


2025

ANNUAL REPORT



Mauritius
Investment
Corporation

Outline

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Chairperson's Statement

CHAIRPERSON'S STATEMENT

In presenting the Annual Report of the Mauritius Investment Corporation Ltd (MIC) for the financial year ended 30 June 2025, the Board is guided by a profound sense of duty and commitment in upholding the highest standards of transparency, accountability and good governance. This Report sets out the principal activities, financial results, and governance measures during a period that has been both challenging and transformative.

Upon assuming office on 23 January 2025, the Board encountered a complex and difficult operating environment burdened by legacy issues and the Company being subjected to heightened scrutiny. Investigations by relevant authorities on potential malpractices and breaches of the law were already underway, underscoring the immediate necessity to re-examine governance structures, reinforce compliance mechanisms, and ensure that the MIC adheres fully to the principles of integrity, prudence, and sound stewardship.

Our overarching priority has therefore been to reassess the purpose of the MIC and ensure that the new Management strengthens internal controls, enhances disclosure practices, and aligns operations with the revised long-term strategic vision of the MIC.

In the months that followed, Management undertook a comprehensive assessment of the MIC's investment portfolio, including defaulting investee companies while reviewing internal processes to stabilise the Company's operations.

Corrective measures were instituted wherever required. The MIC made reports to the Police and the Financial Crimes Commission, following which a number of investee companies and several individuals were placed under criminal investigations. These matters remain under the purview of competent law enforcement agencies and are progressing accordingly. Concurrently, the MIC resolved outstanding regulatory and statutory reporting obligations to ensure full compliance.

Nevertheless, the past eleven months of 2025 have been a defining period of reflection, reform, and responsible management of public funds entrusted by its sole shareholder, the Bank of Mauritius.

In the interest of safeguarding capital, the MIC halted all new disbursements save for those committed to a government-owned entity, and those pertaining to private equity funds which the previous Management had already contracted in the year 2024, the last Deed of Adherence signed by the former Management on 15 November 2024.

Anchored in its revised strategic orientation, the MIC is now firmly focused on the protection of its assets, the maximisation of recoveries, and the execution of orderly and responsible exits. Our commitment is to return capital to the Bank of Mauritius.

At the request of the shareholder, the World Bank Group undertook a comprehensive audit of MIC's investments. The report, issued in February 2025, reaffirmed the direction taken by the MIC and provided valuable guidance for the path forward.

To this end, the MIC has actively engaged with investee companies to effect early redemption of facilities. An Asset Monitoring Committee was constituted to reinforce these efforts, with a mandate to pursue early bond redemptions and restructure exposures across both bond and equity holdings. As at end-November 2025, thirteen companies have redeemed a cumulative amount of MUR 3.1 billion, through voluntary early repayments and another eight investees have committed to an early redemption of their bonds amounting to MUR 3.8 billion.

In instances involving defaulting investee companies, the MIC has initiated legal proceedings to secure repayment and/or optimise recoverable value, guided at all times by prudence, proportionality, and national interest considerations. The MIC has also initiated exploratory discussions with potential counterparties to offload its positions in private equity funds.

While the MIC's overriding priority remains the recoupment of its investments, its 49% shareholding in Airports Holdings Limited constitutes a strategic national asset.

To support its asset optimisation strategy, the MIC has also established a Land Committee, mandated to oversee the development, management, and disposal of land and property assets held by the MIC and its subsidiary, with a view to realising value in a structured and transparent manner.

The orderly and transparent return of capital to the shareholder has been initiated. Simultaneously, the MIC is ensuring that all obligations are duly honoured and that residual investments are managed responsibly. The lessons of the past year have reinforced the critical importance of integrity, diligence, and accountability in the management of public financial resources.

The MIC remains steadfast in its commitment to strengthening its governance, risk management, reporting, and operational frameworks in line with best practices applicable to institutional investors.

Looking ahead, the MIC will continue to consolidate its investment recovery efforts, cognisant that the recoupment of certain investments may present real challenges. Recovery initiatives will remain closely aligned with the divestment strategy, ensuring that funds recovered are remitted to its shareholder, the Bank of Mauritius.

In light of concerns relating to the ethical and procedural rigour of certain past disbursements, as well as a misstatement uncovered in the audited accounts for the financial year ended 30 June 2024, the Board has acted decisively to commission a comprehensive and independent forensic audit. This exercise, which shall review all transactions, including funding and related processes from June 2020 onwards, is expected to be completed in early 2026. This initiative demonstrates MIC's unwavering commitment to institutional integrity, transparency, accountability, and good governance.

This year has been a defining juncture for the MIC, a period dedicated to rebuilding trust, strengthening governance, and reaffirming the institution's commitment to the Republic of Mauritius. The Board is confident that, through integrity, collaboration and a clear sense of purpose, we will restore trust in the MIC.

On behalf of the Board, I extend my sincere appreciation to the Management team and staff for their professionalism and dedication throughout this critical period of transition and reform. I also express our deep gratitude to the Bank of Mauritius for its continued trust and support as we work to reinforce the MIC's stewardship of national assets.



Mr Rajeev Hasnath
Chairperson of
Mauritius Investment Corporation Ltd
28 November 2025



MIC Profile

MIC PROFILE

About Us

The MIC is a private company limited by shares which was established by the Bank of Mauritius, as the sole shareholder, in June 2020, in the wake of the COVID-19 pandemic. Its mission at the time was to invest and support domestic companies operating in key economic sectors affected by the pandemic.

Since January 2025, the MIC has reviewed its strategy to focus on recouping and safeguarding its investments and assets, while operating independently within a strict governance structure. This has been driven by the fact that almost all of the companies to which funds have been disbursed have successfully weathered the pandemic, making commendable recovery, and achieving robust operational turnarounds, thus demonstrating resilience.

Our Purpose



Contribute positively to the economic development of Mauritius through its investments.



Safeguard the value of investments by managing and monitoring and achieving an exit through divestments.

Our Values



Integrity



Accountability



Transparency

BOARD OF DIRECTORS

The Board provides independent oversight and strategic direction to the Company. In the absence of a Chief Executive Officer, the Board has functioned as the apex decision-making body, delegating clearly defined responsibilities to the Officer-in-Charge. By exercising its fiduciary duties, the Board ensures diligence, prudence, competence and integrity in the conduct of its affairs, particularly in the context of managing public funds.

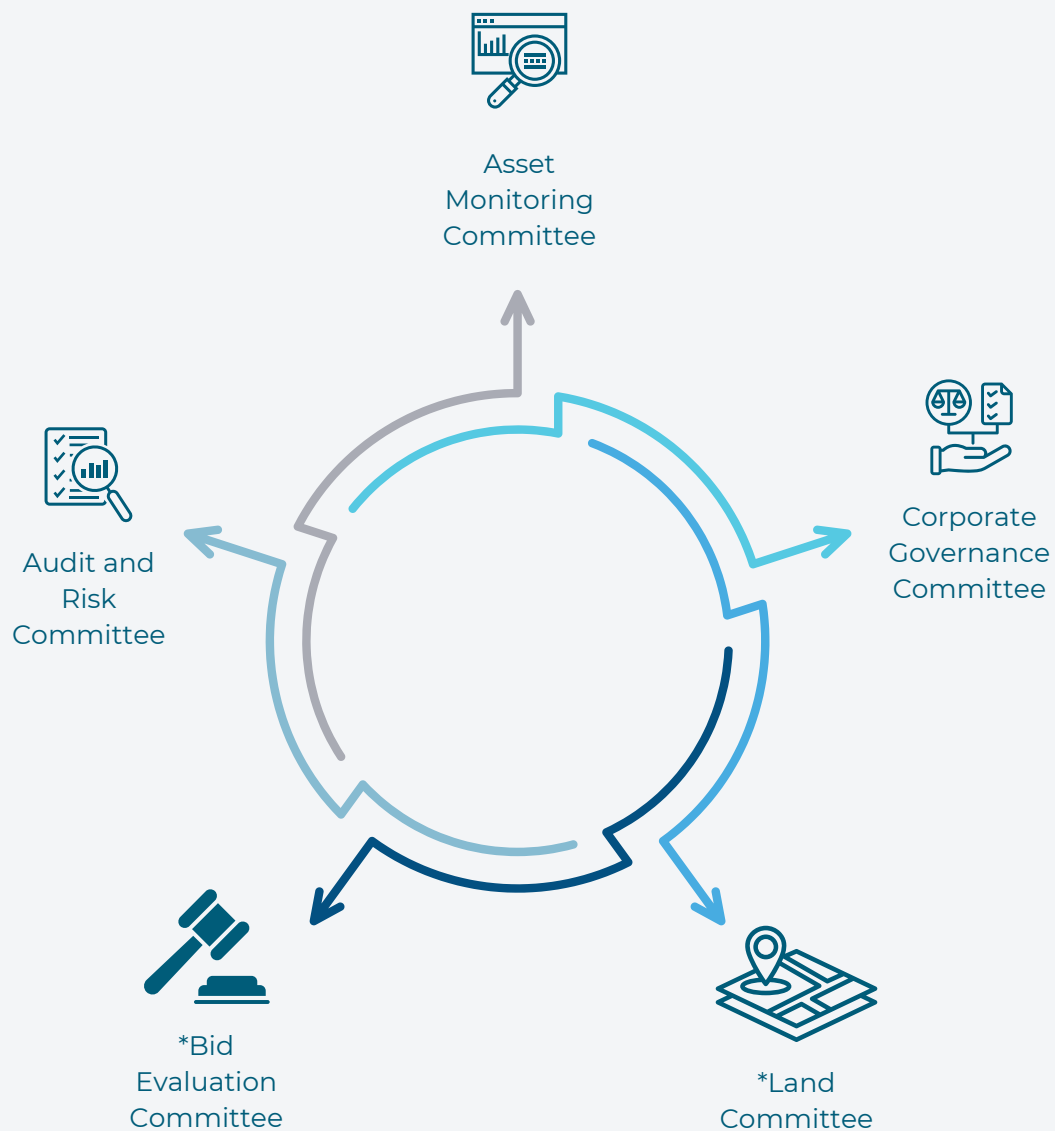


MIC Board



COMMITTEES

The Board has established the following committees to assist in the effective discharge of its duties, aligned with the MIC's revised mandate. All committees report and seek authorization from the Board.



**The Bid Evaluation Committee and Land Committee were operational after the financial year 2025.*

STAFF

Pursuant to its mandate change, the MIC is undertaking an organisational structure review to reflect the new strategic priorities and deliverables of the Company



Staff were thus reallocated to relevant clusters to ensure operational efficiency within the proper governance framework. As at 30 June 2025, there were 29 staff in full time employment at the MIC.

It is to be noted that disciplinary committees were constituted as from December 2024 to handle staff misconduct.



Since January 2025, the MIC benefitted from the support and expertise of a team seconded from the Bank of Mauritius, to assist the Company in executing its mandate.

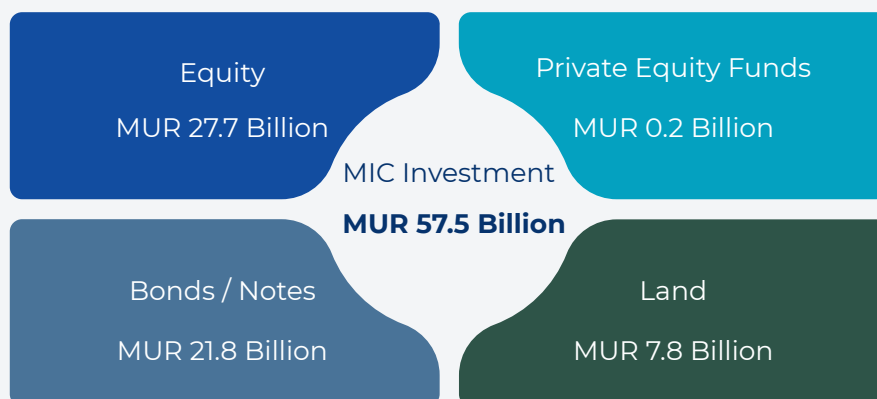


Management Report

MIC INVESTMENT PORTFOLIO



As at 30 June 2025, MIC investments **at cost** stood at MUR 57.5 billion.



**Figures may not add up to the totals due to rounding.*



Equity investments

About 43% of total investments amounting to MUR 25 billion pertains to Airport Holdings Ltd.



Bonds and notes

Bonds and notes holdings represent approximately 38% of the total investments, spread across 55 investee companies operating in various economic sectors.



Land

Land acquisitions constitute 14% of total investment and include the MIC Smart City Ltd, a wholly owned subsidiary of MIC. As at 30 June 2025, the valuation gain of the land portfolio in the accounts of MIC amounted to MUR 2.5 billion.

During the Financial Year 2025, the MIC disbursed a total amount of MUR 1.3 billion in equity, private equity funds, notes and bonds of which MUR 1.2 billion was disbursed prior to 15 November 2024.

INVESTMENT



Equity Holdings

During Financial Year 2025, a total of MUR 295 million was invested in the equity of two companies.

Date	Equity Investment	Amount Disbursed (MUR Million)
04 Jul 24	Emtel Limited (IPO)	250
29 Oct 24	Menlo Park Ltd	45

(85,706)



Private Equity Funds

The MIC has investments in three USD-denominated private equity funds managed by independent General Partners. The Company holds non-controlling, passive interests in these funds and does not participate in their operational or investment decision-making.

The investments were approved by the Board of Directors on 28 February 2024 and 13 June 2024, and the agreements were signed in the year 2024, with the last Deed of Adherence signed by the former Management on 15 November 2024.

The total disbursements for the private equity funds amounted to MUR 199 million during the financial year 2025. The aggregate value of the committed funds amounts to around MUR 1.3 billion equivalent. The MIC has been in negotiations with potential counterparties to buy back the Company's holdings in these private equity funds.



Bond and Notes Holdings

During the Financial Year under review, the Company invested MUR 830 million in bonds/notes issued by ten companies.

INVESTMENT BREAKDOWN

Table 1: Bond/Note Investments during the Financial Year 2025

Investee	Date of disbursements	Total Amount Disbursed (MUR Million)
Flic en Flac Ltd	02 Jul 24	25
	02 Aug 24	25
Strategic Garments Manufacturers Ltd	19 Aug 24	20
	12 Nov 24	10
EG Management Ltd	19 Aug 24	100
Chartreuse Group Ltd	21 Aug 24	50
AVA Technopark Ltd	29 Aug 24	20
Rodrigues Public Utilities Corporation	09 Sep 24	60
Hassam Moussa Rawat Communications Ltd	12 Sep 24	20
Evaco Ltd	17 Oct 24	100
Aryze Co Ltd	08 Nov 24	75
Stella Di Mare (Mauritius) Ltd	08 Nov 24	325
Total		830

FINANCIAL PERFORMANCE

The financial results of the MIC for the year ended 30 June 2025 posted a net loss of MUR 6.8 billion, primarily driven by an impairment of MUR 4.2 billion in the investment in associates and a decrease of MUR 3.5 billion in the fair value of financial investments.

During the course of the audit for the financial year 2025, Management and external auditors uncovered an overstatement of interest income of MUR 486 million for the audited financial statements for the financial year 2024. Consequently, the financial statements for financial year ended 30 June 2024 have been restated.

For financial year ended 30 June 2025, of the MUR 4.2 billion impairment, MUR 4.1 billion pertains to Airport Holdings Limited (AHL). The accumulated impairment in the accounts of MIC as at 30 June 2025 attributable to AHL stood at MUR 5.9 billion.

The fair value changes for financial investments amounted to a net loss MUR 3.5 billion, inter alia, comprising of MUR 3.8 billion loss in financial assets, and MUR 279 million valuation gain on property.

REDEMPTION BY ISSUERS

The MIC, through its Asset Monitoring Committee, actively engaged with investee companies to solicit early redemption of outstanding instruments before maturity. There were also a number of companies which came forward voluntarily for an early redemption of their bonds. During the financial year ended 30 June 2025, five companies redeemed their bonds/notes for a total amount of MUR 1,467 million, before their respective maturity dates.

Table 2: Early Redemption during Financial Year 2025

Investee	Redemption Date	Amount Redeemed (MUR Million)
Casela Limited	09 Jul 24	140
FM Denim Co Ltd	14 Oct 24	150
	13 Mar 25	25
World Knits Ltd	06 May 25	2
Anahita Hotel Limited	12 May 25	1,100
Chartreuse Group Ltd	13 Jun 25	50
Total Redemption		1,467

Aligned with its mandate, the MIC pursued its investment recovery through early redemption, resulting in four investees redeeming their bonds after 30 June 2025, with a cumulative value of MUR 1,261 million. Through effective collaboration with investees, another eight investees have committed to an early redemption of their bonds amounting to MUR 3.8 billion.

Table 3: Redemption after Financial Year 2025

Investee	Redemption Date	Amount Redeemed (MUR Million)
Attitude Hospitality Ltd	15 Jul 25	500
Lux Island Resorts	31 Jul 25	200
Merville Limited	31 Jul 25	550
Rodrigues Public Utilities Corporation	07 Oct 25	11
Total Redemption		1,261

INVESTEE COMPANIES UNDER ADMINISTRATION/LIQUIDATION/RECEIVERSHIP



Four investees were under administration/liquidation or receivership, including one after the Financial ended 30 June 2025.

Table 4: Investee Companies under administration/liquidation/receivership

Investee	Date	Amount Disbursed (MUR Million)
Star Knitwear Group Ltd	04 Jun 25	425
Best Construct Co Ltd	13 Jun 25	150
Dhyanavartam Ltd	23 June 25	1,650
BSP School of Accountancy & Management Ltd	22 Sep 25	55
Total		2,280



Investigations by Competent Authorities

Several criminal investigations were initiated by the relevant competent authorities into transactions that had been entered by the MIC prior to November 2024. The MIC continues to cooperate fully with the authorities, whilst ensuring diligence, transparency and accountability.



Way Forward

WAY FORWARD

On the basis of an assessment of MIC's investment portfolio and concerns relating to past governance practices and the Financial Year 2024 accounts misstatement, the Board has commissioned a full-fledged forensic audit exercise with the objective to protect and preserve the Company's assets. This reaffirms the Board's unwavering commitment to governance principles and fiduciary responsibility. This initiative is deemed imperative in ensuring that accountability is preserved and transparency be displayed.

The forensic audit will assess, inter alia, the integrity of MIC's governance structures, investment approval processes, financial disbursements, digital and physical record systems, and operational control environment in relation to disbursements made by the Company since June 2020, while identifying potential irregularities. Such an exercise will reinforce systems and controls, while restoring stakeholders' confidence.

Concurrently, MIC will continue its asset recovery and optimisation strategy in alignment with its mandate, while addressing prevailing challenges and prioritizing sustainable capital returns to its shareholder.

The communication strategy is being revamped for an effective stakeholder engagement, whilst continuing its collaboration with law enforcement agencies and other regulatory bodies. MIC is also strengthening its organization structure to ensure the effective implementation of its strategy.

Way Forward



Financial Statements

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COMPANY INFORMATION as at date of publication of Corporate Governance Report		Date of Appointment
CHAIRPERSON AND DIRECTOR	Mr Rajeev Hasnah	23 Jan 25
DIRECTORS	<ul style="list-style-type: none"> • Mr Gérard Sanspeur* • Mr André Chung Shui • Ms Bhavna Ramsurun • Ms Rehana Kasenally • Ms Vedna Mulloo • Dr Mrs Verena Tandrayen-Ragoobur 	23 Jan 25
REGISTERED OFFICE	Level 5, The Docks 2 United Docks, Business Park Caudan Street Port Louis	
AUDITOR	BDO & Co 10 Frère Felix De Valois St Port-Louis	
BANKER	Bank of Mauritius Sir William Newton Street Port Louis	
COMPANY REGISTRATION NO.	C20172181	

**Mr Gérard Sanspeur resigned as Director on 29 August 2025.*

INTRODUCTION

The Mauritius Investment Corporation Ltd ("MIC" or the "Company") was established by the Bank of Mauritius ("Bank"), the parent company and sole shareholder of MIC, in June 2020 in line with its mandate to ensure orderly and balanced economic development and maintain financial stability.

The initial strategy of MIC aimed to deploy the nation's wealth in a prudent and optimal way to secure the financial well-being of Mauritius and its people. However, the implementation faced significant challenges, notably in governance and oversight.

The MIC, is a public interest entity ("PIE"), as defined by the provisions of the Mauritian Financial Reporting Act 2004. It recognises that adherence to good corporate governance practices is crucial for the Company's success and its ability to deliver on its long-term strategy.

The MIC strives to act in compliance with the laws and regulations of Mauritius and expects all its directors and employees to act with honesty, integrity and fairness.

Further information about the Company is available on its website (www.mic-ltd.mu).

GOVERNANCE STRUCTURE

The Bank, as sole shareholder, put in place a new Management in November 2024 and reconstituted the Board of MIC in January 2025 (the "Board").

The Management and the Board are working towards strengthening corporate governance and restoring stakeholder confidence with a renewed emphasis on integrity, accountability and transparency throughout the Company. The Board stands guided by the Mauritian Companies Act 2001 (the "Act") and the National Code of Corporate Governance (2016) of Mauritius (the "Code") and ensures that MIC's governance structure and its business practice comply, as far as possible, with all the requirements of the Act and the Principles of the Code.

The primary role of the Board is to ensure that asset management and monitoring are conducted in line with legal provisions and best practices. Having regards to this role, the Board directs and supervises the management of the business and affairs of the Company including, in particular:

- Ensuring that the Company goals are clearly established, and strategies are in place for achieving them;
- Establishing policies for strengthening the performance of the Company;
- Monitoring the performance of Management;
- Deciding on whatever steps are necessary to protect the Company's financial position and the ability to meet its debts and other obligations when they fall due, and ensuring that such steps are taken;
- Ensuring that the Company's financial statements are true and fair and conform with laws and regulations and IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards") and in compliance with the requirements of the Companies Act 2001 and Financial Reporting Act 2004;
- Ensuring the Company adheres to high standards of ethics and corporate governance.
- Ensuring the Company strengthens its risk management framework, internal controls and regulatory compliance policies.

The improved reporting processes implemented by the Board fosters the principles of integrity and accountability throughout the organization. In consequence of the resignation of the former Chief Executive Officer ("CEO") on 15 November 2024 and in the absence of a CEO, no major decision is taken without prior review and formal approval at Board level. In order to ensure robust governance practices and transparency in decision-making, the Officer-in-Charge ("OIC") is also required to submit timely updates to the Board and its committees.

BOARD CHARTER

The governance structure of MIC is outlined in its Board of Directors Charter (the "Charter") which was approved on 16 May 2022 and is currently under review by the Corporate Governance Committee to align with MIC's new mandate and strengthen the governance framework of the Company. The revised Charter will further dwell on the role, function and objectives of the Board of Directors, Board Committees, Chairperson, CEO, and Company Secretary. It will also set out how they interact to promote efficient, transparent and ethical functioning/decision-making processes within the Company. The revised Board Charter will be published in due course on the MIC's website (www.mic-ltd.mu).

In line with good governance practices, the Board ensures that regular Board meetings and committee meetings are held throughout the financial year.

CODE OF ETHICS AND BUSINESS CONDUCT

The prevailing Code of Ethics and Business Conduct of the MIC (the "Code of Ethics") was approved by the Board of Directors on 11 May 2023. It sets out the corporate values and provides a framework for what MIC considers responsible professional and individual behaviour.

The Code of Ethics is reviewed at least once a year, and is currently is under revision and will enhance the corporate values and standards of behaviour in the MIC's business practices. The Company is committed to conduct its activities and business in accordance with the highest ethical standards and in compliance with all applicable laws and regulations.

The revised Code of Ethics and Business Conduct will be published in due course on the MIC's website (www.mic-ltd.mu).

CONSTITUTION

There are no clauses of the Constitution which are deemed material enough requiring specific disclosure.

THE BOARD

The Board's main role is to maintain a high standard of governance. The MIC is led by a committed unitary Board appointed by its shareholder. For the year under review, the Board of MIC comprised of seven (7) highly experienced Directors: five (5) are Independent Non-Executive Directors and two (2) are Non-Executive Directors. The recommendation of the Code is to have at least two executive directors. The two (2) Non-Executive Directors of the Company are Executive Directors of the parent company, the Bank of Mauritius.

Following the resignation of the former CEO on 15 November 2024, the OIC attends board meetings and ensures the effective implementation of Board decisions. The Board believes that the presence of two Non-Executive Directors from the parent company and the attendance of the CEO/OIC in all Board and Committee meetings fulfils the spirit of the Code.

The Board considers that, given the size of the Company and its current scope of activities, the current Directors have the adequate set of expertise in multiplicity of activities and sectors, an appropriate mix of core competencies, knowledge, skills, and balance of independence to manage the Company in an efficient manner to achieve the objectives and implement MIC's strategy. All Directors of the Company are residents of Mauritius.

The Board has established the following Committees to assist in the effective discharge of its duties and ensure diligent oversight, transparency, accountability, and sound governance practices:



Audit and Risk
Committee



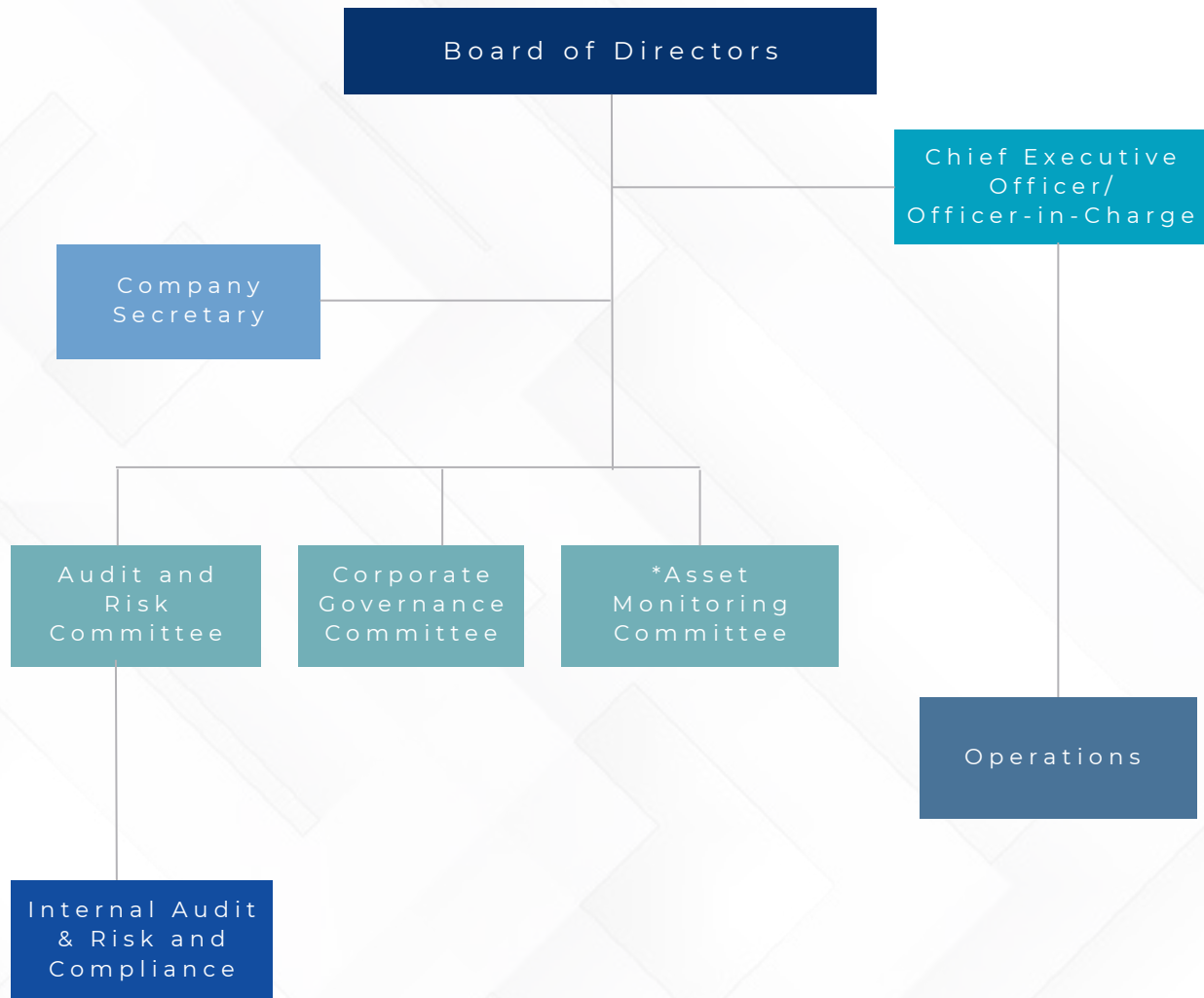
Corporate Governance
Committee



Asset Monitoring
Committee

ORGANISATION CHART AND GOVERNANCE STRUCTURE

The Board remains committed to applying the principles of sound corporate governance. The Board operates within a defined governance framework with clear lines of authority, accountability and responsibility as illustrated in the chart below. The Board has approved the statements of Key Governance positions as: The Chairperson, the Chief Executive Officer / Officer in Charge and the Company Secretary, as well as the Organisational Chart and statement of accountabilities.



Organisation Chart as at 30 June 2025

- * The Investment Committee was discontinued in January 2025.
- * The Asset Monitoring Committee was set up in January 2025.

STATEMENT OF ACCOUNTABILITIES

The Board is responsible for ensuring compliance of the MIC with applicable legislation, regulation and policies, safeguard the assets of the Company, and ensuring that Board decisions are being implemented and the long-term interests of the shareholder are being served. The Board is well aware of its responsibility to maintain a high standard of corporate governance. Where appropriate the Board can delegate that authority whilst retaining effective control. However, the Board remains fully accountable and responsible for the performance of the Company.

The CEO and, in his absence, the OIC is responsible for guiding and formulating strategies in line with the Group broad objectives. The CEO's task is to execute the strategic goals and objectives of the MIC as approved by the Board, whilst ensuring that efficient reporting mechanisms are in place to carry along all stakeholders. The CEO provides leadership and direction in ensuring that the Group's value and vision is imbibed.

JOB DESCRIPTIONS OF THE KEY SENIOR GOVERNANCE POSITIONS

Chairperson of the Board

The Board is headed by the Chairperson who is a non-executive Director and is affiliated with the sole shareholder of MIC, the Bank. In order to mitigate any undue influence of the shareholder, the Board is composed of a majority of independent non-executive Directors (5 out of 7). All Board Committees, except for the Asset Monitoring Committee, are composed of and chaired by independent non-executive Directors. There is a clear separation of responsibilities between the leadership of the Board and the executives responsible for managing the Company's business. The Chairperson plays an instrumental role in overseeing the operations of the MIC with strong leadership and vision.

In consequence of the resignation of the former Chairperson, Ms Catherine LafayeBouvier d'Yvoire on 13 December 2024 and other former Directors of MIC in November 2024, the Shareholder at its next annual general meeting appointed Mr Rajeev Hasnah as Director and Chairperson of the Company.

The Chairperson is responsible, inter alia, for:

- Ensuring the integrity and effectiveness of the governance processes of the Board and will consult with the Board promptly over any matter that gives him cause for major concern.
- Acting as a facilitator at meetings of the Board.
- Running the Board and ensures its effectiveness in all aspects of its role, including regularity and frequency of meetings.
- Ensuring compliance with all relevant regulations and legislation.

- Encouraging all Board members to engage in Board and Committee meetings by drawing on their skills, experience, knowledge and, where appropriate, independence.
- Advising and providing support and supervision to the CEO/OIC.
- Overseeing the succession planning process.

Directors

The following principles shape the accountabilities and duties of the constituent members of the Board of Directors of the Company:

- Monitor the delivery of the agreed strategy within the risk and control framework set by the Board
- Contribute to the development of Company's strategy
- Provide specialist knowledge and experience to the Board
- Constructively challenge the CEO/OIC and the Management of the Company
- Remain permanently bound by fiduciary duties
- Ensure that financial information released to the market and shareholders is accurate

Chief Executive Officer

The function and role of the CEO is separate from that of the Chairperson.

The main functions of the CEO are, inter alia to:

- Provide strong leadership
- Manage / oversee the day to day running of the Company's operations
- Work in conjunction with the Chairperson on strategic issues
- Lead and direct senior management to implement the strategy and policies set by the Board
- Acts as intermediary between the Board and Management

Pending the appointment of a CEO, an OIC was nominated on 21 November 2024. In the absence of a Board at the time of appointment, the Board subsequently ratified the appointment of the OIC on 27 January 2025.

Company Secretary

The Company Secretary provides essential support and guidance to the Board on all procedural matters, codes of conduct, and regulatory expectations. The responsibilities of the Company Secretary are, amongst others, to:

- Ensure that the Company complies with its Constitution and all relevant statutory and regulatory requirements, and any procedures set by the Board;
- Prepare and circulate agendas of Board, Board Committees and shareholder meetings and any supporting papers in a timely manner;
- Ensure that minutes of meetings are accurately documented and circulated to members in a timely manner; and
- Ensure meetings and resolutions of the Board are properly held and passed in line with the Company's Constitution.

Since April 2025, the OIC has been acting as the Company Secretary of MIC on a temporary basis until the appointment of a Company Secretary. She is assisted by a Secretarial team to support the responsibilities of the Company Secretary.

The Company Secretary is the focal point of contact for the shareholder. All Board members have access to the Company Secretary and the Secretarial team for any information they require in the discharge of their responsibilities.

The appointment and removal of the Company Secretary is a matter that falls under the purview of the Board.

Board Meetings

The Board meets on a regular basis and holds additional meetings as and when it deems appropriate. The agenda of each Board meeting is prepared by the Company Secretary and circulated to the Directors at least 1 week prior the scheduled meetings, to allow them to participate fully. The necessary arrangements are made for Directors who are not able to attend the meeting physically. Minutes of Board meetings are prepared by the Company Secretary with details of decisions reached, any concerns raised, and dissenting views expressed. The draft minutes are shared with the Board for review and comments before adoption at the next Board meeting and once adopted it is uploaded on a secured platform.

Key Focus Area of the Board during the Financial Year 2024/2025

During the financial year ended 30 June 2025, the Board was convened on 11 occasions whereby 5 meetings were held under the former chairs' leadership, and 6 under the newly constituted Board.

The main issues discussed under the former chair's leadership were:

- Approval of financial statements FY 2024
- Approval of audit fees FY 2024
- Sale of share in subsidiary
- Approval of all investment, including commitment in private equity funds

A summary of main issues discussed under the newly constituted Board is provided below:



Regular Agenda Items

- Approval of Board Minutes and matters arising
- Investigations by law enforcement authorities



Strategy

- Investment in Associate
- Asset Monitoring
- Disinvestment Strategy



Financial Items

- Approval of audit plan for FY 2025
- Approval of budget for FY 2026



Governance and Compliance

- Review of governance framework, including Board Charter, Code of Ethics and Business Conduct, Terms of Reference of Committees
- Key HR matters



Key projects

- Return of capital to shareholder
- Redemption of investments
- Review of Organisation Structure

Attendance at Board Meetings

The table below shows the attendance of the Directors who served on the Board of the MIC during the period of 1 July 2024 to 31 December 2024:

Members	Gender	Board Member since	Board Status	Country of Residence	Meeting Attendance
Carl Mark Alan Florman (Former Chairperson)	Male	15 Jul 21 - 30 Sep 24	Independent Non-Executive Director	United Kingdom	3/5
Catherine Lafaye Bouvier d'Yvoire (Former Chairperson)	Female	01 Oct 24 - 13 Dec 24	Independent Non-Executive Director	France	1/5
Mardayah Kona Yerukunodu	Male	02 Jun 20 - 15 Nov 24	Non-Executive Director	Mauritius	2/5
Hemlata Sadhna Sewraj-Gopal	Female	02 Jun 20 - 15 Nov 24	Non-Executive Director	Mauritius	3/5
Jean Michel Louis Rivalland	Male	15 Jul 21 - 13 Dec 24	Independent Non-Executive Director	Mauritius	2/5
Mohamed Swadicq Nuthay	Male	15 Jul 21 - 14 Dec 24	Independent Non-Executive Director	Mauritius	1/5
Neemalen Gopal	Male	15 Jul 21 - 13 Nov 24	Independent Non-Executive Director	Mauritius	3/5
Swaminathan Ragen	Male	15 Jul 21 - 15 Nov 24	Independent Non-Executive Director	Mauritius	4/5
<i>In attendance:</i>					
Jitendra Nathsingh Bissessur	Male	2 Jun 20 – 9 Mar 21 as Officer-in- Charge 9 Mar 2021 - 15 Nov 24 as CEO		Mauritius	4/5

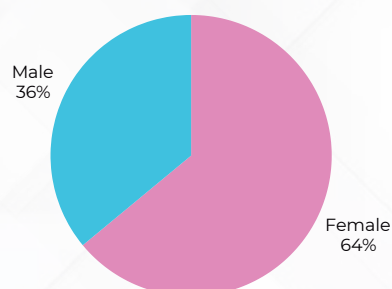
The table below shows the attendance of the Directors who served on the Board of the MIC from 23 January 2025 to 30 June 2025:

Members	Gender	Board Member since	Board Status	Country of Residence	Meeting Attendance
Rajeev Hasnah	Male	23 Jan 25	Non-Executive Director	Mauritius	6/6
Gérard Sanspeur	Male	23 Jan 25	Non-Executive Director	Mauritius	6/6
André Chung Shui	Male	23 Jan 25	Independent Non-Executive Director	Mauritius	6/6
Rehana Kasenally	Female	23 Jan 25	Independent Non-Executive Director	Mauritius	6/6
Vedna Mulloo	Female	23 Jan 25	Independent Non-Executive Director	Mauritius	5/6
Verena Tandrayen-Ragoobur	Female	23 Jan 25	Independent Non-Executive Director	Mauritius	6/6
Bhavna Ramsurun	Female	23 Jan 25	Independent Non-Executive Director	Mauritius	5/6

In attendance:

Kreeti Devi Jugasing-Harrah	Female	21 Nov 24	Officer-in-Charge	Mauritius	6/6
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The diversity of the Board with respect to gender is currently as per below:



Board Committees

To assist the Board in discharging its duties effectively, the current Board of Directors established the following committees in January 2025:

Subcommittees

- (i) Audit and Risk Committee
- (ii) Corporate Governance Committee

Other Committees

- (iii) Investment Committee (dismantled by the Board of MIC in January 2025)
- (iv) Asset Monitoring Committee

During the year under review, the Board continued to rely on the assistance of the Audit & Risk Committee and the Corporate Governance Committee, notwithstanding the change in the composition of the sub-committees. In addition, to strengthen its oversight framework, the Board instituted a working advisory committee, named the Asset Monitoring Committee during the year while the former Investment Committee was discontinued by the Board in January 2025. Delegation is formal and these committees operate within defined terms of reference ("TOR") which sets out, inter alia, its membership requirements, meeting proceedings, roles and responsibilities. The TOR is approved by the Board. The Board Committees may review the terms of reference as and when deemed necessary to ensure they are operating at maximum effectiveness and recommend any changes considered appropriate to the Board for approval. These committees may not exceed the authority delegated to them by the Board. The subcommittees are chaired by experienced professionals who report to the Board on the issues discussed at each committee meeting. The Company Secretary of the MIC also acts as secretary to the Board Committees and is assisted by the Secretarial team.

Audit and Risk Committee

The Audit and Risk Committee assists the Board in fulfilling its oversight responsibilities. It is the Committee's responsibility to review the integrity of the financial statements and the effectiveness of the internal and external auditors. The Committee is also entrusted with the responsibility to review and approve any conflict of interest and related party transactions.

Composition

The Composition of the Audit and Risk Committee during the period July to November 2024 is as outlined below.

Former Audit and Risk Committee Composition		
Members	Board Status	Tenure of office until
Mohamed Swadicq Nuthay (Chairperson)	Independent Non-Executive Director	14 Nov 24
Neemalen Gopal	Independent Non-Executive Director	13 Nov 24
Swaminathan Ragen	Independent Non-Executive Director	15 Nov 24

The composition of the Audit and Risk Committee was reconstituted in January 2025 as outlined below.

Audit and Risk Committee Composition as from January 2025		
Members	Board Status	Meeting Attendance
André Chung Shui (Chairperson)	Independent Non-Executive Director	2/2
Verena Tandrayen-Ragoobur	Independent Non-Executive Director	2/2
Vedna Mulloo	Independent Non-Executive Director	2/2
In attendance		
Kreeti Harrah	Officer-in-Charge	2/2

Principal Matters considered in 2024-2025

During the financial year 2024-2025, the Audit and Risk Committee met three times, and the matters discussed included:

- Restatement notice for financial statements for the year ended 30 June 2024
- Review of financial statements for the year ended 30 June 2025
- Review and approve audit fees for the year ended 30 June 2025
- Review of Audit fees overrun for the year ended 30 June 2024
- Review of Audit plan for the year ended 30 June 2025
- Take cognizance of company records
- Budget approval for 2025/26
- Impairment of non-performing bonds

Main Terms of Reference

- Examine and review the integrity of the financial statements before submission to the Board, including the clarity of disclosures and adjustments resulting from the external auditor's recommendations.
- Review significant financial reporting matters and judgements made in connection with the preparation of audited financial statements, interim unaudited financial statements and formal financial-related announcements.
- Review the Company's internal controls, including the systems established to identify, assess, manage and monitor principal risks, and receive reports from Management on the effectiveness of these controls and systems.

Main Terms of Reference (continued)

- Consider reports from Management of any review performed by internal and/or external auditors on the Company's internal control and risks management systems.
- Review the risks policies applying to the Company, and their adequacy to industry best practices and to the specific business environment.
- Review and approve conflicts of interests and related party transactions of a material nature in line with the applicable policy.
- Ensure that the Company has adequate policies and procedures to detect and report any potential conflict of interests and related party transactions before they arise.
- Approve the appointment of the internal auditor;
- Review and approve the internal audit charter;
- Monitor and review the effectiveness of the internal audit function;
- Evaluate and approve the annual internal audit plan, auditable areas covered according to risk trends and consider reports pertaining to findings of internal audits on a periodic basis.
- Recommend the appointment of the external auditors and evaluate the quality and effectiveness of the services provided by the incumbent auditor.
- Approve the terms of engagement, scope of the audit process and remuneration of the external auditor and assess their independence and objectivity.
- Review annually in presence of the external auditor their management letter and report on audit.

Corporate Governance Committee

The Corporate Governance Committee advises the Board on matters pertaining to corporate governance and ensures that the principles of the National Code of Corporate Governance are applied.

Composition

The Composition of the Corporate Governance Committee during the period July to November 2024 is as outlined below.

Former Corporate Governance Committee Composition		
Members	Board Status	Tenure of office until
Neemalen Gopal (Chairperson)	Independent Non-Executive Director	13 Nov 24
Swaminathan Ragen	Independent Non-Executive Director	15 Nov 24
Jean Michel Louis Rivalland	Independent Non-Executive Director	13 Nov 24

Composition

The composition of the Corporate Governance Committee was reconstituted in January 2025 as outlined below.

Corporate Governance Committee Composition as from January 2025		
Members	Board Status	Meeting Attendance
Bhavna Ramsurun (Chairperson)	Independent Non-Executive Director	2/2
André Chung Shui	Independent Non-Executive Director	2/2
Vedna Mulloo	Independent Non-Executive Director	2/2
In attendance		
Kreeti Harrah	Officer-in-Charge	2/2

Principal Matters considered in 2024-2025

During the financial year 2024-2025, the Corporate Governance Committee met thrice, and the main issues discussed included:

- Review of the Corporate Governance Report for the year ended 30 June 2025
- Review of Board Charter and Terms of Reference of Committees
- Review of the Organisation Structure of the MIC
- Review of the profile and objectives of MIC

Corporate Governance Committee

Main Terms of Reference

- Advise the board on all aspects of corporate governance and recommend the adoption of best practices.
- Ensure that all reporting requirements and disclosures made in the annual report are in compliance with the disclosure provisions in the Code of Corporate Governance.
- Review and recommend the implementation of structures and procedures to facilitate the board’s independence from management.
- Review annually with the board the size and composition of the board as a whole and recommend, if necessary, measures to be taken so that the board reflects the appropriate balance of diversity, age, skills, gender and experience required for the board as whole.

Other Committees

Investment Committee

The Investment Committee was set up to review and evaluate the investment proposals in line with MIC’s Investment Policy Statement, as approved by the Board on 06 August 2020, and provide independent feedback and recommendations to the Board on the investment proposals.

During the financial year 2024-2025, the Investment Committee met three (3) times.

The Investment Committee was discontinued by the Board of MIC in January 2025.

Former Investment Committee Members	
Members	Tenure of Office
Mr. Khulwant Kumar Ubheeram (Chairperson)	November 2024
Mr. Christophe Du Mée	November 2024
Mr. Jairaj Sonoo	November 2024

Asset Monitoring Committee

The Asset Monitoring Committee was set up in January 2025 as a working advisory committee to look into the implementation of the divestment strategy of MIC.

Main Terms of Reference

- Enter into discussions with the relevant counterparties of MIC with a view to amend terms and conditions and/or to otherwise protect the interests of MIC;
- Initiate and review early redemption requests from issuers of bonds subscribed by MIC;
- Assess requests for authorization, consent, or approval received from issuers of bonds subscribed by MIC;
- Make recommendations to the Board with respect to way forward in relation to each of the transactions mentioned above; and
- Look into any other such matter as may be referred by the Board of MIC.

The Committee reports to the Board on its proceedings on all matters within its duties and responsibilities at Board Meetings.

Composition

Members	Board Status	Meeting Attendance
Rajeev Hasnah (Chairperson)	Non-Executive Director	2/2
Gérard Sanspeur	Non-Executive Director	2/2
Rehana Kasenally	Independent Non-Executive Director	2/2
Anjeev Hurry	Legal Advisor	2/2
Karan Pitteea	Chief	1/2
Kreeti Harrah	Officer-in-Charge	1/2

PROFILES OF THE BOARD OF DIRECTORS (23 JANUARY – 30 JUNE 2025)



Rajeep Hasnah

Non-Executive Director and Chairperson

QUALIFICATIONS:

MSc in Economics and Finance from Warwick Business School, United Kingdom, and a BSc (Hons.) in Economics and Finance from the University of Mauritius. He is also a Charterholder from the CFA Institute.

SKILLS AND EXPERIENCE:

Mr Hasnah started his career as an Economist in the City, London, where he worked at IDEA global, an independent economic research firm, advising traders and investment managers. Throughout his career, Mr Hasnah has demonstrated a commitment to excellence and innovation, whilst also showcasing his competence on the front of regional diplomacy and public administration. During his tenure as Deputy Executive Director and Chief Economist at the Competition Commission of Mauritius, and as Commissioner at the COMESA Competition Commission, he oversaw investigations in mergers and acquisitions, abuse of dominance and cartel cases. He also contributed to policy development and Competition Law enforcement at the highest level both in Mauritius and across the COMESA region.

Mr Hasnah's career history also includes strategic roles in the private sector in Mauritius. As a Chief Finance Officer in different corporate entities listed on the Stock Exchange of Mauritius, he, in particular, spearheaded critical restructuring and investment initiatives.

Mr Hasnah also provided expert advice on competition economics and corporate finance as an independent consultant. Mr Hasnah's early career roles as an economist and a Chartered Financial Analyst within the investment management and corporate finance fields equipped him with a solid foundation in financial and economic analysis, as well as investment management and strategic planning expertise. He stands as a distinguished economist and finance professional with a robust academic background and proven track record in both business and public administration.

Mr Hasnah is a thought leader in Mauritius in the field of economics and finance. His views as a trusted expert are widely sought after by leading economic journalists, and he has featured in numerous articles and interviews in both print and broadcast media.

Mr Hasnah is currently the First Deputy Governor of the Bank of Mauritius.



Gérard Sanspeur

Non-Executive Director

**Resigned on 29 August 2025*

QUALIFICATIONS:

BSC in Economics with a specialization in International Trade and Finance, a Post-Graduate Degree in Economics and International Finance, and a Master's Degree in Economics with specialization in Development Economics

SKILLS AND EXPERIENCE:

A seasoned professional with over 25 years of experience in providing strategic leadership in investment, regional trade, and economic development, Mr Sanspeur has held top positions in both the public and private sectors, in Mauritius and the African region.

Mr Sanspeur has served as Senior Adviser to the Prime Minister of Mauritius, Chairman of the Mauritius Investment Promotion Agency, Deputy Secretary General of the Mauritius Chamber of Commerce and Industry, and Director General of the Mauritius Freeport Authority.

Mr Sanspeur has also acted as Senior Non-Resident Advisor to the Government of Mozambique. He has equally been actively involved in recent assignments such as organizing the first South Sudan Investment Conference, drafting the Investment Code for Madagascar, and developing Special Economic Zones in Uganda and Botswana.

Mr Sanspeur was the CEO of the Association of Trusts and Management Companies, CEO of the Global Institutional Investors Forum, Board Director and executive member of the Investment Appraisal Committee of HIREF International LLC, Director of the private equity real estate firm Redfort, and Managing Director of Currimjee Jeewanjee Investments Ltd. He has also held leadership positions in various consultancy firms, including Enova Consult Ltd, where he provided consultancy services for Free Trade Zones and Special Economic Zones.



André Chung Shui

Independent Non-Executive Director

QUALIFICATIONS:

B.Sc (Econ) from the London School of Economics; Fellow of the Institute of Chartered Accountants in England & Wales (FCA)

SKILLS AND EXPERIENCE:

Mr Chung Shui is currently the Managing Director of PeaQ Advisors Ltd (PeaQ), which he founded in 2020. PeaQ has an investment advisor (unrestricted) license from the Financial Services Commission, Mauritius ("FSC"). He has more than 25 years of experience in the financial services sector.

From 2011-2014, Mr Chung Shui was the Managing Director of Mauritian Eagle Insurance, a listed composite insurance company. He was the Director of Metropolitan Life (Mauritius) Ltd from 2011-2017. He held a senior position at the Happy World Group until 2010 and currently sits as a non-executive Director on the board.

Mr Chung Shui was also an Owner-Director of LCF Securities Ltd, a licensed Investment Dealer/Advisor with the FSC, from 2014-2017. He has been a non-executive Director on the board of the Stock Exchange of Mauritius since 2010 and currently chairs the Investment Committee and is a member of the Remuneration Committee. He is also an independent Director of several companies in the Mauritius Global Business sector.

Directorship in other companies



Name of Company	Type of Directorship
PeaQ Advisors Ltd	Managing Director
The Stock Exchange of Mauritius Co Ltd	Non-Executive Director
Happy World Ltd	Non-Executive Director
Greenland Global Fund Ltd	Independent Non-Executive Director
Alpha Renaissance	Independent Non-Executive Director
Sefalana Mauritius (Pty) Ltd	Independent Non-Executive Director
Capvent Management Ltd	Independent Non-Executive Director
Maritima Development Ltd	Executive Director
Klumph Consultants Ltd	Executive Director



Rehana Kasenally

Independent Non-Executive Director

QUALIFICATIONS:

MSc Finance - Imperial College of Science & Technology, University of London

BSc. Statistics & Operations Research - Queen Mary College, University of London

SKILLS AND EXPERIENCE:

Ms Kasenally is a seasoned professional with broad financial services industry exposure including 13 years regulatory experience with the Financial Services Commission, Mauritius. She has been involved in the development of the global business sector of Mauritius from the outset in the early 1990s, focusing on policy development, and is fully conversant with the intricacies of the sector both at regulatory and business operations levels. Her competencies in compliance and AML/CFT and risk management mechanisms over the past 5 years have propelled her appreciation of the evolving prudential regulatory environment.

Ms Kasenally has served as an Independent Non-Executive Director on the Board of Afrasia Bank, Mauritius and was member of the Audit Committee and the Technology & Digital Platform Committee. Her Board experience has provided her valuable banking insights at a strategic level.

Having spent a decade in Kenya working as a freelance consultant for the UN and international organizations, Ms Kasenally has acquired valuable experience in donor funded monitoring and evaluation projects.

Ms Kasenally has contributed to several publications relating to the Mauritius IFC in the local press and has authored a chapter in the Oxford Handbook on the Mauritian Economy, an Oxford University Press (OUP) publication.

**Bhavna Ramsurun***Independent Non-Executive Director***QUALIFICATIONS:**

The College of Law, London, Bar Vocation Course, Middlesex University, London, LL.M in International Business Law, Middlesex University, London, LL.B Honours

SKILLS AND EXPERIENCE:

Ms Ramsurun is a Partner at BLC Robert & Associates and is involved in diverse aspects of financial regulatory matters with a special focus on investment funds, capital markets regulation and securities law.

Ms Ramsurun frequently advises on the fund formation, the establishment of financial services providers and institutions and regulatory compliance. She has represented a number of fund managers, private equity and venture capital firms, investment funds and financial institutions as well as institutional investors. Her work consists of structuring and setting up fund structures and other types of private investment vehicles, and this includes advising on regulatory matters. She also regularly intervenes on transactional work and ongoing compliance issues.

She advises on securities law and capital market matters including the securities offering, listing of securities (structured products, exchange traded funds, equity, and debt securities) on the Stock Exchange of Mauritius, takeover regulation and issuers' regulatory obligations. Bhavna has advised domestic and international players on their capital raise on the Mauritian market and on a cross-border basis. She has also represented investors in acquisition of shares and takeovers of public companies.



Verena Tandrayen-Ragoobur

Independent Non-Executive Director

QUALIFICATIONS:

PhD in Economics (University of Mauritius), MSc in Economics and International Economics (University of Nottingham, UK), BSc (Hons) Economics (First Class) (University of Mauritius)

SKILLS AND EXPERIENCE:

Mrs Verena Tandrayen-Ragoobur is Associate Professor in Economics at the University of Mauritius. She is currently the Dean of Faculty of Social Sciences and Humanities. She is also the co-chair of the WTO Chairs Programme and heads the Pole of Applied Socio-Economic Research and Analysis at the University of Mauritius where she spearheads interdisciplinary research in economics, statistics, and social policy.

Her research focuses on international and development economics, with particular expertise in poverty and inequality, labour markets, trade, social protection and gender. She has been actively involved in various international and national research projects, collaborating with governments, international organizations, NGOs, and private institutions to provide evidence-based policy recommendations.

Mrs Tandrayen-Ragoobur has published extensively in high-impact factor journals, contributing to critical discussions on economic development, trade policy, and gender economics. Her work is widely cited, and she has presented at numerous international conferences and policy forums. She has also led and participated in research projects funded by organizations.

Beyond academia, Verena plays a key role in policy advisory and capacity-building initiatives. She has been instrumental in the development of national policies, including employment policies, gender action plans, and social protection strategies. Her work is driven by a commitment to bridging the gap between research and policy, ensuring that economic analysis contributes to sustainable development, inclusive growth, and social justice.



Vedna Mulloo

Independent Non-Executive Director

QUALIFICATIONS:

MSc Analysis, Design and Management of Information Systems (London School of Economics and Political Science), UK. BSc (Hons) Economics (London School of Economics and Political Science), UK, , Certified Systemic Team Coaching Practitioner, Certified Meta Coach, ACMC (Associate Meta-Coach Certification from the International Society of Neuro Semantics)

SKILLS AND EXPERIENCE:

Over the last 29 years, Vedna has held senior management positions in the private sector. Until August 2011, she was the Deputy Director of Accenture (IT) Mauritius. She drove Charter initiatives to achieve Centre growth objectives, key continuous improvement projects and Great Place to Work Initiatives as well as led both the BPO and IT delivery Centres through operational excellence and other quality certifications.

Before joining Accenture, she was the Assistant Director at the Mauritius Employers' Federation (MEF, now Business Mauritius). She participated in high level private-public sector forums such as Tripartite Consultations and other key national Boards and Committees, published well-read economic publications and papers and was also the President of the MEF Provident Association (MEFPA) and of the MEF Super Fund (MEF pension scheme).

She is currently the Director of Improov Ltd which aims at "harnessing synergies to create great culture movements". Improov engages in culture coaching - co-creating and strengthening organisational cultures, Coaching at executive, team and individual levels, and training using NLP and Emotional Intelligence foundations. She has driven culture, people and process transformations and initiatives in organisations such as ABSA (Mtius), Marriott Mauritius, Gamma Materials Ltd, Logidis, KPMG, ENL, MCB, IBL Seafood Hub, Princes Tuna Mauritius, among others

Throughout her career, Ms Mulloo has served on various Boards spanning diverse industries and economic sectors

Directorship in other companies



Name of Company

Medscheme (Mtius) Ltd

Type of Directorship

Independent Non-Executive Director

LEADERSHIP TEAM

PROFILE OF THE OFFICER IN CHARGE, ALSO COMPANY SECRETARY



Kreeti Harrah

Officer-in-Charge and Company Secretary

QUALIFICATIONS:

BSc degree in Finance from the University of Mauritius. Qualified accountant from the Association of Chartered Certified Accountants, UK (ACCA). Holder of an MSc in Financial Management from Heriot-Watt University.

SKILLS AND EXPERIENCE:

Mrs Harrah is an accomplished finance professional with over 18 years of experience in financial strategy, treasury management, financial and management accounting and investment analysis. As Head of Treasury at Sun Limited, she managed global operations for the Sun Group, spanning from finance strategies to optimizing liquidity positions.

Throughout her career in the finance industry, Mrs Harrah has played a pivotal role in driving major initiatives such as capital restructuring, corporate finance, and smart city master planning, and corporate finance projects. Her leadership and strategic insight have contributed to the success of complex financial transactions.

Since 21 November 2024, she was appointed as the Officer-in-Charge of MIC.

In addition to her executive duties and in the absence of a qualified staff as Company Secretary, Mrs Harrah also assumes the duties of Company Secretary of MIC.

Directorship in other companies

Name of Company

Airport Holdings Limited
Air Mauritius Limited

Type of Directorship

Non-Executive Director
Non-Executive Director

DIRECTOR APPOINTMENT PROCEDURES

NOMINATION, APPOINTMENT AND REAPPOINTMENT PROCESS

Director's appointment as per the constitution of the company

- a) The Board of Directors shall consist of not less than Five (5) and not more than Eight (8) members.
- b) Each Director, excluding the CEO, shall be elected by a separate resolution at the Annual Meeting of Shareholders, for one (1) year but shall be eligible for re-election.
- c) No person shall be qualified for appointment as Director unless the person –
 - i. Holds a professional qualification or university degree in the field of economics, banking, finance, business or law; and
 - ii. Has recognised experience in banking and financial matters.
- d) The Board shall at all times comprise of a Law Practitioner having at least ten (10) years post qualification work experience.
- e) The remuneration of the Directors for their services as such to the Company shall from time to time be determined by the Company in meetings of shareholders.
- f) No person shall, if he has ever been convicted of an offence relating to financial crime of other criminal acts, be eligible for appointment as a Director on the Board of the Company.
- g) A Director may be removed from office by the Company in Special Meeting of Shareholders before the expiry of his period of office in accordance with the Companies Act.

The Board is supported by the Corporate Governance Committee and is responsible for reviewing the Company's structure, board size and composition of the Board. In doing so, it seeks to promote a diverse Board membership in terms of skills, knowledge and experience.

Board Induction

Upon joining the Board, the new Directors benefit from an induction programme aimed at deepening their understanding of the Company's operations. As part of the induction programme, all new Directors were provided an appointment letter and a comprehensive induction pack from the Company Secretary, which contains essential Board and Company information, Constitution, Charters, Code of Ethics and Business Conduct, Terms of References and meet the Company's key executives. Directors also received training on the secured Board platform of MIC.

Board Evaluation

The Board recognises the need to undertake a regular review of its performance and effectiveness, as well as that of its committees and individual members. However, for the financial year 2025, the Corporate Governance Committee has decided that no Board evaluation will be conducted since there was a complete change in the composition of the Board and new directors took office only in January 2025.

Time Commitments

Board members are expected to dedicate such time as is necessary for them to effectively discharge their duties. Each Director is expected to act in the best interests of the Company and ensure that his or her other responsibilities do not interrupt on his or her responsibilities as a Director of the MIC.

Succession Planning and Directors Service Contract

The objective of succession planning is to ensure that the Company continues to operate successfully when individuals occupying critical positions and hard to replace competencies depart. The Board is responsible for succession planning for directorship and key management roles in order to develop current and future leaders to ensure business continuity.

None of the current directors have service contracts.

Professional Development and Advice

The Chairperson is responsible for the regular reviewing and agreeing with each director on his or her training and development needs. The Chairperson should ensure that the directors continually update their skills and knowledge. The MIC should provide the necessary resources for developing and updating its directors' knowledge and capabilities.

DIRECTOR'S DUTIES, REMUNERATION AND PERFORMANCE

Directors' Duties

The directors are made aware of their legal duties upon their appointment through the induction provided to them. The induction pack seeks to provide them with a better understanding of the Company's strategy, corporate governance structure, business operations and the associated opportunities and challenges.

The Directors receive regular updates on the Company's activities at Board where presentations on key topical areas are made.

Conflicts of Interests

The Directors have a statutory duty to avoid any instances that may give rise to conflicts of interests, or which may be perceived by others as conflicting situations.

A conflict of interest occurs when a present transaction or relationship might conflict with a Board Member's obligation owed to the Company and the Board Member's personal business or other interests.

The Board Charter contains provisions which require the Directors to disclose and manage any potential conflict of interest.

A conflict of interest and related party transaction policy applicable to directors and employees is provided in the Code of Ethics and Business Conduct of the MIC available on its website.

The current Board affirms that during its term of service, any actual or probable situation of conflict of interest were managed in accordance with the Board Charter and applicable laws & legislations.

Interest Register

The Board expects Directors to avoid actual or perceived conflicts of interest and to promptly disclose any changes in personal circumstances that may give rise to such conflicts. All such disclosures are recorded in the interest register maintained by the Company Secretary, and accessible for consultation by the shareholder upon written request during office hours.

Upon declaring a conflict, the Director concerned refrains from participating in related discussions or decisions. Such transactions may proceed on arm's-length terms. Related party transactions are disclosed as per applicable accounting standards and detailed in the financial statements.

Remuneration

The Company always ensures that the remuneration of the Directors is in line with market practices and the remuneration reflects the demands, competencies and efforts based on the scope of their work. Directors are remunerated in accordance with the fee schedule approved by the sole shareholder of the Company.

The Directors of the Board received a monthly fixed fee during the financial year 2024-25.

No Director has received any remuneration in the form of share options or bonuses associated with the Company's performance.

The tables below highlight the remuneration received by the Directors for their involvement in the Board and Sub-Committees during the financial year ended 2025.

The below table shows the fees paid to former Directors who served on the Board from 1 July 2024 to November 2024:

Director's Name	Board	Audit and Risk Committee	Corporate Governance Committee	Total Remuneration
Mr. Mark Florman	MUR 1,224,343	-	-	MUR 1,224,343
Mrs Catherine Lafaye Bouvier d'Yvoire	MUR 782,946	-	-	MUR 782,946
Mr. Kona Mardayah Yerukunondu	MUR 250,000	-	-	MUR 250,000
Mrs. Hemlata Sadhna Sewraj-Gopal	MUR 250,000	-	-	MUR 250,000
Mr. Jean Michel Louis Rivalland	MUR 250,000	-	-	MUR 250,000
Mr. Swaminathan Ragen	MUR 250,000	-	MUR 20,000	MUR 270,000
Mr. Neemalen Gopal	MUR 250,000	-	MUR 25,000	MUR 275,000
Mr. Mohamed Swadicq Nuthay	MUR 250,000	-	-	MUR 250,000

The below table shows the fees paid to current Directors pertaining for the period 23 January 2025 to 30 June 2025:

Director's Name	Board	Audit and Risk Committee	Corporate Governance Committee	Asset Monitoring Committee	Total Remuneration
Mr. Rajeev Hasnah	MUR 450,000	-	-	MUR 90,000	MUR 540,000
Mr Gérard Sanspeur	MUR 300,000	-	-	MUR 90,000	MUR 390,000
Mr André Chung Shui	MUR 300,000	MUR 50,000	MUR 40,000	-	MUR 390,000
Ms Rehana Kasenally	MUR 300,000	-	-	MUR 90,000	MUR 390,000
Ms Bhavna Ramsurun	MUR 300,000	-	MUR 50,000	-	MUR 350,000
Ms. Verena Tandrayen-Ragoobur	MUR 300,000	MUR 40,000	-	-	MUR 340,000
Ms. Vedna Mulloo	MUR 300,000	MUR 40,000	MUR 40,000	-	MUR 380,000

DONATIONS

The Company did not make any donation during the year under review.

Risk Governance and Internal Control

The Board is responsible for the governance of risk and for determining the nature and extent of the principle risk it is willing to take in achieving its strategic objectives.

Internal Audit

Internal Audit is an independent in-house function designed to add value to, and improve, MIC's operations. It helps the Company to accomplish its objectives by taking a systematic and disciplined approach to evaluating and improving the effectiveness of governance, risk management and control processes.

The Internal Auditor of the Company reports to the Audit and Risk Committee of MIC and plays a crucial role and is responsible for providing additional assurance to the Board and Senior Management on the adequacy and operational effectiveness of the internal control, risk management and governance system and processes in place.

The ARC is comforted that no restriction is placed on the rights of access of the Internal Auditor with regards to records, management or employees. The ARC has assessed the in-house audit function of MIC in view of the staff turnover and internal movements and looked into modalities to strengthen the internal audit function.

External Audit

The Audit and Risk Committee is responsible for evaluating the independence, effectiveness and eligibility of the external auditor before making a recommendation to the Board on their appointment and retention to ensure overall adequacy of the Company's internal control framework.

For the year ended 30 June 2025, the Board has, upon recommendation of the sole shareholder of MIC and in order to facilitate the consolidation of accounts of the Group, approved the appointment of BDO & Co as external auditor.

The total duration of the audit assignment is for a period of one year with the possibility of reappointing the selected firm annually, subject to regulatory provisions and approval of the Board.

Regarding the external audit function, the Audit and Risk Committee is responsible for:

- Recommending the appointment of the external auditors to the Board for further recommendation to the Shareholder at the annual meeting.
- Approving the terms of engagement, scope of the audit process and remuneration of the auditor for audit and non-audit services.
- Assessing, on an annual basis, the independence and objectivity of the external auditors taking into account relevant professional and regulatory requirements.
- Assessing the effectiveness of the audit process.
- Reviewing annually in presence of the external auditor their management letter and report on audit; monitor management's responsiveness and actions to the findings and recommendations contained therein.

The external auditor has direct access to the Committee should they wish to discuss any matters privately. Any instruction to external auditor to provide non-audit services is closely reviewed and approved by the Board, on the recommendation of the Audit and Risk Committee, thereby ensuring the auditor's independence. During the period under review, the external auditor did not provide any other non-auditing services to the MIC. The Audit and Risk Committee has discussed critical policies, judgements and estimates with the external auditor prior to approval of the Financial Statements.

Further details pertaining to the risk governance is provided in the Risk Report below.

Auditor's Independence

The Audit and Risk Committee is responsible for monitoring the external auditor's independence, objectivity and compliance with ethical, professional and regulatory requirements.

Audit fees payable are commensurate with the audit services provided to ensure that an effective audit is carried out.

KPMG	BDO & CO
Financial year ended 2024	Financial year ended 2025
MUR 13,166,622	MUR 7,500,000

The Auditor should ensure that it observes the highest standards of business and professional ethics and, in particular, that its independence is not impaired in any manner.

Information Technology Security Policy

The MIC complies with the Information Technology Policy, IT and Information Security Policy, of its shareholder, the Bank of Mauritius.

Data Protection

The Mauritian Data Protection Act 2017, which came into effect in January 2018, brought a major change in Mauritius' legal landscape. The Board of the MIC ensures that all its operations are compliant with the data protection regulations.

Whistleblowing Policy

The MIC has approved a whistleblowing policy which is included in the Code of Ethics and Business Conduct of the Company available on its website. This policy aims to provide a means for issues to be raised in good faith, concerning potential breaches of laws, rules, regulation or compliance. The whistleblowing mechanism is intended to encourage responsible behavior that restores MIC's reputation.

REPORTING WITH INTEGRITY

Directors' Responsibility

The Directors are responsible for preparing the annual report and audited financial statements in accordance with the applicable laws and regulations. The provisions of the Mauritian Companies Act 2001 further require the Directors to prepare financial statements for each financial year in accordance with IFRS Accounting Standards. The Directors affirm their responsibilities in the preparation of the Annual Report and the Financial Statements of the Company, which comply with IFRS Accounting Standards, the Mauritian Companies Act and the Financial Reporting Act 2004.

RELATIONS WITH SHAREHOLDERS AND OTHER KEY STAKEHOLDERS

MIC's key stakeholders



Shareholding structure

As at 30 June 2025, MIC has 8,100,000 Ordinary Shares in issue, representing 100% ownership by the Bank of Mauritius.

Communication (Meeting) with stakeholders

Relations with shareholders and other key stakeholders

The Board is responsible for ensuring that appropriate communications take place between the MIC, its shareholder and other key stakeholders. The Board ensures that commitments with the stakeholders, in line with the disinvestment strategy, are well managed. The Board respects the interests of its shareholder and other stakeholders within the context of its fundamental purpose.

Communication with key stakeholders

The Board of MIC promotes an open and transparent communication with all stakeholders to ensure that they receive the correct and adequate information while upholding trustworthy relationships with them. It maintains an ongoing dialogue with its shareholder by updating them of all material business developments that influence the Company in a transparent and timely manner through various communication channels.

The Company provides regular review of its activities to its sole shareholder and a review of its performance and outlook.

Shareholder's Information and Calendar of Events



In accordance with the Mauritian Companies Act 2001, notice of annual meeting is sent to the sole shareholder of MIC.

A Risk-Focused Retrospective of the year: Lessons & Outlook

Since January 2025 the new Board has revamped MIC's operational infrastructure to align with its revised mandate and objectives. In so doing, it is seeking to implement a comprehensive, forward-looking and resilient framework for a continuous monitoring system into MIC's governance, risk and compliance infrastructure.

Management has been mandated to exercise its duties with utmost integrity and to drive informed decision-making to bolster MIC's ability to navigate through complex situations. Much emphasis has been laid on the adoption of a strong risk culture across the organization. Staff have been reminded of their obligation to adopt the right ethical behaviour in the conduct of MIC's operations, in line with the principles outlined in the Code of Ethics and Business Conduct, and to uphold the organization's commitment towards its stakeholders. The serious situation faced by MIC during the financial year required the organization to review the risk profiling of its investments within the risk framework. This reassessment will cater for the dynamic environment and focus on the risks impacting on MIC's operations, financial performance and strategic decision. This initiative, not only aims to strengthen the internal controls, but to enhance transparency and accountability at all levels. Through this strengthened framework, the MIC is determined that potential threats, whether financial, operational, or reputational, are identified, assessed and mitigated at the earliest stages, for the stability of the organization.

Notwithstanding the internal and external operating challenges through which the MIC had to navigate during the last financial year, Management is optimistic and expects the risk landscape to stabilize in the forthcoming period, with more stringent processes and policies being implemented throughout the organization.

Risk Management

Risk Strategy and Roadmap

The past experiences gained are invaluable for setting MIC's future direction. Over the forthcoming period, MIC's risk strategy will be centered on management of the overall portfolio, striving to optimize returns whilst preserving the value of the organisation's assets. The objective is to manage assets, recoup investments made and to prioritize the repatriation of capital back to its shareholder. Accordingly, the MIC will undertake a continuous and rigorous monitoring of portfolio performance, with a robust system of controls, oversight and scenario planning to ensure resilience against unwarranted circumstances. In the same line, a disinvestment strategy has been adopted and a disciplined disinvestment approach is being embraced to recover MIC's funds.

Risk Governance

At the MIC, risk management is a collective responsibility across the organisation, with ultimate oversight resting with the Board. This encompasses the determination of risk parameters, endorsing and overseeing the implementation of the risk management policy and framework and reviewing the effectiveness of the risk management system in place. In exercising this governance role, the Board ensures that management embeds risk considerations into strategy and operations and that the risk environment is managed effectively.

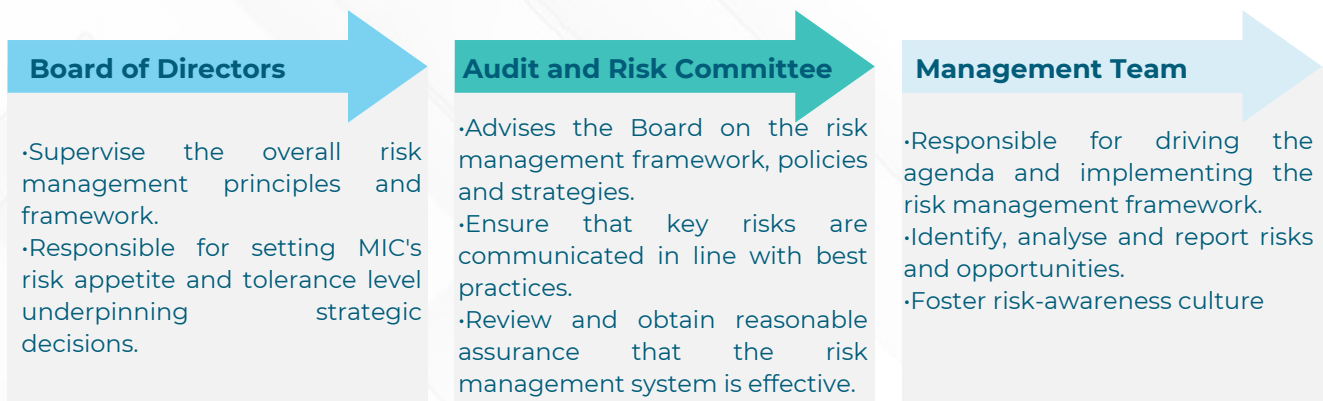
To discharge its function properly, the Board is assisted by the Audit and Risk Committee (ARC), which enables it to formulate, review and approve the monitoring and risk management policies. The ARC is also tasked to monitor and ensure the:

(i) proper functioning of internal control processes;

(ii) preparation of accurate financial reporting and statements in compliance with applicable legal requirements and accounting standards; and

(iii) implementation of requisite actions for gaps identified and/ or any non-compliance have been remedied, amongst others.

MIC's risk governance structure



Risk Management Processes

The MIC is working towards its Enterprise Risk Management (ERM) framework, as a structured methodology for identifying and assessing risks, including their likelihood and potential impact. The Three Lines of Defence model will be used to clearly define the roles for risk ownership, oversight and independent assurance, for an effective mitigation and reporting.

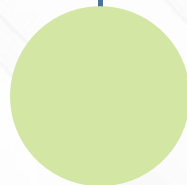
Three lines of defence model

First Line (Operations Management)



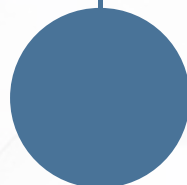
MIC's first line of defence shall be responsible for the day-to-day management of risk. This shall be enforced through the implementation of policies and procedures, embedding controls and policies and overseeing operational risk exposures.

Second Line (Risk Oversight)



The second line of defence shall be responsible for establishing the limits, rules and constraints under which the first line activities shall be performed

Third Line (Independent Assurance)



MIC's third line of defence will evaluate and provide independent assurance on the effectiveness of the risk governance, control environment and risk management processes and mechanisms. The findings will thereafter be reported to the ARC and/or the Board.

Management of Key Risks

In response to the change in MIC's scope of activities in the second half of the financial year, it has become imperative for Management to undertake a thorough reassessment of the organization's key risks. This process ensured that potential risks, which could impact the achievement of the company's strategic objectives, were proactively identified, assessed and mitigated. By realigning the risk management framework with the newly defined scope, the MIC is better positioned to mitigate emerging threats, safeguard against disruptions and reinforce its resilience in the face of future challenges.


MIC's risk elements are categorized in terms of financial and non-financial risks.



For the period under review, the risks outlined below were deemed to be of significant concern for the MIC.


Credit Risk pertains to the risk of financial loss adversely impacting on the company, should the investees fail to fulfill their financial and contractual obligations as and when they fall due.

Credit risk represented MIC's primary risk exposure. Notwithstanding ongoing monitoring of the financial performance of investees, a re-assessment of MIC's investment portfolio in the second half of the financial year highlighted some gaps in the existing process. The review revealed that certain investees were facing operational challenges and struggling to meet their financial obligations, a factor that had not been adequately reflected in previous management's assessment. These have resulted into an underestimation of the associated credit risk. This prompted the new Management to conduct a targeted process audit. A comprehensive review of financial engagements with high-risk entities has been conducted, including the scrutiny of collateralization options to secure exposure. While credit risk continues to be a significant concern, the MIC is implementing targeted strategies to effectively manage its exposure. To this end, it has been resolved that more frequent and in-depth financial health assessments of investees will be conducted, coupled with an enhanced credit risk monitoring system, ensuring timely interventions and more robust risk management.



Reputational risk arises from damages to MIC's image caused by adverse media coverage and loss of credibility, which by ricochet warrant regulatory scrutiny and result in financial losses.


Safeguarding MIC's reputation is considered a critical component of its overall risk management strategy and it is expected to uphold high standards of transparency and responsibility. Based on recent concerns, the MIC shall implement a comprehensive mitigation strategy aimed at safeguarding its reputation. This includes enhancing transparency in governance practices, improving stakeholder communications and adopting stringent monitoring mechanisms to ensure proper use of the funds. Building a good corporate reputation includes consistent delivery of quality services, transparent practices and adherence to ethical standards. The MIC has initiated reviews of its internal policies and procedures to ensure alignment with best practices and public expectations.



Regulatory and Compliance Risk is the risk of impaired integrity, disputes, litigation or any other financial and non-financial impact that may arise due to non-compliance with legal, regulatory and other compliance obligation.


As an investment entity, the MIC is subject to inherent regulatory and compliance risks stemming from the dynamic and evolving legal, regulatory and compliance landscape. In line with its investment strategy, the MIC is mandated to conduct thorough due diligence, actively monitor its transactions and ensure strict adherence to sound corporate governance and anti-money laundering principles. Any failure to comply with regulatory requirements or to adapt to legal changes could expose the MIC to significant reputational damage, undermining stakeholder trust and perceptions.

The MIC reaffirms its commitment to uphold the highest standards of governance and transparency. The MIC remains dedicated to operating with the utmost integrity, to implement the best governance practices and, to restore and maintain public confidence in its operations.




Interest Rate Risks pertain to the risk arising from changes in interest rates thereby affecting future cash flows or fair values of financial instruments.

Given the nature of its investment portfolio, the MIC is inherently exposed to market volatility, including fluctuations in interest rates. These market changes are expected to influence asset valuations and may impact the returns on investment, potentially affecting the overall financial performance of the organisation.




Operational Risks represent the potential for loss due to human error, deficiencies or failures in internal processes and systems, or external disruptions. It encompasses risks associated with fraud, criminal activities and information technology related challenges.

The MIC is acting proactively in the identification and assessment of risks and implementing adequate controls to mitigate them. It has introduced enhanced monitoring mechanisms, bolstered communication between departments, and implemented corrective action plans. The organization is dedicated to fostering a culture of transparency, accountability and operational excellence, ensuring that it is better positioned to face evolving risks in the future.




Strategic risks are the risks associated with MIC's decisions or strategic direction which may hinder its ability to fulfil its objectives and goals.

Pursuant to MIC's revised objectives, strategic risk is deemed as a potential threat to the organisation. Failure by the management to duly execute the new strategies could prevent the MIC to achieve its revised mandate and threaten its financial health. To mitigate strategic risk, MIC's new management is leveraging on the Board and Committees' oversight, thereby ensuring that strategy execution is effectively monitored and aligned with MIC's new mandate. A structured and disciplined decision-making approach is being adopted, with independent advice being sought where needed, to guarantee key strategic decisions are well-informed and executed.




Cyber Risk, the MIC is dependent on technology for the smooth functioning of its activities. A cyber-attack or serious failure in MIC's system could result in operational disruption and data loss.

In view of the rapid technological advancement, the MIC is subject to elevated cyber-threat exposure, which may lead to IT system disruptions and significant loss or corruption of confidential information. The repercussions of cyberattacks extend beyond financial losses, as they can also lead to reputational damage, legal liabilities and regulatory non-compliance, making them critical risks for financial institutions to mitigate. To mitigate this risk, the MIC will implement a comprehensive IT governance policy, which shall be subject to regular review and validation by its Board. These measures are designed to maintain system integrity, uphold data confidentiality and support operational resilience.



Liquidity Risk relates to the risk that an entity, although solvent, cannot maintain or generate sufficient cash resources to meet its payment obligations in full as they fall or can only do so at materially disadvantageous terms.

The organization diversifies its portfolio across a range of financial instruments, which not only provides flexibility but also strengthens its capacity to meet any short-term financial obligations without disruption.



Price Risk is the risk of unfavourable changes in the fair value of financial assets at FVTPL as the result of changes in the value of individual bonds and land held by the MIC

The MIC is committed to enhance its risk management practices in line with its long-term objectives. The MIC will continuously monitor and assess both internal and external risks, adapting its strategies as necessary to address emerging threats.

Internal Audit

As anchored in the Three Lines of Defence model, Internal Audit, as the third line, plays a crucial role in providing independent and objective assurance to the ARC and management. To that effect, Management has recommended that the internal audit function due to a lack of resources in the in-house function, be outsourced to an external audit firm. The internal audit function will assess the effectiveness and adequacy of the established internal controls and will provide for its recommendation with a view to mitigate potential risks across the organisation. By adopting a systematic and disciplined approach, the Internal Audit will contribute towards strengthening governance, enhancing risk management processes and reinforcing the internal control systems in alignment with the organisation's strategic objectives. The Internal Audit will operate with independence and objectivity in adhering to the Code of Ethics of the Institute of Internal Auditors (IIA) and to International Standards, thereby ensuring credibility, impartiality and reliability of assessments. These professional standards will guide the internal audit work allowing for an unbiased view whilst delivering valuable insights in enhancing risk mitigation practices at the MIC.

It is imperative to recognize that, whilst the Internal Audit identifies potential improvement areas and provides for recommendations, the ultimate responsibility for implementing these outputs will lie with Management. The Internal Audit will be responsible for the design and operational effectiveness of controls implemented by the first and second lines of defence and to advise on enhancements for gaps identified. Upon conclusion of audit assignments, Management will be responsible for acting on the findings, ensuring timely remediation of control deficiencies and aligning risk mitigation with organizational objectives. This delineation will support the integrity of the risk management framework, safeguarding against conflicts of interest and reinforcing governance standards. It will also ensure that corrective actions are driven by operational leadership with oversight from the Board and ARC, fostering accountability and continuous improvement in internal control culture.

Way Forward

The MIC will reinforce its risk management framework to ensure resilience, transparency and sustainability. Management is working towards strengthening the risk framework in the forthcoming period, with stringent internal controls and enhancing transparency and accountability at all levels within the organization. The new risk management framework will assist MIC's Management to make informed decision, principally through better understanding of prevailing and emerging risks within the mandate of MIC. It will also expand the Management's oversight on environmental, social and governance risks, thereby integrating ESG considerations into both the management of assets and divestment decisions.

STATEMENT OF COMPLIANCE

(Pursuant to section 75(3) of the Mauritian Financial Reporting Act 2004)

Name of PIE: Mauritius Investment Corporation Ltd

Reporting period: 1 July 2024 to 30 June 2025

The current Board of Directors, appointed on 23 January 2025, affirms that to the best of its knowledge and based on the information and company records made available to us, the Mauritius Investment Corporation Ltd (the 'Company') has complied with its obligations and requirements under the Code of Corporate Governance (2016) during the period under its oversight except for the following sections:

Principle 1 and Principle 2 [Website Disclosures]

The Code recommends that the Constitution of Organisations and Terms of Reference of Committees, amongst other documents, be included on their website.

However, the Company deems that these documents are confidential and does not consider it appropriate to publish these on the website.

Principle 2.2 [Composition of the Board]

The recommendation of the Code is to have at least two (2) Executive Directors.

The Company has no Executive Director appointed on its Board. The Board is composed of a majority of independent Non-Executive Directors Board. The two (2) Non-Executive Directors on the Board are Executive Directors of the parent company, the Bank of Mauritius. The Chief Executive Officer ("CEO") of the Company attends all Board and Committee meetings. In the absence of a CEO, the Officer-in-Charge ("OIC") attended board meetings.

The Board believes that the presence of two Non-Executive Directors from the parent company and the attendance of the CEO/OIC in all Board and Committee meetings fulfils the spirit of the Code.

Since assuming office, the Board has taken steps to strengthen governance practices and ensure alignment with the provisions of the law and principles of the Code.



Mr. Rajeev Hasnah

Chairperson of the Board

Date: 31-OCT-25



Ms. Bhavna Ramsurun

Chairperson of the Corporate Governance Committee

Date: 31-OCT-25

MAURITIUS INVESTMENT CORPORATION LTD

**SECRETARY'S CERTIFICATE TO THE MEMBERS OF MAURITIUS INVESTMENT CORPORATION LTD
UNDER SECTION 166 (d) OF THE COMPANIES ACT 2001**

I certify that, to the best of our knowledge and belief, the Company has filed with the Registrar of Companies all such returns as are required under the Companies Act 2001 during the financial year ended 30 June 2025.



Secretary

Mrs. Kreeti Harrah

Company Secretary

Date: 31 October 2025

INDEPENDENT AUDITOR'S REPORT

To the Shareholder of Mauritius Investment Corporation Ltd

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Mauritius Investment Corporation Ltd (the "Company"), set out on pages 49 to 102 which comprise the statement of financial position as at June 30, 2025, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at June 30, 2025, and of its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards") and comply with the Mauritian Companies Act 2001.

Basis for Opinion

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

Other Matter relating to Comparative Information

The financial statements of the Company as at and for the year ended June 30, 2024, excluding the adjustments described in Note 26 to the financial statements, were audited by another auditor who expressed an unmodified opinion on those financial statements on October 30, 2024.

As part of our audit of the financial statements as at and for the year ended June 30, 2025, we also audited the adjustments described in Note 26 that were applied to restate the comparative information presented. In our opinion, such adjustments are appropriate and have been properly applied. We were not engaged to audit, review, or apply any procedures to the financial statements for the year ended June 30, 2024, of the Company, other than with respect to the adjustments and, accordingly, we do not express an opinion or any other form of assurance on the financial statements for the year ended June, 30 2024, taken as a whole.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

To the Shareholder of Mauritius Investment Corporation Ltd (Continued)

Other Information

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

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

Responsibilities of Directors for the Financial Statements

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

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

The Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

To the Shareholder of Mauritius Investment Corporation Ltd (Continued)

Auditor's Responsibilities for the Audit of the Financial Statements (Continued)

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Directors.
- Conclude on the appropriateness of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Report on Other Legal and Regulatory Requirements

Mauritian Companies Act 2001

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

- We have no relationship with, or interests in, the Company, other than in our capacity as auditor, and dealings in the ordinary course of business.
- We have obtained all information and explanations we have required.
- In our opinion, proper accounting records have been kept by the Company as far as it appears from our examination of those records.

Mauritian Financial Reporting Act 2004

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

INDEPENDENT AUDITOR'S REPORT (CONTINUED)**To the Shareholder of Mauritius Investment Corporation Ltd (Continued)****Other Matter**

This report is made solely to the Company's Shareholder, as a body, in accordance with Section 205 of the Mauritian Companies Act 2001. Our audit work has been undertaken so that we might state to the Company's Shareholder those matters we are required to state 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.


BDO & Co
Chartered Accountants



Ameenah Ramdin, FCA, FCCA
Licensed by FRC

Port Louis,
Mauritius

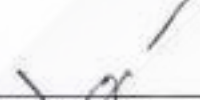
October 31, 2025

SEPARATE STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2025

	Notes	30-Jun-25 MUR'000	Restated* 30-Jun-24 MUR'000
ASSETS			
Non-current assets			
Plant and equipment	6	5,150	6,847
Intangible assets	7	1,062	1,438
Investment properties	8	4,090,700	4,992,573
Investment in subsidiary	9	5,058,392	7,441,265
Investment in associates	10	20,736,680	23,221,118
Financial assets at fair value through profit or loss (FVTPL)	11	16,261,353	20,252,195
Rental deposit	13	1,344	1,844
Total non-current assets		46,154,681	55,917,280
Current assets			
Inventories	12	1,260,198	-
Other receivables and prepayments	14	13,247	20,491
Cash and cash equivalents	15	28,210,467	26,445,813
Total current assets		29,483,912	26,466,304
TOTAL ASSETS		75,638,593	82,383,584
EQUITY			
Stated capital	17	81,000,000	81,000,000
Distributable Reserves:			
Retained earnings		(3,321,289)	(69,099)
Reserves	17	(2,081,281)	1,435,564
TOTAL EQUITY		75,597,430	82,366,465
CURRENT LIABILITY			
Other payables	16	41,163	17,119
TOTAL LIABILITY AND EQUITY		75,638,593	82,383,584

Authorised and approved for issue by the Board of Directors on 21-OCT-25 and signed on its behalf by:


 Name: RASEEN HARNANI
 (Chairperson)


 Name: André Chung Shui
 (Director)

*Refer to Note 26 for prior year adjustments

The notes on pages 53 to 102 form part of these separate financial statements.

Independent auditor's report on pages 45 to 48.

**SEPARATE STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2025**

	Notes	30-Jun-25 MUR'000	Restated* 30-Jun-24 MUR'000
Revenue			
Interest income on bonds and notes	18	942,208	860,696
Front-end, legal and registration fees	19(a)	9,176	19,683
Other income	20	85,500	29,242
Dividend Income		21,956	490,250
Total revenue		1,058,840	1,399,871
Expenses			
Professional, legal and registration costs	19(b)	11,783	42,028
General expenditure	21	51,260	105,395
Cane management fees		23,114	18,409
Staff salaries and other benefits		35,720	35,354
Directors' fees and other committees	22	7,487	9,203
Overseas meeting, training and conferences		110	6,094
Depreciation and amortisation	6&7	2,582	2,965
Impairment of investment in associates	10	4,169,812	1,778,882
Interest on Equalisation		6,037	-
Brokerage cost		3,125	-
Total expenses		4,311,030	1,998,330
Loss before changes in fair value		(3,252,190)	(598,459)
Changes in fair value of financial assets at FVTPL	11	(3,811,729)	326,661
Changes in fair value of investment properties	8	279,527	107,175
Changes in fair value of investment in subsidiary	9	15,357	78,917
Loss after changes in fair value		(6,769,035)	(85,706)
Income tax expense	28	-	-
Loss for the year		(6,769,035)	(85,706)
Other comprehensive income for the year		-	-
Total comprehensive loss for the year		(6,769,035)	(85,706)

*Refer to Note 26 for prior year adjustments

The notes on pages 53 to 102 form part of these separate financial statements.
Independent auditor's report on pages 45 to 48.

MAURITIUS INVESTMENT CORPORATION LTD

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SEPARATE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2025

	Stated Capital MUR'000	Distributable Reserves			Total MUR'000
		Revaluation reserve MUR'000	Fair value reserve MUR'000	Retained earnings MUR'000	
Balance as at 01 July 2023	81,000,000	537,150	392,834	1,012,437	82,942,421
Loss for the year - restated	-	-	-	(85,706)	(85,706)
Change in fair value of financial assets at FVTPL (bonds and notes)	-	-	326,661	(326,661)	-
Change in fair value of investment properties	-	107,175	-	(107,175)	-
Change in fair value of investment in subsidiary	-	-	78,917	(78,917)	-
Transfer from revaluation reserve to retained earnings	-	(7,173)	-	7,173	-
Dividend paid to shareholder	-	-	-	(490,250)	(490,250)
Balance as at 30 June 2024	81,000,000	637,152	798,412	(69,099)	82,366,465
Balance as at 01 July 2024	81,000,000	637,152	798,412	417,577	82,853,141
- As previously reported	-	-	-	(486,676)	(486,676)
- Prior year adjustments (Note 26)	-	-	-	-	-
- As restated	-	-	-	-	-
Loss for the year	81,000,000	637,152	798,412	(69,099)	82,366,465
Change in fair value of financial assets at FVTPL (bonds and notes)	-	-	-	(6,769,035)	(6,769,035)
Change in fair value of investment properties	-	-	(3,811,729)	3,811,729	-
Change in fair value of investment in subsidiary	-	279,527	-	(279,527)	-
Change in fair value of investment in subsidiary	-	-	15,357	(15,357)	-
Balance as at 30 June 2025	81,000,000	916,679	(2,997,960)	(3,321,289)	75,597,430

*Refer to Note 26 for prior year adjustments

The notes on pages 53 to 102 form part of these separate financial statements.
Independent auditor's report on pages 45 to 48.

SEPARATE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2025

	Notes	30-Jun-25 MUR'000	Restated* 30-Jun-24 MUR'000
Cash flows from operating activities			
Loss after changes in fair value		(6,769,035)	(85,706)
<i>Adjustments for non-cash items and working capital movement:</i>			
- Changes in fair value of financial assets at FVTPL	11	3,811,729	(326,661)
- Changes in fair value of investment properties	8	(279,527)	(107,175)
- Changes in fair value of investment in subsidiary	9	(15,357)	(78,917)
- Depreciation and amortisation	6&7	2,582	2,965
- Write off	6	10	-
- Impairment of investment in associates	10	4,169,812	1,778,882
- Interest income		(942,208)	(860,696)
- Dividend Income		(21,956)	(490,250)
- Gain on disposal		(6,912)	(3,423)
- Other payables		24,044	20,043
- Receivables		7,244	(13,449)
- Inventories	12	(78,798)	-
- Rental Deposit paid	13	(5,644)	(500)
- Rental Deposit Forfeit	13	6,144	-
- Foreign exchange (gains)/losses		(39,530)	76,054
Net cash flows used in operating activities		(137,402)	(88,833)
Cash flows from investing activities			
Acquisition of Bonds and Notes	11 (iii)	(830,000)	(2,895,000)
Redemption of Bonds and Notes	11 (iii)	1,467,000	330,000
Acquisition of subsidiary	9	-	(2,398,226)
Acquisition of investment properties	8	-	(875,000)
Proceeds from sales of investment properties		-	19,950
Acquisition of plant and equipment and intangible assets	6&7	(519)	(8,001)
Investment in Private Equity Funds	11 (ii)	(192,667)	-
Acquisition of Investment in other securities	11 (i)	(294,999)	-
Disposal of Shares in subsidiary	9	719,768	-
Interest received		966,486	857,938
Dividend received		21,956	490,250
Net cash flows generated from/(used in) investing activities		1,857,025	(4,478,089)
Cash flows from financing activity			
Dividend paid		-	(490,250)
Net cash flows used in financing activity		-	(490,250)
Net cash flows in cash and cash equivalents		1,719,623	(5,057,172)
Effect of exchange rate changes on cash and cash equivalents		45,031	(76,054)
Cash and cash equivalents at start of year		26,445,813	31,579,039
Cash and cash equivalents at 30 June 2025		28,210,467	26,445,813

The notes on pages 53 to 102 form part of these separate financial statements.
Independent auditor's report on pages 45 to 48.

1. GENERAL INFORMATION

The Mauritius Investment Corporation Ltd (the "Company") was incorporated on 2 June 2020 as a private limited company and is fully owned by the Bank of Mauritius. The Company's mission is to support and accelerate the economic development of Mauritius. The Company's registered office is at Level 5, The Docks 2, United Docks Business Park, Caudan, Port Louis.

The main objectives of the Company are:

- Contribute positively to the economic development of Mauritius by safeguarding the value of assets with the view of achieving an exit.
- Conduct investment management and monitoring as well as divestments.

2. BASIS OF PREPARATION**(a) Statement of compliance**

The financial statements of the Company have been prepared in accordance with IFRS Accounting Standards as adopted by International Accounting Standard Board (IFRS Accounting Standards) and in compliance with the requirements of the Mauritian Companies Act 2001 and the Mauritian Financial Reporting Act 2004.

(b) Basis of measurement

The financial statements have been prepared using the going concern principle under the historical cost basis, except for financial assets and liabilities at fair value through profit or loss, investment in subsidiary and investment properties, which are measured at fair value.

(c) Functional and presentation currency

The financial statements of the Company are presented in Mauritian Rupee ("MUR"), rounded to the nearest thousand rupees, which is the Company's functional currency.

(d) Use of estimates and judgements

The preparation of financial statements in conformity with IFRS Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates.

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 and in any future period affected.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ended 30 June 2025, as well as critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are provided in Note 4.

2. BASIS OF PREPARATION (CONTINUED)**(e) Change in presentation**

In the current financial year, the company changed the presentation of receivables from and payables to MIC Smart City Ltd, a related party. Where the company intends to settle on a net basis, amounts due from and due to the same related party are now presented on a net basis in the statement of financial position.

This change in presentation affects only the classification of items in the statement of financial position and has no impact on the company's profit or loss or total equity.

	30-Jun-25	30-Jun-24
	MUR'000	MUR'000
Amount Receivable from MIC Smart City Ltd	43,673	34,570
Amount payable to MIC Smart City Ltd	(31,011)	(14,079)
Net Receivables	<u>12,662</u>	<u>20,491</u>

(f) Going concern

The Board, at the time of approving the financial statements, is not aware of any uncertainties that may cast significant doubt upon the company's ability to continue as a going concern. The financial statements have been prepared on a going concern basis.

3. ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently in the financial statements.

Plant and Equipment**Recognition and Measurement**

Items of plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

If significant parts of an item of plant or equipment have different useful lives, then they are accounted for as separate items (major components) of plant and equipment.

Any gain or loss on disposal of an item of plant and equipment (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised within other income in profit or loss.

Subsequent expenditure is capitalised only when it is probable that the future economic benefits of the expenditure will flow to the Company. Ongoing repairs and maintenance are expensed as incurred.

3. ACCOUNTING POLICIES (CONTINUED)**Plant and Equipment (Continued)****Depreciation**

Depreciation is calculated to write off the cost of items of plant and equipment less their estimated residual values over their estimated useful lives as follows:

- Motor Vehicles - 25% per annum
- Office Equipment - 10% per annum
- Computer Equipment - 20% per annum

Depreciation methods, useful lives and residual values if not insignificant, are reviewed at each reporting date and adjusted as appropriate.

There has been a change in depreciation rate compared to last year in order to align the rate with the parent company which was altered during the financial year of 30 June 2025.

Intangible Assets

Intangible assets are stated at cost, net of accumulated amortisation and any accumulated impairment losses. Amortisation is provided on a straight-line basis at the rate of 20% per annum so as to write off the depreciable value of the assets over their estimated useful lives. Amortisation methods, useful lives and residual values if not insignificant, are reviewed at each reporting date and adjusted as appropriate.

There has been a change in amortisation rate compared to last year in order to align the depreciation policy of the company with that of its parent company which was altered during the financial year of 30 June 2025.

Investment properties**Recognition and Measurement**

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at fair value, which reflects market conditions at the reporting date. Gains and losses arising from changes in fair values of investment properties are included in profit or loss in the year in which they arise. Fair values are determined based on an annual valuation performed by an accredited external independent valuer, applying a valuation model recommended by the International Valuation Standards Committee.

As at 30 June 2025, the Company held a portfolio of land located in various regions across Mauritius. These properties are primarily held for capital appreciation and, in certain cases, form part of development projects intended to contribute to the Mauritian economy.

An entity shall transfer a property to, or from, investment properties, when, and only when there is a change in use. A change in use occurs when the property meets or ceases to meet the definition of investment properties and there is evidence of the change in use. Transfers between investment properties, owner-occupied property and inventory properties are made at the carrying amounts of the property transferred.

3. ACCOUNTING POLICIES (CONTINUED)

Investment properties (Continued)

Derecognition

Investment properties are derecognised upon disposal or when they are permanently withdrawn from use and no future economic benefits are expected from their disposal. The resulting gain or loss, calculated as the difference between the net disposal proceeds and the carrying amount of the asset, is recognised in profit or loss in the year of derecognition.

Investments in subsidiaries and associates

Subsidiaries

Subsidiaries are entities controlled by the Company. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Associates

Associates are those entities in which the Company has significant influence, but have no control or joint control, over the financial and operating policies of these entities. Significant influence is presumed to exist when the Company holds 20% or more of the voting power of another entity.

Derecognition of Investments in subsidiaries and associates

Investments are derecognised when the company loses control over a subsidiary or loses significant influence over an associate, or when the investment is disposed of.

Upon derecognition, the carrying amount of the investment is removed from the statement of financial position, and any difference between the consideration received and the carrying amount is recognised immediately in profit or loss.

Separate financial statements

Investments in subsidiaries are measured at fair value through profit or loss. Investments in associates are measured at cost less impairment.

3. ACCOUNTING POLICIES (CONTINUED)

Investments in subsidiaries and associates (Continued)

Consolidation of Financial Statements

The Company has not consolidated its investment in subsidiaries and not applied the equity method to its investment in associate given that it is exempt from preparing the consolidated financial statements based on the following:

- (a) The Company is a wholly owned subsidiary of the Bank of Mauritius, which has been informed about, and does not object to the following:
 - the Company not presenting the consolidated financial statements for its investment in subsidiaries.
 - the Company not applying the equity method for its investments in associates.
- (b) The Company's debt or equity instruments are not traded in a public market (a domestic or foreign stock exchange or an over-the-counter market, including local and regional markets);
- (c) The Company did not file, nor is it in the process of filing, its financial statements with a securities commission or other regulatory organisation, for the purpose of issuing any class of instruments in a public market; and
- (d) The ultimate or any intermediate parent of the Company produces financial statements available for public use that comply with IFRS Accounting Standards, in which subsidiaries are consolidated or are measured at FVTPL.

Based on the above criteria, the Company is exempted from the preparation of consolidated financial statements and equity accounting of its associate as the ultimate holding company, the Bank of Mauritius, prepares the consolidated financial statements in accordance with IFRS Accounting Standards and is available for public use. The registered office of the Bank of Mauritius is Sir William Newton Street, Port Louis, Mauritius. The consolidated financial statements of the Bank of Mauritius are publicly available on its website [<https://www.bom.mu/>].

Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated. An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit ("CGU") exceeds its estimated recoverable amount.

3. ACCOUNTING POLICIES (CONTINUED)**Impairment of non-financial assets (Continued)**

The recoverable amount of an asset or CGU is the greater of its value-in-use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGU.

Impairment losses are recognised in the statement of profit or loss and other comprehensive income. Impairment losses recognised in prior periods are assessed at each balance sheet date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Impairment of non-financial assets is assessed at each reporting date for Investments in associates.

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Recognition and initial measurement

Financial assets and liabilities are recognised initially on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities at fair value through profit or loss are measured initially at fair value, with transaction costs recognised in profit or loss. Financial assets or financial liabilities not at fair value through profit or loss are measured initially at fair value plus transaction costs that are directly attributable to its acquisition or issue.

3. ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

(ii) Classification

Financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost or fair value through profit or loss (FVTPL) or fair value through other comprehensive income (FVOCI).

Financial assets at FVTPL

Financial assets which are managed and whose performance is evaluated on a fair value basis and which are not classified as measured at amortised cost or FVOCI as described below are measured at FVTPL. The Company may also irrevocably designate financial assets that would otherwise meet the requirements to be measured at amortised cost or at fair value through other comprehensive income, as at fair value through profit or loss, if doing so would eliminate or significantly reduce an accounting mismatch that would otherwise arise. These will be subsequently measured at fair value through profit or loss with gains and losses recognized in profit or loss.

The Company has not elected to designate equity instruments at FVTPL at the time of initial recognition.

Financial assets at FVTPL include secured redeemable convertible bonds and fixed and floating secured notes, investment in subsidiaries, and private equity investments.

Financial assets at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets 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 ("SPPI") on the principal amount outstanding.

This category includes cash and cash equivalents and receivables.

Debt instruments at FVOCI

A debt instrument is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

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

3. ACCOUNTING POLICIES (CONTINUED)**Financial instruments (Continued)****(ii) Classification (Continued)*****Financial assets (Continued)******Business Model assessment***

In making an assessment of the objective of the business model in which a financial asset is held at a portfolio level, the Company considers all of the relevant information about how the business is managed, including:

- the documented investment strategy and the execution of this strategy in practice. This includes whether the investment strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- periods, the reasons for such sales and expectations about future sales activity.
- how managers of the businesses are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

The Company has determined that it has two business models:

- Held-to-collect business model: this includes cash and cash equivalents and receivables. These financial assets are held to collect contractual cash flows.
- Other business model: These financial assets are managed, and their performance is evaluated, on a fair value basis in accordance with their documented investment strategy. This includes financial assets at fair value through profit or loss and investment in subsidiaries.

Assessment of whether contractual cash flows are solely payments of principal and interest

For the purpose of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g., liquidity risk and administrative costs), as well as profit margin.

3. ACCOUNTING POLICIES (CONTINUED)**Financial instruments (Continued)****(ii) Classification (Continued)*****Financial assets (Continued)******Assessment of whether contractual cash flows are solely payments of principal and interest (Continued)***

In assessing whether the contractual cash flows are SPPI, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making the assessment, the Company considers:

- contingent events that would change the amount and timing of cash flows;
- leverage features;
- prepayment and extension terms;
- terms that limit the Company's claim to cash flows from specified assets (e.g., non-recourse loans); and
- features that modify consideration of the time value of money (e.g., periodical reset of interest rates).

(iii) Subsequent measurement

Category	Subsequent measurement
Financial assets at fair value through profit or loss	These assets are subsequently measured at fair value. Net gains and losses are recognised in the separate statement of profit or loss as 'change in fair value of financial assets at fair value through profit or loss'. Interest income on such instruments has been disclosed as a separate line item in the separate statement of profit or loss and other comprehensive income.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. Impairment is recognised as 'impairment loss on financial assets at amortised cost' and is recognised as a separate line item in the statement of profit or loss. Any gain or loss on derecognition and modification is also recognised in the separate statement of profit or loss and other comprehensive income.
Financial liabilities at amortised cost	These financial liabilities are subsequently measured at amortised cost using the effective interest method.

3. ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

(iv) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk.

When available, the Company measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as 'active' if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis. If there is no quoted price in an active market, then the Company uses valuation techniques that maximize the use of relevant observable input and minimize the use of unobservable input.

The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

The Company recognises transfers between levels of the fair value hierarchy as at the end of the reporting period during which the change has occurred. The fair value of the financial instruments that are not traded in active markets is determined by using valuation techniques. The Company has used its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the reporting date. Note 24 provides details of the valuation techniques that the Company has applied for its financial and non financial assets.

(v) Amortised cost measurement

The amortised cost of a financial asset or financial liability is the amount at which the financial asset or financial liability is measured at initial recognition, minus principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between the initial amount recognised and the maturity amount, minus any reduction for impairment.

The effective interest method is a method of calculating the amortised cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the relevant year. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability at initial recognition.

When calculating the effective interest rate, the Company estimates the future cash flows considering all contractual terms of the financial instruments but not the future credit losses.

3. ACCOUNTING POLICIES (CONTINUED)**Financial instruments (Continued)*****Financial assets (Continued)*****(vi) Impairment**

The Company recognises loss allowances for Expected Credit Losses ("ECLs") on financial assets measured at amortised cost.

The Company measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the asset) has not increased significantly since initial recognition.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due. The Company considers a financial asset to be in default:

- when the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising assets (if any is held); or
- the financial asset is more than 90 days past due.

The Company considers amortised cost assets to have low credit risk when its credit risk rating is equivalent to the globally understood definition of investment grade.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. 12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

3. ACCOUNTING POLICIES (CONTINUED)**Financial instruments (Continued)*****Financial assets (Continued)*****(vi) Impairment (Continued)***Measurement of ECLs*

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e., the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer
- it is probable that the borrower will enter bankruptcy or other financial reorganisation
- the underlying project is put on hold
- breach of contract such as a default or being more than 90 days past due

Presentation of allowance for ECLs in the statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

Financial Assets are written off either partially or in its entirety when the Company has no reasonable expectations of recovering them. This occurs when the Company determines that the Issuer does not have the capacity to repay the amount due or the collateral given by the Issuer is not sufficient to cover the exposure. The write off does not mean that the Company has forfeited its legal right to claim the sums due any recovery will be recognised in the statement of profit or loss under 'Impairment charge' as recoveries of advances written off.

3. ACCOUNTING POLICIES (CONTINUED)**Financial Instruments (Continued)*****Financial liabilities*****(vii) Financial liabilities – Classification, subsequent measurement and gains and losses**

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Financial liabilities comprise of other payables. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Other payables

Other payables are initially stated at their fair values and subsequently measured at amortised cost using the effective interest method.

Derecognition and modification***Financial assets***

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset that is derecognised) and the consideration received (including any new asset obtained less any new liability assumed) is recognised in profit or loss. Any interest in such transferred financial assets that is created or retained by the Company is recognised as a separate asset or liability. Realised gain is calculated based on proceeds realised on disposal of investments less its cost. The cost is based on an average cost.

In transactions in which the Company neither retains nor transfers substantially all of the risks and rewards of ownership of a financial asset and it retains control over the asset, the Company continues to recognise the asset to the extent of its continuing involvement, determined by the extent to which it is exposed to changes in the value of the transferred asset.

3. ACCOUNTING POLICIES (CONTINUED)**Financial instruments (Continued)*****Derecognition and modification (Continued)******Financial liabilities***

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expired. On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

The Company recalculates the gross carrying amount of financial assets and recognises a modification gain or loss in profit or loss when the contractual cash flows are renegotiated or otherwise modified and the renegotiation or modification does not result in the derecognition of that financial asset.

The gross carrying amount of the financial asset is recalculated as the present value of the renegotiated or modified contractual cash flows that are discounted at the financial asset's original effective interest rate.

(ix) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and it intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Income and expenses are presented on a net basis for gains and losses from financial instruments at fair value through profit or loss and foreign exchange gains and losses.

There is no offsetting of financial instruments applied as on reporting in the separate statement of financial position.

(x) Specific instruments**Cash and cash equivalents**

Cash comprises current deposits with the Central Bank and petty cash. Cash equivalents are short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. The Company has elected to present the separate statement of cash flows using the indirect method.

3. ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Equity instruments

Stated capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity.

Income and expenditure Recognition

Income and expenditure are recognised as they are earned or incurred and are recorded in the financial statements on an accruals basis to accurately reflect the period to which they relate.

Interest income is recognised in profit or loss as it accrues.

Inventories

Inventories are valued at the lower of cost and net realisable value (NRV).

Cost incurred in bringing each property to its present location and condition are accounted as follows: Cost of land, construction costs (Planning and design costs, costs of the site preparation, professional fees for legal services, property transfer taxes, development overheads and other related cost), leasehold rights and borrowing costs.

Net realisable value is the estimated selling price in the ordinary course of business less estimated costs necessary to make the sale. The Company uses forward price for the sale of completed inventories in future years. Cash flows associated with net realisable value are discounted at an appropriate rate to determine the estimated net realisable value of the inventory in its present location and condition.

When an inventory is sold, the carrying amount is recognised as an expense in the period which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories is recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories, arising from an increase in net summarised value, is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

3. ACCOUNTING POLICIES (CONTINUED)

Related Parties

For the purpose of these financial statements, parties are considered to be related to the company if they have the ability, directly or indirectly, to control the Company or exercise significant influence over the Company in making financial and operating decisions, or *vice versa*, or if they and the Company are subject to common control. Related parties may be individuals or other entities.

Current versus non-current classification

The Company presents assets and liabilities in the separate statement of financial position based on current/non-current classification. An asset is current when it is:

- expected to be realised or intended to be sold or consumed in the normal operating cycle;
- held primarily for the purpose of trading;
- expected to be realised within twelve months after the reporting period; or
- cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability is current when:

- it is expected to be settled in normal operating cycle;
- it is held primarily for the purpose of trading;
- it is due to be settled within twelve months after the reporting period; or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Dividend Distribution

Dividend distribution to the Company's Shareholder is recognised as a liability in the Company's separate financial statements in the period in which the dividends are declared.

Contingent liabilities

A contingent liability is disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements in accordance with IFRS Accounting Standards requires the directors and management to exercise judgements in the process of applying the Accounting policies. It also requires the use of accounting estimates and assumptions that may affect the reported amounts and disclosures in the financial statements. Judgements and estimates are continuously evaluated and are based on historical experience and other factors, including expectations and assumptions concerning future events that are believed to be reasonable under the circumstances. The actual results could, by definition, therefore, often differ from the related accounting estimates.

Where applicable, the notes to the financial statements set out areas where management has applied a higher degree of judgements that have a significant effect on the amounts recognised in the financial statements, or estimations and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Critical judgement areas

Going concern

The directors are of the opinion that the Company has adequate resources to continue operations for the foreseeable future and that it is appropriate to adopt the going concern basis in preparing the Company's financial statements. The directors have satisfied themselves that the Company is in a sound financial position and that it has access to sufficient funding facilities to meet its foreseeable cash requirements.

Determination of functional currency

Functional currency' is the currency of the primary economic environment in which the Company operates. If indicators of the primary economic environment are mixed, then management uses its judgement to determine the functional currency that most faithfully represents the economic effect of the underlying transactions, events and conditions.

Management has determined that the functional currency of the Company is Mauritian Rupees ("MUR").

Estimates and assumptions

Determination of fair value of investment property

The Company carries its investment property at fair value, with changes in fair value being recognised in profit or loss. The Company engaged independent valuation specialists to determine fair value as at 30 June 2025. The valuer used the residual valuation technique to value the properties. More details are provided in Note 8.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)**Estimates and assumptions (continued)***Determination of fair value of investment property (continued)*

The determination of fair value for investment properties involves significant estimation and judgement. In the current year, the Company's independent external valuer changed the valuation technique used from the sales comparison approach to the residual method as the residual method provides for a reliable method of estimating the current value of a portion of land with development potential. Management has discussed and approved that the residual method is more suited for the land owned by the MIC.

The residual method requires significant judgement in assessing:

- Development potential and planning status
- Construction and associated development costs
- Expected sales values on completion
- Developer's profit margin will depend on completion of the project including time factor.

Estimation of net realisable value for inventories

Inventories are stated at the lower of cost and net realisable value (NRV). NRV for land banks is assessed by reference to market conditions and prices existing at the reporting date and is determined by the Company, based on comparable transactions identified in the same geographical market serving the same real estate segment.

NRV with respect of Inventories under development is assessed with reference to market prices at the reporting date for similar completed property, less estimated costs to complete the development and the estimated costs necessary to make the sale, taking into account the time value of money, if material.

Fair valuation of financial assets at fair value through profit or loss

The Company may, from time to time, hold financial instruments that are not quoted in active markets, such as its financial assets at fair value through profit or loss. Where valuation techniques are used to determine fair values, they are validated and periodically reviewed by experienced personnel at the Company's management. The management's evaluation takes into consideration a business review of the underlying investments (performance development compared with plans) and the actual and planned transactions in the investments.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)**Estimates and assumptions (Continued)**

Fair valuation of financial assets at fair value through profit or loss (Continued)

The determination of fair value for financial assets and liabilities for which there is no observable market price requires the use of valuation techniques as described in Note 24.

For financial instruments that trade infrequently and have little price transparency, fair value is less objective, and requires varying degrees of estimation depending on liquidity, concentration, uncertainty of market factors, pricing assumptions and other risks affecting the specific instrument.

When available, the Company measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as 'active' if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis. The Company measures instruments quoted in an active market at a exercise price.

If there is no quoted price in an active market, then the Company uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

Asset lives and residual values

Plant and equipment are depreciated over its useful life taking into account residual values, where appropriate. The actual lives of the assets and residual values are assessed annually and may vary depending on a number of factors. In reassessing asset lives, factors such as technological innovation, product life cycles and maintenance programmes are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values. Consideration is also given to the extent of current profits and losses on the disposal of similar assets.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)**Estimates and assumptions (Continued)****Depreciation policies**

Plant and equipment are depreciated to their residual values over their estimated useful lives. The residual value of an asset is the estimated net amount that the Company would currently obtain from the disposal of the asset, if the asset were already of the age and in condition expected at the end of its useful life. The directors therefore make estimates based on historical experience and use best judgement to assess the useful lives of assets and to forecast the expected residual values of the asset at the end of their expected useful lives.

Fair value of investment in subsidiaries not quoted in an active market

The fair value of securities not quoted in an active market may be determined by the Company using valuation techniques including third party values, earnings, net asset value or discounted cash flows, whichever is considered to be appropriate. The Company would exercise judgement and estimates on the quantity and quality of pricing sources used. Changes in assumptions about these factors could affect the reported fair value of financial instruments. This results in management exercising significant assumption on the unobservable inputs being used for fair valuation. Refer to Note 9.

Impairment of investment in associates

Investment in associates are reviewed for impairment whenever there is an impairment indication. An impairment loss is recognised if the carrying amount of the asset exceeds its recoverable amount. Refer to Note 10.

5. NEW STANDARDS, INTERPRETATIONS AND AMENDMENTS**(a) Standards, Amendments to published Standards and Interpretations effective in the reporting period**IAS 1 Presentation of Financial Statements

Classification of Liabilities as Current or Non-current: Narrow-scope amendments to IAS 1 to clarify how to classify debt and other liabilities as current or non-current. The amendments have no impact on the Company's financial statements.

Non-current Liabilities with Covenants: Subsequent to the release of amendments to IAS 1 Classification of Liabilities as Current or Non-Current, the IASB amended IAS 1 further in October 2022. If an entity's right to defer is subject to the entity complying with specified conditions, such conditions affect whether that right exists at the end of the reporting period, if the entity is required to comply with the condition on or before the end of the reporting period and not if the entity is required to comply with the conditions after the reporting period. The amendments also provide clarification on the meaning of 'settlement' for the purpose of classifying a liability as current or non-current. The amendments have no impact on the Company's financial statements.

5. NEW STANDARDS, INTERPRETATIONS AND AMENDMENTS (CONTINUED)**(a) Standards, Amendments to published Standards and Interpretations effective in the reporting period (Continued)**IFRS 16 Leases

Lease Liability in a Sale and Leaseback: The amendment clarifies how a seller-lessee subsequently measures sale and leaseback transactions that satisfy the requirements in IFRS 15 to be accounted for as a sale. The amendments have no impact on the Company's financial statements.

IAS 7 Statement of Cash Flows & IFRS 7 Financial Instruments: Disclosures

Supplier Finance Arrangements: The amendments add disclosure requirements, and 'signposts' within existing disclosure requirements, that ask entities to provide qualitative and quantitative information about supplier finance arrangements. The amendments have no impact on the Company's financial statements.

(b) Standards, Amendments to published Standards and Interpretations issued but not yet

Certain standards, amendments to published standards and interpretations have been issued that are mandatory for accounting periods beginning on or after July 1, 2025 or later periods, but which the Company has not early adopted.

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

Effective date January 1, 2025**IAS 21 The Effects of Changes in Foreign Exchange Rates**

Lack of Exchangeability: The amendments contain guidance to specify when a currency is exchangeable and how to determine the exchange rate when it is not.

Effective date January 1, 2026**IFRS 9 Financial Instruments & IFRS 7 Financial Instruments: Disclosures**

Classification and Measurement of Financial Instruments: The amendments clarify that a financial liability is derecognised on the 'settlement date' and introduce an accounting policy choice to derecognise financial liabilities settled using an electronic payment system before the settlement date. Other clarifications include the classification of financial assets with ESG linked features via additional guidance on the assessment of contingent features. Clarifications have been made to non-recourse loans and contractually linked instruments. Also, additional disclosures have been introduced for financial instruments with contingent features and equity instruments designated at fair value through other comprehensive income

Contracts Referencing Nature-dependent Electricity: The amendments clarify how IFRS 9 should be applied to power purchase agreements with specific characteristics. The amendments include clarification on the application of the 'own-use' requirements and permitting hedge accounting if these contracts are used as hedging instruments. New disclosure requirements have also been included to enable investors to understand the effect of these contracts on a company's financial performance and cash flows.

5. NEW STANDARDS, INTERPRETATIONS AND AMENDMENTS (CONTINUED)**(b) Standards, Amendments to published Standards and Interpretations issued but not yet effective (Continued)*****Effective date January 1, 2027*****IFRS 18 Presentation and Disclosure in Financial Statements**

Presentation and disclosure in financial statements: IFRS 18 introduces new requirements on presentation within the statement of profit or loss, including specified totals and subtotals presented within the statement of profit or loss within one of the following five categories – operating, investing, financing, income taxes, and discontinued operations. It also requires disclosure of management-defined performance measures and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements and the notes. In addition, it brings about consequential amendments to other accounting standards. This standard replaces IAS 1 - Presentation of Financial Statements.

Effective date January 1, 2027**IFRS 19 Subsidiaries without Public Accountability: Disclosures**

Subsidiaries without Public Accountability: Disclosures: IFRS 19 is a non-mandatory standard. It specifies the disclosure requirements that eligible subsidiaries are permitted to apply instead of the disclosure requirements in other IFRS accounting standards. It allows eligible entities to benefit from reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other IFRS Accounting Standards. Subsidiaries are eligible to apply IFRS 19 if they do not have public accountability and their parent, intermediate parent or ultimate parent company produces consolidated financial statements available for public use that comply with IFRS Accounting Standards.

The effective date of this amendment has been deferred indefinitely until further notice**IFRS 10 Consolidated Financial Statements**

Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 and IAS 28): Narrow scope amendment address an acknowledged inconsistency between the requirements in IFRS 10 and those in IAS 28 (2011), in dealing with the sale or contribution of assets between an investor and its associate or joint venture.

IAS 28 Investments in Associates and Joint Ventures

Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 and IAS 28): Narrow scope amendment to address an acknowledged inconsistency between the requirements in IFRS 10 and those in IAS 28 (2011), in dealing with the sale or contribution of assets between an investor and its associate or joint venture.

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

NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

6. PLANT AND EQUIPMENT

	Office equipment	Computer equipment	Motor Vehicles	Total
	MUR'000	MUR'000	MUR'000	MUR'000
<u>COST</u>				
At 01 July 2023	4	3,948	3,775	7,727
Additions during the year	622	4,515	1,425	6,562
At 30 June 2024	626	8,463	5,200	14,289
At 01 July 2024	626	8,463	5,200	14,289
Additions during the year	-	519	-	519
Write off	-	(10)	-	(10)
At 30 June 2025	626	8,972	5,200	14,798
<u>ACCUMULATED DEPRECIATION</u>				
At 01 July 2023	1	1,750	3,020	4,771
Charge for the year	52	1,538	1,081	2,671
At 30 June 2024	53	3,288	4,101	7,442
At 01 July 2024	53	3,288	4,101	7,442
Charge for the year	63	1,787	356	2,206
At 30 June 2025	116	5,075	4,457	9,648
<u>NET BOOK VALUE</u>				
At 30 June 2025	510	3,897	743	5,150
At 30 June 2024	573	5,175	1,099	6,847

NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

7. INTANGIBLE ASSETS

COST

At 30 June 2023

Additions during the year

At 30 June 2024

At 30 June 2024**Additions during the year****At 30 June 2025****ACCUMULATED**

At 30 June 2023

Charge during the year

At 30 June 2024

At 01 July 2024**Charge for the year****At 30 June 2025****NET BOOK VALUE****At 30 June 2025**

At 30 June 2024

**Computer
Software
MUR'000**

439

1,439

1,878

1,878**-****1,878**

146

294

440

440**376****816****1,062****1,438**

8. INVESTMENT PROPERTIES

Fair value model

At start of year

Additions - Capital expenditure

Transfer to Inventories (Note 12)

Disposal

Change in fair value

At end of year

30-Jun-25**MUR'000****30-Jun-24****MUR'000****4,992,573**

4,026,925

-

875,000

(1,181,400)

-

-

(16,527)

279,527

107,175

4,090,700**4,992,573****Hierarchy Classification****30 June 2025****Land****Level 1****Level 2****Level 3****Total****MUR'000****MUR'000****MUR'000****MUR'000**

-

-

4,090,700**4,090,700**

-

-

4,090,700**4,090,700****Level 1****Level 2****Level 3****Total****MUR'000****MUR'000****MUR'000****MUR'000**

-

-

4,992,573

4,992,573

-

-

4,992,573

4,992,573

Valuation process

The Company's management oversees the valuation process, ensuring that valuations are performed by qualified external valuers. The valuer applies recognised valuation techniques consistent with International Valuation Standards. Management reviews the valuation reports, inputs, and assumptions to ensure they reflect the current market environment and the specific characteristics of the properties.

The valuation is reviewed annually or more frequently if significant changes in market conditions occur. Any changes in valuation techniques or significant assumptions are discussed and approved by senior management.

Valuation technique and assumptions

The investment properties were valued on 30 June 2025 by a qualified independent professional valuer, BREA Ltd, a Registered Valuer having relevant experience of the location and category of the investment properties being valued. The parcels of land included in the financial statements have been valued using the Residual Method of Valuation. This represents a change from the prior year, where Elevante Property Services Ltd used the Sales Comparison Approach. The residual method provides for a reliable method of estimating the current value of a portion of land with development potential.

NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

8. INVESTMENT PROPERTIES (CONTINUED)

Valuation technique and assumptions (continued)

The residual method estimates fair value is based on the expected gross development value of the completed property, less estimated construction costs, professional fees, financing costs, and a developer's profit margin. The impact of the change is reflected in the fair value movement recognised in profit or loss for the year.

The residual method of valuation have resulted in an increase of MUR 279.5 million in the fair value of the carrying value of investment property as at 30 June 2025.

The Valuer has taken into consideration the recent publication of maps showing sensitive areas from the Land Drainage Authority (LDA). However, owing to the novelty of the publication of such maps, the impact on demand for properties found within these zones, and therefore on their values, is still unclear at this stage. The discretionary nature of the planning system magnifies the subjectivity of the impact of these LDA maps on value. Given the unknown future impact these LDA maps might have on the real estate market, no allowance on the valuation was considered in the current year valuation.

Valuation framework for investment properties

For the financial year, June 30, 2025 and 2024, the significant unobservable input for the valuation of land is as follows:

	Fair value hierarchy	Significant unobservable input hierarchy	Range of unobservable input MUR M (Fair Value)
2024			
		Price per Toise (MUR)	Increase 5%
Freehold land	Level 3	1,932 - 12,221	249.6
			Decrease 5%
			(249.6)

Significant increase /(decrease) in the above unobservable inputs in isolation would result in a significant higher / (lower) fair value.

2025

For the financial year June 30, 2025, the significant unobservable input for the valuation of land are as follows:

Significant Unobservable inputs	Range
Selling Rate (MUR/toise)	3,024 - 31,928
Development Costs (MUR M)	51 - 1,214
Discount Rate (%)	7%

Significant increase /(decrease) in selling rate in isolation would result in a significantly higher / (lower) fair value.

Significant increase/(decrease) in development costs and discount rate in isolation would result in a significantly (lower)/higher fair value.

The following table shows the significant unobservable inputs used and the sensitivity of these inputs on the fair value:

Significant Unobservable inputs	Increase of 5% MUR M (Fair Value)	Decrease of 5% MUR M (Fair Value)
Selling Rate (MUR/toise)	433.1	(433.1)
Development Costs (MUR M)	(189.2)	189.2
Discount Rate (%)	(110)	113.1

NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

8. INVESTMENT PROPERTIES (CONTINUED)

Classification of Agricultural Land

As at 30 June 2025, the Company holds parcels of agricultural land as part of its investment property portfolio. While certain areas are currently used for agricultural purposes, such use is considered incidental to the principal intention of holding the land for capital appreciation and future development.

In line with the requirements of IAS 40 – Investment Property, the land continues to be classified as investment property, as the agricultural activities do not represent the primary purpose or function of the asset.

Highest and Best use assessment

Certain parcels of land classified as investment property are currently used for low-intensity agricultural purposes. However, the Company's independent (BREA Ltd) valuation determined that the highest and best use of these assets is for residential and commercial development.

The difference between the current use and the highest and best use reflects the Company's long-term strategy to maximize the value of these assets through future development. Development activities will be undertaken when conditions such as regulatory approvals and market demand are available.

9. INVESTMENT IN SUBSIDIARY

Fair value model

	30-Jun-25 MUR'000	30-Jun-24 MUR'000
At start of year	7,441,265	4,964,122
Additions	-	2,398,226
Disposal	(719,768)	-
Transfer from Subsidiary to associate	(1,678,462)	-
Change in fair value	15,357	78,917
At end of year	5,058,392	7,441,265

Details of the subsidiary are as follows:

Name of subsidiary	Type of shares	Principal place of business	Percentage of equity held	
			30-Jun-25	30-Jun-24
MIC Smart City Ltd	Equity	Mauritius	100%	100%
EastCoast Hotel Investment Ltd (see Note 10)	Equity	Mauritius	49%*	70%

The Company acquired 100% of the shares and voting interests in MIC Smart City Ltd during the year ended 30 June 2021. The status of Eastcoast Hotel Investment Ltd changed from subsidiary to associate following a disposal of 21% in November 2024.

MIC Smart City Ltd (the "Subsidiary") is a private company incorporated and domiciled in Mauritius. The subsidiary is involved in real estate and property development in the context of the smart city scheme.

NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

9. INVESTMENT IN SUBSIDIARIES (CONTINUED)

* During the year, the Company sold a 21% ownership stake in EastCoast Hotel Investment Ltd, reducing its holding from 70% to 49%. As a result of losing control, EastCoast Hotel Investment Ltd was reclassified from a subsidiary to an associate as of 08 November 2024. An amount of MUR 1,678 million was derecognised in investment in subsidiaries and an amount of MUR 1,685 million was recognised in investment in associates resulting in a gain on disposal of MUR 2.9 million.

The investment properties of the subsidiary, MIC Smart City Ltd, were valued on 30 June 2025 by BREA Ltd. The Company valued the investment in subsidiary using the net asset valuation method.

Valuation Process

The Company values its investment in its sole subsidiary at fair value through profit or loss using the Net Asset Value (NAV) method (2024: NAV except for EastCoast Hotel Investment Ltd). This method determines fair value based on the subsidiary's underlying assets and liabilities, adjusted to their fair values as appropriate. Fair value of EastCoast Hotel Investment Ltd was based on market value of a recent transaction.

Management reviews the subsidiary's financial position as at the reporting date, assesses the carrying amounts of its assets and liabilities, and makes necessary fair value adjustments. The valuation is updated annually or more frequently if significant changes occur in the subsidiary's financial condition or market environment.

	Level 1	Level 2	Level 3	Total
	MUR'000	MUR'000	MUR'000	MUR'000
30 June 2025				
Investment in subsidiaries	-	-	5,058,392	5,058,392
	-	-	5,058,392	5,058,392
	Level 1	Level 2	Level 3	Total
	MUR'000	MUR'000	MUR'000	MUR'000
30 June 2024				
Investment in subsidiaries	-	-	7,441,265	7,441,265
	-	-	7,441,265	7,441,265

There were no transfers between the levels during the year.

More details on the valuation technique, assumptions, inputs and data used have been included in Note 24.

10. INVESTMENT IN ASSOCIATES

(a) Details of the associate are as follows:

	30-Jun-25	30-Jun-24
	MUR'000	MUR'000
At start of year	23,221,118	25,000,000
Transfer from subsidiary (Note 9)	1,685,374	-
Impairment losses	(4,169,812)	(1,778,882)
At end of year	20,736,680	23,221,118

NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

10. INVESTMENT IN ASSOCIATES (CONTINUED)

(a) Details of the associate are as follows: (continued)

Name of associate	Type of shares	Principal place of business	Percentage of equity held	
			30-Jun-25	30-Jun-24
Airport Holdings Limited (AHL)	Equity	Mauritius	49%	49%
EastCoast Hotel Investment Ltd	Equity	Mauritius	49%*	70%*

(b) The investment in associate is accounted for at cost less impairment.

(c) * During the year, the Company lost control over EastCoast Hotel Investment Ltd following the partial disposal of its equity interest. As a result, EastCoast Hotel Investment Ltd was reclassified from a subsidiary to an associate in accordance with applicable accounting standards (refer Note 9).

(d) The recoverable amount was determined to be MUR 19.1 billion, based on Value In Use ("VIU"), using discounted cash flow technique. This resulted in the recognition of an impairment loss of MUR 4.1 billion in the statement of profit or loss for the year ended 30 June 2025 due to performance of the underlying investee companies AHL. The cash flows of the underlying investee companies AHL have been estimated and discounted using a discount rate of 9% to 12.47% (2024: 10.43%-17.78%).

The following key assumptions were applied:

EBITDA: The budgeted EBITDA for a period of five (5) years was used based on past experience and management's future expectations of business performance.

Terminal growth rate: A terminal growth rate of 3% (2024: 3%) was applied. The rate considered steady state of growth rates of the Mauritian economy.

Discount rate: Discount rates used reflect both time value of money and other specific risks relating to the entity were used.

Summarised information extracted from the unaudited financial statements of the associates as at 30 June 2025 are given below:

	Airport Holdings Limited		EastCoast Hotel Investment
	30-Jun-25	30-Jun-24	30-Jun-25
	MUR'000	MUR'000	MUR'000
Current assets	16,307,306	13,759,057	153,542
Non-current assets	73,172,374	82,542,398	3,200,947
Current liabilities	23,213,581	20,357,946	16,448
Non-current liabilities	26,761,924	28,172,938	529,299
Net assets	39,504,175	47,770,571	2,808,742
Revenue	37,930,368	37,452,005	179,346
Total comprehensive income	(8,266,396)	(27,223,054)	638,213

NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

11. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (FVTPL)

Financial assets include a range of investments held by the company, comprising bonds and notes investments in listed and unlisted equity instruments, as well as interests in private equity funds.

	30-Jun-25	Restated 30-Jun-24
	MUR'000	MUR'000
Balance at start	20,252,195	17,357,776
Addition	1,317,666	2,895,000
Redemptions and disposal during the year	(1,467,000)	(330,000)
Interest receivable	942,208	860,696
Interest received	(966,486)	(857,938)
Retranslation loss	(5,501)	-
Changes in Fair Value	(3,811,729)	326,661
Balance at end	16,261,353	20,252,195

(i) INVESTMENTS IN EQUITY SECURITIES

	30-Jun-25
Fair value model	MUR'000
At start of year	-
Additions	294,999
Change in fair value	(68,913)
At end of year	226,086

Details of the Securities are as follows:

Name of securities	Ownership Level		Fair Value (MUR'000)	IFRS 13 Level
Emtel Ltd (Listed)	<20%	FVTPL	226,086	Level 1
Merlo Park Ltd	<20%	FVTPL	-	Level 3

During the year, the Company acquired equity investments in two companies. Both investments represent holdings of less than 20%, and the Company does not have significant influence over either entity. These investments are therefore classified as financial assets at fair value through profit or loss (FVTPL) in accordance with IFRS 9 Financial Instruments.

The investments consist of:

- One quoted equity investment listed on the stock exchange of Mauritius, and
- One unquoted equity investment in a private company.

Valuation and Measurement

- The quoted investment is valued using the closing market price at the reporting date (Level 1 input).
- The unquoted investment is valued using the Net Asset Value (NAV) method (Level 3).

Fair Value Movements

All changes in fair value are recognized in profit or loss. For the year ended 30 June 2025, the Company recognised a net fair value loss of MUR 68.9 million.

(ii) INVESTMENTS IN PRIVATE EQUITY FUNDS

	30-Jun-25
Fair value model	MUR'000
At start of year	-
Additions	192,667
Foreign exchange loss on retranslation	(5,501)
Change in fair value	(34,487)
At end of year	152,679

11. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (FVTPL) (CONTINUED)**(ii) INVESTMENTS IN PRIVATE EQUITY FUNDS (CONTINUED)**

Details of the investment are as follows:

Fund Name	Fair Value (MUR'000)	Functional Currency	Valuation Method	Fair Value Level
Fund 1	95,057	USD	NAV	Level 3
Fund 2	17	USD	NAV	Level 3
Fund 3	57,605	USD	NAV	Level 3

The Company has investments in three USD-denominated private equity funds managed by independent General Partners (GPs). These investments form part of the Company's alternative investment strategy aimed at long-term capital appreciation.

The Company holds non-controlling, passive interests in these funds and does not participate in their operational or investment decision-making. Accordingly, the investments are classified as financial assets at fair value through profit or loss (FVTPL) in accordance with IFRS 9 Financial Instruments.

Valuation

The fair values of the fund interests are based on the Net Asset Value (NAV) provided by the respective General Partners at the reporting date. As these valuations rely on unobservable inputs and are not based on market quoted prices, the investments are classified as Level 3 under the IFRS 13 fair value hierarchy.

(iii) BONDS AND NOTES**(a) CONVERTIBLE BONDS**

	30-Jun-25 MUR'000	Restated 30-Jun-24 MUR'000
At start of the year	19,946,268	17,105,405
Additions during the year	780,000	2,845,000
Redemptions during the year	(1,417,000)	(330,000)
Interest receivable	922,507	847,922
Interest received	(948,779)	(845,442)
Change in fair value	(3,703,116)	323,383
At end of year	15,579,880	19,946,268

(b) FIXED RATE SECURED NOTES

At start of the year	252,409	252,371
Interest receivable	12,500	12,534
Interest received	(12,500)	(12,496)
Change in fair value	(135)	-
At end of year	252,274	252,409

(c) FLOATING RATE SECURED NOTES

At start of the year	53,518	-
Additions during the year	50,000	50,000
Redemption during the year	(50,000)	-
Interest receivable	7,201	240
Interest received	(5,207)	-
Change in fair value	(5,078)	3,278
At end of year	50,434	53,518

TOTAL

15,882,588	20,252,195
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NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

11. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (FVTPL) (CONTINUED)**(iii) BONDS AND NOTES (CONTINUED)****(c) FLOATING SECURED NOTES (CONTINUED)**

The Company has invested in secured redeemable convertible bonds of systemically large, important and viable companies in Mauritius. The carrying amount at 30 June 2025 reflects the fair value of the redeemable convertible bonds and floating secured notes which have been estimated using a scenario based valuation model while the fair value of the fixed secured notes is derived using the market approach.

The scenario-based valuation model has resulted in a decrease of MUR 3,703 million in the fair value of the secured redeemable convertible bonds and floating secured notes as at 30 June 2025. The assumptions used in the model are based on the expected standard deviation of the issuers' performance, issuer specific credit spreads and the latest available book equity and total liability of the issuers as at 30 June 2025.

The investment held in fixed secured notes is quoted in an active market. The fair value of quoted securities is based on published market prices.

The valuation model applied to the Bonds (except for defaulted bonds) does not incorporate the effect of collateral or other credit enhancements that may be in place. The carrying amount of the Bonds is deemed to approximate the best estimate of the MIC's maximum credit exposure as at the reporting date.

Defaulted Bonds

Although debt instruments measured at Fair Value Through Profit or Loss (FVTPL) are not subject to the recognition of expected credit losses (ECL) under IFRS 9, the company classifies these instruments into Stages 1 to 3 for internal credit risk monitoring and regulatory disclosure purposes, in line with Section 36 of the Bank of Mauritius Guideline on Provisioning and Write-off of Credit Exposures. The Company continues to monitor all credit exposures closely and updates staging classification at each reporting dates. During the year ended 30 June 2025, certain bonds under Stage 3 were written down to a fair value of nil. The Issuers of these bonds defaulted on their obligations and have not responded to requests for documentation or settlement arrangements. Based on the assessment of recoverability, the fair value of these instruments was written down to zero. These losses were recognised in profit or loss. More details on the valuation technique, assumptions, inputs and data used have been included in Note 24.

12. INVENTORIES

During the year ended 30 June 2025, the Company transferred portions of land from Investment Properties to Inventories, reflecting a change in intended use from holding for capital appreciation to active development for sale. The land was previously classified as investment properties held for capital appreciation. The Company commenced development activities on these parcels, incurring directly attributable costs that have been capitalised as part of inventory. Prior to the transfer from Investment properties to Inventory properties these land parcel were valued using the Sales Comparison Approach.

The land was transferred at its fair value of MUR 1,181 million on 1 July 2024 which became its deemed cost under IAS 2 in accordance with IAS 40 Investment Property. Following the transfer, inventories are measured at the lower of cost and net realisable value, in accordance with IAS 2 – Inventories. Cost includes the carrying amount at 1 July 2024 and development cost incurred during the year in bringing the inventories to its current condition and location.

	2025
	MUR'000
Carrying amount of land transferred from investment properties to inventories (Note 8)	1,181,400
Capitalised development costs during the year	78,798
Total as at 30 June 2025	1,260,198

NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

13. RENTAL DEPOSIT

From year ended 30 June 2023, a rental deposit of MUR 1,344,000 was paid to United Docks Properties Ltd in view of the relocation of the Company to the Docks 2. In addition, as at 30 June 2024, the Company had recognised a rental deposit of MUR 500,000 in respect of a lease agreement for a property intended for future development at Cote d'Or Mauritius.

During the year ended 30 June 2025, the Company paid an additional rental deposit of MUR 5,644,113 relating to the Côte d'Or lease. However, following a strategic reassessment, the Company decided to terminate the lease agreement before development activities commenced.

In accordance with the terms of the lease, the full deposit of MUR 6,144,113 is non-refundable. As a result, the Company has written off the total amount to profit or loss under general expenditure (Note 21).

14. OTHER RECEIVABLES AND PREPAYMENTS

	30-Jun-25	30-Jun-24
	MUR'000	MUR'000
Receivables from its subsidiary (MIC Smart City Ltd) (Note 25)	12,662	20,491
Other Receivables	49	-
Prepayments	536	-
	13,247	20,491

Receivables from related parties are interest free, unsecured and do not have a fixed repayment term. The maximum exposure to credit risk at the reporting date is the carrying value of the receivable mentioned above. The carrying value of other receivables and receivables from its subsidiary approximates its fair value.

15. CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash on hand and demand deposits held with the central Bank of Mauritius, readily convertible to known amounts of cash and subject to an insignificant risk of changes in value. As at 30 June 2025, cash and cash equivalents were held in the following currencies:

	30-Jun-25	30-Jun-24
	MUR'000	MUR'000
Mauritian Rupee (MUR)	27,345,162	26,140,656
Euro (EUR)	826,516	305,157
United States Dollar (USD)	38,789	-
	28,210,467	26,445,813

The Company maintains its bank accounts with its holding Company, the Bank of Mauritius, which is also the Central Bank of Mauritius.

16. OTHER PAYABLES

	30-Jun-25	30-Jun-24
	MUR'000	MUR'000
Professional and legal costs accrued	18,587	6,960
Cane management fees payable	16,587	5,022
Other accruals	5,989	5,137
	41,163	17,119

The carrying amounts of other payables approximate their fair values.

NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

17. STATED CAPITAL & RESERVES

A. STATED CAPITAL

	No of shares		30-Jun-25	30-Jun-24
	30-Jun-25	30-Jun-24		
			MUR'000	MUR'000
Ordinary shares				
<i>Authorised, issued and fully paid up</i>				
At start of the year	8,100,000	8,100,000	81,000,000	81,000,000
At end of year	8,100,000	8,100,000	81,000,000	81,000,000

The holder of ordinary shares is entitled to receive dividends as declared from time to time and is entitled to one vote per share at meetings of the Company. On winding up, the holder of an ordinary share will be entitled to surplus on assets. The company's issued shares are of no par value.

B. RESERVES

	30-Jun-25	30-Jun-24
	MUR'000	MUR'000
Balance at start	1,435,564	929,984
Changes in fair value of financial assets at FVTPL	(3,811,729)	326,661
Movement in revaluation reserve (Investment properties)	279,527	107,175
Movement in fair valuation reserve (Investment in subsidiary)	15,357	78,917
Transfer from revaluation reserve to retained earnings	-	(7,173)
Balance at end	(2,081,281)	1,435,564

The Company measures all its investments at fair value through profit or loss (FVTPL) in accordance with IFRS 9 - Financial Instruments. Consequently, all gains and losses arising from changes in the fair value of these investments are recognised directly in income statement.

While IFRS Accounting Standards mandates separate reserves presentation for the Statement of Changes in Equity, the above amounts do not represent components of other comprehensive income. Instead, separate fair value change presentation for each of the above financial and non financial assets has been disclosed by management for improved monitoring of fair value changes.

Accordingly, the above reserves disclosed in the Statement of Changes in Equity forms part of retained earnings for accounting and presentation purposes.

18. INTEREST INCOME ON BONDS AND NOTES

During the year, the Company earned interest income from its investments in redeemable convertible secured bonds, fixed secured notes, and floating secured notes. These financial instruments are classified as financial assets at fair value through profit or loss in accordance with IFRS 9. Interest income from these instruments is recognised in income statement as it accrues, based on the contractual interest rates.

NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

18. INTEREST INCOME ON BONDS AND NOTES (CONTINUED)

The breakdown of interest income for the year is as follows:

	30-Jun-25	Restated 30-Jun-24
	MUR'000	MUR'000
Interest Income on redeemable convertible secured bonds	922,507	847,922
Interest Income on fixed secured notes	12,500	12,534
Interest Income on floating secured	7,201	240
Total Interest Income on Bonds and Notes	942,208	860,696

19. (A) FRONT-END, LEGAL AND REGISTRATION FEES

	30-Jun-25	30-Jun-24
	MUR'000	MUR'000
Front-end fees	5,500	14,800
Legal fees	3,393	4,216
Registration fees	283	667
	9,176	19,683

Front-end fee represents the amount paid by the issuer of secured redeemable convertible bonds and fixed secured notes to the Company. Legal and registration fees include amounts paid by the issuer of secured redeemable convertible bonds and fixed secured notes to the Company in connection with the preparation, negotiation, printing and execution of the transaction agreements.

19. (B) PROFESSIONAL, LEGAL AND REGISTRATION COSTS

	30-Jun-25	30-Jun-24
	MUR'000	MUR'000
Legal costs	2,595	6,493
Registration costs	1,096	923
Professional costs	8,092	34,612
	11,783	42,028

20. OTHER INCOME

	30-Jun-25	30-Jun-24
	MUR'000	MUR'000
Sugarcane proceeds	36,753	18,844
Other miscellaneous income	2,118	10,398
Equalisation of Investment in funds	187	-
Gain on disposal (Note 9)	6,912	-
Foreign exchange gain	39,530	-
	85,500	29,242

21. GENERAL EXPENDITURE

	30-Jun-25	30-Jun-24
	MUR'000	MUR'000
Audit fees	19,002	403
Insurance fees	178	6,959
Communication and advertising fees	1,902	3,405
Foreign exchange loss	-	76,054
Other expenses	23,364	18,574
Land Management fees	670	-
Rental deposit forfeited (Note 13)	6,144	-
	51,260	105,395

NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

22. DIRECTORS' FEES

	30-Jun-25	30-Jun-24
	MUR'000	MUR'000
Chairperson	2,372	4,108
Other directors	4,285	4,015
Other Committees related cost	830	1080
	7,487	9,203

23. COMMITMENTS

As at 30 June 2025, commitments not otherwise provided for in the financial statements amount to MUR 420 million and USD 23 million (2024: MUR 2,830 million for bonds) which represent amounts approved for bond subscriptions and committed amounts to be invested into funds, which have not yet been disbursed respectively.

24. FINANCIAL RISK MANAGEMENT**A. Financial risk factors**

The Company's activities expose it to a variety of financial risks: market risk (including interest rate, currency risk and price risk), credit risk, concentration risk and liquidity risk. This note presents information about the Company's exposure to each of the said risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. The Company's risk is managed at the level of the Board of Directors and focuses on securing the Company's short to medium term cash flows by minimising the exposure of financial risks. The Company's investments are managed to stimulate the growth and diversification of the economy and create jobs for the people as well as to generate wealth for future generations of Mauritians. Further quantitative disclosures are included throughout these financial statements.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility.

(i) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income or the value of its holdings of financial instruments. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate measures 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 in the Company's activities. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Company's exposure to the various types of risks associated to its activity and financial instruments are detailed below.

24. FINANCIAL RISK MANAGEMENT (CONTINUED)**A. Financial risk factors (Continued)****(i) Market risk (Continued)****Interest rate risk**

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of financial instruments. The Company's income and operating cash are dependent on changes in interest rates as the Company has both fixed rate and floating rate interest bearing financial assets. The interest-bearing Mauritian rupee denominated assets earn both fixed and floating interest at rates ranging from 3% p.a. to 7.9% p.a. The Company's policy is to ensure that there is a balanced combination of both fixed rate and floating rates instruments entered into.

The following table demonstrate the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Company's profit/(loss) before taxation (through the impact of variable rate borrowing).

Various scenarios are run taking into consideration refinancing and renewal of the existing positions. Based on the simulations performed, the sensitivity of the profit before tax to a reasonably possible change in interest rate of +100 or -100 basis points, with all other variables held constant is shown below.

These changes are considered to be reasonably possible based on historical observations of current market conditions.

	Change in Interest rate	
	(Basis points)	Effect on profit or loss
		MUR'000
2025		
Bonds and Notes	100	132,880
	(100)	(132,880)

A 100 basis point decrease in interest rates would reduce profit by approximately MUR 132.8 million, while a 100 basis point increase in interest rates would increase profit by the same amount.

Bond price risk

Bond price risk is the risk of unfavourable changes in fair values of financial assets at FVTPL as the result of changes in the value of individual bonds. The bond price risk exposure arises from the Company's investments in secured redeemable convertible bonds. The Company's policy is to manage bond price risk through selection of securities and other financial instruments within the specified limits set by its investment policy.

24. FINANCIAL RISK MANAGEMENT (CONTINUED)**A. Financial risk factors (Continued)****(i) Market risk (Continued)****Bond price risk (Continued)****Sensitivity analysis – Change in yield**

The next table summarises the impact of increases/decreases of the bond value on the Company's results for the year.

The analysis is based on the assumption that the yield is increased/decreased by 1%, with all other variables held constant considering the economic environment in which the Company operates. Sensitivity rates are derived from historical observations as at 30 June 2024 and 2025.

	Change in yield (Basis points)	Effect on profit or loss and equity
		MUR'000
2025		
Bonds and Notes	100	(388,403)
	(100)	406,272
2024		
Bonds and Notes	100	33,466
	(100)	721,899

A 100 basis point decrease in yield would increase the fair value of the bond portfolio by approximately MUR 406.2 million (2024: MUR 721.8 million), while a 100 basis point increase in yield would decrease the fair value by approximately MUR 388.4 million (2024: MUR 33.4 million).

Foreign Currency risk

The Company is exposed to foreign exchange risk arising from cash and bank balances held in currencies other than its functional currency. These balances are subject to exchange rate fluctuations. Management monitors foreign currency exposures and takes appropriate measures to minimise potential impacts.

NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

24. FINANCIAL RISK MANAGEMENT (CONTINUED)

A. Financial risk factors (Continued)

(i) Market risk (Continued)

Foreign Currency risk (Continued)

The Company is exposed to foreign currency risk primarily through:
- Cash and bank balances held in USD and Euros (EUR).

The Company's functional and presentation currency is the Mauritian Rupee (MUR). As a result, fluctuations in foreign exchange rates, particularly USD/MUR and EUR/MUR, can affect the carrying value of these financial assets when retranslated at the reporting date.

The Company held the following foreign currency denominated financial assets:

	USD	EUR	MUR
	MUR'000	MUR'000	MUR'000
2025			
Cash and cash equivalent	38,789	826,516	27,345,162
2024			
Cash and cash equivalent	-	305,157	26,140,656

Sensitivity analysis

The Company holds a bank account in Euro and United States Dollar with its holding Company, the Bank of Mauritius. Consequently, the Company is exposed to risks that the exchange rate of the Mauritius Rupee relative to the Euro and United States Dollar may change in a manner which has an adverse effect on the reported value of the Company's assets.

The table below indicates the approximate change in the profit and equity in response to reasonable possible changes in the foreign exchange rates to which the Company has significant exposure at the reporting date. The Company is mainly exposed to volatility in Euro and United States Dollar.

A 5% (2024: 5%) increase and decrease in the MUR against the relevant foreign currency is the sensitivity rate used when reporting foreign currency risk internally to management and represents management's assessment of the reasonably possible change in foreign exchange rates.

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the reporting date and had been applied to the Company's exposure to currency risk for financial instruments in existence at that date, and that all other variables, in particular interest rates, remain constant.

24. FINANCIAL RISK MANAGEMENT (CONTINUED)**A. Financial risk factors (Continued)****(i) Market risk (Continued)****Foreign Currency risk (Continued)****Sensitivity analysis (continued)**

Sensitivity rates are derived from historical observations as at 30 June 2024 and 2025.

	2025		2024	
	Increase/ (decrease) in MUR against EUR	Effect on profits and equity	Increase/ (decrease) in MUR against EUR	Effect on profits and equity
	%	MUR'000	%	MUR'000
EURO denominated				
	+5	41,326	+5	15,258
	-5	(41,326)	-5	(14,531)
	2025		2024	
	Increase/ (decrease) in MUR against USD	Effect on profits and equity	Increase/ (decrease) in MUR against USD	Effect on profits and equity
	%	MUR'000	%	MUR'000
USD denominated				
	+5	1,939	-	-
	-5	(1,939)	-	-

24. FINANCIAL RISK MANAGEMENT (CONTINUED)**A. Financial risk factors (Continued)****Other Price***Market Price Risk – Equity Securities and Fixed Secured Notes*

The Company's exposure to equity securities price risk arises from investments Emtel Ltd and fixed secured notes.

At 30 June 2025, the Company's exposure to equity price risk was insignificant.

	2025	
	Changes in Market price	Effect on profits and equity
	%	MUR'000
Investment in Listed Securities (Emtel Ltd and Listed Notes)	+5	23,815
	-5	(23,815)

Private Equity Funds – Price and Currency Translation Risk

During the financial year ended 30 June 2025, the Company made its first investment into private equity funds denominated in USD. This represents a new source of foreign currency risk for the Company, and the associated exposure is expected to increase as further commitments are drawn down or additional investments are made.

As at year end, the investment was valued at MUR 152.6 million equivalent.

	2025	
	Increase/ (decrease) in	Effect on profits and equity
	MUR against EURO	
	%	MUR'000
Investment in private equity funds	+5	(9,358)
	-5	9,358

(ii) Credit risk

The Company takes on exposure to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due. The Company monitors changes in credit risk by observing the default and loss experience of the counterparties. The Company's exposure to credit risk arises in respect of the following financial instruments:

	2025	2024
	MUR'000	MUR'000
Receivables	12,711	20,491
Cash and cash equivalents	28,210,468	26,445,812

24. FINANCIAL RISK MANAGEMENT (CONTINUED)**A. Financial risk factors (Continued)****(ii) Credit risk (Continued)**

Cash and cash equivalents is held exclusively with the Bank of Mauritius, which is the central bank of the Republic of Mauritius. The Bank of Mauritius is a government-owned institution and does not carry a separate credit rating.

To assess credit risk, the Company uses the sovereign credit rating of the Government of Mauritius as a proxy, given that the central bank is backed by the state. As at 30 June 2025, Mauritius holds a Baa3 (2024: Baa3) from Moody's credit rating, indicating investment-grade credit quality.

Based on this assessment, the Company considers the credit risk of its cash balances to be low and has applied the low credit risk exemption under IFRS 9.

The receivables are due from the Company's subsidiary and the expected credit loss is deemed to be immaterial and therefore not recognised.

Although debt instruments measured at Fair Value Through Profit or Loss (FVTPL) are not subject to the recognition of expected credit losses (ECL) under IFRS 9, the Company classifies these instruments into Stages 1 to 3 for internal credit risk monitoring and regulatory disclosure purposes, in line with Section 36 of the Bank of Mauritius Guideline on Provisioning and Write-off of Credit Exposures. The Company continues to monitor all credit exposures closely and updates staging classifications at each reporting date.

The staging categories used by the Company are as follows:

Stages	Category	Minimum Provisioning Rate	Details
1	Sub-standard	25%	These exposures show clear credit weaknesses (e.g. deteriorating cash flows, financial position). They are past due by more than 90 days but not more than 180 days, or have been restructured once. The 25% provision reflects moderate risk of loss.
2	Doubtful	50%	These exposures have worsened beyond sub-standard, with serious doubts about full recovery without relying on collateral. They are past due by more than 180 days but not more than 360 days. The 50% provision reflects high risk of partial loss.
3	Loss	75% (if NPE < 4 years) 100% (if NPE > 4 years)	These exposures are considered uncollectible and of negligible value. Even if some collateral exists, its recoverable value is less than 10% of the exposure. The provision increases to 100% after 4 years, reflecting the near certainty of full loss.

NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

24. FINANCIAL RISK MANAGEMENT (CONTINUED)

A. Financial risk factors (Continued)

(ii) Credit risk (Continued)

Stage	Opening Carrying Value MUR'000	Percentage of total carrying value MUR'000	Changes in fair Value MUR'000	Fair value write down MUR'000	Balance as at 30 June 2025 MUR'000	
Not Default	17,437,910	-	(1,555,322)	-	15,882,588	89%
1	-	-	-	-	-	-
2	-	-	-	-	-	-
3	2,153,007	-	-	(2,153,007)	-	11%
Total	19,590,917	-	(1,555,322)	(2,153,007)	15,882,588	100%
Stage	Opening Carrying Value MUR'000	Percentage of total carrying value MUR'000	Changes in fair Value MUR'000	Fair value write down MUR'000	Balance as at 30 June 2024 MUR'000	
Not Default	19,925,534	100%	326,661	-	20,252,195	100%
1	-	-	-	-	-	-
2	-	-	-	-	-	-
3	-	-	-	-	-	-
Total	19,925,534		326,661	-	20,252,195	100%

24. FINANCIAL RISK MANAGEMENT (CONTINUED)**A. Financial risk factors (Continued)**

The Company's credit risk is mitigated through a combination of collateral and other credit enhancement, which are summarised below:

- The Company holds security over both specific and general assets of the issuers via fixed and floating charges.
- Certain investments are secured through the assignment or pledge of receivables.
- Letters of guarantee are obtained from the shareholders of some issuers, providing an additional recourse in the event of default.
- While not a direct credit enhancement, convertibility offers potential value recovery through equity conversion.

To ensure adequate credit protection over its Bonds and Notes Investments, the Company applies a conservative collateral valuation and monitoring process. Collateral received from issuers is subject to haircuts, reflecting market volatility, asset quality, and liquidity. This ensures that the Company's exposure remains fully covered at all times, even in stressed conditions.

Collateral values are regularly assessed through a process that involves:

- Analysing the credit data of issuers obtained from the MCIB (Mauritius Credit Information Bureau);
- Calculating the remaining net free asset coverage, representing the portion of collateral still available to repay the Company after all deductions;
- Deducting the carrying amount of the bond exposure from the discounted (haircut) value of the collateral provided

Collateral and guarantees are assessed at inception and monitored regularly. The Company ensures proper legal documentation is in place and performs periodic reviews to evaluate changes in collateral value or creditworthiness of guarantors.

The Company does not have the right to sell or repledge the collateral unless the owner of the collateral defaults. No assets were repossessed during the financial year ended 30 June 2025.

(iii) Concentration risk

As at the reporting date, the Company's financial assets at fair value through profit or loss were concentrated in

	2025		2024	
	MUR'000	%	MUR'000	%
Accommodation and food services	13,640,000	75%	14,333,952	73%
Manufacturing	2,568,000	14%	3,064,190	16%
Arts and entertainment	35,000	0.2%	162,573	1%
Construction	40,000	0.2%	428,777	2%
Real estate	815,000	4%	930,940	5%
Others	1,202,666	7%	842,329	4%
	18,300,666	100%	19,762,761	100%

NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

24. FINANCIAL RISK MANAGEMENT (CONTINUED)

A. Financial risk factors (Continued)

(iv) Liquidity risk

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

Ultimate responsibility for liquidity risk management rests with the Board of Directors who also monitors the Company's short, medium and long-term funding and liquidity management requirements. At 30 June 2025, the Company was not exposed to any liquidity risk as it has sufficient cash resources to settle its obligations in full as they fall due.

The table below summarises the maturity profile of the Company's financial liabilities at the reporting date:

	On Demand	Less than 3 months	3 to 12 months	1 to 5 Years	> 5 Years	Total
	MUR'000	MUR'000	MUR'000	MUR'000	MUR'000	MUR'000
2025						
Other Payables	41,163	-	-	-	-	41,163
	41,163	-	-	-	-	41,163
2024						
Other Payables	17,119	-	-	-	-	17,119
	17,119	-	-	-	-	17,119

B. Financial instruments

(i) Categories of financial instruments

The table below provides a reconciliation of the line items in the Company's statement of financial position to the categories of financial instruments.

	2025		2024	
	Financial assets at FVTPL	Financial assets at amortised cost	Financial assets at FVTPL	Financial assets at amortised cost
	MUR'000	MUR'000	Restated MUR'000	MUR'000
Financial assets				
Bonds and Notes	15,882,588	-	20,252,195.0	-
Investment in subsidiaries	5,058,392	-	7,441,265.0	-
Investment in other securities	226,086	-	-	-
Investment in private equity funds	152,679	-	-	-
Cash and cash equivalents	-	28,210,467	-	26,445,813
Receivables	-	12,711	-	20,491
Total assets	21,319,745	28,223,178	27,693,460	26,466,304
			2025	2024
			Financial liability at amortised cost	Financial liability at amortised cost
			MUR'000	MUR'000
Financial liabilities				
Other payables			41,163	17,119

NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

24. FINANCIAL RISK MANAGEMENT (CONTINUED)

B. Financial instruments (Continued)

(ii) Valuation framework for investment in financial assets

Convertible bonds and notes

The Company maintains an established framework over the fair value measurement of its bond and note investments. Issuer-specific information is compiled by a dedicated team, while valuations are performed by a qualified professional using approved models. The models are updated as necessary to reflect developments, and fair values are reviewed by management and validated by the relevant committee.

Investment in subsidiaries

The Company values its investment in its sole subsidiary at fair value through profit or loss using the Net Asset Value (NAV) method. This method determines fair value based on the subsidiary's underlying assets and liabilities, adjusted to their fair values as appropriate.

Management reviews the subsidiary's financial position as at the reporting date, assesses the carrying amounts of its assets and liabilities, and makes necessary fair value adjustments. The valuation is updated annually or more frequently if significant changes occur in the subsidiary's financial condition or market environment.

The investment properties of the subsidiary were valued on 30 June 2025 by BREA Ltd. The Company valued the investment in subsidiaries using the net asset valuation method.

Other financial assets

The carrying amounts of cash and cash equivalents, receivables and other payables approximate their fair values. The Company adopted IFRS 13, 'Fair value measurement', for financial instruments that are measured in the statement of financial position at fair value, which requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1);
- 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) (level 2);
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The table below sets out the carrying amounts and fair values of the Company's financial assets, together with their levels in the fair value hierarchy. Except where otherwise stated, the carrying amounts of financial assets and financial liabilities are considered to approximate their fair values.

	Level 1	Level 2	Level 3	Carrying amount	Fair value
	MUR'000	MUR'000	MUR'000	MUR'000	MUR'000
2025					
Investment in subsidiary	-	-	5,058,392	5,058,392	5,058,392
Financial assets at FVTPL	478,360	-	15,782,993	16,261,353	16,261,353
Total	478,360	-	20,841,385	21,319,745	21,319,745
2024 Restated					
Investment in subsidiaries	-	-	7,441,265	7,441,265	7,441,265
Financial assets at FVTPL	252,409	-	19,999,786	20,252,195	20,252,195
Total	252,409	-	27,441,051	27,693,460	27,693,460

24. FINANCIAL RISK MANAGEMENT (CONTINUED)**B. Financial instruments (Continued)****(ii) Valuation framework for investment in financial assets (Continued)**

The following table presents the reconciliation for financial assets at FVTPL categorised as level 3 hierarchy:

	2025	Restated 2024
	MUR'000	MUR'000
At start of year	19,999,786	17,105,405
Additions during the year	1,067,667	2,895,000
Redemptions and disposal during the year	(1,467,000)	(330,000)
Interest receivable	929,708	848,162
Interest received	(953,986)	(845,442)
Movement in fair value of financial assets at FVTPL	(3,793,182)	326,661
At end of year	15,782,993	19,999,786

There were no transfers between the levels during the year. The reconciliation for investment in subsidiaries is disclosed in Note 9.

NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

24 FINANCIAL RISK MANAGEMENT (CONTINUED)

B. Financial instruments

(ii) Valuation framework for investment in financial assets (Continued)

Significant unobservable inputs (Continued)

A detailed analysis of the valuation methodology to the portfolio investments is highlighted below:

Scenario-based approach for convertible bonds

The valuation of bonds incorporates a scenario-based hybrid model that combines structural and market-consistent approaches. Default probabilities are estimated using a Merton framework based on issuer-specific financial data and equity volatility. These are integrated with the MUR risk-free yield curve through Monte Carlo simulations to derive expected cash flows and discount factors.

The resulting implied credit spreads are benchmarked against Interest Coverage Ratio (ICR)-based reference spreads consistent with market evidence. Where differences arise, spread adjustments are applied to ensure that valuations appropriately reflect both issuer fundamentals and prevailing market conditions.

Significant unobservable inputs

Financial assets at FVTPL

Type of instrument	Fair value at 30 June 2025	Valuation techniques	Significant unobservable inputs	Range of estimates (weighted-average) for unobservable inputs	Fair value measurement sensitivity to unobservable inputs
Convertible bonds	MUR'000 15,579,880 (2024: (Restated): MUR'000 19,946,268)	The model applies a hybrid structural and market-based approach, combining the MUR risk-free yield curve, default probabilities estimated via a Merton framework, and Monte Carlo simulations to determine bond values. The implied spreads are benchmarked against ICR-based reference spreads, with adjustments made to align model outcomes with market-consistent levels, where applicable.	MUR yield curve	4.71% - 6.19% (2024: 3.17% - 5.55%)	An increase/(decrease) in the MUR yield curve would result in a lower/(higher) fair value.
			Probability of default	0.01% - 52.9% (2024: 0.13% - 1.39%)	Increase/(decrease) in the probability of default would result in a lower/(higher) fair value. An increase/(decrease) in credit spread would result in a lower/(higher) fair value.
Investment in subsidiary	MUR'000 5,058,392 (2024: MUR'000 7,441,265)	Net Asset Value	Net asset value per share of the investee company	MUR 135.18 (2024: MUR 134.77)	Significant increase/(decrease) in the NAV would increase/(decrease) the fair value

(iii) Capital risk management

The Company manages its capital to ensure that it will be able to continue as a going concern while maximising the return to its shareholder through the optimisation of equity balance. The capital structure of the Company consists of share capital, retained earnings, revaluation reserve and fair valuation reserve.

C. Capital Structure and Funding

The Company is primarily funded through equity capital contributed by its shareholders. There is no external debt financing as at 30 June 2025. This equity funding approach supports the Company's financial flexibility and aligns with its risk management objectives.

NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

25. RELATED PARTY DISCLOSURES

For the purposes of these financial statements, parties are considered to be related to the Company if they have the ability, directly or indirectly, to control the Company or exercise significant influence over the Company in making financial and operating decisions, or vice versa, or if they and the Company are subject to common control. Related parties may be individuals or other entities.

The receivables and payables from related parties are interest-free, unsecured, do not have fixed repayment terms, and are repayable on demand. Settlement occurs in cash.

The company paid certain expenses on behalf of its subsidiary MIC Smart city Ltd, and the subsidiary's sugar cane income was transferred directly to the company's bank account, with the related receivables and payables arising from these transactions.

Other key management personnel remuneration comprises salaries and fees paid to the Chief Executive Officer, the Company Secretary, the Investment Committee Members, and the Officer-in-Charge. All related party transactions were conducted under normal commercial terms and conditions and at arm's length.

Details of the nature, volume of transactions and balances with the related entities are as follows:

Related Party and Relationship	Nature of Transaction	Transaction made during the year MUR'000	Outstanding balance MUR'000
2025			
Bank of Mauritius – Parent	Cash and cash equivalents	-	28,210,465
MIC Smart City Ltd – Subsidiary	Expenses paid on behalf of MIC Smart City	9,103	
	Income collected on behalf of MIC Smart City	(16,933)	
	Net amount receivables	-	12,662
Key management personnel - Directors	Directors' fees	6,632	-
Other key management personnel	Salaries and other short term benefits	5,128	1,290
Related Party and Relationship	Nature of Transaction	Transaction made during the year MUR'000	Outstanding balance MUR'000
2024			
Bank of Mauritius – Parent	Cash and cash equivalents	-	26,445,812
MIC Smart City Ltd – Subsidiary	Expenses paid on behalf of MIC Smart City	13,449	
	Income collected on behalf of MIC Smart	(20,043)	
	Net amount receivables	-	20,491
Key management personnel - Directors	Director's fees	8,123	-
Other key management personnel	Salaries and other short term benefits	5,263	-

Refer to Note 9 and 10 for list of subsidiaries and associates.

NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

26. PRIOR YEAR ADJUSTMENTS

(1) Overstatement of Revenue and financial assets at fair value through profit or loss

During the current financial year, the Company identified a prior period error relating to the overstatement of interest income and financial assets at fair value through profit or loss (convertible bonds) in the financial statements for the year ended 30 June 2024.

The error resulted from an incorrect recognition of interest income amounting to MUR 486 million in the prior year's statement of profit or loss. Consequently, the carrying amount of financial assets at FVTPL was also overstated by MUR 486 million as at 30 June 2024. In accordance with IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, the Company has restated the comparative figures to correct this error.

(2) Overstatement of investment in associates

The Company accounts for its investments in associates at cost less impairment in accordance with IAS 36 *Impairment of Assets*. For the year ended 30 June 2024, the Company has identified an impairment indication and has remeasured its investment in AHL based on the reported figures of the respective entities at 30 June 2024. During the financial year ended 30 June 2025, the Company identified an error whereby the figure reported by AHL was misstated and does not reflect the correct recoverable amount.

The error arose due to omissions and incorrect inputs used in the determination of the recoverable amount, which resulted in an overstatement of the carrying amount of the investment as at 30 June 2024. The correct recoverable amount would have indicated that additional impairment loss should have been recognised in that period.

However, in accordance with paragraphs 43 to 45 of IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*, the Company has not restated the comparative figures for the year ended 30 June 2024. The determination of the recoverable amount as at 30 June 2024 would require the use of hindsight, particularly in relation to cash flow projections and discount rates, which were not objectively determinable at the time and is hence impracticable.

The Company has recognised an impairment loss of MUR 4.1 billion in the current year ended 30 June 2025. This impairment has been recognised in the statement of profit or loss under "Impairment of investment in associates".

The Company continues to assess its investments in associates for impairment at each reporting date in accordance with IAS 36.

The effect of the above restatements on the statement of financial position are as follows:

Separate Statement of Financial Position as at 30 June 2024

	Previously reported	Adjustment	Restated
	MUR'000	MUR'000	MUR'000
Financial assets at FVTPL	20,738,871	(486,676)	20,252,195
Total assets*	82,870,260	(486,676)	82,383,584
Retained earnings	417,577	(486,676)	(69,099)
Total equity	82,853,141	(486,676)	82,366,465

* Previously reported balance as adjusted as per Note 2(e)

Separate Statement of Profit or Loss and other comprehensive Income for the year ended 30 June 2024

	Previously reported	Adjustment	Restated
	MUR'000	MUR'000	MUR'000
Interest Income on bonds and notes	1,347,372	(486,676)	860,696
Profit/(loss) for the year	400,970	(486,676)	(85,706)

The restatement has no effect on tax or deferred tax of the company.

27. EVENTS AFTER THE REPORTING PERIOD

Following the resignation of Mr Gérard Sanspeur as Director on 29 August 2025, the Shareholder appointed Mr Ramsamy Chinniah as Director of the Company with effect 23 October 2025.

On 3 September 2025, the Board of Directors approved the setting up of a Land Committee to oversee all matters, including land development projects related to the land holdings of the Company as well as its subsidiary.

28. TAXATION

The Company is exempted from any tax imposed on income, profits or capital gains under the Second Schedule of the Mauritius Income Tax Act 1995 as it is a subsidiary of the bank of Mauritius.

29. CONTINGENCIES

There is currently one pending case before the Supreme Court against Menlo Park Ltd. The timing and outcome of this claim will be dependent upon the judicial system and cannot be reliably assessed.

There are several ongoing investigations with the Central Crime Investigation Department and the Financial Crimes Commission. The outcome of these investigations cannot be reliably assessed for the time being. As at date, the MIC does not foresee any material impact on its financial reporting.

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