

**WESTBRIDGE FUND**  
**A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED**

**ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2021**

## **WESTBRIDGE FUND, A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED**

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## WESTBRIDGE FUND, A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED

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### MANAGEMENT AND ADMINISTRATION

#### DIRECTORS OF GUERNSEY PORTFOLIOS PCC LIMITED

Michael Stimpson  
Mark Cleary (appointed 1 July 2020)  
David McNay (appointed 1 July 2020)  
(resigned 21 December 2020)  
Adam Buckholt (appointed 1 July 2020)  
(resigned 24 March 2021)  
Peter Edwards (appointed 1 July 2020)  
(resigned 15 April 2021)  
Lisa Haggerty (appointed 24 Mar 2021)  
Patrick Firth (resigned 1 July 2020)  
Ben Morgan (resigned 1 July 2020)  
Grant Wilson (resigned 1 July 2020)  
Nick Stebbing (resigned 1 July 2020)

The address of the Directors is the registered office of the Company.

#### ADMINISTRATOR, REGISTRAR, LISTING SPONSOR AND SECRETARY

**For the period to 30 June 2020**

Praxis Fund Services Limited  
Sarnia House  
Le Truchot  
St Peter Port  
Guernsey, GY1 1GR

#### ADMINISTRATOR, REGISTRAR, LISTING SPONSOR AND SECRETARY

**With effect from 1 July 2020**

Zedra Fund Managers (Guernsey) Limited  
Third Floor, Cambridge House  
Le Truchot  
St Peter Port  
Guernsey, GY1 1WD

#### MANAGER

Saltus (Channel Islands) Limited  
Sarnia House  
Le Truchot  
St Peter Port  
Guernsey, GY1 1GR

#### CUSTODIAN

Butterfield Bank (Guernsey) Limited  
PO Box 25  
Regency Court  
Gategny Esplanade  
St Peter Port  
Guernsey, GY1 3AP

**REGISTERED NUMBER:** 45598

#### REGISTERED OFFICE

**For the period to 30 June 2020**

Sarnia House  
Le Truchot  
St Peter Port  
Guernsey, GY1 1GR

#### REGISTERED OFFICE

**With effect from 1 July 2020**

Third Floor, Cambridge House  
Le Truchot  
St Peter Port  
Guernsey, GY1 1WD

#### INDEPENDENT AUDITOR

BDO Limited  
Place du Pre  
Rue du Pre  
St Peter Port  
Guernsey, GY1 3LL

#### INVESTMENT MANAGER

Saltus Partners LLP  
Fifth Floor  
10 Charles II Street  
London, SW1Y 4AA

#### INVESTMENT ADVISER

WestBridge Fund Managers Limited  
The Gate House  
Melrose Hall  
Cypress Drive  
Cardiff, CF3 0EG

#### LEGAL ADVISERS

*In Guernsey:*  
Carey Olsen (Guernsey) LLP  
PO Box 98  
Carey House  
Les Banques  
St Peter Port  
Guernsey, GY1 4BZ

## **WESTBRIDGE FUND, A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED**

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### **INVESTMENT OBJECTIVE AND STRATEGY**

The investment objective of WestBridge Fund (the “Cell”) is to provide investors with access to WestBridge Investments, with the initial investment being made in WestBridge SME Fund LP (the “Fund”) and, following its launch, in WestBridge II LP.

The Fund, which is managed by WestBridge Fund Managers Limited, a UK-based private equity manager, seeks to originate and execute unquoted investment opportunities in established, profitable and growing small to medium sized entities (“SMEs”), targeting a minimum 30% gross Internal Rate of Return (“IRR”) and three times money multiple on each transaction. In so doing the Cell expects to take advantage of the current economic climate to invest at attractive purchase prices, using structures that maximise returns and protect against business underperformance.

WestBridge Fund II, which WestBridge Fund Managers Limited launched in 2017, and held a final close in May 2019 at 102 million, with an investment strategy of seeking to originate and execute unquoted investment opportunities in established, profitable and growing UK SMEs with EBITDAs of at least £2 million at the point of investment.

Following a change in policy by the cell’s Custodian, the Cell became uneconomic. Accordingly the Manager and the Investment Adviser are seeking to wind up the Cell and transfer the underlying investments to a more cost effective investment structure. This transfer is planned to be completed by 31 December 2021.

## WESTBRIDGE FUND, A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED

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### INVESTMENT MANAGER'S REPORT

The WestBridge Fund ("the Cell") was set up in 2010 to invest in funds managed by WestBridge Fund Managers Limited. In 2010 the Cell invested in The WestBridge SME Fund LP ("WestBridge I"). During the summer of 2016, Cell investors were given the option to classify their shares as either Realisation shares or Continuation shares. Continuation shares invested in WestBridge II in November 2017. Realisation shares have not participated in WestBridge II and realise their investment in the cell through capital redemptions as WestBridge I assets are sold. Realisation shares are not quoted on the Channel Island Stock Exchange.

#### *WestBridge I*

WestBridge I held its final close at a fund size of £28.8 million in mid-2012 and its strategy was to make unquoted investments in established, profitable and growing SMEs to generate attractive returns for investors. In executing WestBridge's overall strategy, it has invested across a diverse range of sectors and provided the Fund with a balanced portfolio of eight investments. At the end of March, six of these have been sold and WestBridge is now focused on maximising the value in the Fund's remaining two portfolio companies. WestBridge expects to sell the remaining two companies over the next 24 months.

#### *WestBridge II*

WestBridge launched its second fund in 2017, WestBridge II, and with the support from its existing and new institutional investors held a first close in November 2017 at its £50m first close target. A final close of the fund was held in May 2019 bringing the total raised to £102 million, being the fund's hard cap. The fund has drawdown 28.6% of committed capital in total. As is common with private equity funds, WestBridge II used its working capital revolver facility to initially fund transactions and monies are drawn from the Fund after a period of time.

WestBridge II will pursue a similar investment strategy to WestBridge I, albeit targeting businesses with an EBITDA of at least £2m at the point of investment. The major driver of returns is expected to be profit growth, with returns from leverage being less significant than at the larger end of the market. In particular, a common area of improvement across all our portfolio companies is establishing/building repeatable and scalable sales processes to accelerate future growth.

WestBridge II is expected to invest in approximately 10 to 12 companies. The first investment was made in early September 2018 into AJM Mobility Limited, a leading provider of outsourced mobility solutions to the NHS, local authorities and the private sector (see below). Two further investments completed in March 2019 being the £15m MBO of APEM Limited, a leading environmental consultancy operating in the aquatic niche, and the £14m MBO of Wilcomatic, which distributes, installs and maintains vehicle and train wash systems as well as operating car washes in partnership with supermarkets. A fourth was made in early December 2019, the £28m MBO of Aptus Utilities, a leading multi-utility contractor. The fifth was made in June 2020, the £22m buy and build MBO of Bespoke Health and Social Care Limited. A sixth made in mid-December 2020, the £46.5m MBO of Eque2, a leading software provider to the construction sector. Finally a seventh in January 2021, the £11m MBO of Channel3 consulting, a digital transformation consultancy focused on the health and care sectors.

In May 2021, WestBridge II sold its first company AJM Mobility Solutions for a material capital gain. The exact amount cannot be publicly disclosed under a strict confidentiality agreement between the parties.

#### *COVID 19*

The COVID-19 pandemic initially had, in some cases, a material impact on the Fund's portfolio companies. The return to "lockdown" in December 2020 has reinforced that dealing with the virus is more akin to a marathon than a sprint. However, in the circumstances, the portfolio companies are on the whole performing well and are expected to continue to do so and benefit as the UK vaccination programme is rolled out.

#### *M&A market*

The M&A market has achieved a new normal with a number of businesses coming to market in Q4 2020. This trend is expected to continue for the remainder of 2021 as business owners seek to secure a sale ahead of the widely anticipated changes in capital gains tax rates in the UK. These transactions typically involve businesses that have either not been affected or have benefitted from the structural changes flowing from the pandemic.

The weight of private equity capital seeking quality investment opportunities means that transactions will be competitive leading to a greater focus on pricing discipline, creating value during the holding period through acquisition and/or accelerated growth and enhanced business performance.

## **WESTBRIDGE FUND, A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED**

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### **INVESTMENT MANAGER'S REPORT (continued)**

#### *Restructure of the cell*

In November 2017, the Cell made a £3.5m commitment to Westbridge II on behalf of the Continuation shareholders. This commitment is expected to be drawn over the following five years and to be funded from the existing free cash held on behalf of the Continuation shareholders. Future distributions to the Continuation and Realisation shareholders will be made as companies are sold.

In December 2018, the Investment Advisor and Manager recommended and the cell board approved a further commitment to WestBridge II be made in December 2018, it was not made principally due to actions of the cell's custodian arising from a change in policy. This action limited the cells potential return and, due to the fee drag of the investment vehicle, resulted in it no longer being viable as an investment vehicle for the Continuation shareholders.

The Investment Advisor and Investment Manager have concluded that it is in the best interests of the shareholders if the cells assets are distributed in specie to a new nominee vehicle managed by Mainspring, WestBridge's fund administrator, and the cell structure wound up. The exact mechanism by which this is achieved is being finalised and shareholders should receive a circular in October 2021 setting out the steps that need to be followed and the implications for shareholders. Annual administration savings of up to £150,000 are anticipated from this change.

The Cell's net asset value held on behalf of Continuation shares is now showing an uplift of approximately 92% against. Increases in value for the continuation shareholders are expected via the new investment holding vehicle as the global economy recovers from the pandemic and as both funds' assets develop further and WestBridge II is invested.

To summarise, Cash outflow from operating activities for the year 31 March, 2021 totalled £1m (31 March 2020 inflow £3.9m); with £nil in net redemptions (31 March 2020: £1.4m net redemptions), the cash and cash equivalents balance decreased by £1m (31 March 2020 increased: £2.6m).

**Saltus Partners LLP**

**Date: 12.10.2021**

## **WESTBRIDGE FUND, A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED**

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### **REPORT OF THE DIRECTORS**

The Directors submit the annual report and audited financial statements (the “Financial Statements”) of WestBridge Fund (the “Cell”), a cell of Guernsey Portfolios PCC Limited (the “Company”) for the year ended 31 March 2021.

The Cell consists of two Participating Redeemable Preference share classes, Realisation Shares and Participating Shares (together the “PRP shares”). The Realisation Shares and Participating Shares were issued on 29 July 2016 (the “Reorganisation Date”). Further details of the PRP share classes are detailed in note 9.

The PRP shares of the Cell commenced trading on 2 July 2010 and listed on the Official List of the Channel Island Stock Exchange (“CISX”) on 2 September 2010. All PRP shares that were listed on the Official List of CISX have been transferred in accordance with Listing Rule 2.6A of the CISX Listing Rules and are now listed on the Official List of TISE (“The International Stock Exchange”) with effect from 20 December 2013. During the year ended 31 March 2017 the Cell was reorganised. As a result of the Reorganisation the Participating Shares remained listed on TISE. However, the Realisation Shares of the Cell are not listed on TISE.

### **Principal Activity**

The principal activity of the Cell is that of an open-ended investment vehicle. The principal objective of the Cell is to provide investors with access to WestBridge Investments, with the initial investment being made in WestBridge SME Fund LP, please refer to page 2.

### **Results**

The results for the year are set out in the Statement of Comprehensive Income on page 14.

### **Dividends**

The Directors do not recommend the payment of a dividend for the year ended 31 March 2021 (31 March 2020: £nil). Please refer to note 7 of the Financial Statements.

### **Going Concern**

The Board has decided that the Cell is to be closed and operations wound up in an orderly manner within the next twelve months from the date of signing. A distribution will be paid out of the Cell based on the June 2021 valuation. It is therefore no longer appropriate to consider the Cell as a going concern and the accounts have been prepared on a basis other than that of a going concern. No adjustments have been made to the carrying value of the Cell’s net assets as at 31 March 2021 as a result of the non going concern basis as the Cell will be wound up in an orderly manner.

### **Directors of the Company**

The Directors of the Company who served during the year and to date are listed on page 1.

As of the date of this Report, no Directors or their families had any interest, beneficial or non-beneficial, in the share capital of the Cell (31 March 2020: no Director interests).

## WESTBRIDGE FUND, A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED

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### REPORT OF THE DIRECTORS (continued)

#### **Directors' Responsibilities Statement**

The Directors of the Company are responsible for preparing the annual report and the Financial Statements for each financial year which give a true and fair view of the state of affairs of the Cell and of the respective results for the year then ended, in accordance with applicable Guernsey law, the Company's principal documents and European Union ("EU") adopted International Financial Reporting Standards ("IFRS"). In preparing these Financial Statements, the Directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- prepare the Financial Statements on a going concern basis unless it is inappropriate to presume that the Cell will continue in business (as detailed in the going concern paragraph on the previous page, and also Note 2 of the financial statements, these financial statements have not been prepared on a going concern basis.)

The Directors of the Company are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Cell. They are also responsible for safeguarding the assets of the Cell and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors of the Company confirm that they have complied with the above requirements in preparing the Financial Statements.

So far as the Directors are aware, there is no relevant audit information of which the Cell's auditor is unaware, having taken all steps the Directors ought to have taken to make themselves aware of any relevant audit information and to establish that the Cell's auditor is aware of that information.

#### **Corporate Governance**

Following the publication by the Guernsey Financial Services Commission ("GFSC") of the Finance Sector Code of Corporate Governance in September 2011 (re-issued in 2016, effective from 1 April 2016 year ends onwards) (the "Code"), the Directors continually consider the effectiveness of their corporate governance practices with regard to the principles set out in the Code. The Directors are satisfied with their degree of compliance with the principles set out in the Code in the context of the nature, scale and complexity of the Cell's business.

#### **Anti-Bribery and Corruption**

The Cell adheres to the requirements of the Prevention of Corruption (Bailiwick of Guernsey) Law, 2003. In consideration of the UK Bribery Act 2010, the Board abhors bribery and corruption of any form and expects all the Cell's business activities to be undertaken, whether directly by the Directors themselves or on the Cell's behalf by third parties to be transparent, ethical and beyond reproach.

#### **Criminal Finances Act**

The Directors of the Company have a zero tolerance commitment to preventing persons associated with it from engaging in criminal facilitation of tax evasion. The Board has satisfied itself in relation to its key service providers that they have reasonable provisions in place to prevent the criminal facilitation of tax evasion by their own associated persons and will not work with service providers who do not demonstrate the same zero tolerance commitment to preventing persons associated with them from engaging in criminal facilitation of tax evasion.

#### **Foreign Account Tax Compliance Act**

The Foreign Account Tax Compliance Act ("FATCA") is aimed at determining the ownership of assets of US persons in foreign accounts and improving US tax compliance with respect to those assets. On 13 December 2013, the States of Guernsey entered into an intergovernmental agreement ("IGA") with US Treasury, in order to facilitate the requirements under FATCA. The Company registered with the Internal Revenue Service ("IRS") during 2014 as a Foreign Financial Institution ("FFI") and received a Global Intermediary Identification Number.

## WESTBRIDGE FUND, A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED

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### REPORT OF THE DIRECTORS (continued)

#### **Common Reporting Standard**

The Common Reporting Standard (“CRS”), formally the Standard for Automatic Exchange of Financial Account Information, became effective on 1 January 2016, and is an information standard for the automatic exchange of information developed by the Organisation for Economic Co-operation and Development (“OECD”). CRS is a measure to counter tax evasion and it builds upon other information sharing legislation, such as FATCA, the UK – Guernsey Inter-Governmental Agreement for the Automatic Exchange of Information and the European Union Savings Directive. Early adopters who signed the Multilateral Agreement (including Guernsey) have made the necessary information exchanges since September 2017.

#### **Alternative Investment Fund Managers Directive**

The Board acknowledged that the Alternative Investment Fund Managers Directive (“AIFMD”) seeks to regulate managers of alternative investment funds (“AIFs”), such as the Cell. It imposes obligations on managers who manage AIFs in a member state of the European Economic Area (“EEA state”), or who market shares in AIFs to investors who are domiciled, or with a registered office, in an EEA state. Under the AIFMD, an Alternative Investment Fund Manager (“AIFM”) must be appointed and must comply with various organisational, operational and transparency requirements.

On 2 July 2014, the Company appointed Saltus (Channel Islands) Limited to act as AIFM on behalf of the Company. Saltus (Channel Islands) Limited is responsible for fulfilling the role of the AIFM and ensuring the Company complies with the AIFMD reporting requirements. As the Cell has not sought to raise new capital, it is not considered to be marketed in the EU, and therefore, there is no impact on the Financial Statements.

#### **Scheme Particular Amendments**

Pursuant to the requirements of The Authorised Collective Investment Schemes (Class B) Rules, 2013, a review of the Cell’s scheme particulars (“SP”) is completed on an annual basis.

The latest annual review was completed in September 2019, with no significant amendments required. The Scheme Particulars are currently being reviewed for the period since then.

#### **Independent Auditor**

As the Board have resolved to wind up the operations of the Company a resolution to reappoint BDO Limited as auditor of the company will not be required.

Mark Cleary  
Lisa Haggarty

Directors  
Date: 12.10.2021

## **WESTBRIDGE FUND, A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED**

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### **CUSTODIAN'S REPORT TO THE SHAREHOLDERS**

In our capacity as Custodian to the Company we confirm that, in our opinion, the Manager has managed the Cell during the year ended 31 March 2021 in accordance with the provisions of the principal documents of the Company and The Authorised Collective Investment Schemes (Class B) Rules, 2013 and that no material breaches have occurred.

### **BUTTERFIELD BANK (GUERNSEY) LIMITED**

PO Box 25  
Regency Court  
Glategny Esplanade  
St Peter Port  
Guernsey, GY1 3AP

Date: 12 October 2021

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WESTBRIDGE FUND, A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED

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### Opinion on the financial statements

In our opinion, the financial statements of Westbridge Fund ("the Cell"), a cell of Guernsey Portfolios PCC Limited (the "Company"):

- give a true and fair view of the state of the Cell's affairs as at 31 March 2021 and of its income for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union ; and
- have been properly prepared in accordance with the requirements of the Companies (Guernsey) Law, 2008.

We have audited the financial statements of the Cell for the year ended 31 March 2021 which comprise the Statement of Comprehensive Income, the Statement of Changes in Net Assets Attributable to Holders of Participating Redeemable Preference Shares, the Statement of Financial Position, the Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards, as adopted by the European Union.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Emphasis of Matter – basis of preparation other than going concern

We draw attention to note 2 to the financial statements which explains that the directors have decided to transfer the assets of the Cell into a new structure within the next 12 months. On completion of this transfer the Cell will be wound up. Accordingly, the financial statements have been prepared on a basis other than that of going concern as described in note 2. Our audit opinion is not modified in respect of this matter.

### Independence

We remain independent of the Cell and Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

### Overview

<b>Key audit matters (2021 &amp; 2020)</b>	Valuation and ownership of investments
<b>Materiality</b>	<i>Cell financial statements as a whole</i> £112,000 (2020:£80,000) based on 1.75% (2020: 1.75%) of total assets.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WESTBRIDGE FUND, A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED (CONTINUED)**

**An overview of the scope of our audit**

Our Cell audit was scoped by obtaining an understanding of the Cell and its environment, including the Cell's system of internal control, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the Directors that may have represented a risk of material misstatement.

We carried out a full scope of the Cell which was tailored to take into account the nature of the Cell's investments, the accounting and reporting environment and the industry in which the entity operates.

In designing our overall audit approach, we determined materiality and assessed the risk of material misstatement in the financial statements.

This assessment took into account the likelihood, nature and potential magnitude of any misstatement. As part of this risk assessment, we considered the Cell's interaction with the Manager and the Cell's Administrator and Custodian. We obtained an understanding of the control environment in place at the Manager and the Cell's Administrator to the extent that it was relevant to our audit. Following this assessment, we applied professional judgement to determine the extent of testing required over each balance in the financial statements.

**Key audit matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit, and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter		How the scope of our audit addressed the key audit matter
<p><b>Valuation and Ownership of Investments (Note 6)</b></p>	<p>The investment portfolio at 31 March 2021 comprised unlisted investments in Limited Partnerships.</p> <p>We focused on the valuation and existence of investments because investments represent the principal element of the net asset value as disclosed in the Statement of Financial Position in the financial statements.</p> <p>Furthermore, as all of the portfolio is unlisted, the availability of external evidence regarding pricing and valuation is limited.</p> <p>This is a key accounting estimate where there is an inherent risk of management override arising from the investment valuations being prepared by the Investment Manager.</p>	<p>Due to the nature of these investments we performed the following:</p> <ul style="list-style-type: none"> <li>• Reconciled the Cell's recorded investment valuations to either independent third party sources or the net asset value of the investments per the investments' latest audited financial statements.</li> <li>• Obtained the latest audited financial statements of the unlisted investments and ascertained whether the underlying investments are being carried at fair value and whether the financial statements contained an unmodified audit report.</li> <li>• In consideration of ownership of all investments held at year end, we obtained a custodian confirmation and checked whether this was consistent with disclosures in the financial statements.</li> </ul> <p>We also checked that investments were appropriately presented and disclosed in the financial statements.</p> <p>Key observations: Based on our procedures, we noted no exceptions and found management's key assumption to be within a reasonable range.</p>

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WESTBRIDGE FUND, A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED (CONTINUED)**

**Our application of materiality**

We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements. We consider materiality to be the magnitude by which misstatements, including omissions, could influence the economic decisions of reasonable users that are taken on the basis of the financial statements.

In order to reduce to an appropriately low level the probability that any misstatements exceed materiality, we use a lower materiality level, performance materiality, to determine the extent of testing needed. Importantly, misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole and performance materiality as follows:

	2021 £	2020 £
<b>Materiality</b>	112,000	80,000
<b>Basis for determining materiality</b>	1.75% of total assets	1.75% of total assets
<b>Rationale for the benchmark applied</b>	We considered total assets to be the most appropriate benchmark due to the Cell being an investment fund.	
<b>Performance materiality</b>	84,000	60,000
<b>Basis for determining performance materiality</b>	75% of materiality This was determined using our professional judgement and took into account control environment in place, the Directors' assessment of risk and our past experience of adjustments.	

*Specific materiality*

We also determined that for investment income and sensitive expenses including investment management fee and service charge to Manager, a misstatement of less than materiality for the financial statements as a whole, specific materiality, could influence the economic decisions of users. As a result, we determined materiality for these items based on 10% of materiality being £11,200 (2020: £8,000). We further applied a performance materiality level of 75% (2020:75%) of specific materiality to ensure that the risk of errors exceeding specific materiality was appropriately mitigated.

*Reporting threshold*

We agreed with the Board of Directors that we would report to them all individual audit differences identified during our audit in excess of £5,600 (2020: £4,000). We also agreed to report differences below this threshold that, in our view, warranted reporting on qualitative grounds.

**Other information**

The directors are responsible for the other information. The other information comprises the information included in the annual report and audited financial statements, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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 course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. 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.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WESTBRIDGE FUND, A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED (CONTINUED)

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### Other Companies (Guernsey) Law, 2008 reporting

We have nothing to report in respect of the following matters where the Companies (Guernsey) Law, 2008 requires us to report to you if, in our opinion:

- proper accounting records have not been kept by the Cell; or
- the financial statements are not in agreement with the accounting records; or
- we have failed to obtain all the information and explanations which, to the best of our knowledge and belief, are necessary for the purposes of our audit.

### Responsibilities of Directors

As explained more fully in the Directors' responsibilities statement within the Report of the Directors, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Cell'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 Cell or to cease operations, or have no realistic alternative but to do so.

### Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) 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.

#### *Extent to which the audit was capable of detecting irregularities, including fraud*

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Based on our understanding of the Cell and the industry in which it operates, we identified that the principal risks of non-compliance with laws and regulations related to its investment activities, and we considered the extent to which non-compliance might have a material effect on the Cell's financial statements.

We obtained an understanding of the legal and regulatory frameworks that are applicable to the Cell and have a direct impact on the preparation of the financial statements. We determined that the most significant frameworks which are directly relevant to specific assertions in the financial statements are those that relate to the reporting framework such as IFRS and the Companies (Guernsey) Law, 2008. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of management override of controls), and determined that the principal risks were related to revenue recognition in relation to the investments and management bias and judgement involved in accounting estimates, specifically in relation to the valuation of investments (the responses to which are detailed in our key audit matters above).

We communicated relevant identified laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WESTBRIDGE FUND, A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED (CONTINUED)

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Audit procedures performed by the engagement team to respond to the risks identified included:

- Discussion with and enquiry of management and those charged with governance concerning known or suspected instances of non-compliance with laws and regulations and fraud;
- Obtaining an understanding of the internal control environment in place to prevent and detect irregularities;
- Reading minutes of meetings of those charged with governance, correspondence with the Guernsey Financial Services Commission and internal compliance reports to identify and consider any known or suspected instances of non-compliance with laws and regulations and fraud;
- Recalculating realised and unrealised gains and losses; and
- Reconciled the Cell's recorded investment valuations to either independent third party sources or the net asset value of the investments per the investments' latest audited financial statements.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

### **Use of our report**

This report is made solely to the Cell's members, as a body, in accordance with Section 262 of the Companies (Guernsey) Law, 2008. Our audit work has been undertaken so that we might state to the Cell's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Cell and the Cell's members as a body, for our audit work, for this report, or for the opinions we have formed.

BDO Limited  
Chartered Accountants  
Place du Pré  
Rue du Pré  
St Peter Port  
Guernsey

Date: 12 October 2021

**WESTBRIDGE FUND, A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED**

**STATEMENT OF COMPREHENSIVE INCOME**  
For the year ended 31 March 2021

	<i>Notes</i>	<b>1 April 2020 to 31 March 2021</b>	<b>1 April 2019 to 31 March 2020</b>
		<b>£</b>	<b>£</b>
Net capital gain/(loss) on investments at fair value through profit or loss	6	1,512,176	(117,637)
<b>Income</b>			
Interest income		-	5,196
Investment income		457,460	49,701
<b>Total net income/(loss)</b>		<u>1,969,636</u>	<u>(62,740)</u>
<b>Operating expenses</b>			
Management fee	4	(49,555)	(50,686)
Administration fee	4	(19,128)	(15,614)
Custodian fee	4	(4,000)	(4,625)
Directors' fees	4	(24,457)	(18,657)
Wind up expenses		(37,648)	-
Other operating expenses		(23,657)	(20,552)
<b>Total operating expenses</b>		<u>(158,445)</u>	<u>(110,134)</u>
<b>Income/(loss) for the financial year</b>		<u><b>1,811,191</b></u>	<u><b>(172,874)</b></u>
Other comprehensive income		-	-
<b>Total comprehensive income/(loss)</b>		<u><b>1,811,191</b></u>	<u><b>(172,874)</b></u>
Basic and diluted earnings/(loss) per Participating Share	13	<u>£0.47</u>	<u>£(0.02)</u>
Basic and diluted earnings/(loss) per Realisation Share	13	<u>£1.11</u>	<u>£(0.12)</u>

All items in the above statement derive from discontinued operations.

All income is attributable to the PRP shares of the Cell.

The accompanying notes form an integral part of these Financial Statement

**WESTBRIDGE FUND, A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED**

**STATEMENT OF CHANGES IN NET ASSETS ATTRIBUTABLE TO HOLDERS OF PARTICIPATING REDEEMABLE PREFERENCE SHARES**  
**For the year ended 31 March 2021**

	<i>Notes</i>	<b>1 April 2020 to 31 March 2021</b>	<b>1 April 2019 to 31 March 2020</b>
		<b>£</b>	<b>£</b>
<b>At 1 April</b>		<b>4,553,529</b>	<b>6,076,403</b>
Income/(loss) for the financial year		1,811,191	(172,874)
Other comprehensive income		-	-
<b>Total comprehensive income/(loss) for the year</b>		<b>1,811,191</b>	<b>(172,874)</b>
<b>Transactions with holders of Participating Redeemable Preference shares</b>			
Share redemptions	9	-	(1,350,000)
<b>Total transactions with holders of Participating Redeemable Preference shares</b>		<b>-</b>	<b>(1,350,000)</b>
<b>At 31 March</b>		<b>6,364,720</b>	<b>4,553,529</b>

The accompanying notes form an integral part of these Financial Statements.

## WESTBRIDGE FUND, A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED

### STATEMENT OF FINANCIAL POSITION As at 31 March 2021

	<i>Notes</i>	<b>31 March 2021</b> £	<b>31 March 2020</b> £
<b>Assets</b>			
Investments at fair value through profit or loss	6	4,274,743	1,572,464
Other receivables and prepayments		178,854	17,212
Cash and cash equivalents		1,974,855	2,984,722
<b>Total Assets</b>		<b>6,428,452</b>	<b>4,574,398</b>
<b>Liabilities</b>			
Trade and other payables		63,732	20,869
<b>Net Assets</b>		<b>6,364,720</b>	<b>4,553,529</b>
<b>Equity</b>			
Share capital	9	-	-
Share premium	9	1,747,000	1,747,000
Retained earnings	9	4,617,720	2,806,529
<b>Total Equity</b>		<b>6,364,720</b>	<b>4,553,529</b>
<b>Participating Redeemable Preference Continuation shares in issue</b>	9	2,745,543	2,745,543
<b>Participating Redeemable Preference Realisation shares in issue</b>	9	478,925	478,925
<b>Net asset value Continuation Portfolio per Participating Share</b>	14	£1.94	£1.47
<b>Net asset value Realisation Portfolio per Realisation Shares</b>	14	£2.17	£1.05

The Financial Statements on pages 14 to 33 were approved by the Board of Directors and authorised for issue on 12 October 2021.

Mark Cleary  
Lisa Haggarty

Directors

The accompanying notes form an integral part of these Financial Statements.

**WESTBRIDGE FUND, A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED**

**STATEMENT OF CASH FLOWS**  
For the year ended 31 March 2021

	<i>Notes</i>	<b>1 April 2020 to 31 March 2021 £</b>	<b>1 April 2019 to 31 March 2020 £</b>
<b>Cash flows from operating activities</b>			
<b>Income/(loss) for the financial year</b>		1,811,191	(172,874)
Adjustment for:			
Net realised gain on disposal of investments	6	-	(2,678,200)
Net change in unrealised (gain)/loss on investments	6	(1,512,176)	2,795,837
		<u>299,015</u>	<u>(55,237)</u>
Changes in working capital:			
Movement in trade and other payables		42,863	4,532
Movement in other receivables and prepayments		(161,642)	4,216
		<u>180,236</u>	<u>(46,489)</u>
<b>Net cash inflow/(outflow) from operating activities</b>		<u>180,236</u>	<u>(46,489)</u>
<b>Cash flows from investing activities</b>			
Purchase of investments		(1,190,103)	(514,286)
Proceeds from sale of investments		-	4,540,764
		<u>(1,009,867)</u>	<u>3,979,989</u>
<b>Net cash flow (outflow)/inflow from investing activities</b>		<u>(1,009,867)</u>	<u>3,979,989</u>
<b>Cash flows from financing activities</b>			
Redemption of Participating Redeemable Preference shares	9	-	(1,350,000)
		<u>-</u>	<u>(1,350,000)</u>
<b>Net cash inflow/(outflow) from financing activities</b>		<u>-</u>	<u>(1,350,000)</u>
<b>Net movement in cash and cash equivalents</b>		(1,009,867)	2,629,989
<b>Cash and cash equivalents as at start of year</b>		2,984,722	354,733
		<u>1,974,855</u>	<u>2,984,722</u>
<b>Cash and cash equivalents as at end of year</b>		<u><u>1,974,855</u></u>	<u><u>2,984,722</u></u>

\*Included in cash flows from operating activities is £nil (31 March 2020: £17,874) of interest which was received in cash.

The accompanying notes form an integral part of these Financial Statements.

## WESTBRIDGE FUND, A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2021

#### 1. General Information

Guernsey Portfolios PCC Limited (the "Company") is an open-ended investment company of unlimited duration incorporated in Guernsey on 5 October 2006 as a protected cell company in accordance with the provisions of the Protected Cell Companies Ordinance, 1997 (subsequently replaced by the Companies (Guernsey) Law, 2008). It is authorised by the Guernsey Financial Services Commission as a Class B Collective Investment Scheme under the Protection of Investors (Bailiwick of Guernsey) Law, 1987. As at 31 March 2021, the Company had three (31 March 2020: four) active cells, including the WestBridge Fund.

The WestBridge Fund (the "Cell") commenced trading on 2 July 2010 and its participating redeemable preference shares ("PRP shares") were admitted to the Official List of TISE on 2 September 2010. As a result of the reorganisation described on page 5, the Cell's Realisation Shares are no longer listed.

The Cell consists of two Participating Redeemable Preference share classes, Realisation Shares and Participating Shares (together the "PRP shares"). The PRP shares were issued on the Reorganisation Date of the Cell. Further details of the PRP share classes are detailed in note 9.

#### Reorganisation of the Cell

With effect from the Reorganisation Date and subject to the terms described in the circular to Shareholders dated 28 June 2016 the Directors notionally split the investments and proceeds of the Cell into two separate portfolios: a) a Realisation Portfolio – to which the Realisation Shares apply ("Realisation Shares") - consisting of a pro rata share of investments prior to the Reorganisation and proceeds thereof with no further interest in new investments other than meeting its proportion of further commitments already made to the WestBridge Fund I by the Cell; and b) a Continuation Portfolio – to which the Participating Shares (the "Participating Shares") apply - consisting of a pro rata share of investments prior to the Reorganisation and proceeds thereof and new investments following the Reorganisation date. Under the terms of the Reorganisation, holders of Realisation Shares are entitled to receive a series of compulsory distributions out of the Realisation Portfolio as and when the Directors determine there are sufficient realisations of the underlying investments to warrant a distribution (in their absolute discretion) whereas holders of Participating Shares (i.e. those who did not re-designate their shares into Realisation Shares) are entitled to remain invested in line with the original investment strategy and remain eligible to participate in future distributions from the Continuation Portfolio.

#### 2. Principal Accounting Policies

##### *Basis of accounting*

The Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union ("EU").

The Company maintains a separate Cell account for each class of PRP shares, to which the proceeds of PRP share issue and the income arising from the investment of these proceeds are credited, and against which the expenses allocated are charged. Upon redemption, shareholders are only entitled to their proportion of the net assets held in the Cell account relating to their particular PRP shares. Separate Financial Statements have been prepared for each cell of the Company. These Financial Statements represent the Cell only.

##### **Going Concern**

The Board has decided that the Cell is to be closed and operations wound up in an orderly manner within the next twelve months from the date of signing. A distribution will be paid out of the Cell based on the June 2021 valuation. It is therefore no longer appropriate to consider the cell as a going concern and the accounts have been prepared on a basis other than that of a going concern. No adjustments have been made to the carrying value of the Cell's net assets as at 31 March 2021 as a result of the non going concern basis as the Cell will be wound up in an orderly manner.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**For the year ended 31 March 2021**

**2. Principal Accounting Policies (continued)**

**New Accounting Standards, interpretations and amendments adopted**

There were no new standards adopted which have had a material impact on the Financial Statements of the Cell.

The Directors believe that the Financial Statements contain all of the information required to enable shareholders and potential investors to make an informed appraisal of the investment activities and profits and losses of the Cell for the period to which they relate and do not omit any matter or development of significance.

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Cell's Financial Statements.

**Financial Instruments**

Financial assets and financial liabilities are recognised in the Cell's Statement of Financial Position when the Cell becomes a party to the contractual provisions of the instrument. Unless otherwise indicated the carrying amounts of the Cell's financial instruments approximate to their fair values. Financial assets and financial liabilities are only offset, and the net amount reported in the Statement of Financial Position and Statement of Comprehensive Income when there is a currently enforceable legal right to offset the recognised amounts and the Cell intends to settle on a net basis or realise the asset and liability simultaneously.

On initial recognition, the Cell classifies financial assets as measured at amortised cost or at fair value through profit or loss ("FVTPL").

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

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principle and interest.

All other financial assets of the Cell are measured at FVTPL.

In making an assessment of the objective of the business model in which a financial asset is held, the Cell considers all of the relevant information about how the business is managed.

The Cell has determined that it has two business models.

- *Held-to-collect business model*: this includes cash and cash equivalents and prepayments. These financial assets are held to collect contractual cash flow.
- *Other business model*: this includes investments and derivatives. These financial assets are managed and their performance is evaluated, on a fair value basis, with frequent sales taking place.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**For the year ended 31 March 2021**

**2. Principal Accounting Policies (continued)**

**Financial Instruments (continued)**

**Financial Assets**

Financial assets are classified into categories.

***Classification of financial assets***

The Cell classified financial assets into the following categories.

*Financial assets at amortised cost:*

Cash and cash equivalents and other receivables.

*Financial assets at FVTPL:*

Investments.

*Expected credit loss*

The Cell assesses on a forward-looking basis the expected credit loss associated with its financial assets held at amortised cost. The Cell has elected to apply the simplified approach permitted by IFRS 9 in respect of receivables as they have a maturity of less than one year and do not contain a significant financing component. Under the simplified approach the requirement is to always recognise lifetime Expected Credit Loss ('ECL'). Under the simplified approach practical expedients are available to measure lifetime ECL but forward-looking information must still be incorporated. Under the simplified approach there is no need to monitor significant increases in credit risk and entities will be required to measure lifetime ECLs at all times. The Directors have concluded that any ECL on receivables would be highly immaterial to the Financial Statements due to the low credit risk of the relevant counterparties and the historical payment history.

Cash comprises current deposits with banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash, are subject to an insignificant risk of changes in value, and are held for the purpose of meeting short-term cash commitments rather than for investments or other purposes.

*Other receivables*

Included in other receivables is interest receivable and investment income receivable. The balances do not contain a significant financing component, as such the identified impairment loss is immaterial.

***Recognition and initial measurement***

Financial assets are measured initially at fair value, usually being the transaction price, including transaction costs for items that will subsequently be measured at amortised cost, on the trade date. Transaction costs on financial assets at fair value through profit or loss are expensed immediately.

***Subsequent measurement***

After initial measurement, financial assets classified at fair value through profit or loss are measured at their fair values. Changes in fair value are recorded within the Statement of Comprehensive Income.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**For the year ended 31 March 2021**

**2. Principal Accounting Policies (continued)**

***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 Cell has access at that date. The fair value of a liability reflects its non-performance risk.

When available, the fair value of an instrument is measured 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. Instruments quoted in an active market are valued at a mid price, because this price provides a reasonable approximation of the exit price.

If there is no quoted price in an active market, then valuation techniques are used 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.

Transfers between levels of the fair value hierarchy are recognised as at the end of the reporting period during which the change has occurred.

***Derecognition***

A financial asset is derecognised when the contractual rights to the cash flows from the financial asset expire or the Cell transfers the financial asset and the transfer qualifies for derecognition in accordance with IFRS 9.

***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.

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.

***Financial liabilities at amortised cost:***

This includes trade and other payables.

***Derecognition***

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

***Fair Value Measurement Hierarchy***

IFRS 13 requires certain disclosures which require the classification of financial assets and financial liabilities measured at fair value using a fair value hierarchy that reflects the significance of the inputs used in making the fair value measurement (see note 5). The fair value hierarchy has the following levels:

- 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 (i.e. as prices) or indirectly (i.e. derived from prices) (Level 2); and
- inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**For the year ended 31 March 2021**

**2. Principal Accounting Policies (continued)**

***Fair Value Measurement Hierarchy (continued)***

The level in the fair value hierarchy within which the financial asset or financial liability is categorised is determined on the basis of the lowest level input that is significant to the fair value measurement as a whole. Financial assets and financial liabilities are classified in their entirety into only one of the three levels. Further details are contained in note 5.

***Participating Redeemable Preference Shares***

The Company issues PRP shares in the Cell, which, are classified as equity in accordance with IAS 32. Should the PRP shares' terms or conditions change such that they do not comply with the strict criteria conditions in IAS 32 the PRP shares would be reclassified to a financial liability from the date the instrument ceases to meet the criteria.

***Participating Shares***

The Cell's NAV per Participating Share is calculated by dividing the net assets attributable to holders of Participating Shares in the Cell with the total number of outstanding Participating Shares in the Cell.

The Participating Shares will continue to have the same right and restrictions previously attached to them prior to the Reorganisation, provided that a Participating Share shall only be entitled to participate in and receive distributions (whether by the way of redemption or winding up) from the Cell out of the realisation of asset of the Cell attributable to the Continuation Portfolio.

The Directors have resolved that Participating Shares shall not be open for new subscriptions, whether by existing shareholders or otherwise as at the date of this report.

***Realisation Shares***

The Realisation Shares have substantially the same rights as those attached to the Participating Shares. However, a Realisation Share shall only be entitled to receive distributions (whether by the way of redemption or winding up) from the Cell out of the proceeds of distributions from or realisations of assets attributable to the Realisation Portfolio.

The Realisation Shares are only redeemable at the discretion of the Directors and upon the receipt of distributions received in respect of, or pursuant to, the realisation of the whole or part of, the assets of the Cell attributable to the Realisation Portfolio.

The Cell's NAV per Realisation Share is calculated by dividing the net assets attributable to holders of Realisation Shares in the Cell with the total number of outstanding Realisation Shares in the Cell.

***Operating Segments***

The Board has considered the requirements of IFRS 8. Although the PRP shares of the Cell are listed on TISE, these PRP shares are not traded across TISE. As a result the Cell is outside the scope of IFRS 8.

***Investment income***

Income is included in the Statement of Comprehensive Income as follows:

- Dividends are recognised when the Cell's right to receive payments is established, normally being the ex-dividend date.
- Income is recognised on a gross basis including withholding tax, if any.
- Interest revenue is recognised on a time-proportionate basis using the effective interest method.

***Interest income***

Interest is recognised on a time-proportionate basis using the effective interest method. Interest income includes interest from cash and cash equivalents.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**For the year ended 31 March 2021**

**2. Principal Accounting Policies (continued)**  
***Expenses payable by the Participating Shares***

**Expenses**

Expenses are recognized in the Statement of Comprehensive Income on the accrual basis.

The Management and Performance Fees payable by holders of the Participating Shares will remain as set out in the Supplemental Scheme Particulars although such fees will be determined by reference to the NAV of the Continuation Portfolio.

***Expenses payable by the Realisation Shares***

The Management and Performance Fees payable by holders of the Realisation Shares will remain as set out in the Supplemental Scheme Particulars although such fees will be determined by reference to the NAV of the Realisation Portfolio.

Other fees and expenses of the Cell attributable to a specific Portfolio are allocated to that Portfolio, or, to the extent such fees and expenses are not attributable they will be allocated between the Portfolios on a pro rata basis.

***Foreign exchange***

***Functional and presentation currency***

Items included in the Financial Statements of the Cell are measured in the currency of the primary economic environment in which the Cell operates (the "functional currency"). The Board considers the currency of the primary economic environment in which the Cell operates to be Sterling as this is the currency that represents the economic effect of the underlying transactions, events and conditions. Sterling is also the currency in which the Cell measures its performance and reports its results.

***Transactions and balances***

Foreign currency assets and liabilities are translated into Sterling at the rate of exchange ruling at the end of the reporting period. Transactions in foreign currencies during the course of the year are translated at the rate of exchange ruling at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary items that are denominated in foreign currencies are recognised in the Statement of Comprehensive Income. Foreign exchange gains and losses on investments at fair value through profit or loss are recognised together with other changes in the fair value.

**3. Critical accounting estimates and judgments**

In the normal course of business, Management makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects both current and future periods. The estimates 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 are outlined below:

**Key assumptions and sources of estimation uncertainty**

The following are the key assumptions and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

The Cell's investments are valued at the net asset value of that investee fund as at the relevant valuation date in accordance with the terms of the fund and as notified by the relevant fund manager. The net asset value reported by the fund manager is unaudited and may differ from the amounts which would have been realised from redemption of the investment in the relevant fund.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**For the year ended 31 March 2021**

**3. Critical accounting estimates and judgments (continued)**

*Fair value of Investments at fair value through profit or loss (continued)*

With regards to the investee fund's underlying investments, the fair value of underlying financial instruments are determined using valuation techniques. The underlying fund uses a variety of methods and makes assumptions that are based on market conditions at the end of each reporting period. Valuation techniques used include the use of comparable recent arm's length transactions, discounted cash flow analysis, option pricing models and other valuation techniques commonly used by market participants. Further details are contained in note 5.

**Going Concern**

Please refer to note 2 for further details on the going concern assessment.

**4. Significant Fee Arrangements**

***Management fees and Performance fees***

The Manager will receive a Management Fee payable annually in advance out of the assets of the Cell in respect of its management of the Cell subject to a minimum fee of £50,000 per annum. Subject to such minimum fee, the Management Fee shall be determined as 20 per cent per annum of the General Partner's share in respect of the Cell's investments in each WestBridge Investment calculated in accordance with the relevant provisions of the applicable Governing Documents. The Manager has agreed with the Cell that there shall be no performance fee payable by the Cell for the foreseeable future.

During the year, the Manager was due a management fee of £49,555 (31 March 2020: £50,686) of which £12,500 (31 March 2020: £12,055) was prepaid at the end of the reporting period.

***Administration fees***

The Administrator is entitled to an annual fee, based on the Net Asset Value of the Cell as follows:

- 0.125 per cent per annum of the Net Asset Value of the Cell up to and including £50 million;
- 0.10 per cent per annum of the Net Asset Value of the Cell above £50 million.

The Administrator is entitled to an annual fee as detailed above subject to a minimum fee of £12,500 per annum (31 March 2020: minimum fee of £12,500 per annum). In addition, the Administrator is entitled to be reimbursed for all reasonable out of pocket expenses incurred in the administration of the Cell.

During the year, the Administrator was due an administration fee of £19,128 (£9,753 of which related to Praxis) (31 March 2020: £15,614) of which £3,125 (31 March 2020: £3,200) was outstanding as at 31 March 2021.

With effect from 1 July 2020, the administration of Guernsey Portfolios PCC Limited and the Cell was transferred from Praxis Fund Services Limited to Zedra Fund Managers (Guernsey) Limited.

***Custody fees***

The Custodian is entitled to a fee of 0.075 per cent per annum of the NAV of the Cell. The fee is subject to a minimum of £4,000 per annum.

During the year, the Custodian was due a custodian fee of £4,000 (31 March 2020: £4,625) of which £1,000 (31 March 2020: £997) was outstanding as at 31 March 2021.

## WESTBRIDGE FUND, A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 March 2021

#### 4. Significant Fee Arrangements (continued)

##### Directors' Fees

With effect from 6 December 2019, the Directors of the Company were entitled to remuneration from the Company as follows:

Patrick Firth (resigned 1 July 2020)	£22,500 per annum
Ben Morgan (resigned 1 July 2020)	£22,500 per annum
Grant Wilson (resigned 1 July 2020)	£27,500 per annum

In addition, Mr Patrick Firth was entitled to an additional fee of £5,000 per annum for his role as Risk Director of the Company.

Nick Stebbing, James Wilson (both resigned 1 July 2020) and Michael Stimpson waived their Director's fee as they are members of the Investment Manager.

Since then the Directors appointed from 1 July 2020 onwards as stated on Page 1 have been subject to this new agreement. The Company Administration Agreement dated 30 June 2020 states that the company will pay £77,500 per annum to the Administrator for the provision of Director services and they will be apportioned equally between the cells and they will be payable out the assets of each cell.

During the year, the Directors were due total Directors fees of £24,457 (31 March 2020: £18,657) from this Cell of which £6,458 (31 March 2020: £997) was outstanding as at 31 March 2021.

#### 5. Financial risk management and financial instruments

##### Strategy in using financial instruments

The Cell's activities expose it to a variety of financial risks: market risk (including equity price risk, concentrations risk and interest rate risk), credit risk and liquidity risk. All financial instruments of the Cell are denominated in Sterling; therefore the Cell is not directly exposed to currency risk. The Cell's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Cell's financial performance.

##### Significant accounting policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset and financial liability are disclosed in note 2 to the Financial Statements.

##### Categories of financial instruments

	31 March 2021 £	31 March 2020 £
<b>Financial assets</b>		
Fair value through profit or loss:		
- Investments	4,274,743	1,572,464
Amortised cost:		
- Cash and cash equivalents	1,974,855	2,984,722
<b>Total financial assets</b>	<b>6,249,598</b>	<b>4,557,186</b>
<b>Financial liabilities</b>		
Amortised cost:		
- Trade and other payables	63,732	20,869
<b>Total financial liabilities</b>	<b>63,732</b>	<b>20,869</b>

## WESTBRIDGE FUND, A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 March 2021

#### 5. Financial risk management and financial instruments (continued)

The following table analyses within the fair value hierarchy the Cell's financial assets at fair value through profit or loss:

<b>31 March 2021</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
Fair value through profit or loss				
- Investments	-	-	4,274,743	4,274,743
<b>31 March 2020</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
Fair value through profit or loss				
- Investments	-	-	1,572,464	1,572,464

The Board determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The fair value of the underlying financial instruments are determined by using valuation techniques. The underlying fund uses a variety of methods and makes assumptions that are based on market conditions at the end of each reporting period. Valuation techniques used include the use of comparable recent arm's length transactions, discounted cash flow analysis, option pricing models and other valuation techniques commonly used by market participants.

The following table shows the movements in the Cell's level 3 financial assets measured at fair value:

	<b>1 April 2020 to 31 March 2021</b>	<b>1 April 2019 to 31 March 2020</b>
	<b>£</b>	<b>£</b>
Opening balance	1,572,464	3,916,579
Purchases	1,190,103	514,286
Disposals	-	(2,740,764)
Net gains/(losses) on investments at fair value through profit or loss	1,512,176	(117,637)
	<u>4,274,743</u>	<u>1,572,464</u>

The fair value of the level 3 investment is based on the net asset value provided by the manager. The underlying private equity investments within the investment have been valued in accordance with the International Private Equity and Venture Capital ("IPEVC") valuation guidelines and has accordingly been categorised as level 3 investment.

No investments were deemed to have transferred between the levels of the hierarchy during the year.

#### **Capital risk management**

The objective of the Cell is to achieve long term capital growth.

The capital structure of the Cell consists of equity attributable to equity holders, comprising issued capital, share premium, and distributable reserves as disclosed in note 9. The Cell does not have any externally imposed capital requirements. As at 31 March 2021, the Cell had capital of £6,364,720 (31 March 2020: £4,553,529).

The Cell manages its capital to ensure that its objective is met. It does this by investing available cash whilst maintaining sufficient liquidity to meet on-going expenses and dividend payments. The Investment Manager is not restricted as to the percentage of the Cell's assets that may be invested in any particular WestBridge Investment.

## WESTBRIDGE FUND, A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 March 2021

#### 5. Financial risk management and financial instruments (continued)

##### **Market risk**

The Cell's activities expose it primarily to the market risk of changes in market prices, concentration risk and interest rate risk.

During the current and prior year the Cell is only invested in a sterling denominated investment and is therefore not directly subject to market foreign currency risk.

##### *(a) Equity price risk*

Equity price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or currency risk), whether caused by factors specific to an individual financial instrument or its issuer, or factors affecting similar financial instruments traded in the market.

The Cell's investment presents a risk of loss of capital. The Cell's overall market positions in the underlying funds are monitored on a daily basis by the Investment Manager and are reviewed on a quarterly basis by the Board of Directors.

##### *(b) Price sensitivity*

If the price of the underlying investments at 31 March 2021 had increased by 25% with all other variables held constant, representing the Directors' assessment of a reasonably possible change, this would have increased net assets attributable to holders of PRP shares in the Cell by approximately £1,068,686 (31 March 2020: £393,116). Conversely, if the price of the underlying investments had decreased by 25%, this would have decreased net assets attributable to holders of PRP shares in the Cell by approximately £1,068,686 (31 March 2020: £393,116). The 25% sensitivity applied represents increased market volatility during the year.

##### *(c) Concentration Risk*

In accordance with the investment policies adopted by the Cell, the Cell is exposed to concentration risk as it only holds two investments. The Cell's investments are invested in more than one investment, which therefore limits concentration risk. However, the Cell is still exposed to concentration risk as it is exposed to only one investment manager, therefore, any losses incurred in such investment would have a material adverse effect on the Cell's net assets.

##### *(d) Interest rate risk*

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

The majority of the Cell's financial assets and liabilities are non-interest bearing. As a result, the Cell is not directly subject to significant amounts of risk due to fluctuations in the prevailing levels of market interest rates. Any excess cash or cash equivalents is invested at short-term interest rates.

The table below summarises the Cell's exposure to interest rate risks:

	Floating rate	Non interest bearing	Total
	£	£	£
<b>31 March 2021</b>			
<b>Financial assets</b>			
Investment at fair value through profit or loss	-	4,274,743	4,274,743
Cash and cash equivalents	1,974,855	-	1,974,855
<b>Total financial assets</b>	<b>1,974,855</b>	<b>4,274,743</b>	<b>6,249,598</b>
<b>Financial liabilities measured at amortised cost</b>			
Trade and other payables	-	63,732	63,732
<b>Total financial liabilities</b>	<b>-</b>	<b>63,732</b>	<b>63,732</b>
<b>Total interest sensitivity gap</b>	<b>1,974,855</b>	<b>4,211,011</b>	<b>6,185,866</b>

## WESTBRIDGE FUND, A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 March 2021

#### 5. Financial risk management and financial instruments (continued)

##### *Market risk (continued)*

##### *(d) Interest rate risk (continued)*

	Floating rate	Non interest bearing	Total
	£	£	£
<b>31 March 2020</b>			
<b>Financial assets</b>			
Investment at fair value through profit or loss	-	1,572,464	1,572,464
Cash and cash equivalents	2,984,722	-	2,984,722
<b>Total financial assets</b>	<b>2,984,722</b>	<b>1,572,464</b>	<b>4,557,186</b>
<b>Financial liabilities measured at amortised cost</b>			
Trade and other payables	-	20,689	20,689
<b>Total financial liabilities</b>	<b>-</b>	<b>20,689</b>	<b>20,689</b>
<b>Total interest sensitivity gap</b>	<b>2,984,722</b>	<b>1,551,775</b>	<b>4,536,497</b>

As at 31 March 2021, should interest rates have lowered by 25 basis points, with all other variables remaining constant, representing the Directors' assessment of a reasonably possible change, the decrease in net assets attributable to holders of PRP shares for the year would be £4,937 (31 March 2020: £7,462). If interest rates had risen by 25 basis points, the increase in net assets attributable to holders of PRP shares would be £4,937 (31 March 2020: £7,462).

The Manager monitors the Cell's overall interest rate sensitivity on a regular basis by reference to prevailing interest rates and the level of the Cell's cash balance. Since the Cell does not borrow, the Investment Manager and the Board do not regard the interest rate risk as being material.

##### **Credit risk**

The Cell takes on exposure to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due, resulting in financial loss to the Cell. Impairment provisions are provided for losses that have been incurred by the end of the reporting period, if any.

Credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.

The following table shows the maximum exposure to credit risk:

	31 March 2021	31 March 2020
	£	£
Cash and cash equivalents	1,974,855	2,984,722
<b>Total</b>	<b>1,974,855</b>	<b>2,984,722</b>

Amounts in the above table are based on the carrying value of all accounts. The carrying amounts of these assets are considered to represent their fair value and best represents the Cell's exposure to credit risk.

As at 31 March 2021 and 31 March 2020, no receivables are impaired or past due.

Substantially all of the cash held by the Cell is held by Butterfield Bank (Guernsey) Ltd ("the Bank"). Bankruptcy or insolvency of the Bank may cause the Cell's rights with respect to these assets to be delayed or limited. The Cell monitors its risk by monitoring the credit rating of the Bank, which at the date of authorisation of the Financial Statements has a Standard & Poor's long term rating of BBB+ (31 March 2020: BBB+). If credit quality deteriorates, the Investment Manager may move the holdings to another bank.

The Investment Manager monitors the Cell's credit position on a daily basis, and the Board of Directors reviews it on a quarterly basis.

## WESTBRIDGE FUND, A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 March 2021

#### 5. Financial risk management and financial instruments (continued)

##### *Liquidity risk*

The Cell takes on exposure to liquidity risk, which is the risk that the Cell will encounter in realising assets or otherwise raising funds to meet financial commitments.

The Cell's investments lack an established secondary trading market and can be considered illiquid. Liquidity of a security relates to the ability to easily dispose of the security and the price to be obtained and does not generally relate to the credit risk or likelihood of receipt of cash at maturity.

The Directors have resolved not to accept any redemptions in respect of the Participating Shares during the Lock-up Period which is defined within the "Notice of proposed reorganisation of the Cell" circulated to shareholders on 28 June 2016. The Lock-up Period is defined as the period commencing on the Reorganisation Date and terminating on the fifth anniversary of the first close date of the Westbridge Fund II or such earlier date as the Directors shall determine, provided that: (i) the Cell has met its commitments to the Westbridge Fund II; or (ii) the Westbridge Fund II does not hold a first closing by 31 December 2017 and, in either case, subject to agreement of the Investment Adviser. Following the Lock-up Period shareholders continuing to hold Participating Shares shall be permitted to redeem their shares in the ordinary course subject to the provisions of the Supplemental Scheme Particulars and the Articles. The Lock-up Period has not expired as of the date of the authorisation of these Financial Statements.

The Realisation Shares are only redeemable at the discretion of the Directors and upon the receipt of distributions received in respect of, or pursuant to, the realisation of the whole or part of, the assets of the Cell attributable to the Realisation Portfolio.

The Investment Manager regularly monitors the Cell's liquidity position, and the Board of Directors reviews it on a quarterly basis.

The table below analyses the Cell's financial liabilities into relevant maturity groups based on the remaining period at the end of the reporting period to the contractual maturity date. The amounts in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not considered to be significant.

	Less than 1 Month £	1 – 3 months £	No stated maturity £	Total £
<b>At 31 March 2021</b>				
Trade and other payables	-	63,732	-	63,732
<b>Total financial liabilities</b>	-	63,732	-	63,732

	Less than 1 Month £	1 – 3 months £	No stated maturity £	Total £
<b>At 31 March 2020</b>				
Trade and other payables	-	20,869	-	20,869
<b>Total financial liabilities</b>	-	20,869	-	20,869

The carrying amounts of financial liabilities recorded at amortised cost in the Financial Statements approximate their fair values.

## WESTBRIDGE FUND, A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 March 2021

#### 6. Investments at fair value through profit or loss

	31 March 2021 £	31 March 2020 £
Unlisted investments	4,274,743	1,572,464
<b>Total investments at fair value through profit or loss</b>	<b>4,274,743</b>	<b>1,572,464</b>
	<b>31 March 2021 £</b>	<b>31 March 2020 £</b>
Net unrealised gains/(losses) on investments at fair value through profit or loss	1,512,176	(2,795,837)
Net realised gains on investments at fair value through profit or loss	-	2,678,200
<b>Total gains/(losses) on financial assets at fair value through profit or loss</b>	<b>1,512,176</b>	<b>(117,637)</b>

#### 7. Dividend

Reporting Fund status for the Cell has been obtained with effect from 1 April 2011.

The Board of Directors does not recommend payment of a dividend for the year ended 31 March 2021 (31 March 2020: £nil).

#### 8. Taxation

The Company is exempt from Guernsey income tax and is charged an annual exemption fee of £1,200 (31 March 2020: £1,200) which is allocated between each cell.

#### 9. Share capital

Participating and Realisation shares entitles the holders to participate in the assets and income of the respective Portfolios of the Cell to which they relate. In a winding up, the holders of the PRP shares have the right to a return of the nominal capital paid up in respect of such Participating and Realisation shares using the assets available in the Cell. Surplus assets remaining after the return of capital paid up on the PRP shares of the Cell are distributed to the holders of the Participating and Realisation shares on a pro-rata basis.

##### **Participating Shares**

The Participating Shares will continue to have the same right and restrictions previously attached to them prior to the Reorganisation, provided that a Participating Share shall only be entitled to participate in and receive distributions (whether by way of redemption or winding up) from the Cell out of the realisation of assets of the Cell attributable to the Continuation Portfolio.

The Directors have resolved that Participating Shares shall not be open for new subscriptions, whether by existing shareholders or otherwise as at the date of this report.

##### **Realisation Shares**

The Realisation Shares have substantially the same rights as those attached to the Participating Shares. However, a Realisation Share shall only be entitled to receive distributions (whether by the way of redemption or winding up) from the Cell out of the proceeds of distributions from, realisations of assets attributable to the Realisation Portfolio.

The Realisation Shares are only redeemable at the discretion of the Directors and upon the receipt of distributions received in respect of, or pursuant to, the realisation of the whole or part of or the assets of the Cell attributable to the Realisation Portfolio.

WESTBRIDGE FUND, A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 March 2021

9. Share capital (continued)

*Realisation Shares (continued)*

The Realisation Shares are not open for new subscriptions other than by way of conversion of existing Participating Shares.

The Cell's NAV per Realisation Share is calculated by dividing the net assets attributable to holders of Realisation Shares in the Cell with the total number of outstanding Realisation Shares in the Cell.

The Cell has the power to issue an unlimited number of PRP Shares of no par value.

	PRP Shares	Participating Shares	Realisation Shares	Total
	£	£	£	£
<b>Share Premium</b>				
<b>At 1 April 2020</b>	-	1,945,876	(198,876)	1,747,000
Redemptions during the year	-	-	-	-
<b>At 31 March 2021</b>	-	1,945,876	(198,876)	1,747,000

	PRP Shares	Participating Shares	Realisation Shares	Total
<b>Number of Shares</b>				
<b>At 1 April 2020</b>	-	2,745,543	478,925	3,224,468
Redemptions during the year	-	-	-	-
<b>At 31 March 2021</b>	-	2,745,543	478,925	3,224,468

	PRP Shares	Participating Shares	Realisation Shares	Total
	£	£	£	£
<b>Share Premium</b>				
<b>At 1 April 2019</b>	-	1,945,876	1,151,124	3,097,000
Redemptions during the year	-	-	(1,350,000)	(1,350,000)
<b>At 31 March 2020</b>	-	1,945,876	(198,876)	1,747,000

	PRP Shares	Participating Shares	Realisation Shares	Total
<b>Number of Shares</b>				
<b>At 1 April 2019</b>	-	2,745,543	1,167,139	3,912,682
Redemptions during the year	-	-	(688,214)	(688,214)
<b>At 31 March 2020</b>	-	2,745,543	478,925	3,224,468

## WESTBRIDGE FUND, A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 March 2021

#### 9. Share capital (continued)

##### Retained earnings

At the discretion of the Directors, any part of the amount standing to the credit of the Cell's retained earnings reserve may be used for distribution amongst the holders of Participating and Realisation shares of the Cell, including the payment of dividends.

However, a Participating Share shall only be entitled to participate in and receive distributions (whether by the way of redemption or winding up) from the Cell out of the realisation of assets of the Cell attributable to the Continuation Portfolio.

A Realisation Share shall only be entitled to receive distributions (whether by way of redemption or winding up) from the Cell out of the proceeds of distributions from or realisations of assets attributable to the Realisation Portfolio.

#### 10. Commitments

The Cell has entered into a Limited Partnership Agreement whereby it has committed to contribute a specific amount of capital into the Limited Partnerships ("LP") as detailed below:

	Total commitment £	Called commitment £	Uncalled commitment £
<b>31 March 2021</b>			
WestBridge SME Fund LP	7,021,832	6,935,294	86,538
WestBridge II LP	3,500,000	1,929,686	1,570,314
	<u>10,521,832</u>	<u>8,864,980</u>	<u>1,656,852</u>
<b>31 March 2020</b>			
WestBridge SME Fund LP	7,021,832	6,935,294	86,538
WestBridge II LP	3,500,000	739,583	2,760,417
	<u>10,521,832</u>	<u>7,674,877</u>	<u>2,846,955</u>

Pursuant to the terms of a letter of agreement dated 30 March 2012 between WestBridge Fund Managers Limited (the "GP") and the Cell, the GP will not at any time issue a Drawdown Notice which would require the Cell to invest more cash than is available in the Cell after making reasonable allowance for future fees and expenses of operating the Cell.

The Cell did not have any other outstanding commitments as at 31 March 2021 and 31 March 2020.

#### 11. Controlling parties

The issued PRP shares of the Cell are owned by a number of parties and therefore, in the opinion of the Directors, there is no ultimate controlling party of the Cell, as defined by IAS 24 - Related Party Disclosures.

#### 12. Related parties

Mr Michael Stimpson and Mrs Lisa Haggarty, Directors of the Company, are also Directors of the Manager.

Mr Patrick Firth and Mr Grant Wilson, Directors of the Manager, were also Directors of the Company until their resignation as Directors of the Company on 1 July 2020.

Mr Nick Stebbing, an alternate Director of the Manager, was also a Director of the Company until his resignation on 1 July 2020. Mr David McNay, Director of the Manager, was also a Director of the Company until his resignation as Director of the Company on 21 December 2020.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**For the year ended 31 March 2021**

**12. Related parties continued**

Mr Ben Morgan, a Partner of the Company's Legal Adviser, was also a Director of the Company until his resignation on 1 July 2020.

The fees and expenses payable to the Manager are explained in note 4. The Directors fees are disclosed in note 4.

**13. Basic and diluted earnings per Participating share and Realisation share**

Basic and diluted earnings per Participating share has been calculated on a weighted average basis and is arrived at by dividing the profit for the financial year of £1,277,648 (31 March 2020: loss £56,965) by the weighted average number of Participating shares in issue, 2,745,543 (31 March 2020: 2,745,543).

Basic and diluted earnings per Realisation share has been calculated on a weighted average basis and is arrived at by dividing the profit for the financial year of £533,543 (31 March 2020: loss £115,909) by the weighted average number of Realisation shares in issue, 478,925 (31 March 2020: 994,005).

The Cell's diluted earnings per Participating share and Realisation share is the same as basic deficit per PRP share since the Cell has not issued any instruments that could potentially dilute earnings per PRP share in future years.

**14. Net Asset Value per Participating share and Realisation share**

The net asset value per Participating share is based on the net assets at 31 March 2021 attributable to the Continuation Portfolio of £5,326,954 (31 March 2020: £4,049,306) and on the year-end number of Participating shares in issue of 2,745,543 (31 March 2020: 2,745,543).

The net asset value per Realisation share is based on the net assets at 31 March 2021 attributable to the Realisation Portfolio of £1,037,766 (31 March 2020: £504,223) and on the year-end number of Participating shares in issue of 478,925 (31 March 2020: 478,925).

**15. Events after the end of the reporting period**

In April 2021 a distribution of £131,773 was receivable from Westbridge SME Fund LP. This was received 30 Sept 2021.

On 30 September 2021 a distribution of £81,992 was received from Westbridge SME Fund LP.

On 2 June 2021 a distribution of £1,179,814 was received from Westbridge II LP.

On 24 September 2021 the Directors declared a dividend of £1.635 million which was paid on 29 September 2021. In addition on 30 September 2021 a dividend of £298,000 was declared which was also paid on 30 September 2021. The £298,000 was represented by the £165,936 dividend declared in October 2020 and the £131,773 declared in April 2021.

There were no other material post year end events that require disclosure in these Financial Statements.

**WESTBRIDGE FUND, A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED****PORTFOLIO STATEMENT (unaudited)**

As at 31 March 2021

	<b>Holding</b>	<b>Market Value</b> £	<b>% of Net Asset Value</b> %
<b>Unlisted Investment</b>			
WestBridge SME Fund LP	6,935,294	1,793,970	28.19
WestBridge II LP	1,929,685	2,480,773	38.98
		<hr/>	<hr/>
		4,274,743	67.17
<b>Total Investments</b>			
Other Net Assets		2,089,977	32.83
		<hr/>	<hr/>
<b>Net Assets Attributable to Holders of Participating Redeemable Preference shares</b>		<b>6,364,720</b>	<b>100.00</b>

**WESTBRIDGE FUND, A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED**

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**SCHEDULE OF SIGNIFICANT PORTFOLIO CHANGES (unaudited)**  
**For the year ended 31 March 2021**

	<b>Nominal</b>	<b>Cost £</b>
<b>Purchases</b>		
WestBridge II LP	1,190,103	1,190,103
		<hr/>
<b>Total purchases in the year</b>		1,190,103
		<hr/>

The above transactions represent the Cell's only purchases during the year. There were no sales of investments during the year.