

**CENTRAL VICTORIAN INVESTMENTS LIMITED**  
**(the Borrower)**

**REPORT TO THE TRUSTEE – QUARTER ENDED 30/9/2022**

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Pursuant to the provisions of the Corporations Act and the Secured Note Trust Deed dated 17 November 1999, we herewith provide our report for the quarter ended **30/9/2022** in relation to Central Victorian Investments Limited.

Report pursuant to Section 283BF of the Corporations Act.

- a) The Borrower confirms that there has been no failure by the Borrower or any guarantor to comply with the terms of the secured notes or the provisions of the Trust Deed or Chapter 2L of the Corporations Act during the quarter.  
*[Sec 283BF(4)(a)]*
- b) The Borrower confirms that the Borrower has had no events during the quarter that have caused or could cause one or more of the following:
- (i) any amount deposited or lent under the secured notes to become immediately payable;
  - (ii) the secured notes to become immediately enforceable;
  - (iii) any other right or remedy under the terms of the secured note or provisions of the Trust Deed to become immediately enforceable.
- [Sec 283BF(4)(b)]*
- c) The Borrower confirms that the Borrower has not had any circumstances that have occurred during the quarter that materially prejudice:
- (i) the Borrower, any of its subsidiaries, or any of the guarantors; or
  - (ii) any security or charge included in or created by the secured notes or the Trust Deed.
- [Sec283BF(4)(c)]*
- d) The Borrower confirms that the Borrower, its subsidiaries and guarantors have not had any substantial change in the nature of their business during the quarter.  
*[Sec 283BF(4)(d)]*
- e) The Borrower confirms that the Borrower remains focused on its principal activities of lending funds invested in its Secured Notes out under 1<sup>st</sup> Mortgage security as permitted under the Trust Deed.  
*[Clause 11]*
- f) The Borrower confirms that none of the following has happened to the Borrower during the quarter:
- (i) the appointment of a guarantor;
  - (ii) the cessation of liability of a guarantor body for the payment of the whole or part of the money for which it was liable under the guarantee;
  - (iii) a change in name of a guarantor.
- [Sec 283BF(4)(e)]*

- g) The Borrower confirms that the Borrower has not created a new charge during the quarter.

*[Sec 283BE, Clause 10.2]*

- h) The Borrower confirms that the Borrower has no amounts outstanding on any advances at the end of the quarter from a charge created where:

- (i) the total amount to be advanced on the security of the charge is indeterminate; and  
(ii) the advances are merged in a current account with bankers, trade creditors or anyone else.

*[Sec 283BF(4)(f) and Sec 283BE]*

- i) The Borrower confirms that the Borrower has not experienced any matters that may materially prejudice any security or the interest of secured note holders.

*[Sec 283BF(4)(g)]*

- j) The Borrower confirms that during the quarter the following amounts have been deposited with or lent to a related body corporate: N/A

(Company A)	A.C.N. (number)	\$
(Company B)	A.C.N. (number)	\$
(Company C)	A.C.N. (number)	\$

*[Sec 283BF(5)(a)]*

- k) The Borrower confirms that the total amount of money owing to the Borrower at the end of the above quarter in respect of the deposits or loans to related body corporate are as follows: N/A

(Company A)	A.C.N. (number)	\$
(Company B)	A.C.N. (number)	\$
(Company C)	A.C.N. (number)	\$

*[Sec 283BF(5)(b)]*

- l) The Borrower confirms that the Borrower has not assumed any liability for a related body corporate during the quarter. If a liability is assumed for the quarter please provide details of the extent of the liability during the quarter and the extent of the liability at the end of the quarter.

*[Sec 283BF(6)]*

- m) The Borrower confirms that the Borrower has issued the following securities:

	<b>This Quarter</b> \$	<b>Total</b> \$
Value of Securities issued	10,257,372	125,342,784
Value of Securities maturing within 12 months	11,947,813	119,663,771
Value of Securities maturing beyond 12 months	-1,690,441	5,679,013

*[Clause 9.06(a)]*

	July\$	August\$	September\$
Balance as at start of month	115,085,412	120,578,664	125,182,050
Balance as at end of month	120,578,664	125,182,050	125,342,784

- n) The Borrower confirms that the Borrower continues to meet the minimum requirements of the Borrowing Limitations.  
*[Clause 8.01, 8.04 & 9.07(b)(i)]*
- o) The Borrower confirms that the Trust Deed:
- i) covenants;
  - ii) representations; and
  - iii) warranties
- are in full force and effect and have been complied with.
- p) The Borrower confirms that the Borrower has lent all monies within the permitted lending policies determined under the Security and Risk Assessment Section in the prospectus.  
*[Prospectus, Section 5.7]*
- q) The Borrower confirms that the Borrower has provided to the Trustee, a copy of all:
- i) reports;
  - ii) accounts;
  - iii) notices; and
  - iv) circulars
- sent by the Borrower or any Directors to its members, secured note holders or ASIC at the same time that it has sent the same.  
*[Clause 6.08(i)]*
- r) The Borrower confirms that the Borrower has complied at all times with the requirements of Chapter 6CA (dealing with continuous disclosure) of the Corporations Act 2001 and no circumstances arose during the quarter that required the Borrower to issue a supplementary prospectus, replacement prospectus or issue a continuous disclosure notice.
- s) The Borrower confirms that the Borrower has not exceeded the LVR of any loan as published in the current Prospectus or, if not published, in the abovementioned Secured Note Trust Deed.
- t) The Borrower confirms that the Borrower has provided to the Trustee a Six Monthly Report of the Auditor within the specified timeframe.  
*[Clause 9.05]*
- u) The Borrower confirms that the Borrower has made all interest and principal payments to secured note holders when they fell due.  
*[Clause 9.06(a)]*



**ASIC Regulatory Guide 69: Secured Notes – improving disclosure for retail investors**

- gg) The Borrower confirms that it has made all necessary disclosures against the benchmarks in its disclosure documents and all disclosures remain true and correct.
- hh) The Borrower confirms that it continues to meet all benchmarks that the Borrower has stated in disclosure documents that it meets.
- ii) The Borrower confirms that where the Borrower has disclosed that it does not meet the benchmarks on an "if not, why not" basis, the disclosure the Borrower has made continues to be correct and accurate in all material respects and is not misleading.
- jj) The Borrower confirms that hereunder details the "promises" (as referred to, for instance, in RG69.118) it has made in disclosure documents it has issued and confirms that it has complied with each of the promises it has made in those disclosure documents:
- Only promises made are as per the Benchmarks (Refer Annexure A for update) & as per the standard compilation of Prospectus No 20 which have been complied with.

**ASIC Class Order CO 12/1482- When debentures can be called secured notes**

jj) The Borrower confirms that its use of the term "Secured Notes" rather than "Unsecured Notes" is in accordance with the requirements so specified in the above ASIC Class Order and further confirms that the Secured Notes are first ranking.

Annexure "A" provides disclosure as to whether or not the Borrower has met each of the benchmarks outlined in ASIC Regulatory Guide 69: Secured notes – improving disclosure for retail investors.

Annexure "B" provides disclosure of the investment portfolio.

On the basis of the above, the directors declare that they are of the view that the financial position and performance of the Borrower is such that the property of the Borrower (and of each guarantor, if relevant) that is or should be available will be sufficient to repay the amount of each Secured note when it becomes due and payable.

This declaration has been made in accordance with a resolution of directors on the 18/10/2022



Director  
Francis Frawley



Company Secretary  
Brendan Gillett

**Annexure “A”**  
**ASIC Regulatory Guide 69:**  
**Secured note – improving disclosure for retail investors**  
**Disclosure against Benchmarks**

Please disclose whether the Borrower met each of the benchmarks outlined in ASIC’s Regulatory Guide 69: Debentures – improving disclosure for retail investors during the quarter. Where the Borrower did not meet a benchmark during the quarter, please explain why that is.

**1. Benchmark One – Equity Ratio**

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ASIC’s benchmark is that issuers should use the following equity ratio benchmarks:

- a) Where more than a minor part (e.g 10%) of the issuer’s activities is property development or lending funds directly or indirectly for property development – the issuer should maintain a minimum equity of 20%
  - b) In all other cases – the issuer should maintain a minimum equity ratio of 8%;
  - c) The issuer’s equity ratio should be calculated as follows:  
$$\frac{\text{Total Equity}}{\text{Total Liabilities} + \text{Total Equity}}$$
  - d) The issuer should disclose its comparative equity ratio from the prior year.
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Central Victorian Investments Limited (CVI) does NOT comply with ASIC’s benchmark with regards to Equity Capital.

As at 30<sup>th</sup> September 2022 the Company’s Equity Ratio was 7.92%.

Explanation - Equity capital is the money invested by the shareholders of the company. It provides a “buffer” in the event of financial difficulties and it also provides management further incentive to operate prudently and responsibly.

As at 30<sup>th</sup> September 2022 the Company’s loans for property development including sub divisional land was \$18,435,921 which represents 14.71% of our notes issued totalling \$125,342,784. CVI’s unaudited management accounts show Equity Capital or Net Assets on 30<sup>th</sup> September 2022 was \$10,906,281 compared to \$8,947,676 at 30<sup>th</sup> September 2021. In percentage terms vs total liabilities plus total equities of the company it is 7.92% vs 7.82% last year.

This means that Secured Notes of the Company carry a higher risk than they would if the Company satisfied the benchmark of 20% equity ratio.

The Company’s directors believe that as we do not lend to related parties (refer benchmark 6), and as its principal activity is to lend funds to borrowers on the security of real estate not exceeding 70% of the valuation, meaning the borrowers themselves are first injecting significant capital and equity into the same projects, our level of capital is sufficient.

## **2. Benchmark Two – Liquidity**

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ASIC's benchmark is that all issuers should:

- a) Have cash flow estimates for the next three months; and
- b) Ensure that at all times they have cash or cash equivalents sufficient to meet their projected cash needs over the next three months.

All issuers should also disclose whether they would have cash on hand or cash equivalents sufficient to meet their projected cash needs if:

- a) The percentage of note funds to be rolled over during the next three months were 20% less than the percentage that was rolled over in the past three months; or
  - b) For note funds that are held on an "at call" basis – the amount of note funds retained during the next three months were 20% less than the amount that was retained during the past three months.
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CVI does comply with ASIC's benchmark with regards to liquidity.

Liquidity is the amount of cash or receivables that a company possesses to ensure it can readily meet any withdrawal of Secured Notes or fund the mortgage operations of the Company. As at 30<sup>th</sup> September 2022 the company held liquidity of \$33,616,642 or 26.82% of Secured Notes (this figure is variable over time). The Company maintains a minimum of 10% Liquidity and in the event that the Company's Liquidity nears 10% the Company will stop lending in order to increase the liquidity level.

The Company reviews its cash flows daily, incorporating any loan repayments, discharges or new advances and new Secured Notes or redemptions. In addition, as a condition of our Australian Financial Services Licence we also forecast over a three month period allowing for loan advances we believe will be done, any discharges we know to be coming in and Secured Notes we have been advised will not be renewing. We also make allowance for an additional five percent of rollovers not to renew based on previous history, all in attempt to ensure that sufficient liquidity will be on hand.

If the Company were to experience a 20% decrease in retaining at call funds compared to the previous three months (or the percentage of maturing Notes being rolled over in the next three months was 20% less than the percentage rolled over in the previous three months) the Company would have sufficient cash levels to meet its projected cash needs.

## **3. Benchmark Three – Rollovers**

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ASIC's benchmark is that issuers shall clearly disclose their approach to rollovers including:

- a) What process is followed at the end of the investment term; and
  - b) How they inform those rolling over or making further investments of any current Prospectus and continuous disclosure announcements.
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CVI does comply with ASIC's benchmark with regards to Rollovers.

The Company's policy is that approximately two to four weeks prior to the maturity of a Secured Note, the Company will notify the Secured Note holder in writing, of the rates and terms upon which the funds may be reinvested for a further period. This advice also states that the Company's current Prospectus, together with any other relevant ongoing disclosure documents, will be available on our website [www.cvi.net.au](http://www.cvi.net.au). Investors who do not have access to the website may request a hard copy of these documents, free of charge, by contacting the Company's registered office directly.

If instructions are not received by the Company for a renewal of a Secured Note before its maturity date, the Secured Note shall upon maturity, be reinvested for a similar term at the current rate of interest payable.

#### **4. Benchmark Four – Debt Maturity**

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ASIC's benchmark is that all issuers should disclose:

- a) An analysis of the maturity profile of interest bearing liabilities (including notes on issue) by term and value; and
  - b) The interest rates, or average interest rates, applicable to their debts.
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CVI does comply with ASIC's benchmark with regard to debt maturity and discloses. The table below details the total dollar value maturing within each period.

Now holding Deposit Total \$125,342,784 @ average rate applicable of 3.20%

Maturing in	No	Amount
30 – 59 days	294	\$24,909,109
60 – 89 days	74	\$8,253,168
90 – 179 days	176	\$45,133,623
180 – 364 days	237	\$41,367,871
1 – 5 years	44	\$5,679,013

#### **5. Benchmark Five – Loan Portfolio**

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ASIC's benchmark is that issuers who directly on-lend funds, or indirectly on-lend funds through a related party, should disclose the current nature of their (or the related party's) loan portfolio, including:

- a) How many loans they have and the value of those loans;
  - b) An analysis of the maturity profile of interest bearing assets (including loan portfolio) by term and value;
  - c) The interest rates, or average interest rates, applicable to the assets;
  - d) By number and value, the loans they have by class of activity and geographical region;
  - e) An analysis (number of loans, value of loans, value of principal and/or interest) of those loans more than 30 days past due and renegotiated loans;
  - f) By number and value, what proportion of the total loan money is lent on a "secured" basis and what is the nature of the security;
  - g) By number and value, what proportion of the total loan money they have lent to their largest borrower and their ten largest borrowers; and
  - h) By number, value and percentage, what loans are subject to legal proceedings.
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CVI does comply with ASIC's benchmark with regard to Loan Portfolio.

All loans are advanced by the Company on a 'secured' basis by a registered first mortgage over real property.

Figures as at the 30<sup>th</sup> September 2022 show we now have 188 loans totalling \$100,990,121 @ average rate of 7.851%

As at the 30<sup>th</sup> September 2022 the Company's largest loan was at \$3,985,104 representing 3.95% of our loan book & 3.18% of notes issued.

Our ten largest loans total \$26,869,627 representing 26.61% of our loan book & 21.44% of notes issued.

All loans are in fact callable within 30 days and the following is an analysis of our maturities based on notional terms:

Term to Maturity	Loans	Total Loans
0-12 months	33	\$11,250,822
13-24 months	118	\$76,543,413
25-60 months	34	\$13,178,903
60 + months	3	\$ 16,983

**Loans by Class and LVR Percentages – (as at 30 September 2022)**

Class	Loans	Amount by Class	LVR%
Industrial	17	\$9,351,178	52.49%
Commercial	12	\$4,911,814	38.71%
Construction/ Development	12	\$15,291,992	55.91%
Rural	17	\$6,732,593	32.68%
Sub-Divisional	3	\$3,143,930	40.51%
Specialised Commercial	8	\$2,028,655	31.33%
Residential	119	\$59,529,959	43.06%
<b>Total</b>	<b>188</b>	<b>\$100,990,121</b>	<b>43.73%</b>

For the sake of clarity, the Construction / Development and Subdivisional Classes referred to above, contain loans where the amount funded at the time of reporting exceeded the maximum allowable exposure vs just the as is value of the security at the time & includes added value of the incomplete construction / development works to the building or subdivision. Once works are fully completed as confirmed by either Occupancy Permits or Certificates of Compliance, then we deem that no further construction risk is involved & the loan is reclassified as per the zoning of the security.

**Loans by Region – (as at 30 September 2022)**

Region	Loans in Region	Amount in Region
Ballarat and District	97	\$46,486,581
Geelong and District	25	\$7,080,781
Melbourne and Surrounds	31	\$28,111,884
Horsham / Ararat	11	\$ 3,120,276
Maryborough / Bendigo	8	\$ 4,452,667
Other Victoria	16	\$11,737,932
<b>Total</b>	<b>188</b>	<b>\$100,990,121</b>

**Loans in Arrears – (as at 30 September 2022)**

As at the 30 September 2022 Central Victorian Investments had no loans in arrears excess of 30 days.

As at the 30 September 2022 Central Victorian Investments had no loans which were subject to legal proceedings.

\*In response to APRA's suggested handling of Borrowers experiencing hardship as a result of material changes to business incomes as a result of COVID-19, CVI is prepared to consider requests for some interest capitalisation & will look to approve these on a case by case basis. As at this reporting date 30 September 2022 there are no loans currently with interest capitalised, any future approvals will be monitored & reported as part of this ongoing report.

## **6. Benchmark Six – Related Party Transactions**

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ASIC'S benchmark is that issuers who on-lend funds should disclose their approach to related party transaction, including:

- a) How many loans they have made to related parties;
  - b) The value of those loans;
  - c) The value of loans as a percentage of total assets; and
  - d) The assessment and approval process they follow with related party loans when loans are advanced, varied or extended (e.g. are they subject to the approval of the Trustee?)
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CVI does comply with ASIC's benchmark with regards to related party transactions.

As detailed in Section 5.7 'Security and Risk Assessment of the CVI Prospectus, the Company does not permit loans to Directors, Managers, Secretaries or Shareholders of the Company. Any loans made by the company to staff members, and as at 30 September 2022 there were none, would be made on ordinary arm's-length terms.

## **7. Benchmark Seven – Valuations**

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ASIC's benchmark is that where issuers (directly or indirectly) on-lend money in relation to property related activities, it should take the following approach to obtaining and relying upon valuation:

- a) Properties (i.e. real estate) should be valued on an "as is" and (for development property) an "as if complete" basis;
- b) Development properties should be re-valued at least every 12 months unless the funds are retained by the issuer and only released in stages to cover project completion costs;
- c) Issuers should have a clear policy on how often they obtain valuations including how recent a valuation has to be when they make a new loan;
- d) Issuers should establish a panel of valuers and ensure that no single valuer conducts more than one-third of the total number of valuations obtained; and
- e) The appointment of valuers should be with the Trustees' consent.

Issuers should also include information about the valuation of a particular property in the issuer's prospectus where:

- a) The property accounts for 5% or more of the total value of property assets of the issuer;
  - b) The property accounts for 5% or more of the total value of property assets of a related party through which the issuer has indirectly on-lent money;
  - c) A loan secured against the property accounts for 5% or more of the total value of the issuer's loan book; or
  - d) A loan secured against the property accounts for 5% or more of the total value of the loan book of a related party through which the issuer has indirectly on-lent money.
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CVI does comply with ASIC's benchmark with regard to valuations.

The lending policies the Company has adopted to manage and control risk are contained in this Prospectus in Sections 5.7 'Security and Risk Assessment' & 5.8 'Permitted Investments'.

The company currently relies on valuations from independent and duly qualified valuers. In addition the Company reserves the right to lend up to 70% of a municipal valuation where the property is known by management or may be supported by an arm's-length purchase contract.

The company has a policy that as every loan approval is different; a decision is made in relation to each loan and its valuation requirements at the approval stage including if a municipal valuation may be used. When approving said loans the Company reserves the right to obtain on any future dates an up to date valuation of any properties held as security, at the borrower's expense.

No more than one third of the Company's valuation work is undertaken by any one valuer.

As at the 30 September 2022 CVI had no loans that exceed 5% of our loan portfolio.

## **8. Benchmark Eight – Lending Principals**

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ASIC's benchmark is that where an issuer (directly or indirectly) on-lends money in relation to property-related activities, it should maintain the following loan-to valuation ratios:

- a) Where the loan relates to property development – 70% on the basis of the latest complying valuation; and
- b) In all other cases – 80% on the basis of the latest complying valuation.

Where the loans relates to property development by a second person (even if related to the issuer), the issuers should ensure that funds raised by the issue of notes are only provided to the developer in stages, based on external evidence of the progress of the development.

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CVI does comply with ASIC's benchmark with regard to lending principals – loan to valuation ratios.

CVI does not approve any loan at a loan to valuation ratio greater than 70%.

All lending for property development is made on a progressive value basis with valuations or quantity surveyor reports obtained at various stages of the development and do not exceed 70% of the "as if complete" valuation at the time of approval.

**3. Total Secured Property/Loan Portfolio by State/Territory as at this quarter end is as follows:-**

State / Territory	Loan Portfolio			Secured Property	
	No.	\$	%	\$	%
NSW					
QLD					
VIC	188	100,990,121	100	230,936,771	43.73
WA					
SA					
TAS					
ACT					
NT					
Total					

**4. Financial Ratios**

Ratio	This Quarter End	Previous Quarter End
Working capital (%)	107.75%	107.83%
Debt to Equity Ratio (%)	1181.49%	1137.80%
Interest cover (Interest revenue over interest expense) %	214.00%	191.00%
The amount Total Tangible Assets exceeds Total External Liabilities (Clause 8)	10,730,667	10,226,514
The amount Total Tangible Assets exceeds Total External Liabilities as a percent. (Clause 8)	8.46%	8.79%

## Annexure “B”

### Investment Portfolio of Central Victorian Investments Limited

Quarter End 30/9/2022

**1. The Balance Sheet of the Company is as follows:-**

Assets	Current Quarter	%	Previous Quarter	%
Cash and deposits at call	17,606,642	12.79	10,282,977	8.12
Other Authorised Investments	16,010,000	11.63	16,010,000	12.63
Real Property #	2,447,055	1.78	2,447,525	1.93
Secured lending (excluding Prop. Dev.)	82,554,200	59.96	77,500,631	61.16
Subdivisional Land Development	3,143,930	2.28	1,438,896	1.14
Construction / Development	15,291,991	11.10	18,481,038	14.58
Other Assets	458,161	0.33	422,949	0.33
Intangible Assets	175,614	0.13	144,731	0.11
<b>Total Assets</b>	<b>137,687,593</b>	<b>100</b>	<b>126,728,747</b>	<b>100</b>
<b>Liabilities</b>				
Secured note noteholders	125,342,784		115,085,412	
Other liabilities	1,438,528		1,272,090	
<b>Total Liabilities</b>	<b>126,781,312</b>		<b>116,357,502</b>	
<b>Net Assets</b>	<b>10,906,281</b>		<b>10,371,245</b>	
<b>Equity</b>				
Contributed equity	3,521,462		3,690,409	
Accumulated profits/losses	7,384,819		6,680,836	
<b>Total Equity</b>	<b>10,906,281</b>		<b>10,371,245</b>	

# limited to 10% of monies deposited

**2. The Lending portfolio as at this quarter end is as follows:-**

Number of loans	188
Average loan size	537,181
Number of loans that comprise more than 10% of the Principal Moneys to any one party or associated party.	NIL
Value of loans that comprise more than 10% of the Principal Moneys to any one party or associated party.	NIL
Longest term to loan maturity	90 days
Average term to loan maturity	90 days
Average interest rate charged to Borrowers	7.851%
Average loan to value ratio	43.73%
Average Rate of Return	3.469%