WESTBRIDGE FUND

A CELL OF GUERNSEY PORTFOLIOS PCC LIMITED

ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2022

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MANAGEMENT AND ADMINISTRATION

DIRECTORS OF GUERNSEY PORTFOLIOS PCC LIMITED

Michael Stimpson	(resigned 12 October 2021)
Mark Cleary	(resigned 12 October 2021)
Peter Edwards	(resigned 15 April 2021)
Lisa Haggarty	(resigned 12 October 2021)
John Donnelly	(appointed 12 October 2021)
Damien Fitzgerald	(appointed 12 October 2021)
Daniel Underwood	(appointed 12 October 2021)
Nicola Walker	(appointed 1 November 2021)
Peter Bruges	(appointed 21 January 2022)

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

ADMINISTRATOR, REGISTRAR, LISTING SPONSOR AND SECRETARY
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INDEPENDENT AUDITOR
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INVESTMENT MANAGER
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INVESTMENT ADVISER
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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 2022.

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, seven of these have been sold and WestBridge is now focused on maximising the value in the Fund's remaining portfolio company which it expects to sell over the next 18 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 71.6% 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 is pursuing 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 10 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. A seventh in January 2021, the £11m MBO of Channel3 consulting, a digital transformation consultancy focused on the health and care sectors. An eighth in March 2022, the £29.0m MBO of Smart Capital Technology Limited, a provider of 'Inventory-as-a-Service (IaaS) specializing in global inventory support and maintenance. Finally a ninth after the year end in June 2022, the £43m MBO of Techex, a software provider and systems architect specializing in mission critical broadcast IP technology.

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 portfolio companies have on the whole been performing well through the COVID-19 pandemic and are expected to continue to do so.

INVESTMENT MANAGER'S REPORT (continued)

M&A market
The M&A market has achieved a new normal as business owners re-evalute their plans having navigated the COVID-19 pandemic and as they face the challenges presented by higher interest rates and inflationary pressures. A number are seeking to de-risk their personal positions through a sale or partial sale of an interest in their businesses. These transactions typically involve businesses that are robust in the face of inflationary pressures and 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.

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 WestBridge with custody services provided by Mainspring, WestBridge's fund administrator, and the cell structure wound up. This restructure process is in progress and should be complete before the end of 2022. 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 cost. 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, 2022 totalled £2.9m (31 March 2021 outflow £1.19m); with £3.8m in net redemptions (31 March 2021: £nil net redemptions), the cash and cash equivalents balance decreased by £763k (31 March 2021 decreased: £1m).

Saltus Partners LLP

Date: 30 September 2022

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 2022.

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 10.

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. Following a change in policy by the cell's Custodian, the Cell became uneconomic and accordingly the Directors intend to wind up the Cell and transfer the underlying investments to a more cost effective investment structure. Please refer to page 2.

Results

The results for the year are set out in the Statement of Comprehensive Income on page 15.

Dividends

The Directors do not recommend the payment of a dividend for the year ended 31 March 2022 (31 March 2021: £nil). Please refer to note 8 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 September 2022 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 2022 as a result of the non going concern basis as the Cell will be wound up in an orderly manner, however, future costs up to the expected date of wind up of £54,708 have been provided for in these accounts.

On 24 February 2022 Russia invaded Ukraine. In response United Kingdom, Europe and United States of America imposed sanctions on certain Russian high net worth individuals and their companies. The board has considered this invasion and the sanctions along with the ongoing consequences of COVID-19 and other events and conditions and consider them to have no effect on the non going concern basis already adopted.

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 2021: no Director interests).

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.

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 and Guidance, 2021, 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 for the Cell were not reviewed subsequently due to the wind up of operations being in progress.

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.

Custodian's Report to the Shareholders

The Directors note the disclosure stated within the custodian report. Having considered this in detail, and following a review of the Licensees Conduct of Business Rules and Guidance, 2021 section 3.1 (3), the Directors disagree with the assessment by the custodian. This section relates to compliance procedures, which were established, maintained and made available to the Zedra team. The Directors are aware that desktop procedures were not supplied by Zedra Fund Managers (Guernsey) Limited to the custodian during their regulatory visit, but further note that these have now been made available. The supply of desktop procedures is not seen by the Directors as a requirement of Licensees Conduct of Business Rules and Guidance, 2021 section 3.1 (3).

NWalker

Directors
Date: 30 September 2022

CUSTODIAN'S REPORT TO THE SHAREHOLDERS

In our capacity as Custodian to the Company we confirm that, in our opinion, the Scheme has been managed during the year ended 31 March 2022, in line with the provisions of the principal documents of the Company and The Authorised Collective Investment Schemes (Class B) Rules, 2013 and The Authorised Collective Investment Schemes (Class B) Rules and Guidance, 2021. However, at the time of the custodian's regulatory visit, conducted during the reporting period, copies of the Operational Procedures could not be provided, thereby breaching the Licensees Conduct of Business Rules and Guidance,2021 section 3.1 (3). Subsequent to the visit copies are now available for inspection and the custodian will request samples for review in order to close out its open findings.

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Date: 30 September 2022

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

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 2022 and of its profit 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 2022 which comprise the Statement of Comprehensive Income, Statement of Changes in Net Assets Attributable to Holders of Participating Redeemable Preference Shares, Statement of Financial Position, 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. Our audit opinion is consistent with the additional report to the audit committee.

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.

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 close the Cell and wind up operations. 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.

Overview

Key audit matters (2022 & 2021)	Valuation and Ownership of investments
Materiality	*Cell financial statements as a whole* £76,000 (2021: £112,000) based on 1.75% (2021: 1.75%) of total assets.

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
Valuation and Ownership of Investments (Note 2, 5 and 6)	The investment portfolio at 31 March 2022 comprised unlisted Investments in Limited Partnerships. We focused on the valuation and ownership 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. Furthermore, as all of the portfolio is unlisted, the availability of external evidence regarding pricing and valuation is limited. 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.	Due to the nature of these investments we performed the following: • Reconciled the Cell's recorded investment valuations to the capital statements and net asset value of the investments per the investments' latest audited financial statements. • Obtained the latest audited financial statements of the unlisted investments and ascertained whether the underlying investments are being carried at fair value and thus resulting net asset value would be representative of fair value. Also, considered if any indication that net asset value is not an appropriate proxy for fair value. • In consideration of ownership of all investments held at year end, we obtained an independent custodian confirmation and checked whether this was consistent with disclosures in the financial statements. Key observations: Based on the procedures performed we did not identify any matters to indicate that the ownership and valuation of investments are inappropriate.

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:

	Group financial statements	
	2022 £	2021 £
Materiality	76,000	112,000
Basis for determining materiality	1.75% of total assets	1.75% of total assets
Rationale for the benchmark applied	We considered total assets to be the most appropriate benchmark due to the Cell being an investment fund.	
Performance materiality	57,000	84,000
Basis for determining performance materiality	75% of materiality This was determined using our professional judgement and took into account the complexity of the Cell and our long-standing knowledge of the engagement together with a history of minimal errors and 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 £7,600 (2021: £11,200). We further applied a performance materiality level of 75% (2021:75%) of specific materiality to ensure that the risk of errors exceeding specific materiality was appropriately mitigated

Reporting threshold

We agreed with the Audit Committee that we would report to them all individual audit differences in excess of £3,800 (2021: £5,600). 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.

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.

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;
- We considered the qualification of the custodian on page 8 which notes that there has been a breach of section 3.1 (3) of the Licensees Conduct of Business Rules and Guidance, 2021. We have considered the directors response contained within the directors' report. We obtained relevant information surrounding the breach, the remedies put in place already and considered relevance and the impact on the financial statements;
- Recalculating investment income and realised and unrealised gains and losses; and
- Reconciled the Cell's recorded investment valuations to capital statements and 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.

The engagement director on the audit resulting in this independent auditor's opinion is Simon Hodgson.

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: 30 September 2022

STATEMENT OF COMPREHENSIVE INCOME
For the year ended 31 March 2022

	Notes	**1 April 2021 to 31 March 2022 £**	**1 April 2020 to 31 March 2021 £**
Net capital gain on investments at fair value through profit or loss	6	1,825,446	1,512,176
Income			
Investment income		-	457,460
Total net income		1,825,446	1,969,636
Operating expenses			
Management fee	4	(50,000)	(49,555)
Administration fee	4	(12,500)	(19,128)
Custodian fee	4	(4,000)	(4,000)
Directors' fees	4	(30,000)	(24,457)
Wind up expenses		(17,060)	(37,648)
Other operating expenses		(15,547)	(23,657)
Total operating expenses		(129,107)	(158,445)
Income for the financial year		**1,696,339**	**1,811,191**
Other comprehensive income		-	-
Total comprehensive income		**1,696,339**	**1,811,191**
Basic and diluted earnings per Participating Share	14	£0.50	£0.47
Basic and diluted earnings per Realisation Share	14	£1.29	£1.11

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 Statements.

STATEMENT OF CHANGES IN NET ASSETS ATTRIBUTABLE TO HOLDERS OF PARTICIPATING REDEEMABLE PREFERENCE SHARES
For the year ended 31 March 2022

	Notes	1 April 2021 to 31 March 2022 £	1 April 2020 to 31 March 2021 £
At 1 April		**6,364,720**	**4,553,529**
Income for the financial year		1,696,339	1,811,191
Other comprehensive income		-	-
Total comprehensive income for the year		**1,696,339**	**1,811,191**
Transactions with holders of Participating Redeemable Preference shares			
Share redemptions	10	(3,803,000)	-
Total transactions with holders of Participating Redeemable Preference shares		**(3,803,000)**	**-**
At 31 March		**4,258,059**	**6,364,720**

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

STATEMENT OF FINANCIAL POSITION
As at 31 March 2022

	Notes	**31 March 2022 £**	**31 March 2021 £**
Assets			
Investments at fair value through profit or loss	6	3,183,961	4,274,743
Other receivables and prepayments		422	178,854
Cash and cash equivalents		1,211,326	1,974,855
Total Assets		4,395,709	6,428,452
Liabilities			
Trade and other payables	7	137,650	63,732
Net Assets		**4,258,059**	**6,364,720**
Equity			
Share capital	10	-	-
Share premium	10	(2,056,000)	1,747,000
Retained earnings	10	6,314,059	4,617,720
Total Equity		**4,258,059**	**6,364,720**
Participating Redeemable Preference Continuation shares in issue	10	1,529,049	2,745,543
Participating Redeemable Preference Realisation shares in issue	10	67,853	478,925
Net asset value Continuation Portfolio per Participating Share	15	£2.54	£1.94
Net asset value Realisation Portfolio per Realisation Shares	15	£5.50	£2.17

The Financial Statements on pages 15 to 34 were approved by the Board of Directors and authorised for issue on 30 September 2022.

Directors

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

STATEMENT OF CASH FLOWS
For the year ended 31 March 2022

	Notes	**1 April 2021 to 31 March 2022 £**	**1 April 2020 to 31 March 2021 £**
Cash flows from operating activities			
Income for the financial year		1,696,339	1,811,191
Adjustment for:			
Net change in unrealised gain on investments	6	(1,825,446)	(1,512,176)
		(129,107)	299,015
Changes in working capital:			
Movement in trade and other payables		73,918	42,863
Movement in other receivables and prepayments		178,432	(161,642)
Net cash inflow from operating activities		**123,243**	**180,236**
Cash flows from investing activities			
Purchase of investments		(577,903)	(1,190,103)
Distributions received		3,494,131	-
Net cash inflow/(outflow) from investing activities		**2,916,228**	**(1,190,103)**
Cash flows from financing activities			
Redemption of Participating Redeemable Preference shares	10	(3,803,000)	-
Net cash outflow from financing activities		**(3,803,000)**	**-**
Net movement in cash and cash equivalents		(763,529)	(1,009,867)
Cash and cash equivalents as at start of year		1,974,855	2,984,722
Cash and cash equivalents as at end of year		**1,211,326**	**1,974,855**

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

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2022

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, 2020 and The Authorised Collective Investment Schemes (Class B) Rules and Guidance, 2021. As at 31 March 2022, the Company had three (31 March 2021: three) 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 10.

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 September 2022 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 2022 as a result of the non going concern basis as the Cell will be wound up in an orderly manner, however, future costs up to the expected date of wind up of £54,708 have been provided for in these accounts.

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended 31 March 2022

2. Principal Accounting Policies (continued)

Going Concern (continued)

On 24 February 2022 Russia invaded Ukraine. In response United Kingdom, Europe and United States of America imposed sanctions on certain Russian high net worth individuals and their companies. The board has considered this invasion and the sanctions along with the ongoing consequences of COVID-19 and other events and conditions and consider them to have no effect on the non going concern basis already adopted.

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 2022

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.

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 2022

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 2022

2. Principal Accounting Policies (continued)

Expenses payable by the Participating Shares

Expenses
Expenses are recognised 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 2022

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.

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 £50,000 (31 March 2021: £49,555) of which £37,500 (31 March 2021: £12,500 prepaid) was outstanding 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 £12,800 per annum (31 March 2021: minimum fee of £12,800 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 £12,500 (31 March 2021: £19,128, £9,753 of which related to Praxis, the former administrator) of which £3,125 (31 March 2021: £3,125) was outstanding as at 31 March 2022.

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 2021: £4,000) of which £2,000 (31 March 2021: £1,000) was outstanding as at 31 March 2022.

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended 31 March 2022

4. Significant Fee Arrangements (continued)

Directors' Fees
The Directors of the Company were entitled to remuneration from the Company as follows:

Nicola Walker	£15,000 per annum	(appointed 1 November 2021)
Peter Bruges	£15,000 per annum	(appointed 21 January 2022)

Damien Fitzgerald and John Donnelly are both directors and employees of the Administrator.

The provision of directors to Guernsey Portfolios PCC Limited is provided by Zedra Fund Managers (Guernsey) Limited. GPPCC pays £77,500 per annum to the Administrator for the provision of Director services. This fee is apportioned equally between the cells and is payable out of the assets of each cell. From 1 October 2021 the GPPCC was to pay £20,000 per annum to the Administrator for the provision of Director services. An additional one off fee of £20,000 was charged to the Cell in respect of the period 1 October 2021 to 30 September 2022.

Daniel Underwood waived his Director’s fee as he is a member of the Investment Manager. Mr Michael Stimpson and Mrs Lisa Haggarty, Directors of the Manager, also waived their Director’s fees until their resignation on 12 October 2021.

During the year, the Directors were due total Directors fees of £30,000 (31 March 2021: £24,457) from this Cell of which £15,417 (31 March 2021: £6,458) was outstanding as at 31 March 2022.

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 2022 £	**31 March 2021 £**
Financial assets		
Fair value through profit or loss:		
- Investments	3,183,961	4,274,743
Amortised cost:		
- Cash and cash equivalents	1,211,326	1,974,855
Total financial assets	4,395,287	6,249,598
Financial liabilities		
Amortised cost:		
- Trade and other payables	137,650	63,732
Total financial liabilities	137,650	63,732

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended 31 March 2022

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:

31 March 2022	**Level 1** **£**	**Level 2** **£**	**Level 3** **£**	**Total** **£**
Fair value through profit or loss				
- Investments	-	-	3,183,961	3,183,961

31 March 2021	**Level 1** **£**	**Level 2** **£**	**Level 3** **£**	**Total** **£**
Fair value through profit or loss				
- Investments	-	-	4,274,743	4,274,743

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:

	1 April 2021 to 31 March 2022 **£**	**1 April 2020 to 31 March 2021** **£**
Opening balance	4,274,743	1,572,464
Purchases	577,903	1,190,103
Distributions	(3,494,131)	-
Net gains on investments at fair value through profit or loss	1,825,446	1,512,176
	3,183,961	4,274,743

The fair value of the level 3 investments 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 10. The Cell does not have any externally imposed capital requirements. As at 31 March 2022, the Cell had capital of £4,258,059 (31 March 2021: £6,364,720).

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.

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended 31 March 2022

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 2022 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 £795,990 (31 March 2021: £1,068,686). 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 £795,990 (31 March 2021: £1,068,686). 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
31 March 2022	**£**	**£**	**£**
Financial assets			
Investment at fair value through profit or loss	-	3,183,961	3,183,961
Cash and cash equivalents	1,211,326	-	1,211,326
Total financial assets	1,211,326	3,183,961	4,395,287
Financial liabilities measured at amortised cost			
Trade and other payables	-	137,650	137,650
Total financial liabilities	-		
Total interest sensitivity gap	1,211,326	3,046,311	4,257,637

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended 31 March 2022

5. Financial risk management and financial instruments (continued)

Market risk (continued)

(d) Interest rate risk (continued)

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

As at 31 March 2022, should interest rates have lowered by 50 basis points (31 March 2021: 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 £6,056 (31 March 2021: £4,937). If interest rates had risen by 50 basis points (31 March 2021: 25 basis points), the increase in net assets attributable to holders of PRP shares would be £6,056 (31 March 2021: £4,937).

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 2022	31 March 2021
	£	**£**
Cash and cash equivalents	1,211,326	1,974,855
Total	1,211,326	1,974,855

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 2022 and 31 March 2021, 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 2021: 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.

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended 31 March 2022

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 had 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 were to be permitted to redeem their shares in the ordinary course subject to the provisions of the Supplemental Scheme Particulars and the Articles. Whilst the Lock-up Period was not due to expire until November 2022, based on the recommendation of the Investment Adviser, distributions of surplus cash effected by the redemption of Participating Shares were completed on 30 September 2021 and 30 March 2022.

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 £	6 –9 months £	Total £
At 31 March 2022				
Trade and other payables	-	82,942	54,708	137,650
Total financial liabilities	-	82,942	54,708	137,650

	Less than 1 Month £	1 – 3 months £	6 – 9 months £	Total £
At 31 March 2021				
Trade and other payables	-	63,732	-	63,732
Total financial liabilities	-	63,732	-	63,732

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

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended 31 March 2022

6. Investments at fair value through profit or loss

	31 March 2022 £	31 March 2021 £
Unlisted investments	3,183,961	4,274,743
Total investments at fair value through profit or loss	3,183,961	4,274,743

	31 March 2022 £	31 March 2021 £
Unrealised (losses)/gains	(1,461,660)	1,512,176
Realised gains	3,287,106	-
Net capital gain on investments at fair value through profit or loss	1,825,446	1,512,176

7. Trade and other payables

	31 March 2022 £	31 March 2021 £
Wind up costs	54,708	37,648
Management fee	37,500	-
Due to related party	16,150	-
Directors fees	11,667	6,459
Audit fee	10,000	13,000
Other payables	7,625	6,625
Total trade and other payables	137,650	63,732

8. 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 2022 (31 March 2021: £nil).

9. Taxation

The Company is exempt from Guernsey income tax and is charged an annual exemption fee of £1,200 (31 March 2021: £1,200) which is allocated between each cell.

10. 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.

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended 31 March 2022

10. Share capital (continued)

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.

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
Share Premium	**£**	**£**	**£**	**£**
At 1 April 2021	-	1,945,876	(198,876)	1,747,000
Redemptions during the year	-	(2,584,214)	(1,218,786)	(3,803,000)
At 31 March 2022	-	(638,338)	(1,417,662)	(2,056,000)

Number of Shares	PRP Shares	Participating Shares	Realisation Shares	Total
At 1 April 2021	-	2,745,543	478,925	3,224,468
Redemptions during the year	-	(1,216,494)	(411,072)	(1,627,566)
At 31 March 2022	-	1,529,049	67,853	1,596,902

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

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

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended 31 March 2022

10. 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.

11. 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 £
31 March 2022			
WestBridge SME Fund LP	7,021,832	6,935,294	86,538
WestBridge II LP	3,500,000	2,507,589	992,411
	10,521,832	9,442,883	1,078,949
31 March 2021			
WestBridge SME Fund LP	7,021,832	6,935,294	86,538
WestBridge II LP	3,500,000	1,929,686	1,570,314
	10,521,832	8,864,980	1,656,852

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 2022 and 31 March 2021.

12. 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.

13. Related parties

Mr Michael Stimpson and Mrs Lisa Haggarty, Directors of the Manager, were also Directors of the Company until their resignation as Directors of the Company on 12 October 2021. Mrs Nicola Walker, Director of the Company, is also a Director of the Manager since her appointment on 18 November 2021.

Mr Damien Fitzgerald and Mr John Donnelly, Directors of the Company, are also Directors of the Administrator and the Manager. Mr Daniel Underwood, Director of the Company, is also a Partner of the Investment Manager and a director of the Manager.

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

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended 31 March 2022

14. 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 £1,142,314 (31 March 2021: £1,277,648) by the weighted average number of Participating shares in issue, 2,305,372 (31 March 2021: 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 £554,025 (31 March 2021: £533,543) by the weighted average number of Realisation shares in issue, 430,217 (31 March 2021: 478,925).

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.

15. 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 2022 attributable to the Continuation Portfolio of £3,885,054 (31 March 2021: £5,326,954) and on the year-end number of Participating shares in issue of 1,529,049 (31 March 2021: 2,745,543).

The net asset value per Realisation share is based on the net assets at 31 March 2022 attributable to the Realisation Portfolio of £373,005 (31 March 2021: £1,037,766) and on the year-end number of Participating shares in issue of 67,853 (31 March 2021: 478,925).

16. Events after the end of the reporting period

On 25 May 2022 a further capital call of £689,368 was paid to WestBridge II LP.

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

PORTFOLIO STATEMENT (unaudited)

As at 31 March 2022

	Holding	Market Value	% of Net Asset Value
		£	%
Unlisted Investment			
WestBridge SME Fund LP	6,935,294	513,680	12.06
WestBridge II LP	2,507,589	2,670,281	62.71
		3,183,961	74.77
Total Investments			
Other Net Assets		1,074,098	25.23
Net Assets Attributable to Holders of Participating Redeemable Preference shares		**4,258,059**	**100.00**

SCHEDULE OF SIGNIFICANT PORTFOLIO CHANGES (unaudited)
For the year ended 31 March 2022

Purchases	**Nominal**	**Cost £**
WestBridge II LP	577,903	577,903
Total purchases in the year		577,903

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