Debt instruments that meet the following conditions are measured subsequently at amortised cost:

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

Debt instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVTOCI):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are measured subsequently at fair value through profit or loss (FVTPL).

Despite the foregoing, the Group may make the following irrevocable election / designation at initial recognition of a financial asset:

- the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met (see (iii) below); and
- the Group may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch (see (iv) below).

(i) *Amortised cost and effective interest method*

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

Investcorp (Holdings) Ltd (formerly S.L.D Investment Ltd)
Notes to the financial statements
For the year ended 31 December 2020

3. Significant accounting policies (Cont'd)

Financial instruments (Cont'd)

Classification of financial assets (Cont'd)

(i) *Amortised cost and effective interest method (Cont'd)*

For financial assets other than purchased or originated credit-impaired financial assets (i.e. assets that are credit impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial assets other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

For purchased or originated credit-impaired financial assets, the Group recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired.

Interest income is recognised in profit or loss.

(ii) *Debt instruments classified as at FVTOCI*

Debt instruments classified as at FVTOCI and are initially measured at fair value plus transaction costs. Subsequently, changes in the carrying amount of these debt instruments as a result of foreign exchange gains and losses, impairment gains or losses, and interest income calculated using the effective interest method (see (i) above) are recognised in profit or loss. The amounts that are recognised in profit or loss are the same as the amounts that would have been recognised in profit or loss if these debt instruments had been measured at amortised cost. All other changes in the carrying amount of these debt instruments are recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. When these debt instruments are derecognised, the cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss.

3. Significant accounting policies (Cont'd)

Financial instruments (Cont'd)

Classification of financial assets (Cont'd)

(ii) *Debt instruments classified as at FVTOCI (Cont'd)*

Equity instruments designated as at FVTOCI

On initial recognition, the Group may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognised by an acquirer in a business combination.

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investment's revaluation reserve. The cumulative gain or loss is not reclassified to profit or loss on disposal of the equity investments, instead, it is transferred to retained earnings.

Dividends on these investments in equity instruments are recognised in profit or loss in accordance with IFRS 9, unless the dividends clearly represent a recovery of part of the cost of the investment.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has evidence of a recent actual pattern of short-term profit-taking; or
- it is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

(iii) *Financial assets at FVTPL*

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI (see (i) to (iii) above) are measured at FVTPL. Specifically:

- Investments in equity instruments are classified as at FVTPL, unless the Group designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition (see (iii) above).
- Debt instruments that do not meet the amortised cost criteria or the FVTOCI criteria (see (i) and (ii) above) are classified as at FVTPL. In addition, debt instruments that meet either the amortised cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency (so called 'accounting mismatch') that would arise from measuring assets or liabilities or recognizing the gains and losses on them on different bases. The Group has not designated any debt instruments as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship.

3. Significant accounting policies (Cont'd)

Financial instruments (Cont'd)

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost or at FVTOCI, lease receivables and trade receivables, as well as on financial guarantee contracts. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group recognises lifetime expected credit losses (ECL) for trade receivables and lease receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

(i) Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument, or the length of time or the extent to which the fair value of a financial asset has been less than its amortised cost;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

3. Significant accounting policies (Cont'd)

Financial instruments (Cont'd)

Impairment of financial assets (Cont'd)

(i) Significant increase in credit risk (Cont'd)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

1) the financial instrument has a low risk of default;
2) the debtor has a strong capacity to meet its contractual cash flow obligations in the near term; and
3) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there are no past due amounts.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the debtor; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Company, in full (without taking into account any collateral held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

3. Significant accounting policies (Cont'd)

Financial instruments (Cont'd)

Impairment of financial assets (Cont'd)

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

a) significant financial difficulty of the issuer or the borrower;
b) a breach of contract, such as a default or past due event (see (ii) above);
c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganization; or
e) the disappearance of an active market for that financial asset because of financial difficulties.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

(v) Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e., the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate. For a lease receivable, the cash flows used for determining the expected credit losses is consistent with the cash flows used in measuring the lease receivable in accordance with IFRS 16.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which the simplified approach was used.

3. Significant accounting policies (Cont'd)

Financial instruments (Cont'd)

Impairment of financial assets (Cont'd)

(v) Measurement and recognition of expected credit losses (Cont'd)

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in the investment revaluation reserve, and does not reduce the carrying amount of the financial asset in the statement of financial position.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognizes a collateralized borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. In addition, on derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investment's revaluation reserve is reclassified to profit or loss. In contrast, on derecognition of an investment in an equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investment's revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

3. Significant accounting policies (Cont'd)

Financial instruments (Cont'd)

Financial liabilities and equity (Cont'd)

Financial liabilities

All financial liabilities are measured subsequently at amortised cost using the effective interest method or at FVTPL. However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, and financial guarantee contracts issued by the Group, are measured in accordance with the specific accounting policies set out below.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination, (ii) held for trading or (iii) it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a Group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and IFRS 9 permits the entire combined contract to be designated as at FVTPL.

Financial liabilities at FVTPL are measured at fair value, with any gains or losses arising on changes in fair value recognised in profit or loss to the extent that they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability.

However, for financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. The remaining amount of change in the fair value of liability is recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability.

Gains or losses on financial guarantee contracts issued by the Group that are designated by the Group as at FVTPL are recognised in profit or loss.

3. Significant accounting policies (Cont'd)

Financial instruments (Cont'd)

Financial liabilities and equity (Cont'd)

Financial liabilities measured subsequently at amortised cost

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held-for trading, or (iii) designated as at FVTPL, are measured subsequently at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Financial guarantee contract liabilities

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contract liabilities are measured initially at their fair values and, if not designated as at FVTPL and do not arise from a transfer of an asset, are measured subsequently at the higher of:

- the amount of the loss allowance determined in accordance with IFRS 9; and
- the amount recognised initially less, where appropriate, cumulative amortisation recognised in accordance with the revenue recognition policies set out above.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

When the Group exchanges with the existing lender one debt instrument into another one with the substantially different terms, such exchange is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, the Group accounts for substantial modification of terms of an existing liability or part of it as an extinguishment of the original financial liability and the recognition of a new liability. It is assumed that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective rate is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. If the modification is not substantial, the difference between: (1) the carrying amount of the liability before the modification; and (2) the present value of the cash flows after modification is recognised in profit or loss as the modification gain or loss within other gains and losses.

3. Significant accounting policies (Cont'd)

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, it carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Retirement benefit obligations

The present value of retirement benefits in respect of the Workers' Rights Act 2019 is recognised in the statement of financial position as a non-current liability. The obligation arising from this item is not funded.

Defined benefit costs are categorised as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Remeasurement

The Company presents the first two components of defined benefit costs in Profit or Loss.

No retirement benefit obligations have been recognised because management considers the amount to be immaterial as the employees were recruited during the last quarter of the year under review.

Contributions to the National Pension Scheme are expensed to the statement of profit or loss in the period in which they fall due.

Related party transactions

All transactions with related parties are at arm's length. Management considers all parties as defined in IAS 24 as related parties of the Company.

Segmental reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker is a person or group that is responsible for allocating resources and assessing performance of the operating segments. The Group has determined the board as its chief operating decision-maker as it is the board that makes the Group's strategic decisions.

4. Critical accounting judgements and key sources of estimation uncertainty

In applying the Group's accounting policies, which are described in note 3, the directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying the Group's accounting policies

The following are the critical judgements, apart from those involving estimations (which are presented separately below), that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in financial statements.

Business model assessment

Classification and measurement of financial assets depends on the results of the SPPI and the business model test (please see financial assets sections of note 3). The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Group monitors financial assets measured at amortised cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Group's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets. No such changes were required during the periods presented.

Significant increase in credit risk

As explained in note 3, ECL are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. IFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative reasonable and supportable forward-looking information.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting period that may 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.

Fair value measurements and valuation processes

Investment properties are measured at fair value for financial reporting purposes. In estimating the fair value of the assets, the Group engages third party qualified valuers to perform the valuation. Management works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model.

5. Revenue from contract with customers

Disaggregation of revenue

	THE GROUP	THE COMPANY	
	2020	2020	2019
	Rs	Rs	Rs
Revenue by service line			
Service charge income	1,705,357	1,068,660	951,960
Other income	461,634	52,174	144,000
	2,166,991	1,120,834	1,095,960
Timing of revenue recognition			
Services transferred at a point in time	461,634	52,174	144,000
Services transferred over time	1,705,357	1,068,660	951,960
	2,166,991	1,120,834	1,095,960

6. Administrative expenses

	THE GROUP	THE COMPANY	
	2020	2020	2019
	Rs	Rs	Rs
Salaries and wages	873,959	755,812	-
Management fee	628,509	628,509	-
Professional fees	1,624,305	1,527,500	120,000
Audit fee	2,400,000	600,000	30,000
Service charge expense	2,030,067	440,151	-
Depreciation	707,818	-	-
Bank charges	468,807	448,929	14,343
Directors fee	150,000	-	-
Other expenses	689,249	657,244	1,114,277
	9,572,714	5,058,145	1,278,620

7. Finance costs

	THE GROUP	THE COMPANY	
	2020	2020	2019
	Rs	Rs	Rs
Interest on bank overdrafts and loans	3,572,496	2,326,835	2,823,974

Investcorp (Holdings) Ltd (formerly S.L.D Investment Ltd)
Notes to the financial statements
For the year ended 31 December 2020

8. Income tax

The standard rate of corporation tax applied to reported profit is 17% (2019: 17%).

The Company has not recognised any deferred tax liability arising from temporary differences associated with investments in subsidiaries to the extent that the company is able to control the timing of the reversal of the differences and that the reversal will not occur in the foreseeable future

The charge for the year can be reconciled to the profit before tax as follows:

	THE GROUP	THE COMPANY	
	2020	2020	2019
	Rs	Rs	Rs
Profit before tax	**27,227,160**	**28,372,514**	9,436,046
Tax at the rate of 17%	**4,628,617**	**4,823,327**	1,604,128
Tax effect of income not taxable in determining taxable profit	**(4,964,000)**	**(4,964,000)**	(1,224,000)
Tax effect of utilization of tax losses	**768,020**	**140,673**	-
Tax effect on other non-allowable items	**(432,637)**	**-**	(380,128)
Tax expense for the year	**-**	**-**	-

Tax losses

Year of tax loss	THE GROUP Amount of tax loss	THE GROUP Date of expiry	THE COMPANY Amount of tax loss	THE COMPANY Date of expiry	THE COMPANY Amount of tax loss	THE COMPANY Date of expiry
	2020		2020		2019	
	Rs		Rs		Rs	
2014	**-**	**-**	**-**	**-**	-	Dec 19
2015	**1,125,767**	**Dec 20**	**1,065,617**	**Dec 20**	1,065,617	Dec 20
2016	**2,506,738**	**Dec 21**	**44,376**	**Dec 21**	44,376	Dec 21
2017	**9,699,508**	**Dec 22**	**477,941**	**Dec 22**	477,941	Dec 22
2018	**4,727,077**	**Dec 23**	**-**	**Dec 23**	-	Dec 23
2019	**8,856,769**	**Dec 24**	**-**	**Dec 24**	-	Dec 24
2020	**4,517,767**	**Dec 25**	**827,490**	**Dec 25**		
	31,433,627		**2,415,425**		1,587,935	
Loss lapsed	**(1,125,767)**		**(1,065,617)**		-	
	30,307,860		**1,349,808**		1,587,935	

Investcorp (Holdings) Ltd (formerly S.L.D Investment Ltd)
Notes to the financial statements
For the year ended 31 December 2020

9. Goodwill

	Rs
Cost	
Acquisition through business combinations	**11,344,649**
At 31 December 2020	**11,344,649**
Impairment losses	
Impairment loss for the period	-
At 31 December 2020	-
Carrying amount	
At 31 December 2020	**11,344,649**

The carrying amount of goodwill has been allocated to CGUs as follows:

	Rs
Segment: Office - Bonn Properties Ltd	**5,469,714**
Segment: Hospitality - Eight Sirs Investment Ltd	**5,874,935**
	11,344,649

The Group tests goodwill annually for impairment or more frequently if there are indications that goodwill might be impaired. At 31 December 2020, based on impairment tests, management determined that its investments to which goodwill had been allocated had not been impaired.

The total amount of goodwill has been assessed as having indefinite useful life as the Group continues to derive benefits from its CGUs for which Goodwill is allocated.

Main basis and assumptions for testing goodwill impairment in CGUs to which goodwill is allocated:

	Basis for calculation goodwill impairment
Segment: Office - Bonn Properties Ltd	Discounted cash flows
Segment: Hospitality – Eight Sirs Investment Ltd	Discounted cash flows

Based on impairment tests, the goodwill attributable to the above CGUs amounting to Rs 11,344,649 are found not to be impaired and are not materially significant in comparison to the Group's total carrying amount of goodwill.

Investcorp (Holdings) Ltd (formerly S.L.D Investment Ltd)
Notes to the financial statements
For the year ended 31 December 2020

10. Plant and equipment

THE GROUP	Furniture and fittings
	Rs
Cost	
Acquisition through business combinations	**25,390,157**
At 31 December 2020	**25,390,157**
Accumulated depreciation	
Acquisition through business combinations	**19,744,565**
Depreciation for the period	**450,351**
At 31 December 2020	**20,194,916**
Carrying amount	
At 31 December 2020	**5,195,241**

11. Investment properties

	THE GROUP	THE COMPANY	
	2020	2020	2019
	Rs	Rs	Rs
At 01 January	-	**83,800,000**	76,600,000
Arising on consolidation	**83,800,000**	-	-
Arising on acquisition of Subsidiaries	**1,548,283,333**	-	-
Increase in fair value during the year	**29,200,000**	**29,200,000**	7,200,000
At 31 December	**1,661,283,333**	**113,000,000**	83,800,000

The fair value of the Group's and Company's investment properties at 31 December 2020 have been arrived at on the basis of a valuation carried out at that date by Prime Pillar Valuation Services Ltd, independent valuers not connected with the Company. The valuation conforms to International Valuation Standards.

In estimating the fair value of the properties, the highest and best use of the properties is their current use. The fair value of the properties was determined through the use of the income, sales comparison and depreciated replacement cost approaches.

Investment properties are measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices); and
- Level 3: inputs for the asset or liability that are not based on observable market data (that is unobservable inputs).

Investcorp (Holdings) Ltd (formerly S.L.D Investment Ltd)
Notes to the financial statements
For the year ended 31 December 2020

11. Investment properties (Cont'd)

Details of the Group's and Company's investment properties and information about the fair value hierarchy as at the end of the reporting period are as follows:

THE COMPANY	Most recent valuation date	Sector	Fair value hierarchy	Fair value as at 31/12/2020
				Rs
Lot 26 The Axis Bldg. (Investcorp (Holdings) Ltd)	18-Nov-2020	Office	Level 3	113,000,000

THE GROUP	Most recent valuation date	Sector	Fair value hierarchy	Fair value as at 31/12/2020
				Rs
Lot 22 Ebene (Bonn Properties Ltd)	18-Nov-2020	Office	Level 3	155,083,333
Grand Bay Suites building (Eight Sirs Investment Ltd)	18-Nov-2020	Hospitality	Level 3	50,300,000
Lots 27 and 28 Ebene (HBL Development Ltd)	18-Nov2020	Office	Level 3	362,400,000
Lot 15 Ebene (Ibiza City (Holdings) Ltd)	22-Dec-2020	Office	Level 3	42,000,000
Lot 15/A5 Ebene – Eagle House (3 Floors) (Ibiza City (Holdings) Ltd	18-Nov-2020	Office	Level 3	138,500,000
Lot 15/A3 Ebene (Ibiza Investment Ltd)	18-Nov-2020	Office	Level 3	400,000,000
Lot 15/A4 Ebene (Ibiza Properties Ltd)	18-Nov-2020	Office	Level 3	400,000,000
Lot 26 The Axis Bldg. (Investcorp (Holdings) Ltd)	18-Nov-2020	Office	Level 3	113,000,000
				1,661,283,333

	Valuation technique	Significant unobservable input(s)	Sensitivity
Office building located in Ebene, Mauritius	Income capitalization approach	Capitalization rate, taking into account the capitalization of rental income potential, nature of the property, and prevailing market condition, of 7% - 10%.	A slight increase in the capitalization rate used would result in a significant decrease in fair value, and vice versa.
		Monthly market rent, taking into account the differences in individual factors, such as size, quality of finish between the comparable and the property, at an average of Rs 393 per square meter per month.	A significant increase in the market rent used would result in a significant increase in fair value, and vice versa.
Tourist residences located in Grand Bay, Mauritius	Depreciated replacement cost approach	The depreciated replacement cost (DRC) used per square foot is Rs 2,500.	An increase in the DRC would result in a comparable increase in fair value and vice versa.

11. Investment properties (Cont'd)

The Group has pledged all of its investment properties to secure general banking facilities granted to the Group.

The property rental income earned by the Group and Company from its investment properties amounted to Rs 9,005,379 and Rs 5,436,660 (2019: Rs 5,242,680) respectively. No direct operating expenses were incurred during the year on the investment properties (2019: Rs Nil).

The outbreak of COVID-19, declared by the World Health Organisation as a "Global Pandemic" on 11th March 2020, has impacted global financial markets. Travel restrictions have been implemented by many countries. The market activity is impacted in all sectors. As at valuation date, the valuers have considered to attach less weight to previous market evidence for comparison purposes, to form opinions of value. Indeed, the current response to COVID-19 means that an unprecedented set of circumstances are faced on which to base a judgement. The valuation is therefore reported on the basis of 'material valuation uncertainty' per VPGA 10 of the RICs Valuation - Global Standards. Consequently, less certainty and a higher degree of caution should be attached to our valuation than would normally be the case, given the unknown future impact that COVID-19 might have on the real estate market. For the avoidance of doubt the material valuation uncertainty declaration does not mean that the valuation cannot be relied on as it only serves as a precaution and does not invalidate the valuation. There has been no change in the valuation methodology used for investment property as a result of COVID-19.

12. Right-of-use assets

THE GROUP	Land Rs
Cost	
Acquisition through business combinations	92,700,000
At 31 December 2020	92,700,000
Accumulated depreciation	
Acquisition through business combinations	-
Depreciation for the period	257,467
At 31 December 2020	257,467
Carrying amount	
At 31 December 2020	92,442,533

The Group leases several plots of land. The initial lease terms range from 30 to 60 years with options to renew for another 60 years.

Rights of use assets are measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices); and
- Level 3: inputs for the asset or liability that are not based on observable market data (that is unobservable inputs).

12. Right-of-use assets (Cont'd)

THE GROUP	Most recent valuation date	Sector	Fair value hierarchy	Fair value as at 31/12/2020
				Rs
Lot 22 Ebene (Bonn Properties Ltd)	18-Nov-2020	Office	Level 3	60,500,000
Grand Bay Suites land (Eight Sirs Investment Ltd)	18-Nov-2020	Hospitality	Level 2	32,200,000
				92,700,000
Depreciation for the period				(257,467)
				92,442,533

Amounts recognised in profit or loss

	2020
	Rs
Depreciation expense of right-of-use assets	257,467
Interest expense on lease liabilities	500,732

13. Investment in subsidiaries

THE COMPANY

	2020
	Rs
Additions made during the year	757,000,787
At 31 December 2020	757,000,787

Management has assessed the carrying amount of its investment in subsidiaries against their respective net assets and concluded that there was no indication of impairment at year end.

Details of the subsidiaries are as follows:

Name of company	Class of shares held	Main business	Country of incorporation	Direct ownership interest	Amount invested
Bonn Properties Ltd	Ordinary	Investment holding	Mauritius	100%	168,762,083
Eight Sirs Investment Ltd	Ordinary	Investment holding	Mauritius	100%	66,989,427
HBL Development Ltd	Ordinary	Investment holding	Mauritius	100%	35,296,061
Ibiza City (Holding) Ltd	Ordinary	Investment holding	Mauritius	100%	88,699,388
Ibiza Investment Ltd	Ordinary	Investment holding	Mauritius	100%	213,963,622
Ibiza Properties Ltd	Ordinary	Investment holding	Mauritius	100%	183,290,206
					757,000,787

All subsidiaries have coterminous reporting dates with those of the Company.

The principal reason behind the acquisition of all the above companies is the benefits attributable to the investment properties held by these companies, which generate rental income and capital appreciation for the Group.

13. Investment in subsidiaries (Cont'd)

(a) Acquisition of subsidiaries

The fair values of the identifiable assets and liabilities acquired on 30 November 2020 were:

	Bonn Properties Ltd	Eight Sirs Investment Ltd	HBL Development Ltd	Ibiza City (Holding) Ltd	Ibiza Investment Ltd	Ibiza Properties Ltd	Total
	Rs	Rs	Rs	Rs	Rs	Rs	Rs
Investment property	155,083,333	50,300,000	362,400,000	180,500,000	400,000,000	400,000,000	1,548,283,333
Plant and equipment	5,416,667	228,925	-	-	-	-	5,645,592
Rights of use asset	60,500,000	32,200,000	-	-	-	-	92,700,000
Trade and other receivables	3,347,917	380,357	4,300,000	8,290,102	4,745,902	14,763,936	35,828,214
Amount due from related parties	60,000,000	8,413,463	-	29,524,831	25,809,875	4,050,000	127,798,169
Cash at bank/(bank overdraft)	1,244,279	(1,947,981)	404,876	346,563	183,254	1,032,673	1,263,664
Amount due to related parties	(45,114,778)	(22,351,152)	(199,930,668)	(97,525,446)	(70,408,259)	(53,146,526)	(488,476,829)
Borrowings	(71,682,271)	-	(131,625,000)	(30,383,047)	(116,864,829)	(132,504,804)	(483,059,951)
Lease liabilities	(5,131,815)	(5,874,935)	-	-	-	-	(11,006,750)
Trade and other payables	(370,963)	(234,185)	(253,147)	(2,053,615)	(29,502,321)	(50,905,073)	(83,319,304)
Total assets and liabilities assumed	163,292,369	61,114,492	35,296,061	88,699,388	213,963,622	183,290,206	745,656,138
Goodwill	5,469,714	5,874,935	-	-	-	-	11,344,649
Total consideration transferred	168,762,083	66,989,427	35,296,061	88,699,388	213,963,622	183,290,206	757,000,787
Satisfied by:							
Cash	22,293,515	8,849,321	4,662,619	11,717,212	28,264,650	24,212,683	100,000,000
Contingent consideration	146,468,568	58,140,106	30,633,442	76,982,176	185,698,972	159,077,523	657,000,787
Total consideration	168,762,083	66,989,427	35,296,061	88,699,388	213,963,622	183,290,206	757,000,787

13. Investment in subsidiaries (Cont'd)

(a) Acquisition of subsidiaries (Cont'd)

	Bonn Properties Ltd	Eight Sirs Investment Ltd	HBL Development Ltd	Ibiza City (Holding) Ltd	Ibiza Investment Ltd	Ibiza Properties Ltd	Total
	Rs	Rs	Rs	Rs	Rs	Rs	Rs
Net cash outflow arising on acquisition:							
Cash consideration	22,293,515	8,849,321	4,662,619	11,717,212	28,264,650	24,212,683	100,000,000
Cash and cash equivalents acquired in subsidiaries	(1,244,279)	1,947,981	(404,876)	(346,563)	(183,254)	(1,032,673)	(1,263,664)
	21,049,236	10,797,302	4,257,743	11,370,649	28,081,396	23,180,010	98,736,336

The subsidiaries contributed towards revenue and profits of the Group for the period between the date of acquisition and the reporting date as follows:

	Bonn Properties Ltd	Eight Sirs Investment Ltd	HBL Development Ltd	Ibiza City (Holding) Ltd	Ibiza Investment Ltd	Ibiza Properties Ltd	Total
	Rs	Rs	Rs	Rs	Rs	Rs	Rs
Revenue	1,800,000	472,876	2,000,000	-	342,000	-	4,614,876
Profits	695,024	(399,111)	1,698,488	(1,933,477)	(374,170)	(832,112)	(1,145,358)

If acquisition of the subsidiaries had been completed on the first day of the financial year, the Group's revenue and profit would have been as follows:

	Bonn Properties Ltd	Eight Sirs Investment Ltd	HBL Development Ltd	Ibiza City (Holding) Ltd	Ibiza Investment Ltd	Ibiza Properties Ltd	Total
	Rs	Rs	Rs	Rs	Rs	Rs	Rs
Revenue	10,400,000	604,139	12,000,000	29,234,353	360,000	-	52,598,492
Fair value gain on revaluation of investment properties	19,324,506	53,838,283	72,480,331	80,761,003	216,319,101	178,598,033	621,321,257
Profits	16,716,743	53,973,796	80,985,498	84,487,196	215,552,670	177,132,053	628,847,956

Investcorp (Holdings) Ltd (formerly S.L.D Investment Ltd)
Notes to the financial statements
For the year ended 31 December 2020

14. Trade and other receivables

	THE GROUP	THE COMPANY	
	2020	2020	2019
	Rs	Rs	Rs
Trade receivables	69,168	69,168	60,000
Prepayments	1,066,553	-	-
Tax deducted at source	2,230,478	539,609	267,768
Value added tax	27,821,429	-	24,000
Other receivable	43,858	-	36,658
	31,231,486	608,777	388,426

15. Share capital

	THE GROUP	THE COMPANY	
	2020	2020	2019
	Rs	Rs	Rs
Issued and fully paid			
At 1 January - 1,000 (2019: 1000) ordinary shares at Rs 10 each	10,000	10,000	10,000
Issued during the year	99,990,000	99,990,000	-
At 31 December - 10,000,000 (2019: 10,000) ordinary shares at Rs 10 each	100,000,000	100,000,000	10,000

On 30 December 2020, the Company issued 9,999,000 ordinary shares at Rs 10 each.

The Company has one class of ordinary shares which carry no right to fixed income.

16. Retained earnings

	THE GROUP	THE COMPANY	
	2020	2020	2019
	Rs	Rs	Rs
Accumulated profits/(deficit)	(2,613,706)	(1,468,352)	(640,866)
Fair value reserve on investment property	70,046,098	70,046,098	40,846,098
	67,432,392	68,577,746	40,205,232

The non-distributable reserve represents unrealised profit arising on remeasurement of investment properties.

17. Trade and other payables

	THE GROUP	THE COMPANY	
	2020	2020	2019
	Rs	Rs	Rs
Trade payables	182,297	-	-
Deposits	80,748,300	793,300	793,300
Value added tax	1,057,935	8,252	90,997
Tax deducted at source	1,613,113	220,454	201,629
Minority share buy back	18,000,000	-	-
Other payables	4,435,048	1,119,898	322,989
	106,036,693	2,141,904	1,408,915

18. Borrowings

	THE GROUP	THE COMPANY	
	2020	2020	2019
	Rs	Rs	Rs
Unsecured borrowings at amortised cost			
Bank overdrafts	1,594,364	-	-
Secured borrowing at amortised cost			
Bank loans	532,132,601	36,522,323	39,064,234
Total borrowings	533,726,965	36,522,323	39,064,234
Analysed as:			
Non-current	318,004,091	34,256,330	36,961,891
Current	215,722,874	2,265,993	2,102,343
	533,726,965	36,522,323	39,064,234

All of the above borrowings are denominated in Mauritian rupees.

The principal features of the Group's borrowings are as follows.

(i) Bank overdrafts are repayable on demand.

(ii) The bank loans are secured by a fixed charge on the investment properties and floating charge on all assets of the Group.

(iii) The interest rate on the borrowings averages 6.05% (2019: 6.75%).

(iv) The bank loans are repayable within 1 to 11 years.

19. Lease liabilities

THE GROUP	2020
	Rs
Maturity analysis:	
Year 1	556,929
Year 2	568,227
Year 3	576,720
Year 4	607,336
Year 5	618,890
Year 6 Onwards	34,415,137
	37,343,240
Less: unearned interest	(25,957,192)
	11,386,048
Analysed as:	
Non-current	10,823,099
Current	562,949
	11,386,048

The lease liabilities arise on leases of plots of land on which the investment properties have been erected.

20. Subordinated debt

	THE GROUP	THE COMPANY	
	2020	2020	2019
	Rs	Rs	Rs
Original amount	657,000,787	657,000,787	-
Deemed interest credited to Statement of Changes in Equity	(213,154,596)	(213,154,596)	-
Net Present Value	443,846,191	443,846,191	-

The subordinated debt amount of Rs657,000,787 represents net amount due to Mr Nawaz Khan Chady, the ultimate shareholder for the acquisition of subsidiaries as set out in note 13.

Following a share purchase agreement between the Company and Mr Nawaz Khan Chady, the following terms and conditions are attached to the subordinated debts:

- The subordinated debt is repayable within a period not exceeding 10 years from the Effective Date either out of the proceeds of an issue of Non-Voting Redeemable Preference Shares or through the disposal of an asset belonging to the Company. It is also agreed that the payment of the Subordinated debt shall rank junior, and shall be subordinated, to any payment being made from time to time to the holders of the Non-Voting Redeemable Preference Shares.
- No interest shall accrue on repayment of the subordinated debt.

Management has decided to use 4% as deemed interest rate to calculate the net present value of the debt based on current bank lending rates.

21. Notes to the cash flow statement

Cash and cash equivalents

	THE GROUP	THE COMPANY	
	2020	2020	2019
	Rs	Rs	Rs
Cash and bank balances	11,632,629	2,093,839	35,930
Bank overdraft	(1,594,364)	-	-
	10,038,265	2,093,839	35,930

Cash and cash equivalents comprise cash and short-term bank deposits with an original maturity of three months or less, net of outstanding bank overdraft. The carrying amount of these assets is approximately equal to their fair value. Cash and cash equivalents at the end of the reporting period as shown in the statement of cash flows can be reconciled to the related items in the reporting position as shown above.

Changes in liabilities arising from financing activities

The table below details changes in the Group's and Company's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Company's cash flow statement as cash flows from financing activities.

Investcorp (Holdings) Ltd (formerly S.L.D Investment Ltd)
Notes to the financial statements
For the year ended 31 December 2020

21. Notes to the cash flow statement (Cont'd)

Changes in liabilities arising from financing activities (Cont'd)

THE GROUP	Arising business combination	Cash flows	Other changes	31 December 2020
	Rs	Rs	Rs	Rs
Borrowings	483,059,951	10,008,416	40,658,598	533,726,965
Lease liabilities	11,006,750	-	379,298	11,386,048
	494,066,701	10,008,416	41,037,896	545,113,013

THE COMPANY	1 January 2020	Cash flows	Other changes	31 December 2020
	Rs	Rs	Rs	Rs
Borrowings	39,064,234	(4,868,746)	2,326,835	36,522,323

THE COMPANY	1 January 2019	Cash flows	Other changes	31 December 2019
	Rs	Rs	Rs	Rs
Borrowings	39,064,234	(2,823,973)	2,823,973	39,064,234

Other changes include interest accruals.

22. Contingent liabilities

There is no claim against the Group and Company at the reporting date.

23. Financial risk management

The Group's activities expose it to a variety of financial risks, namely market (interest rate risk), credit and liquidity risks. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group.
The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities

Categories of financial instruments

	THE GROUP	THE COMPANY	
	2020	2020	2019
	Rs	Rs	Rs
Financial assets			
At Amortized costs			
Trade and other receivables*	69,168	69,168	96,658
Amounts due from related parties	16,502,473	21,255,018	23,680,718
Cash and bank balances	11,632,629	2,093,839	35,930
Total financial assets	28,204,270	23,418,025	23,813,306
Financial Liabilities			
At Amortized costs			
Trade and other payables**	103,365,645	1,913,198	1,116,289
Subordinated debt	443,846,191	443,846,191	-
Amounts due to related parties	354,049,459	29,715,661	27,216,693
Bank loans	532,132,601	36,522,323	39,064,234
Bank overdraft	1,594,364	-	-
Lease liabilities	11,386,048	-	-
Total financial liabilities	1,446,374,308	511,997,373	67,397,216

*Trade and other receivables exclude prepayments, value added tax and tax deducted at source.
**Trade and other payables exclude value added tax and tax deducted at source.

The Board of directors reviews and agrees policies for managing each of the risks which are summarised below:

(a) Market risk

Market risk is the risk that changes in market prices – such as interest rates – will affect the Group's income. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The Group manages market risks by keeping costs low through various cost optimisation programs.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk as it borrows funds at floating interest rates.

Sensitivity analysis for variable rate instruments

The sensitivity analysis below has been determined based on the exposure to interest rates for the interest-bearing financial liabilities at the report date. The analysis is prepared assuming the amount of liability outstanding at the reporting date was outstanding for the whole year.

If interest rates had been 25 basis points higher and all other variables were held constant, the Group's profit for the year would have decreased as follows:

23. Financial risk management (Cont'd)

	THE GROUP	THE COMPANY	
	2020	2020	2019
	Rs	Rs	Rs
Decrease in profit and equity	**1,362,783**	**91,306**	97,661

(b) Credit risk and expected credit losses

The Group takes on exposure to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due. With respect to credit risk arising from a financial asset which comprise cash and cash equivalents and amounts receivable from related parties, the Group's exposure arises from the default of the counterparty, with a maximum exposure equal to the carrying amount of these financial assets at the reporting date.

The maximum exposure to credit risk at the reporting date equal to the carrying amount of these assets as shown in the statement of financial position.

	THE GROUP	THE COMPANY	
	2020	2020	2019
	Rs	Rs	Rs
Financial assets			
Trade and other receivables*	69,168	69,168	96,658
Amounts due from related parties	16,502,473	21,255,018	23,680,718
Cash and bank balances	11,632,629	2,093,839	35,930
	28,204,270	23,418,025	23,813,306

*Trade and other receivables exclude prepayments, value added tax and tax deducted at source.

Trade and other receivables

Credit risk is principally the risk that a tenant may default or not meet its obligations timeously. The financial position of the tenants is monitored on an ongoing basis. Allowance is made for specific doubtful debts when necessary and credit risk is therefore considered limited to the carrying amount of the financial assets at the end of the relevant financial year.

Amount due from related parties

The Group has policies in place to ensure that loans granted to related parties and other parties with an appropriate credit history so as to limit the amount of exposure to credit risk.

Cash and cash at bank

It is the Group's policy to deposit short-term cash investments with reputable financial institution.

23. Financial risk management (Cont'd)

(b) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group aims to maintain the level of its cash and cash equivalents at an amount in excess of expected cash outflows on financial liabilities (other than trade payables). The Group also monitors the level of expected cash inflows on trade and other receivables together with expected cash outflows on trade and other payables. This excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

Contractual cash flows

The following are the contractual maturities of non-derivative financial liabilities of the Group and Company:

THE GROUP	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	More than 5 years	Total
	Rs	Rs	Rs	Rs	Rs
2020					
Interest bearing liabilities					
Bank loans	214,128,510	67,498,743	185,218,128	65,287,220	532,132,601
Bank overdraft	1,594,364	-	-	-	1,594,364
Lease liabilities	562,949	99,073	263,636	10,460,390	11,386,048
Non-interest bearing liability					
Trade and other payables*	103,365,645	-	-	-	103,365,645
Subordinated debt	-	-	-	443,846,191	443,846,191
Amounts due to related parties	354,049,459	-	-	-	354,049,459
	673,700,927	67,597,816	185,481,764	519,593,801	1,446,374,308

23. Financial risk management (Cont'd)

(c) Liquidity risk (Cont'd)

Contractual cash flows (Cont'd)

THE COMPANY	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	More than 5 years	Total
	Rs	Rs	Rs	Rs	Rs
2020					
Interest bearing liabilities					
Bank loans	**2,265,993**	**2,441,886**	**8,941,222**	**22,873,222**	**36,522,323**
Non-interest bearing liability					
Trade and other payables*	**1,913,198**	-	-	-	**1,913,198**
Subordinated debt	-	-	-	**443,846,191**	**443,846,191**
Amounts due to related parties	**29,715,661**	-	-	-	**29,715,661**
	33,894,852	**2,441,886**	**8,941,222**	**466,719,413**	**511,997,373**

THE COMPANY	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	More than 5 years	Total
	Rs	Rs	Rs	Rs	Rs
2019					
Interest bearing liabilities					
Bank loans	2,102,343	36,961,891	-	-	39,064,234
Non-interest bearing liability					
Trade and other payables*	1,116,289	-	-	-	1,116,289
Amounts due to related parties	27,216,693	-	-	-	27,216,693
	30,435,325	36,961,891	-	-	67,397,216

*Trade and other payables exclude value added tax and tax deducted at source.

(d) Capital risk management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

The Group actively and regularly reviews and manages its capital position to maintain a balance between its liability and equity level.

The management of the Group's capital position is undertaken by the management team. The latter ensures that the Group is adequately capitalised to meet economic requirements. The management team meets on a regular basis and manages capital by taking into account key considerations which may include business developments, regulatory requirements, gap profitability and market movements such as foreign exchange and interest rate.

The Group monitors capital using a ratio of 'adjusted net debt' to adjusted equity. For this purpose, adjusted net debt is defined as total liabilities, comprising of bank loan, bank overdraft and amount due to related parties less cash and cash equivalents. Adjusted equity comprises all components of equity.

23. Financial risk management (Cont'd)

(d) Capital risk management (Cont'd)

The Group's and Company's adjusted net debt to equity ratio at 31 December was as follows:

	THE GROUP	THE COMPANY	
	2020	2020	2019
	Rs	Rs	Rs
Total liabilities	1,343,008,663	510,084,175	66,280,927
Less: Cash and cash equivalents	(11,632,629)	(2,093,839)	(35,930)
Adjusted net debt	1,331,376,034	507,990,336	66,244,997
Adjusted equity	380,586,988	381,732,342	40,215,232
Adjusted net debt to adjusted equity ratio	349.82%	133.08%	164.73%

24. Events after the reporting period

There have been no material events after the reporting date up to the date the financial statements were authorised for issue that would require amendments or disclosure in the financial statements for the year ended 31 December 2020.

25. Related party transactions

THE GROUP

	Nature of relationship	Company at 31 December 2019	Amount at Acquisition	Loan to/(from) 2020	Amount owed by/(to) 2020
		Rs	Rs	Rs	Rs
Cap Horn Ltd	Common beneficiary	(114,000)	(23,054,000)	-	(23,168,000)
Escale Mauricienne Restaurant Ltee	Common beneficiary	-	(188,750)	-	(188,750)
Executive Builders Ltd	Common beneficiary	(872,300)	(1,500,000)	-	(2,372,300)
Gleneagles Ltd	Common beneficiary	-	3,213,490	(12,891)	3,200,599
Grand Bay Paradise Ltd	Common beneficiary	-	527,643	(995)	526,648
Henessy Tower Development Ltd	Common beneficiary	-	(6,905,346)	191,242	(6,714,104)
Hyvec Consumer Goods Ltd	Common beneficiary	-	2,575,700	(208,100)	2,367,600
Hyvec Facilities Management Ltd	Common beneficiary	-	677,335	(470,589)	206,746
Hyvec Investment Ltd	Common beneficiary	-	(1,500,000)	-	(1,500,000)
Hyvec Partners Ltd	Common beneficiary	(23,713,283)	(203,077,521)	11,385,880	(215,404,924)
Ibiza City Ltd	Common beneficiary	-	3,119,072	-	3,119,072
Ibiza Development Ltd	Common beneficiary	-	327,000	(317,680)	9,320
Jumeirah Investment Ltd	Common beneficiary	-	(284,522)	-	(284,522)
Noodle Express Ltd	Common beneficiary	-	-	(165,212)	(165,212)
Sotratech Properties Ltd	Common beneficiary	422,488	(12,350,000)	-	(11,927,512)
Supertech Equipment Ltd	Common beneficiary	5,000,000	-	-	5,000,000
Bluefire Ltd	Common beneficiary	-	(151,152)	151,152	-
Ibiza Investment Ltd	Common beneficiary	-	(4,287,627)	4,287,627	-
Investcorp (Holdings) Ltd	Common beneficiary	-	(13,816,020)	13,816,020	-
Ibiza Properties Ltd	Common beneficiary	-	28,678,127	(28,678,127)	-
Ibiza City (Holding) Ltd	Common beneficiary	-	(24,390,500)	24,390,500	-
Bonn Properties Ltd	Common beneficiary	15,530,000	-	(15,530,000)	-
Nawaz Khan Chady	Director / Shareholder	211,120	(108,291,589)	17,828,822	(90,251,647)
		(3,535,975)	**(360,678,660)**	**26,667,649**	**(337,546,986)**
Subordinated debt – Nawaz Khan Chady	Director / Shareholder		**(443,846,191)**		**(443,846,191)**
		(3,535,975)	**(804,524,851)**	**26,667,649**	**(781,393,177)**

25. Related party transactions (Cont'd)

THE COMPANY

	Nature of relationship	At 1 January 2020	Movement for the year	At 31 December 2020
		Rs	Rs	Rs
Bonn Properties Ltd	Common beneficiary	**15,530,000**	**(1,663,980)**	**13,866,020**
Cap Horn Ltd	Common beneficiary	**(114,000)**	**-**	**(114,000)**
Executive Builders Ltd	Common beneficiary	**(872,300)**	**-**	**(872,300)**
Hyvec Facilities Management Ltd	Common beneficiary	**-**	**(542,089)**	**(542,089)**
Hyvec Partners Ltd	Common beneficiary	**(23,713,283)**	**(550,600)**	**(24,263,883)**
Ibiza Properties Ltd	Common beneficiary	**-**	**(50,000)**	**(50,000)**
Sotratech Properties Ltd	Common beneficiary	**422,488**	**-**	**422,488**
Supertech Equipment Ltd	Common beneficiary	**5,000,000**	**-**	**5,000,000**
Nawaz Khan Chady	Director / Shareholder	**211,120**	**(445,964,190)**	**(445,753,070)**
		(3,535,975)	**(448,770,859)**	**(452,306,834)**

THE COMPANY

	Nature of relationship	At 1 January 2019	Movement for the year	At 31 December 2019
		Rs	Rs	Rs
Bonn Properties Ltd	Common beneficiary	15,530,000	-	15,530,000
Cap Horn Ltd	Common beneficiary	(114,000)	-	(114,000)
Executive Builders Ltd	Common beneficiary	(872,300)	-	(872,300)
Hyvec Partners Ltd	Common beneficiary	(23,713,283)	-	(23,713,283)
Sotratech Properties Ltd	Common beneficiary	422,488	-	422,488
Supertech Equipment Ltd	Common beneficiary	5,000,000	-	5,000,000
Nawaz Khan Chady	Director / Shareholder	211,120	-	211,120
		(3,535,975)	-	(3,535,975)

The amounts owed to and by related parties are interest free and unsecured and repayable on demand.

Investcorp (Holdings) Ltd (formerly S.L.D Investment Ltd)
Notes to the financial statements
For the year ended 31 December 2020

Remuneration of key management personnel and directors

	THE GROUP	THE COMPANY	
Directors' emoluments	**2020**	**2020**	**2019**
	Rs	**Rs**	**Rs**
Executive directors' emoluments			
- Jaddoo Bhanu Pratabsingh	**470,398**	**470,398**	-
- Yeung Min John Chuan	**256,048**	**256,048**	-
	726,446	**726,446**	-
Non-executive directors' emoluments			
The following fees were paid to the following non-executive directors:			
- Meghanathan Pillay	-	-	-
- Nawaz Khan Chady	-	-	-
- Chandradev Appadoo	-	-	-
- Nilesh Dabysing	-	-	-
- Imitihaz Mamoojee	-	-	-
- Poinas Bernard Jean	-	-	-
- Goh Ek Ping	-	-	-
- Shakil Moollan	-	-	-
	-	-	-
Total directors' emoluments	**726,446**	**726,446**	-

26. Segmental information

The Group reports on a segmental basis in terms of type of property. The Group has investments in office buildings and hospitality sector.

	Office	Hospitality	Elimination	Total
	Rs	Rs	Rs	Rs
Rental income	8,941,963	63,416	-	9,005,379
Revenue from contract with customers	1,120,834	409,460	-	1,530,294
Fair value gain	29,200,000	-	-	29,200,000
Administrative expenses	(8,080,938)	(855,087)	-	(8,936,025)
Finance costs	(3,555,596)	(16,900)	-	(3,572,496)
Profit/(loss) for the year	27,626,263	(399,111)	-	27,227,152
Total assets	2,617,158,573	91,076,535	(878,602,764)	1,829,632,344
Total liabilities	1,581,534,551	53,561,154	(186,050,349)	1,449,045,356

Other segment information

	Office	Hospitality	Elimination	Total
	Rs	Rs	Rs	Rs
Depreciation and Amortisation	619,219	88,599	-	550,234
Capital additions	99,990,000	-	-	99,990,000

27. Earnings per Share

	THE GROUP	THE COMPANY	
	2020	2020	2019
	Rs	Rs	Rs
Earnings			
Earnings attributable to owners of the company	**27,227,152**	**28,372,510**	9,436,046
Number of shares			
Weighted Average number of shares in issue at 31 December	**28,395**	**28,395**	1,000

28. COVID-19

The outbreak of Coronavirus, a virus causing potentially deadly respiratory tract infections and spreading in various jurisdictions, may negatively affect economic conditions regionally as well as globally, disrupt operations situated in countries particularly exposed to the contagion, affect supply chains or otherwise impact our businesses.

The board of directors is of the view that the significant doubt associated with the current uncertainties related to the COVID-19 virus currently does not result in a material uncertainty related to such events or conditions that may cast significant doubt on the Group and Company's ability to continue as a going concern. The financial statements are prepared on the going concern basis, which assumes that the Group and Company will continue in operational existence for the foreseeable future.

29. Comparative amounts

No comparative figures have been presented for the group since the company acquired all the subsidiaries during the current year.

Appendix 3: Unaudited financial statements as at 30 June 2021

Investcorp (Holdings) Ltd

Group Financial statements

For the Period ended 30 June 2021

INVESTCORP (HOLDINGS) LTD
STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2021

		GROUP		COMPANY	
			Audited		**Audited**
		2021	2020	**2021**	2020
	Notes	**Rs.**	Rs.	**Rs.**	Rs.
ASSETS					
Non-current asset					
Investment property	1	1,661,283,333	1,661,283,333	**113,000,000**	113,000,000
Plant and Equipment	2	5,161,557	5,195,241	**-**	-
Rights of use asset	3	92,442,533	92,442,533	**-**	-
Goodwill	4	11,344,649	11,344,649		
Investment in subsidiaries	5	-	-	**757,000,787**	757,000,787
		1,770,232,072	**1,770,265,756**	**870,000,787**	**870,000,787**
Current assets					
Trade and other receivables	6	48,052,082	31,231,486	**3,116,705**	608,777
Amount due from related parties	7	181,364,826	16,502,473	**293,373,567**	21,255,018
Cash at bank		13,798,289	11,632,629	**1,323,830**	2,093,839
		243,215,197	**59,366,588**	**297,814,102**	**23,957,634**
Total assets		**2,013,447,269**	**1,829,632,344**	**1,167,814,889**	**893,958,421**
EQUITY AND LIABILITIES					
Capital and reserves					
Stated capital		100,000,000	100,000,000	**100,000,000**	100,000,000
Deemed Interest reserves	11	204,277,673	213,154,596	**204,277,673**	213,154,596
Retained earnings		74,501,712	67,432,392	**65,251,440**	68,577,746
Total equity		**378,779,385**	**380,586,988**	**369,529,113**	**381,732,342**
Non-current liability					
Lease Liabilities		11,574,203	10,823,099	**-**	-
Subordinated debt	11	452,723,114	443,846,191	452,723,114	443,846,191
Bond		305,000,000	-	305,000,000	-
Borrowings	8	205,330,475	318,004,091	**-**	34,256,330
		974,627,792	**772,673,381**	**757,723,114**	**478,102,521**
Current liabilities					
Borrowings	8	177,758,720	215,722,874	-	2,265,993
Trade and other payables	9	34,534,003	106,036,693	6,849,453	2,141,904
Lease liabilities		-	562,949	-	-
Amount due to related parties	10	447,747,369	354,049,459	33,713,209	29,715,661
		660,040,092	**676,371,975**	**40,562,662**	**34,123,558**
Total liabilities		**1,634,667,884**	**1,449,045,356**	**798,285,776**	**512,226,079**
Total equity and liabilities		**2,013,447,269**	**1,829,632,344**	**1,167,814,889**	**893,958,421**

INVESTCORP (HOLDINGS) LTD
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
AS AT 30 JUNE 2021

	GROUP		COMPANY	
		Audited		**Audited**
	2021	2020	**2021**	2020
	Rs.	Rs.	**Rs.**	Rs.
Income	**31,748,799**	**11,172,370**	**4,991,119**	6,557,494
Administrative expenses	**(8,408,986)**	**(9,572,714)**	**(3,946,293)**	(5,058,145)
Operating profit	**23,339,813**	**1,599,656**	**1,044,826**	1,499,349
Net gain from fair value adjustment on investment property	**-**	**29,200,000**	**-**	29,200,000
Finance costs	**(16,325,289)**	**(3,572,496)**	**(4,371,131)**	(2,326,835)
Profit before taxation	**7,014,524**	**27,227,160**	**(3,326,305)**	28,372,514
Taxation	**-**	**-**	**-**	-
Profit for the year	**7,014,524**	**27,227,160**	**(3,326,305)**	28,372,514
Other comprehensive income	**-**	**-**	**-**	-
Total comprehensive income for the year	**7,014,524**	**27,227,160**	**(3,326,305)**	28,372,514

INVESTCORP (HOLDINGS) LTD
CASH FLOW STATEMENT
AS AT 30 JUNE 2021

	GROUP		COMPANY	
		Audited		**Audited**
	2021	2020	**2021**	2020
Profit/(loss) before tax	**7,014,524**	**27,227,160**	**(3,326,305)**	**28,372,514**
Adjustments for:				
Fair value gain on revaluation of investment property		(29,200,000)	-	(29,200,000)
Depreciation	88,596	707,819		
Finance costs	16,325,289	3,572,496	4,371,131	2,326,835
Operating cash flows before movements in working capital	23,428,409	2,307,475	1,044,826	1,499,349
Increase in work-in-progress	-	-	-	-
(increase) in other receivables	(16,820,596)	4,985,154	(2,507,928)	(220,351)
(Decrease)/increase in trade and other payables	(71,502,690)	21,308,478	4,707,549	732,989
Cash used in operations	(64,894,877)	28,601,107	3,244,447	2,011,987
Income taxes paid	-	-	-	-
Net cash from operating activities	(64,894,877)	28,601,107	3,244,447	2,011,987
Investing activities				
Acquisition of subsidiaries	-	(97,141,972)	-	(100,000,000)
Financing activities				
Finance costs	(16,137,250)	(3,193,203)	(4,371,131)	(2,326,835)
Proceeds from issue of Bond	305,000,000	-	305,000,000	-
Proceeds from Borrowings		10,008,416		
Repayments of loans	(150,637,770)	-	(36,522,323)	(2,541,911)
Amount advanced by related parties	93,697,910	-	3,997,548	4,924,668
Amount advanced to related parties	(164,862,353)	(26,667,649)	(272,118,549)	-
Increase in share capital	-	99,990,000	-	99,990,000
Net cash from financing activities	67,060,537	80,137,564	(4,014,455)	100,045,922
Net increase/(decrease) in cash and cash equivalents	2,165,660	11,596,699	(770,008)	2,057,909
Cash and cash equivalents at beginning of year	11,632,629	35,930	2,093,839	35,930
Cash and cash equivalents at end of year	13,798,289	11,632,629	1,323,831	2,093,839

INVESTCORP (HOLDINGS) LTD
NOTES TO THE ACCOUNTS
AS AT 30 JUNE 2021

1 INVESTMENT PROPERTY

	GROUP		COMPANY	
	2021	2020	**2021**	2020
	Rs.	Rs.	**Rs.**	Rs.
Investcorp (Holdings) Ltd	113,000,000	113,000,000	113,000,000	113,000,000
Ibiza City (Holding) Ltd	180,500,000	180,500,000	-	-
Ibiza Properties Ltd	400,000,000	400,000,000	-	-
Ibiza Investment Ltd	400,000,000	400,000,000	-	-
Bonn Properties Ltd	155,083,333	155,083,333	-	-
HBL Development Ltd	362,400,000	362,400,000	-	-
Eight Sirs Investment Ltd	50,300,000	50,300,000	-	-
	1,661,283,333	**1,661,283,333**	**113,000,000**	**113,000,000**

2 PLANT AND EQUIPMENT

GROUP	Furniture and Fittings Rs	Total Rs
Cost		
At 1 January 2021	25,390,157	25,390,157
		-
At 30 June 2021	**25,390,157**	**25,390,157**
Accumulated Depreciation		
At 1 January 2021	20,194,916	20,194,916
Charge for the period	33,684	33,684
At 31 December 2020	**20,228,600**	**20,228,600**
Net Book Values		
At 30 June 2021	**5,195,241**	**5,195,241**
At 31 December 2020	**5,161,557**	**5,161,557**

	GROUP		COMPANY	
	2021	2020	**2021**	2020
	Rs.	Rs.	**Rs.**	Rs.
Bonn Properties Ltd	60,297,445	60,297,445	-	-
Eight Sirs Investment Ltd	32,145,088	32,145,088	-	-
	92,442,533	**92,442,533**	**-**	**-**

The above is in line with the recognition of IFRS 16 in respect of Lease land.

4 GOODWILL

	Rs
Cost	
Acquisition through business combinations	**11,344,649**
At 30 June 2021	**11,344,649**
Impairment losses	
Impairment loss for the period	-
At 30 June 2021	-
Carrying amount	
At 30 June 2021	**11,344,649**
At 31 December 2020	**11,344,649**

The carrying amount of goodwill has been allocated to CGUs as follows:

	Rs
Segment: Office - Bonn Properties Ltd	**5,469,714**
Segment: Hospitality - Eight Sirs Investment Ltd	**5,874,935**
	11,344,649

INVESTCORP (HOLDINGS) LTD
NOTES TO THE ACCOUNTS
AS AT 30 JUNE 2021

5 INVESTMENT IN SUBSIDIARIES

	GROUP		COMPANY	
	2021	2020	**2021**	2020
	Rs.	Rs.	**Rs.**	Rs.
Ibiza City (Holding) Ltd	-	-	88,699,388	88,699,388
Ibiza Properties Ltd	-	-	183,290,206	183,290,206
Ibiza Investment Ltd	-	-	213,963,622	213,963,622
Bonn Properties Ltd	-	-	168,762,083	168,762,083
HBL Development Ltd	-	-	35,296,061	35,296,061
Eight Sirs Investment Ltd	-	-	66,989,427	66,989,427
	-	**-**	**757,000,787**	**757,000,787**

6 TRADE AND OTHER RECEIVABLES

	GROUP		COMPANY	
	2021	2020	**2020**	2019
	Rs.	Rs.	**Rs.**	Rs.
Trade receivable	13,902,157	69,168	165,954	69,168
Tax deduction at Source	3,189,745	2,230,478	675,527	539,609
Prepayments	3,444,506	1,066,553	2,131,860	-
VAT receivable	27,370,142	27,821,429	143,364	-
Other receivables	145,530	43,858.00	-	-
	48,052,080	**31,231,486**	**3,116,705**	**608,777**

7 AMOUNT DUE FROM RELATED PARTIES

	GROUP		COMPANY	
	2021	2020	**2021**	2020
	Rs.	Rs.	**Rs.**	Rs.
Supertech Equipment Ltd	5,000,000	5,000,000	5,000,000	5,000,000
Sotratech Properties Ltd	2,331,459	2,072,488	422,488	422,488
Hyvec Partners Ltd	-	-	3,100,378	1,966,510
Ibiza Development Ltd	9,320	9,320	-	-
Ibiza City Ltd	3,287,580	3,119,072	-	-
Bonn Properties Ltd	-	-	87,419,360	13,866,020
Ibiza City Holding Ltd	-	-	30,781,341	-
Hyvec Facilities Management Ltd	-	206,746	-	-
Hyvec Consumer Goods Ltd	359,220	2,367,600	-	-
Grand Bay Paradise Ltd	526,648	526,648	-	-
Gleneagles Ltd	3,200,599	3,200,599	-	-
Trocadero Investissement ltee	166,650,000	-	166,650,000	-
	181,364,826	**16,502,473**	**293,373,567**	**21,255,018**

8 BORROWINGS

	GROUP		COMPANY	
	2021	2020	**2021**	2020
	Rs.	Rs.	**Rs.**	Rs.
Bank Overdrafts	-	-	-	-
Secured and unsecured loans	383,089,195	533,726,965	-	36,522,323
	383,089,195	**533,726,965**	**-**	**36,522,323**

The bank overdrafts are repayable within one year.

The loans are repaid as follows:

	GROUP		COMPANY	
Within one year	177,758,720	215,722,874	-	2,265,993
After more than one year	205,330,475	318,004,091	-	34,256,330
	383,089,195	**533,726,965**	**-**	**36,522,323**

9 TRADE AND OTHER PAYABLES

	GROUP		COMPANY	
	2020	2019	**2020**	2019
	Rs.	Rs.	**Rs.**	Rs.
Trade payables	3,515,998	182,297	1,516,860	
Deposit on rent	3,791,388	-	793,300	793,300
Output VAT	1,440,239	1,057,935	-	8,252
Audit fees	2,400,000	2,400,000	600,000	600,000
TDS	1,581,976	1,613,113	207,929	220,454
Land transfer tax	-	-	-	-
Others	44,743	2,035,048	2,043	519,898
PAYE/NPF	171,473	-	140,985	-
Minority Share buy back	18,000,000	18,000,000	-	-
Customer deposits	-	80,748,300	-	-
Interest payable	3,588,336	-	3,588,336	-
	34,534,153	**106,036,693**	**6,849,453**	**2,141,904**

10 AMOUNT DUE TO RELATED PARTIES

	GROUP		COMPANY	
	2021	2020	**2021**	2020
	Rs.	Rs.	**Rs.**	Rs.
Executive Builders Ltd	2,372,300	2,372,300.00	872,300	872,300
Cap Horn Investment Ltd	23,168,000	23,168,000.00	114,000	114,000
Hyvec Partners Ltd	260,346,351	215,404,923.52	26,230,393	26,230,393
Hyvec Facilities Management Ltd	197,134	-	-	542,089
Loan from director	113,052,648	90,251,647.52	5,706,880	1,906,880
Henessy Tower Development Ltd	11,932,452	6,714,104.00	-	-
Jumeirah Investment Ltd	284,522	284,522.00	-	-
Ibiza Properties Ltd	-	-	185,000	50,000
Noodle Express Ltd	165,212	165,212.00	-	-
Escale Mauricienne Restaurant Ltee	188,750	188,750.00	-	-
Sotratech Properties Ltd	14,000,000	14,000,000.00	-	-
Hyvec Investment Ltd	1,500,000	1,500,000.00	-	-
HBL Development Ltd	-	-	604,636	-
New Caroline House Ltd	20,540,000	-	-	-
	447,747,369	**354,049,459**	**33,713,209**	**29,715,661**

11 SUBORDINATED DEBT

	GROUP		COMPANY	
	2021	2020	**2021**	2020
	Rs.	Rs.	**Rs.**	Rs.
Original amount	**657,000,787**	657,000,787	**657,000,787**	657,000,787
Deemed interest credited to Statement of Changes	**-204,277,673**	-204,277,673	**-204,277,673**	-213,154,596
Net Present Value	**452,723,114**	443,846,191	**452,723,114**	443,846,191

The subordinated debt amount of Rs657,000,787 represents net amount due to Mr Nawaz Khan Chady, the ultimate shareholder for the acquisition of subsidiaries

12 POST BALANCE SHEET EVENTS

Acquisition of new building

The Company has acquired Hennessy Tower Development Ltd, a building comprising 5 floors for a total GLA of 1,770 sqm based in Port Louis, which is 100% occupied. Hennessy Tower Development Ltd has been valued at MUR 173.95m as per the Valuation Report issued by Prime Pillar Valuation Services Limited issued in June 2021.

Onboarding of new tenants

The Company has secured new tenants as follows:

Property Name	**Ibiza Investment Ltd**	**Ibiza Properties Ltd**
GLA rented	1,223 sqm	1,234 sqm
Rental income	MUR 6 million p.a	MUR 6.4 million p.a
Lease term	TBC	TBC

Assignment of rental income from sister companies

The Company has received an undertaking from two sister companies, wholly owned by the UBO, for assignment of rental income until the company reaches an occupancy level of 90 percent, as hereunder:

Sister Company	**Hyvec Consumer Goods Ltd**	**Hyper Food Ltd**
Rental income	MUR 4.8 million p.a	MUR 6 million p.a
Term	Until occupancy reaches 90%	Until occupancy reaches 90 %

Subsidization of salaries and related costs

Salaries and related costs of the Company have been subsidized by 50% by Hyvec Group since January 2021, until occupancy reaches 90 percent