

JAIPUR INDIA GROWTH FUND

ABN 47 315 963 853

FINANCIAL REPORT FOR THE YEAR ENDED 30 JUNE 2023

The Directors of the Trustee, Vasco Fund Services Pty Limited present their report on the Jaipur India Growth Fund ('the Fund') for the year ended 30 June 2023.

1. Directors

The names of Directors of the Trustee in office at any time during the financial year were:

Craig Mathew Dunstan

Fiona Jean Dunstan

2. Principal Activities

The principal activities of the Fund are to provide investment exposure to Indian equity funds.

The Fund is a sub-fund of the Jaipur AM Master Fund.

The Jaipur India Growth Fund was established on 1 March 2016.

3. Operating Results

The loss attributable to unitholders of the Fund for the financial year ending 30 June 2023 was (\$1,741,651) (2022: \$68,321).

4. Review of Operations

As at 30 June 2023, the Fund has 591,500 units (2022: 2,240,737) on issue.

During the financial year 16,241 units have been issued and 1,665,478 units were redeemed.

As at 30 June 2023 the Fund's investments were comprised of the following:

Investment	Units Issued	Value (USD)	Value (AUD)
UTI India Dynamic Equity Fund (UTI)	8,206	165,674	248,611
SBI Resurgent India Opportunities Fund (SBI)	64,902	194,057	291,202
India Frontline Equity Class C (IF4)	1,338	203,261	305,013
Total	74,446	562,992	844,826

As at 30 June 2022 the Fund's investments were comprised of the following:

Investment	Units Issued	Value (USD)	Value (AUD)
UTI India Dynamic Equity Fund (UTI)	77,915	1,392,690	2,017,807
SBI Resurgent India Opportunities Fund (SBI)	644,902	1,483,275	2,149,050
India Frontline Equity Class C (IF4)	1,247	166,929	241,856
Total	724,064	3,042,894	4,408,713

The USD/AUD currency conversion rate of 0.6664 has been taken from RBA FX Online: https://www.rba.gov.au/statistics/frequency/exchange-rates.html

4. Review of Operations (continued)

Income distributed by the three underlying funds will be as follows:

- UTI: The Prospectus states dividends will be declared on the last business day in January and July each year or on such other date as may be determined by the Directors or such other frequency as the Directors consider appropriate. No dividend has been declared since inception.
- SBI: The Fund does not intend to make any dividend distributions except in certain exceptional circumstances as the Board may, in its discretion, decide otherwise.
- o IF4: The Directors may, in their discretion and subject to profits being available for distribution, in consultation with the Investment Manager, declare dividends on any Distributing Share Class. Dividends are expected to be declared on 1 January, 1 April 1 July and 1 October each year or on such additional dates as may be determined by the Directors in consultation with the Investment Manager and as notified to Shareholders.

Jaipur Asset Management Pty Ltd resigned as investment manager on March 31 2023, with the Trustee assuming investment management responsibilities.

5. Review of Performance

Unit Class	2023	2022
	% p.a.	% p.a.
Ordinary units	21.79	(1.32)

Performance includes distributions declared during the year.

6. Unit Redemption Prices

Unit redemption prices (quoted ex-distribution and exclusive of exit fees) are shown as follows:

	2023	2022
	\$	\$
At 30 June	1.3861	1.9611
High during year	2.6281	2.3807
Low during year	1.3523	1.9611

The availability and timing of redemptions is subject to the terms of the Fund's Constitution. Further fees may apply upon redemption.

7. Applications Held

As at 30 June 2023, there were no pending applications.

8. Distributions Paid or Recommended

In accordance with the Constitution of the Fund, distributions are payable on an annual basis as at 30 June each year and paid within 60 business days.

Distributions from the Fund are not guaranteed and neither is the return of investors' capital.

The total distributions declared for the financial year were \$2,255,019 (2022: \$nil).

There is no distribution payable for the period to 30 June 2023:

9. Redemption Arrangements

As detailed in the Fund's Constitution, the Trustee is not under any obligation to buy back, purchase or redeem units from unitholders. No units were redeemed by the Trustee during the reporting period.

Redemptions are subject to available liquidity. The proceeds of redemption requests will generally be available within 30 Business Days.

10. Options

No options over issued units or interests in the Fund were granted during or since the end of the financial year and there were no options outstanding at the date of this report. The Directors and executives of the Trustee hold no options over interests in the Fund.

11. Proceedings on Behalf of the Fund

No person has applied to the court for leave to bring proceedings on behalf of the Fund, or to intervene in any proceedings to which the Fund is a party, for the purpose of taking responsibility on behalf of the Fund for all or any part of their proceedings.

12. Value of Scheme Assets

The gross asset value of the Fund's assets at the end of the financial year was \$852,774 (2022: \$4,415,712). The net asset value at the end of the financial year was \$819,900 (2022: \$4,394,297).

13. Significant Changes in State of Affairs

Apart from those matters referred to in the previous sections of this Report, there have been no other significant changes to the state of affairs of the Fund during the financial year.

14. After Balance Date Events

No matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Fund, the results of those operations, or the state of affairs of the Fund in future financial years other than as disclosed in this report.

15. Future Developments

There are no future developments to report on which are not otherwise disclosed in this report.

16. Indemnifying Officers or Auditor

During or since the end of the financial year, the Trustee has paid insurance premiums to insure each of the aforementioned Directors as well as officers of the Trustee against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in the capacity of the Trustee, other than conduct involving a willful breach of duty in relation to the Trustee.

The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

The Trustee has not otherwise, during or since the end of the financial year indemnified or agreed to indemnify an officer or auditor of the Trustee or of any related body corporate against a liability incurred as such an officer or auditor.

17. Fees, Commissions or Other Charges by the Trustee or Related Parties

No fees were charged to the Fund. Trustee and administration fees were paid by the Investment Manager of the Jaipur India Growth Fund.

18. Units held by the Trustee, Investment Manager or Related Parties

As at 30 June 2023, Vasco Trustees Limited in its capacity as trustee of Jaipur AM Master Fund held 591,500 units (2022: 2,240,737) in the Fund. Vasco Trustees Limited is the sole investor in the Fund. Vasco Trustees Limited is a related party to the Trustee of the Fund.

19. Interests in the Fund

The movement of units on issue in the Fund during the year is set out in Note 14 to the financial statements.

The value of the Fund's assets and liabilities is disclosed on the Statement of Financial Position and derived using the basis set out in Note 1 to the financial statements.

20. Rounding of Amounts

The Fund is of a kind referred to in the *Australian Securities and Investments Commission's Corporations (Rounding in Financial / Directors' Reports) Instrument 2016/191.* Consequently, amounts in the financial statements have been rounded to the nearest dollar in accordance with that legislative instrument, or in certain cases, the nearest thousand dollars.

21. Environmental Issues

The operations of the Fund are not subject to any particular or significant environmental regulations under a law of the Commonwealth or of a State or Territory in Australia.

Signed in accordance with a resolution of the Board of Directors of Vasco Fund Services Pty Limited by:

Craig Dunstan

Director

Date: 5th October 2023

Craig Dunstan

JAIPUR INDIA GROWTH FUND STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2023

	Notes	2023 \$	2022 \$
Revenue and other income		Þ	Ф
Bank interest	2	1,584	6
Realised gain on investment	_	2,256,125	-
Realised gain on forex	5	51,181	80
Net (losses) on financial instruments at fair value through profit or loss	6	(1,791,120)	(67,792)
Total revenue and other income	_	517,770	(67,706)
Expenses			
Distribution expenses	7 (a)	2,255,019	-
Other expenses	7 (b)	4,402	616
Total expenses	_	2,259,421	616
(Loss) attributed to unitholders		(1,741,651)	(68,321)
Other comprehensive income			
Forex Unrealised gain	8	757	1,175
Total other comprehensive income	<u> </u>	757	1,175
Total comprehensive (loss) for the year attributable to unitholders net of distributions	_	(1,740,894)	(67,147)

JAIPUR INDIA GROWTH FUND STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2023

	Notes	2023	2022
		\$	\$
Current assets			
Cash and cash equivalents	9	7,427	6,999
Sundry debtor	10	521	-
Total current assets		7,948	6,999
Non-current assets			
Investment assets	11	844,826	4,408,713
Total non-current assets		844,826	4,408,713
Total assets	<u> </u>	852,774	4,415,712
Liabilities			
Fund rebate payable	12	29,448	21,415
Other expenses payable	13	3,426	-
Total liabilities		32,874	21,415
Net assets		819,900	4,394,297
Represented by:			
Issued units	14 (a)	884,123	2,580,608
Undistributed profit/(loss) attributable to unitholders	14 (b)	(64,223)	1,813,689
Net assets attributable to unitholders	<u> </u>	819,900	4,394,297

JAIPUR INDIA GROWTH FUND STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2023

Under Australian Accounting Standards, net assets attributable to unitholders are classified as a liability rather than equity. As a result, there was no equity at the start or the end of the financial year.

JAIPUR INDIA GROWTH FUND STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2023

	Notes	2023 \$	2022 \$
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Cash flows from operating activities			
Bank interest		1,584	6
Bank charges		(610)	-
Administration expenses		(566)	(616)
Gain on foreign exchange		757	1,256
Net cash provided by operating activities	-	1,166	646
Cash flows from investing activities			
Payment for the purchase investment assets		(20,518)	(140,615)
Proceeds from the sale of investment assets		4,108,301	-
Net cash (used in) / provided by investing activities	-	4,087,783	(140,615)
Cash flows from financing activities			
Proceeds from issue of units		30,000	105,000
Redemption of units and distribution payments		(4,118,522)	-
Net cash provided by / (used in) financing activities	-	(4,088,522)	105,000
Net (decrease) in cash and cash equivalents		428	(34,969)
Cash and cash equivalents at the beginning of year		6,999	41,968
Cash and cash equivalents at the end of year	9	7,427	6,999

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

Reporting Entity

The financial report is for the Jaipur India Growth Fund ('the Fund'). The Fund is an unregistered managed investment scheme established and domiciled in Australia. The Trustee of the Fund is Vasco Fund Services Pty Limited.

Basis of Preparation

(a) Statement of compliance

The Fund has elected to adopt the Australian Accounting Standards – Reduced Disclosure Requirements (established by AASB 1053 *Application of Tiers of Australian Accounting*).

These financial statements are general purpose financial statements that have been prepared in accordance with Australian Accounting Standards – Reduced Disclosure Requirements and the *Corporations Act 2001*. Jaipur India Growth Fund is a for-profit entity for the purpose of preparing the financial statements.

The financial statements were approved by the Board of Directors of the Trustee on 5th October 2023.

(b) Basis of measurement

The financial report is prepared on the historical cost basis except for the following material items in the Statement of Financial Position:

Investment assets are measured at fair value.

(c) Functional and presentation currency

These financial statements are presented in Australian dollars, which is the Fund's functional currency.

(d) Use of estimates and judgements

The preparation of financial statements requires the Directors of the Trustee to undertake a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Significant accounting policies

(a) Financial instruments

Financial assets and financial liabilities are recognised on the Fund's Statement of Financial Position when the Fund becomes a party to the contractual provisions of the instrument.

(i) Measurement

Financial assets and financial liabilities are held at fair value through profit or loss.

Under this approach, financial assets and financial liabilities are generally measured initially at fair value excluding any transaction costs that are directly attributable to acquisition.

Subsequent to initial recognition, all financial instruments are measured at fair value with changes in their fair value recognised in the statement of comprehensive income.

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Measurement (continued)

Fair value in an active market

The fair value of financial assets and liabilities traded in active markets are based on their quoted market prices at the reporting date without any deduction for estimated future selling costs. Financial assets are priced at current bid prices on the reporting date, while financial liabilities are priced at current offer prices.

Fair value in an inactive or unquoted market

The fair values of financial assets and liabilities that are not traded in an active market are determined through the valuation policy identified in the Information Memorandum for the Fund.

(ii) Categorisation

The Fund's investments are categorised as follows:

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

Financial liabilities and equity

Financial liabilities and equity instruments issued by the Fund are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument. The accounting policies adopted for specific financial liabilities and equity instruments are set out below:

Issued units

The Fund issues units which have a limited life under the Fund's Constitution and are classified as equity in accordance with AASB 132 Financial Instruments: Presentation.

Where the Fund buys back any of its units from unitholders, the consideration paid, including any directly attributable incremental costs are recognised as a reduction in equity attributable to the Fund's unitholders.

(b) Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of expense. Receivables and payables in the statement of financial position are shown inclusive of GST, and accruals are shown exclusive of GST.

(c) Income tax

Under current legislation, the Fund is not liable for income tax provided its taxable income is fully distributed to unitholders.

(d) Critical judgements and significant accounting estimates

The preparation of financial statements requires the Directors of the Trustee to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Foreign Exchange

Items included in the financial records are measured using the currency of the primary economic environment in which the entity operates (functional currency). The financial statements are presented in Australian dollars, which is the presentation currency of the Fund.

The financial position and performance of foreign operations with a functional currency other than Australian dollars are translated into the presentation currency, using the exchange rate prevailing at the dates of the report from ANZ Bank (Source: ANZ FX Online: https://markets.online.anz.com) (US\$1 equals AU\$0.6909). The assets, liabilities and equity items are translated using reporting date exchange rates.

(f) New accounting standards and interpretations

There are no standards, interpretations or amendments to existing standards that are effective for the first time for the financial year beginning 1 July 2022 that have a material impact on the amounts recognised in the prior periods or will affect the current or future periods.

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 January 2023, and have not been early adopted in preparing these financial statements. None of these are expected to have a material effect on the financial statements of the Fund.

NOTE 2: REVENUE

The Funds revenue may be analysed under the following categories

	2023	2022
	\$	\$
Bank interest	1,584	6
	1,584	6

Cash on deposit is held in a Macquarie Bank cash management account (AUD).

NOTE 3: INVESTMENT MANAGER FEES

In accordance with the Information Memorandum of the Fund, no investment management fees are payable at the sub-fund level.

NOTE 4: TRUSTEE AND ADMINISTRATION FEES

In accordance with the Constitution of the Fund, Vasco Fund Services Pty Limited as the Trustee is entitled to receive a fee of \$10,000 (plus GST) per annum. This fee is payable by the Investment Manager.

In accordance with the Constitution of the Fund, the Administration Manager is entitled to an administration fee of between \$15,000 - \$25,000 (plus GST) per annum based on the number of unit holders and gross asset value of the Fund and is subject to an annual increase in line with the consumer price index each year. The fee is payable by the Investment Manager, in arrears, in 12 equal instalments within 5 business days of the last day of each calendar month.

NOTE 5: REALISED GAIN/LOSS ON INVESTMENT

During the financial year, \$51,181 (2022: \$80) was realised on forex transactions.

NOTE 6: NET GAINS ON FINANCIAL INSTRUMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

The Fund's net unrealised gain on financial instruments at fair value through profit or loss comprised of:

	2023	2022
	\$	\$
Revaluation in UTI	(803,642)	(148,247)
Revaluation in SBI	(1,030,440)	75,806
Revaluation in IF4	42,962	4,649
	(1,791,120)	(67,792)
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NOTE 7: EXPENSES

a) Distribution expenses

	2023	2022
	\$	\$
Distribution expenses	2,255,019	-
	2,255,019	-
b) Other expenses		
	2023	2022
	\$	\$
Tax return fees	3,115	-
Bank charges	609	616
GST expense	163	-
APIR fee	480	-
Other admin expenses	35	-
	4,402	616

NOTE 8: OTHER COMPREHENSIVE INCOME

As at 30 June 2023 the Fund has \$757 (2022: \$1,175) forex unrealised gain in other comprehensive income.

NOTE 9: CASH AND CASH EQUIVALENTS

	2023	2022
	\$	\$
Macquarie Bank - AUD	4,629	5,099
ANZ Bank - AUD	146	1,488
ANZ Bank - USD	2,652	412
	7,427	6,999
NOTE 10: SUNDRY DEBTORS		
	2023	2022
	\$	\$
Sundry Debtor	322	-
Reduced input tax credit receivable	199	-
	521	

NOTE 11: INVESTMENT ASSETS

	2023	2022
	\$	\$
UTI India Dynamic Equity Fund USD Institution (UTI)	248,611	2,017,807
SBI Resurgent India Opportunities Fund (SBI)	291,202	2,149,050
India Frontline Equity Class C (IF4)	305,013	241,856
	844,826	4,408,713
NOTE 12: FUND REBATE PAYABLE	2022	2022
	2023 \$	2022 \$
Fund rebate payable	29,448	21,415
	29,448	21,415

Based on the agreement between the previous Investment Manager of Jaipur India Growth Fund and UTI, the commission rebate payable to the Investment Manager is to take the form of additional units issued from UTI to the Fund. The Fund has a liability to pay the commission rebate to the Investment Manager of Jaipur India Growth Fund.

Jaipur Asset Management Pty Ltd resigned as investment manager on March 31 2023, with the Trustee assuming investment management responsibilities.

NOTE 13: OTHER FUND EXPENSES PAYABLE

	2023	2022
	\$	\$
Provision for tax return preparation fee	3,115	-
Other accrued fees	311	-
	3,426	-

NOTE 14: NET ASSETS ATTRIBUTABLE TO UNITHOLDERS

(a) Issued units

	2023 Units	2023 \$	2022 Units	2022 \$
Opening balance	2,240,737	2,580,608	2,192,067	2,475,607
Units issued – applications	16,241	30,000	48,670	105,001
Redemptions	(1,665,478)	(1,726,485)		
Closing balance	591,500	884,123	2,240,737	2,580,608

As stipulated in the Fund's Constitution, each unit represents a right to an individual unit in the Fund and does not extend to a right to the underlying assets of the Fund.

NOTE 14: NET ASSETS ATTRIBUTABLE TO UNITHOLDERS (continued)

(b) Undistributed profit/(loss) attributable to unitholders

	2023	2022
	\$	\$
Opening balance	1,813,689	1,880,836
Net operating profit/ (loss) attributable to unitholders	(1,740,894)	(67,147)
Redemption premium	(137,018)	-
Closing balance	(64,223)	1,813,689

Withholding taxes applicable to the distribution payable during the 2023 financial year were nil.

(c) Capital management

The Fund regards total equity as capital. The objective of the Fund is to provide unitholders with capital growth. The Fund offers an opportunity for Australian investors to invest in a fund whose profits are derived from underlying investments based in India.

The Fund aims to invest to meet the Fund's investment objectives while maintaining sufficient liquidity to meet its commitments, including unitholder redemptions. The Investment Manager regularly reviews the performance of the Fund, including asset allocation strategies, investment and risk management.

NOTE 15: RELATED PARTY TRANSACTIONS

The Fund's related parties include those described below.

Unless otherwise stated, none of the transactions incorporate special terms and conditions and no guarantees were given or received. Outstanding balances are usually settled in cash.

(a) Trustee

The Trustee of the Fund is Vasco Fund Services Pty Limited. Trustee fees are payable by the Investment Manager of Jaipur India Growth Fund.

(b) Investment Manager

Jaipur Asset Management Pty Ltd resigned as Investment Manager on March 31, 2023. No investment management fees are payable at the sub-fund level.

(c) Administration Manager

The Administration Manager of the Fund is Vasco Fund Services Pty Limited. Administration fees are payable by the Investment Manager of Jaipur India Growth Fund.

NOTE 15: RELATED PARTY TRANSACTIONS (continued)

(d) Key management personnel

The Fund does not employ personnel in its own right. However, it has an incorporated Trustee, Vasco Fund Services Pty Limited, to manage the activities of the Fund. The Directors of the Trustee are key management personnel of those respective entities. No compensation is paid directly by the Fund to Directors or to any of the key management personnel of the Trustee. Payments made by the Fund to the Trustee do not specifically include any amounts attributable to the compensation of key management personnel.

NOTE 16: CONTINGENT LIABILITIES

There are no contingent liabilities at the end of the period.

NOTE 17: EVENTS SUBSEQUENT TO REPORTING DATE

As at the date of this report, there have been no events subsequent to the reporting date that require additional disclosure.

NOTE 18: FINANCIAL RISK MANAGEMENT

(a) Liquidity risk

Liquidity risk is the risk that the Fund may not be able to generate sufficient cash resources to settle its obligations in full as they fall due or can only do so on terms that are materially disadvantageous.

The Fund holds investments in equity funds which are not considered to be assets that are readily realisable.

In order to address this risk, the Trustee retains broad discretion to restrict distributions, withdrawals and/or redemptions.

(b) Foreign exchange risk

The Fund is exposed to foreign exchange risk as a result of investments in financial instruments denominated in foreign currencies. As a result, fluctuations in the value of the Australian dollar and foreign currencies can affect the Fund's returns. This is because losses or gains must be converted back to Australian dollars. Foreign exchange risk remains unhedged.

(c) Securities market risk

Changes in securities prices across the relevant securities markets in which the Fund invests may adversely affect the performance of its units. Factors that drive changes in securities prices include changing profitability of companies and industries, economic cycles, volume of share issuance, investor demand levels, business confidence and government and central bank policies including the level and direction of interest rates and natural disasters and man-made disasters beyond the control of the Investment Manager and the Trustee.

NOTE 19: TRUSTEE DETAILS

The registered office and the principal place of business of the Trustee are: Vasco Fund Services Pty Limited Level 4

99 William Street

Melbourne Victoria 3000

JAIPUR INDIA GROWTH FUND

DIRECTORS' DECLARATION

In the opinion of the Directors of Vasco Fund Services Pty Limited:

- (a) The financial statements and notes of Jaipur India Growth Fund are in accordance with the *Corporations Act 2001*, including
 - (i) Giving a true and fair view of its financial position as at 30 June 2023 and its performance for this financial year ended on that date; and
 - (ii) Complying with Australian Standards Reduced Disclosure Requirements (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*; and
- (b) There are reasonable grounds to believe that Jaipur India Growth Fund will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of the Directors.

Craig Dunstan

Director

Date: 5th October 2023

Craig Dunstan