

PARTNERSHIP

The Mauritius Limited Partnership has been included to the range of products offered by the jurisdiction and can be set up as either a domestic company or with a Global Business Licence. It is competitive with similar jurisdictions, but which also has the significant advantage of benefiting from the Double Taxation Agreements and Investment Promotion and Protection Agreements that Mauritius has entered into. International investors are somehow more familiar and in favour of such structure due to its flexibility and it is widely used at an international level.

The rights of the partners are set out in the Partnership Agreement, rather than by rigid shareholder class rights. This is useful in accommodating a diverse range of partners — the partners are free to choose the structure that works best for them.

A Partnership can elect to have a legal personality distinct from its members, meaning it can enter into contracts, own property, sue and be sued in its own name.

General Overview	
Regulatory Bodies	The Registrar of Companies The Financial Services Commission (<i>in case it applies for a GBC Licence</i>) The Mauritius Revenue Authority
Name	Prior approval required from the Registrar of Limited Partnerships The name of every limited partnership: <ul style="list-style-type: none"> • shall end with the words “Limited Partnership”, the abbreviation “L.P.” or the designation “LP”; and • may contain the name of any general partner or any derivation thereof.
Legal identity	The General Partner may elect that the limited partnership shall have a legal personality
Classification	A Mauritius Partnership can opt for one of two classifications: <ol style="list-style-type: none"> (1) Exempt status – no tax in Mauritius, but unable to benefit from Mauritius’s comprehensive network of Double Taxation Avoidance Agreements (“DTAAs”) (2) Licensed under the Global Business Licence – able to benefit from Mauritius’s DTAAs
Corporate Tax	15%, and will qualify for an exemption of 80% of the specific foreign-source income or foreign tax credit
Access to Double Taxation Avoidance Agreements	Yes (refer to Classification above)
Partners – GP and LP	Must be disclosed to the Financial Services Commission and Banks only
Migration In and Out of Mauritius	Allowed
Liability	General Partners are jointly and severally liable for the limited partnership’s debts and obligations, but limited partners are only liable to the extent of their agreed contributions, unless they participate in the management of the limited partnership
Clawback	There are “clawback” provisions for cases where limited partnerships are insolvent at the time or immediately after the payment of returns to limited partners, or if the limited partnership becomes insolvent within six months of making such a payment

Formation and Requirements	
Due Diligence requirements	GP, LPs, bank account signatories
Business plan should include	<ol style="list-style-type: none"> 1. Nature of business 2. Amount of capital investment 3. Sources of funds or capital 4. Projected forecasts (inflows and outflows) for first three years 5. Target markets and / or investment areas
Documents to be retained at Registered Office	Constitutive documents, registers, due diligence, accounting records and agreements

General Partner – responsibility and liability
General Partners are responsible and liable for the activities of the partnership. They invest capital, manage the business and make key decisions.
Limited Partners invest capital but do not participate in decision making and the management of the activities of the Partnership and they are not personally liable for Partnership debts beyond their capital contributions.

Registered Agent and Registered Office	
Registered Agent	Required
Registered Office	Required

Accounting and Administration	
Approved activities	<p>Any lawful activity on a case-by-case basis, provided that the main economic activity lies “outside” Mauritius in case of a GBC</p> <p>In case of specific activities, there may require an additional licence</p>
Audited Accounts required	Submission to FSC of Audited Financial Statements required within 6 months of financial year end
Tax Certificate	If licenced as a GBC, it will be tax resident in Mauritius and may apply for Tax Residence Certificate
Bank Account	Maintain at all times its principal bank account in Mauritius
Exchange controls	No