MOROIL

2022 Annual Report

Dear Shareholders,

The Board of Directors is pleased to present the Annual Report of Mauritius Oil Refineries Limited and its subsidiaries for the year ended June 30, 2022, the contents of which are listed on the next page.

The report was approved by the Board of Directors on September 26, 2022.

Akhtar N.Y. DAWOOD
Chairman

Jérôme P.E. CLARENC
Interim Managing Director

Contents

Our Brands


MOROIL
Rani
CHOLESTEROL FREE
A BLEND OF VEGETABLE OILS
MOROIL
Soja
SANS CHOLESTÉROL
MOROIL
Tournesol
SANS CHOLESTÉROL


CASTELLINO
Sun dried tomatoes with spices
Lesieur
Huile d'Olive
Vierge extra
Ketchup
4 GRAINES
isio 4
Cocktail
Sunflower Oil
Mayonnaise
SOLEIL
Vinegar
Lemon Juice


La Classique
PUGET
Les Récoltes Bio
PUGET
VINAIGRETTE
PUGET


Fragata
GHERKINS
Fragata
CAPERS
Fragata
WHOLE
green


Olivar
MIAMI
DILL
CUCUMBERS
ROUND SLICED
Amadora
Chick Peas
Amadora
Peeled Tomatoes
in tomato juice
Golden Sweet
PINEAPPLE SLICES
PEPPADEW
Sweet
PIQUANTÉ
PEPPERS
MILD
WHOLE
400 g

At a Glance

Corporate Profile

Mauritius Oil Refineries Limited (MOROIL) started its commercial operations in 1968. In line with the national import substitution policy, MOROIL set out to guarantee the Mauritian population a continuous supply of locally refined and packed edible oils of international quality, at competitive prices.

MOROIL's core business is the refining and marketing of edible oil. Besides the selling of crude oil and its by-products, the marketing of a selected range of quality food products; the administrative and investment operations form part of the other business activities of the Company.

The MSB certificate mark has been awarded to MOROIL since 1983 and in the year 2000, the Company became HACCP certified. MOROIL is also SA8000 (Social Accountability) compliant, demonstrating its commitment towards international human rights norms and national labour laws.

Moroil's acknowledged competencies have also been conducive to the setting-up of partnerships with renowned producers for the representation and marketing of their products on the Mauritian market.

Mission

We shall strive to achieve sustainable growth and to create value for our stakeholders through efficient:

1. **Production and commercialisation** of quality vegetable oils.
2. **Operation** of diversified activities in compliance with international standards.
3. **Marketing** of selected food products.

Vision

A recognised regional leader in our field of expertise.

Values

- Integrity
- Teamwork
- Customer-driven
- Accountability
- Fairness
- Exemplarity

Key Aspects of our Business & Highlights for 2022

3 sectors of activity

Edible oils

Quality food products

Metal cans & plastic containers

Our certifications

HACCP SYSTEM CERTIFIED

KOSHER CERTIFIED

HALAL CERTIFIED

MAURITIUS STANDARDS BUREAU

Key Aspects of our Business & Highlights for 2022 (cont'd)

169
Dedicated employees

110
Products

Rs. **88.2M**
Profit before tax

Rs. **2,062.3M**
Total assets

5
CSR projects

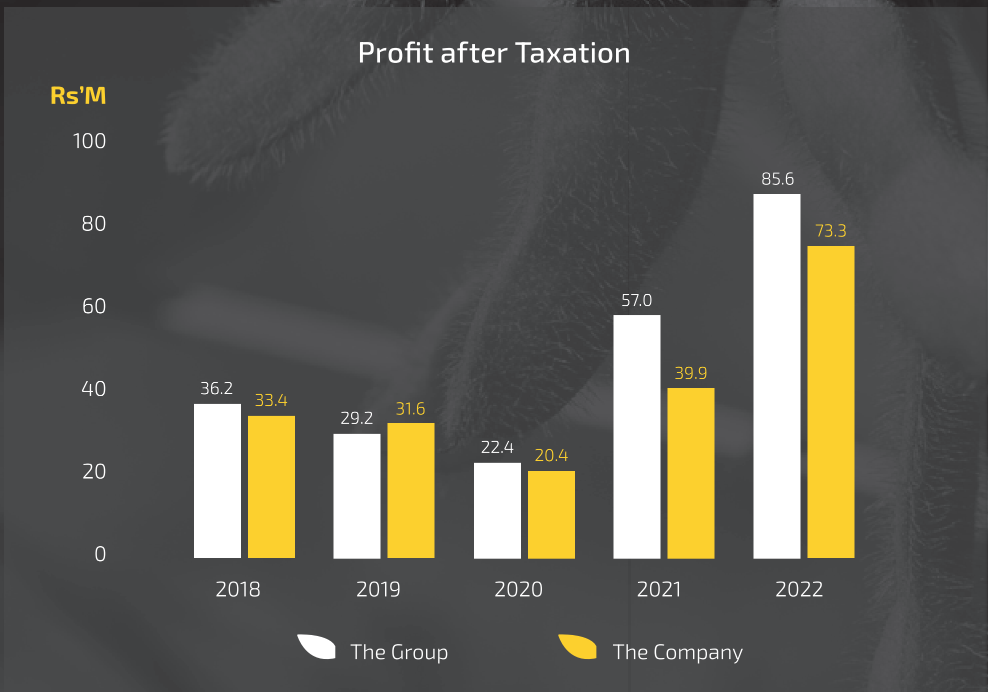
4.39%
Profit before tax to revenue

Financial Highlights

Group Financial Highlights
As at June 30, 2022

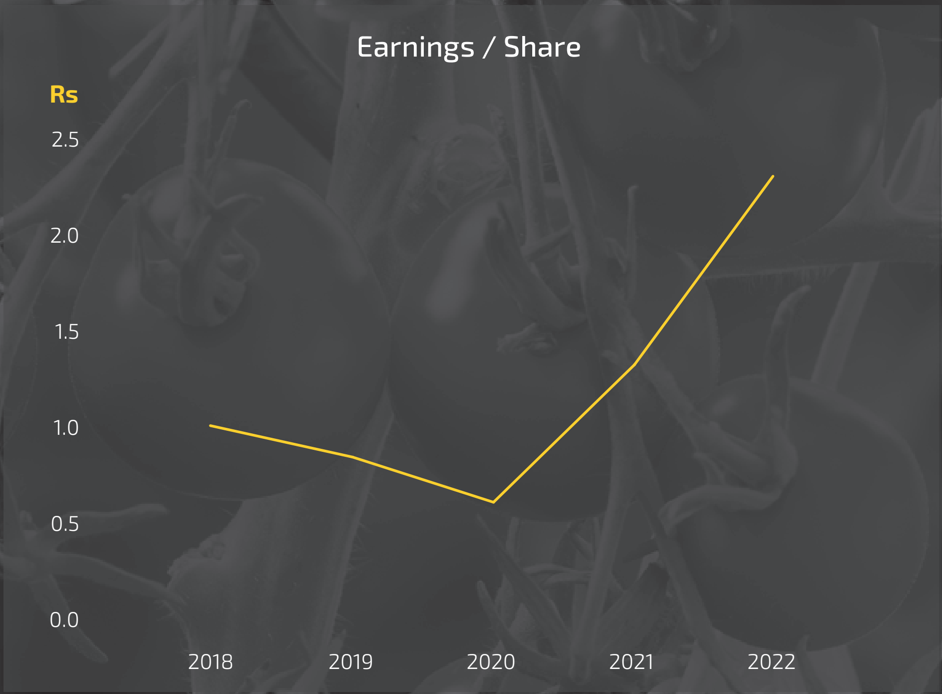
		2022	2021	2020	2019	2018
Operating Results					Restated	
Revenue	Rs'000	**2,007,504**	**1,163,815**	**994,692**	**1,008,386**	1,157,127
Profit before taxation	Rs'000	**85,596**	**57,028**	**27,320**	**35,323**	45,029
Earnings per share	Rs.	**2.30**	**1.34**	**0.64**	**0.87**	1.03
Dividend per share	Rs.	**0.50**	**-**	**0.80**	**1.15**	1.20
Dividend cover	(times)	**2.04**	**-**	**0.59**	**0.76**	0.91
Profit after taxation	Rs'000	**77,989**	**47,594**	**22,394**	**29,246**	36,172
Statement of Financial Position and Cash Flow						
Total assets	Rs'000	**2,062,371**	**1,214,254**	**925,489**	**729,449**	757,833
Capital expenditure	Rs'000	**37,400**	**27,633**	**23,168**	**22,523**	18,801
Cash (used in)/generated from operations	Rs'000	**(15,876)**	**121,108**	**(68,056)**	**76,870**	47,312
Financial Ratios						
Net worth per share	Rs.	**11.52**	10.67	10.07	9.75	11.02
Profit before taxation to revenue	%	**4.26**	4.90	2.75	3.50	3.89
Profite before taxation to shareholders' interest	%	**22.32**	16.06	8.15	10.89	12.28

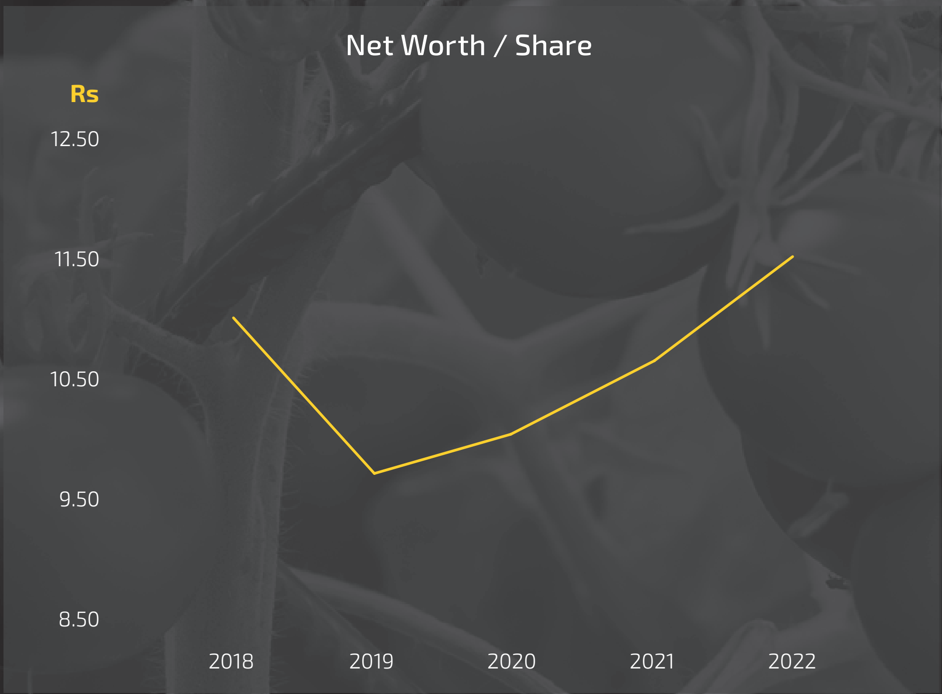
Group Financial Highlights
As at June 30, 2022



Financial Highlights (cont'd)

Group Financial Highlights
As at June 30, 2022





Quality

Trustworthiness is our target

To be able to satisfy our customers,
we must make sure that our products meet
international standards.

Chairman's Report

Dear Shareholders,

On behalf of the Board of Directors, I am pleased to present the Annual Report of the Mauritius Oil Refineries Limited and the Group's Financial Statement for the year ended June 30, 2022.

The Board members were deeply grieved and saddened by the untimely and sudden demise of our Chairman Mr. Allain Doger De Spéville on September 17, 2022 and wish to put on record his long service, dedication, total commitment and stewardship of the Company; his contribution over the years has been immense, he will be greatly missed. In my own name and that of all the Board members I wish to present our heartfelt condolences to his wife Isabelle, children and family.

For the last financial year, the Group's and the Company's profit amounted to Rs.77.9M and Rs.73.3M respectively. This remarkable financial achievement is primarily attributable to higher production volumes, which resulted in economies of scale, as well as a significant performance of the imported food products segment.

Despite the global soaring prices of commodities, the volatility of the foreign exchange, and the risk of a global edible oil shortage, MOROIL, once again, lived up to its commitment to ensure a continuous supply of quality edible oil at a reasonable price. The Company has also been sensitive to the authorities' appeal to ensure price stability on the local market.

At a time when companies are recovering and adjusting to the impacts of the Covid-19, the war in Ukraine shocked the world, testing the agility and resilience of corporate strategies. It is important to keep in mind that the surge in commodity and energy prices as well as the rising inflationary pressure could weigh on the pace of the domestic recovery.

The Company's investment strategy to modernise the refining and packaging plant and to optimise its operational capabilities is moving along satisfactorily. In addition, MOROIL is totally committed to initiatives that will limit the use of single-use plastics, helping the Mauritius tourism sector to grow sustainably and the country at large.

Mr. André Espitalier Noël retired as Managing Director of the Company effective as from December 31, 2021. The Board would like to place on record its appreciation for Mr. Espitalier Noël's commitment to the Company over the last 8 years and wishes him well for the future. Mr. Jérôme Clarenc acts as Interim Managing Director with effect from January 1, 2022.

In line with the Company's strategic approach to board succession planning, I warmly welcome our two newly appointed Board Directors, Messrs. Dharmesh Naik and Nicolas Merven. I have no doubt that the two appointees have the necessary qualifications, knowledge and experience that will add further value to the Company's performance and governance.

On behalf of the Board of Directors, I would like to thank, Mr. Jérôme Clarenc, his management team, and all the personnel of MOROIL, for their unflinching commitment and excellent work accomplished during the year.

I also thank all the Board members for their commitment, support and advice.

Akhtar N.Y. DAWOOD

October 18, 2022

Corporate Information

Company Secretary

Intercontinental Secretarial Services Ltd,
Level 3 Alexander House,
35 Cybercity, Ebene

Business Registration Number

C09001521

Registered Office

Mauritius Oil Refineries Ltd,
Quay Road,
Port Louis, Mauritius

Registry

DTOS Registry Services Ltd,
10th Floor, Standard Chartered Tower,
19 Cybercity, Ebene

Bankers

Mauritius Commercial Bank Ltd
Absa Bank
State Bank of Mauritius Ltd
HongKong & Shanghai Banking Corporation Ltd
Habib Bank Limited
AfrAsia Bank Ltd

Legal Adviser

Me Yves Hein

Auditor

Deloitte

Our Logistic

Accessibility

It is our responsibility to ensure that our loyal customers receive our products in a timely and reliable manner.

Corporate Governance Report

Year ended June 30, 2022

APPLICATION OF THE CODE OF CORPORATE GOVERNANCE

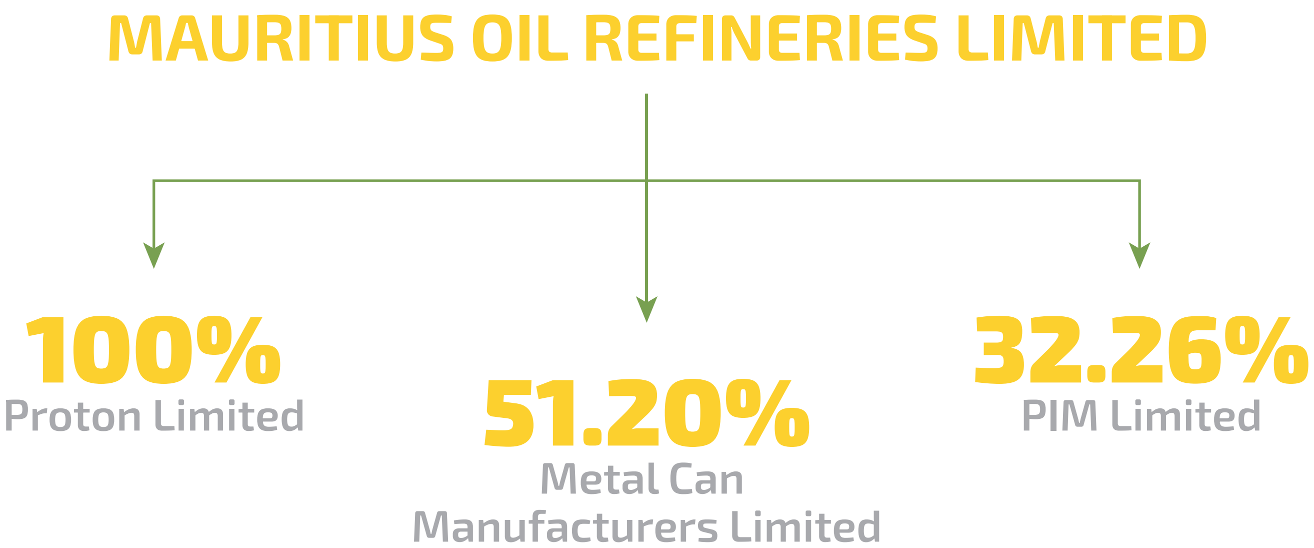
The Board has assessed its corporate governance in terms of the eight principles.

PRINCIPLE 1: GOVERNANCE STRUCTURE

Mauritius Oil Refineries Limited is a public interest entity as defined by law. The Company is committed to the highest standards of business integrity, transparency and professionalism in all its activities to ensure that the Company's operations and affairs are managed ethically and responsibly to enhance business value for its stakeholders.
As an essential part of this commitment, the Board subscribes to and is fully committed to complying with The National Code of Corporate Governance (2016) for Mauritius (the "Code").

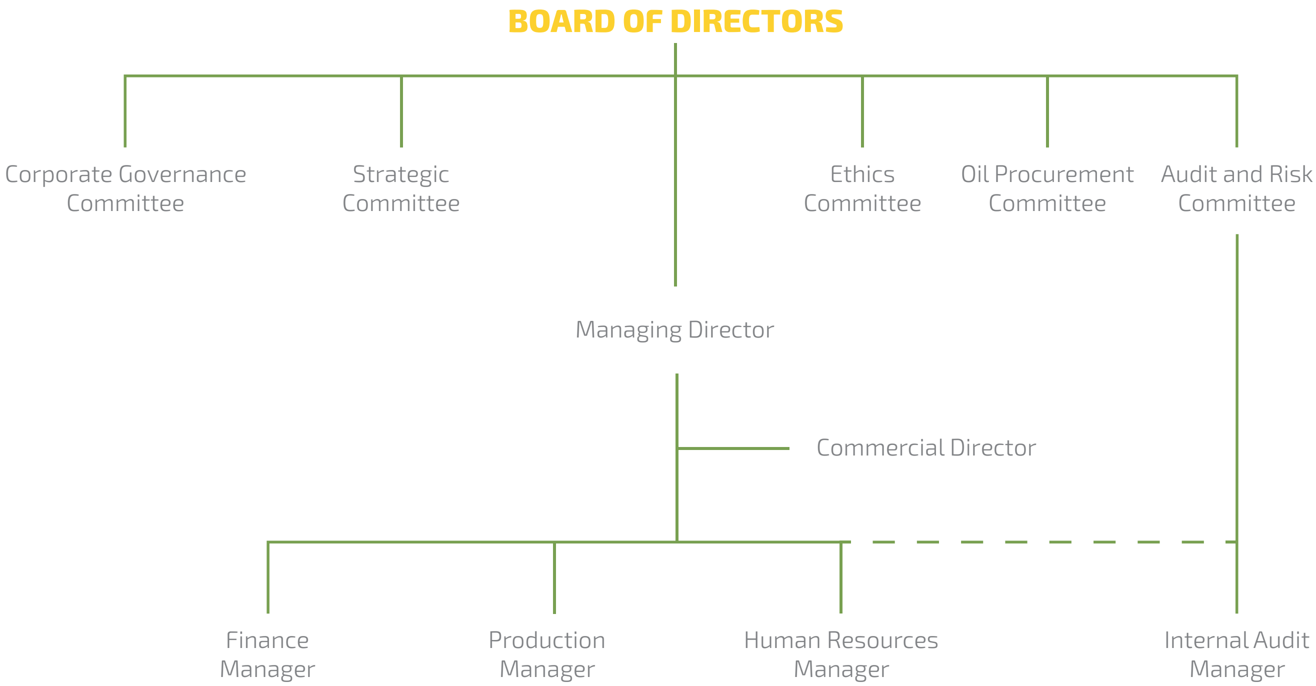
The Board of Directors recognises that the Code is regarded as best practice and therefore uses its best endeavours to ensure compliance with the principles set out therein throughout the Company and its subsidiaries. Relevant areas in connection with the principles and implementation guidance have been applied and adhered to.

Holding Structure as at June 30, 2022



PRINCIPLE 1: GOVERNANCE STRUCTURE (CONT'D)

Organisational Structure as at June 30, 2022



The Commercial Director and the Finance Manager assumed the interim management up to June 30, 2022 following the retirement of the Managing Director on December 31, 2021. As from July 1, 2022, the Commercial Director is the interim Managing Director.

The Role of the Board

The Board is responsible for the stewardship of the Company, overseeing its conduct and affairs to create sustainable value for the benefit of its stakeholders. It acknowledges its responsibility for leading and controlling the Company, ensuring that strategic directions and management structures are in place to meet legal and regulatory requirements.

The Board has approved a Board Charter on November 12, 2018, and a Statement of Major Accountabilities providing a clear definition of the roles and responsibilities of the Chairperson, the Company Secretary and the Managing Director. These documents are available on the website of the company (www.moroil.mu).

Company Constitution

A copy of the Constitution is available on the website of the Company (www.moroil.mu).

Corporate Governance Report (cont'd)

Year ended June 30, 2022

PRINCIPLE 1: GOVERNANCE STRUCTURE (CONT'D)

Material Clauses of the Company's Constitution

- the Company has wide objects and powers;
- there are no ownership restrictions or pre-emptive rights attached to the shares;
- the Board shall not be fewer than 8 directors nor more than 15 directors;
- the chairperson has a casting vote; and
- there shall be a quorum for holding a General Meeting where 4 shareholders holding at least ten percent of the total number of issued shares of the Company are present or represented.

Code of Ethics

The Code of Ethics explicitly sets out the guiding principles and values that underpin our behaviour and spells out the standards expected of us when dealing with all our stakeholders. An updated version of the Code of Ethics in French was approved by the Board on May 13, 2022 and has been published on the Company's website.

PRINCIPLE 2: THE STRUCTURE OF THE BOARD AND ITS COMMITTEES

The Board of Directors

The Company's constitution provides that the Board of the Company shall consist of a minimum of 8 and a maximum of 15 directors. The Directors ordinarily reside in Mauritius.

There is a clear separation of responsibilities between the leadership of the Board and the executives responsible for managing the Company's business. The Board was headed by the Chairperson, Mr. G. Allain D. de Spéville who passed away on September 17, 2022. The Chairperson was not an independent director of the Company.

On matters where there may be an actual or perceived conflict of interest involving the chair, the Chairperson did not participate in the discussions nor take part in any decision-making process in relation to the conflicting matter.

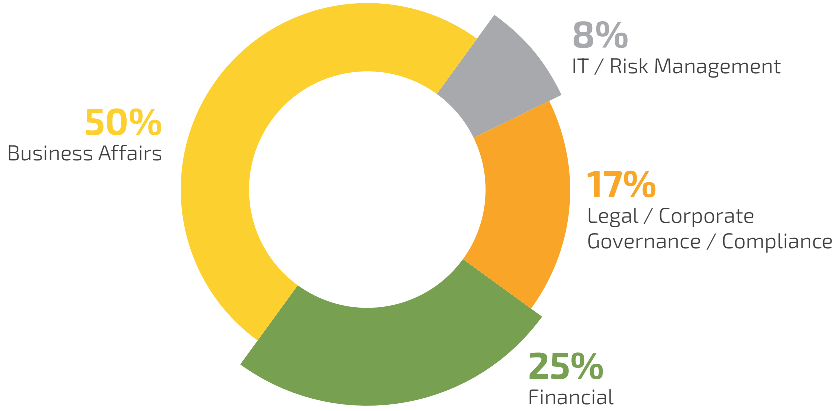
The role of Managing Director was held by Mr. M.D.P. André Espitalier Noël until his retirement effective as from December 31, 2021, following which the Board nominated Messrs. Jérôme Clarenc, Commercial Director, and Rehaz Sayed Hassen, Finance Manager, both sitting on the Board of Directors of the Company, to assume the interim management of the Company. As from July 1, 2022, the Commercial Director is the interim Managing Director.

The Company is led by a unitary Board. Of the twelve members serving during the year, two were executive directors, seven were non-executive and the remaining three were independent. The non-executives and independent directors come from diverse business backgrounds and possess the necessary knowledge, skills, objectivity, integrity, experience and commitment to make sound judgements on various key issues relevant to the business of the Company independent of management. The independent directors bring a valuable contribution in terms of experience, expertise, professionalism, integrity and objectivity. They are free from any business or other relationships which would materially affect their ability to exercise independent judgement, constructively challenge and scrutinise the performance of management in achieving objectives and monitor the reporting of performance.

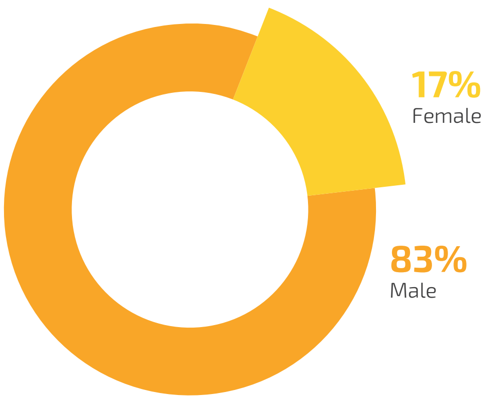
PRINCIPLE 2: THE STRUCTURE OF THE BOARD AND ITS COMMITTEES (CONT'D)

The Board of Directors (Cont'd)

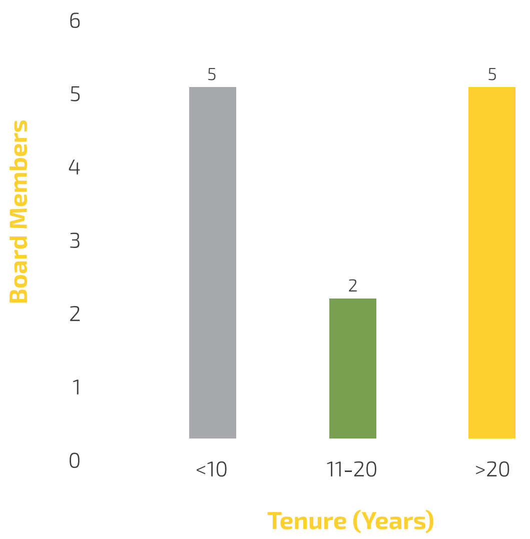
Skills and Experience



Gender



Tenure (Years)



Corporate Governance Report (cont'd)

Year ended June 30, 2022

PRINCIPLE 2: THE STRUCTURE OF THE BOARD AND ITS COMMITTEES (CONT'D)

The Board of Directors (Cont'd)

Common Directors as at June 30, 2022

List of Directors	Mauritius Oil Refineries Limited	Proton Limited	Metal Can Manufacturers Limited
Mr. G. Allain D. DE SPEVILLE	•	•	•
Mr. M.D.P. André ESPITALIER NOEL (retired on December 31, 2021)	•		•
Mr. R.J. Paul CLARENC	•	•	•
Mr. Jérôme P.E CLARENC	•		
Mr. S. Rehaz A. SAYED HASSEN	•		
Mr. Akhtar N.Y. DAWOOD	•		
Mr. Ashraf M. CURRIMJEE	•		
Mr. M.J.H. Maurice de MARASSE ENOUF	•		
Mr. Yakub M.K. MORIA	•		
Mrs. Madhavi RAMDIN-CLARK	•		
Mrs. Su Lin ONG	•		
Mr. Dharmesh NAIK (Appointed on November 11, 2021)	•		
Mr. Nicolas MERVEN (Appointed on January 21, 2022)	•		

PRINCIPLE 2: THE STRUCTURE OF THE BOARD AND ITS COMMITTEES (CONT'D)

The Board of Directors (Cont'd)

Board and Committee Attendance

Directors	Category	Board of Directors	Corporate Governance Report	Audit and Risk Committee	Ethics Committee	Strategic Committee
Mr. G. Allain D. DE SPEVILLE	NED	4/5	3/3	-	-	-
Mr. M.D.P. André ESPITALIER NOEL (retired on December 31, 2021)	ED	2/2	-	-	-	-
Mr. R.J. Paul CLARENC	NED	5/5	3/3	-	-	1/1
Mr. Akhtar N.Y. DAWOOD	NED	5/5	-	5/5	-	1/1
Mr. Yakub M.K. MORIA	NED	5/5	3/3	-	-	-
Mr. M.J.H. Maurice de MARASSE ENOUF	NED	5/5	-	5/5	-	1/1
Mr. Ashraf M. CURRIMJEE	NED	4/5	-	-	-	-
Mr. Jérôme P.E. CLARENC	ED	5/5	-	-	1/1	1/1
Mr. S. Rehaz A. SAYED HASSEN	ED	5/5	-	-	1/1	1/1
Mrs. Madhavi RAMDIN-CLARK	INED	5/5	-	-	1/1	-
Mrs. Su Lin ONG	INED	5/5	-	4/4	-	-
Mr. Dharmesh NAIK	INED	3/3	1/1	-	-	-
Mr. Nicolas MERVEN	NED	1/2	-	-	1/1	-

Category of Directors:

ED - Executive Director
NED - Non-Executive Director
INED - Independent Non-Executive Director

The charters of the above four Board Committees are available on the Corporate Governance webpage of the Company (www.moroil.mu).

PRINCIPLE 2: THE STRUCTURE OF THE BOARD AND ITS COMMITTEES (CONT'D)

The Board of Directors (Cont'd)

Board Meetings

The Board meets at least quarterly and holds special meetings as and when it deems appropriate. A meeting timetable is set annually in advance so that Directors can attend.

The Chairperson of the Board, in consultation with the Managing Director, will set the agenda for Board meetings. A board pack is sent in a timely fashion to all Directors to enable them to make informed business decisions and to participate fully. In case a director cannot attend personally, the latter can still participate in the meeting by video conference.

The Board met five times during the financial year and, amongst other matters:

- Reviewed and approved the strategic and business plans, including an assessment of the impact of the government subsidy on edible oil;
- Assessed and ensured the continuity of supply particularly following the war in Ukraine;
- Appraised the sustainability initiatives contributing towards the sustainable development of the Mauritian tourism industry and the country at large;
- Monitored the Group's financial performance and approved the capital expenditure budget;
- Approved the Annual Report 2021 and the Group's quarterly abridged accounts;
- Approved the payment of an interim dividend;
- Reviewed and approved additional banking facilities requirements;
- Took cognizance of an evaluation of the pension fund and was notified on the implications on shifting from Defined Benefit to Defined Contribution scheme;
- Approved the appointment of new Board members, reviewed the composition of the Board committees and approved the nomination of new members;
- Was informed of all board committees' reporting;
- Assured a succession plan following the retirement of the Managing Director;
- Approved the appointment of Intercontinental Secretarial Services Ltd as the new Company Secretary effective as from July 1, 2022 following the resignation of Speville Secretarial Services Ltd;
- Approved the updated Ethics Committee Charter and a French version of the Code of Ethics;
- Monitored the improvements achieved and required to improve the Corporate Governance Scorecard rating.
- Reviewed the IT security framework.
- Approved Communiques/Announcements as required by the relevant rules and regulations.

PRINCIPLE 2: THE STRUCTURE OF THE BOARD AND ITS COMMITTEES (CONT'D)

Board Committees

The Board has five standing Board Committees as described on pages 27 to 32, which meet regularly under terms of reference set by the Board. All chairpersons of the different Board Committees are chosen according to their expertise and background to effectively carry out the specific tasks of these Committees.

Corporate Governance Committee

The Corporate Governance Committee, which includes the Nomination and Remuneration Committees, consists of four members namely: Mr. G. Allain D. DE SPEVILLE (Chairman), Mr. R.J. Paul CLARENC, Mr. Yakub M.K. MORIA and Mr. Dharmesh NAIK.

The Board members consider that the chairman was the most suitable person to assume both the Chairmanship of the Board and that of the Corporate Governance Committee as he possessed the necessary knowledge, legal competence, skills and experience.

The main objects of the Committee are:

- to determine, agree and develop the Company's general policy on corporate governance in accordance with the applicable Code of Corporate Governance;
- to advise and make recommendations to the Board on all aspects of corporate governance, remuneration and appointments; and
- to prepare the Corporate Governance Report.

The Committee met thrice during the year and is satisfied that it has discharged its responsibilities in compliance with its terms of reference.

In its capacity as Nomination Committee, the Committee recommended the appointment of Messrs. Dharmesh Naik and Nicolas Merven as Board directors in replacement of Mr. Hansraj Ruhee who passed away in June 2021 and Mr. André Espitalier Noël who retired on December 31, 2021 respectively. The two appointees come from different industries and backgrounds with strong business, international and management experience.

The Committee also recommended the nomination of Mr. Dharmesh Naik as member of the Corporate Governance Committee and the appointment of Mr. Nicolas Merven as Company Consultant on a part time basis.

Following the retirement of Mr. André Espitalier Noël, the Committee recommended that Messrs. Jérôme and Rehaz Sayed Hassen, assume the interim management.

A voluntary internal self-assessment of the Company's corporate governance disclosures and explanations was performed in accordance with the Corporate Governance Scorecard for Mauritius (2021). The evaluation exercise has been conducive to progressing on the corporate governance journey and the Company has significantly improved its score since.

The Board shall review the Corporate Governance Committee charter every two years if necessary.

Corporate Governance Report (cont'd)

Year ended June 30, 2022

PRINCIPLE 2: THE STRUCTURE OF THE BOARD AND ITS COMMITTEES (CONT'D)

Board Committees (Cont'd)

Audit and Risk Committee

The Audit and Risk Committee is appointed by the Board of Directors and is governed by a charter updated and adopted by the Board and which shall be reviewed every five years if necessary. The Committee consists of two non-executive directors and one independent member namely:

- Mr. Akhtar N.Y. Dawood (Chairman);
- Mr. M.J.H. Maurice de Marasse Enouf; and
- Mrs. Su Lin Ong (Appointed on September 27, 2021)

The Board considers that each member brings broad experience and professional knowledge of financial reporting to the Committee's deliberations. The main objective of the Audit and Risk Committee is to assist the Board of Directors in fulfilling its responsibilities to provide reliable, accurate and transparent financial information to its shareholders, stakeholders, the authorities and the public. The Committee also advises the Board on accounting policies and financial reporting and ensures that risks are properly identified and managed.

The Audit and Risk Committee focuses on:

- the functioning and effectiveness of internal control systems and the internal audit;
- the constant identification of actual and potential risks both operational and non-operational;
- the proper implementation of the Company's risk management policies;
- the reliability, accuracy, integrity and transparency of financial information and reporting;
- the Company's compliance with applicable laws, regulatory requirements, accounting standards and best corporate governance practices;
- the evaluation of the independence, effectiveness, objectivity of both the internal and external auditors;
- the safeguarding, reliability and effectiveness of the IT infrastructure and data; and
- the constant reviews of the Audit and Risk Committee charter to remain in compliance with and achieve high standards of reporting.

In attendance:

- Mr. M.D.P. André Espitalier Noël (retired on December 31, 2021)
- Mr. Jérôme P.E. Clarenc, Commercial Director;
- Mr. S. Rehaz A. Sayed Hassen, Finance Manager;
- Mr. Lynden Lareine, Internal Audit Manager; and
- Mrs. Deena Kooball Gujadhur, Cost Accountant.

The Committee also invites the External Auditors to attend meetings and any member of management and that of subsidiaries when so required. The Committee also meets separately without members of management.

PRINCIPLE 2: THE STRUCTURE OF THE BOARD AND ITS COMMITTEES (CONT'D)

Board Committees (Cont'd)

Audit and Risk Committee (Cont'd)

During the year, the Committee examined and made recommendations to the Board on:

- the Group's audited financial statements for the year ended June 30, 2021, prior to filing and publication;
- the quarterly unaudited financial statements for the quarters ended September 2021, December 2021, and March 2022;
- the management letter issued by the external auditors in respect of the audited accounts for the financial year ended June 30, 2021;
- the risk register of the Group, and made recommendations to the Board for appropriate action;
- the internal audit reports issued by the internal audit manager in respect of the Company and its subsidiaries;
- the External Auditors' Audit plan for the financial Year 2021/2022.

The Committee met five times during the year ended June 30, 2022 and fulfilled its responsibilities for the year under review, in compliance with its formal terms of reference.

Ethics Committee

The Ethics Committee was constituted by the Board on May 14, 2010 as a standing committee without executive powers. The Committee Chairperson and members are appointed by the Board. The Committee has an independent role and is governed by a Charter initially adopted on May 13, 2011 and subsequently reviewed on May 13, 2022.

Functions of the Committee

The objectives of the Ethics Committee are to:

- Assist the Board in overseeing that the Group is committed to the highest ethical standards;
- Promote an organisational culture that encourages law abiding and ethical conduct;
- Review the effectiveness of the compliance and enforcement framework as provided in the Code.

Corporate Governance Report (cont'd)

Year ended June 30, 2022

PRINCIPLE 2: THE STRUCTURE OF THE BOARD AND ITS COMMITTEES (CONT'D)

Board Committees (Cont'd)

Ethics Committee (Cont'd)

Responsibilities of the Committee

The objectives of the Ethics Committee are to:

a. Review results of and deal with all reports and complaints submitted by the Compliance Officer;
b. Review the ethical implications of policies brought to the notice of the Committee and report to the Board;
c. Increase awareness of compliance of the Code through training and communication;
d. Establish and communicate whistleblowing policies;
e. Monitor development in legal and regulatory standards and general best practices relating to business ethics, and adapt accordingly;
f. Appoint independent advisers as it deems necessary to carry out its duties;
g. Instruct any officer or employee of the Group to attend any meetings, and provide such information as necessary and appropriate;
h. Have unrestricted access to members of management, employees and relevant information;
i. Make recommendations to the Board in relation to the appointment and replacement of the Compliance Officer and the two assessors;
j. Regularly review the effectiveness and adequacy of the Code and make recommendations to the Board accordingly;
k. Prepare the Committee's report to be included in MOROIL's annual Corporate Governance Report;
l. Review, if necessary, and reassess the adequacy of the charter every two (2) years and discuss any required changes with the Board.

Composition and Functioning

The Committee comprises:

- Mrs. Madhavi Ramdin-Clark (Chairperson)
- Mr. Nicolas Merven
- Mr. Jérôme Clarenc
- Mr. Rehaz Sayed Hassen

The Committee is valuably and competently assisted by Mrs. Myrna Arekion (Group HR Manager & Compliance Officer) and Mr. Lynden Lareine (Internal Audit Manager), who also acts as the Committee's secretary.

Committee members act with freedom of judgement and are responsible for declaring any conflict of interest. In all cases where a conflict of interest exists, or may be reasonably perceived to exist, the Committee member does not participate in the decision-making process.

The effectiveness of the Committee is assessed as part of the annual Board and Committee self-evaluation process.

The profiles of the Ethics Committee members appear on pages 34 to 37.

PRINCIPLE 2: THE STRUCTURE OF THE BOARD AND ITS COMMITTEES (CONT'D)

Board Committees (Cont'd)

Ethics Committee (Cont'd)

Activities of the Committee

The Committee performed the following activities during the year:

- Reviewed the Code of Ethics, initially adopted by the Board in November 2009. An updated French version of the Code was approved by the Board in May 2022.
- Submitted a request to the Board for the scope of the Ethics Committee Charter to be extended to the entire Group. This request was approved by the Board in May 2022.
- In line with the requirements of the Mauritius Financial Reporting Council, the Group's updated Code of Ethics and Ethics Committee Charter were published on the Corporate Governance page of MOROIL's website.
- An activity plan for the coming financial year was set out to ensure that the Code is efficiently communicated to and adopted by the Group's employees.

The committee also took note of the number of COVID-19 cases and ensured that sanitary protocols were respected to protect the Group's employees and stakeholders.

In addition, the Committee discussed the following:

- Requests from the Trade Union
- Disciplinary actions taken during the year
- Compliance issues

Formal reporting on the above was made to the Board following the Ethics Committee meeting of June 21, 2022.

Strategic Committee

The Strategic Committee Charter was approved by the Board of Directors on September 30, 2016 and shall be reviewed as and when required. The purpose of the Committee is to assist the Board in fulfilling its responsibilities to monitor the development of and ultimately approve the Company's strategies and strategic plan.

The Committee consists of three non-executive directors namely Messrs. R.J. Paul CLARENC who is also the Chairman of the Committee, Akhtar N.Y. DAWOOD, M.J.H. Maurice DE MARASSE ENOUF and two executive directors Messrs. Jérôme P.E. CLARENC and S. Rehaz A. SAYED HASSEN.

During the last financial year, the Committee met once and is nonetheless satisfied that it has discharged its responsibilities in accordance with its terms of reference.

The Committee assessed the development and execution of the Company's investment plan to optimise its operational capabilities and to modernise the refining and packaging plant, which represents the lion share of the capital expenditure. MOROIL is also fully engaged in projects that will reduce the utilisation of single-use plastics; contributing towards the sustainable development of the Mauritian tourism industry.

Corporate Governance Report (cont'd)

Year ended June 30, 2022

PRINCIPLE 2: THE STRUCTURE OF THE BOARD AND ITS COMMITTEES (CONT'D)

Board Committees (Cont'd)

Strategic Committee (Cont'd)

Members of the Committee are overseeing a seamless succession plan for the oil procurement. On a similar note, the oil procurement training programme is advancing satisfactorily as the dates of the visit of the senior representatives of the Company's strategic supplier have been determined.

The Committee took cognizance that the Board approved the nomination of Mr. Nicolas Merven on the Strategic Committee.

Oil Procurement Committee

The Board established the Oil Procurement Committee as a Board Committee on July 16, 2018 with executive responsibilities. The Committee is composed of Mr. R.J. Paul CLARENC (Chairman), and two executive directors, namely Messrs. Jérôme P.E. CLARENC and S. Rehaz A. SAYED HASSEN. Mr. Ravish MUSRUCK, the Production Manager, has been co-opted upon the recommendation of the Corporate Governance Committee.

The main objective of the Committee is to purchase oils of international standards at the most favourable price and ensure continuity of supply.

MOROIL affirms its commitment to ethical and efficient purchasing practices. To this end, the Company endorses an Oil Procurement Policy, a framework of sound operational practices that establishes the guidelines by which the oil purchase transactions are to be conducted whilst sustaining the Company's credibility and reputation with recognised suppliers and renowned financial institutions.

To fulfil its responsibilities, the Committee meets on a regular basis to continuously monitor market information, diligently identify and assess the oil procurement risks and take appropriate actions to mitigate them and approve the issuance and payment of internationally recognised and accepted oil procurement contracts.

During the year under review, the global vegetable oil market was severely impacted by the war in Ukraine pushing prices to historically high levels. The Oil Procurement Committee remained ahead of the turmoil staying mission-driven and customer focused to ensure food security. The Board of Directors was constantly apprised of the decisions of the Committee.

Significant progress has been made in the procurement training programme. Dates of meetings with the senior representatives of the Company's strategic vegetable oil supplier are being finalised. During their visit, the Company will be in a position to consolidate the existing procurement framework and address the major issues related to the procurement of vegetable oils.

PRINCIPLE 3: DIRECTOR APPOINTMENT PROCEDURES

Appointment and Re-Election

New directors are appointed to the Board on the recommendation of the Corporate Governance Committee acting as Nomination Committee.

The Committee evaluates the competencies of any candidate based on knowledge, skills and experience. The Committee also considers other factors, including diversity, legislative requirements, commitment to ethical behaviour and other requirements as specified in the Board Charter.

Three directors are required to submit themselves for re-election every year retiring by rotation according to Section 100 of the constitution of the Company.

New Directors

Upon the recommendation of the Corporate Governance Committee, the Board approved the appointment of Messrs. Dharmesh Naik and Nicolas Merven as Directors on November 11, 2021 and January 21, 2022 respectively. Their appointments will be ratified at the next Annual Meeting of the Company.

Induction of the Directors

A new Director receives an appointment letter. In addition, the appointment process includes undertaking induction training. Newly appointed directors go through an induction programme to familiarise themselves with the Group's operations, MOROIL's values and culture, the governance framework, the Code of Conduct, the Board Charter, and key prevailing issues. The induction programme also comprises a one-to-one briefing with the Chairperson of the Board, meeting the executive management and a site visit. They are also made aware of their roles, responsibilities and legal duties.

Time Commitment

Directors are expected to devote such time as is necessary for the proper performance of their duties and should be prepared to spend the necessary time on Company business. In addition, they are also expected to devote appropriate preparation time ahead of each meeting. The agreement of the Chairperson should be sought before accepting supplementary directorships that might affect the time directors devote in their role. If there is a risk of conflict of interest, the matter shall be discussed by the Board.

Directors' Profiles

Mr. G. Allain DOGER DE SPEVILLE

[passed away on September 17, 2022]

Non-Executive

Appointed to the Board on September 29, 1995.

Allain Doger De Spéville, aged 70, was a Notary Public. He was appointed Chairman of the Company on March 23, 2005. He was also a member of the Audit Committee and Corporate Governance Committee of the Mauritius Chemical & Fertilizer Industry Ltd. He was a Director in the following listed companies:

- Mauritius Chemical & Fertilizer Industry Ltd
- PIM Limited

Mr. Jérôme P.E. CLARENC [45]

Executive

Appointed to the Board on September 29, 2014.

Jérôme Clarenc, aged 45, joined the Company in September 2005 as Marketing Coordinator and was appointed Marketing Manager in 2008. In 2018, he was promoted Commercial Director responsible for the overall Marketing and Sales as well as Logistics and Warehousing management. He has been instrumental to the continuous development and growth for both the locally manufactured and imported food products. He presently acts as Interim Managing Director with effect from January 1, 2022. Jérôme holds a Diploma in Marketing and Management (Cape Town). Prior to joining the Company, he worked for a period of three years at IBL Group. He currently serves as member of the Council of the Mauritius Chamber of Commerce and Industry. From 2013 to 2017, he was an Executive Member of the Association of Mauritian Manufacturers.

Mr. S. Rehaz A. SAYED HASSEN [60]

Executive

Appointed to the Board on September 28, 2011.

Rehaz Sayed Hassen, aged 60, is currently the Finance Manager of the Company and assumed the interim management up to June 2022, together with Mr. Jérôme Clarenc, following the retirement of the former Managing Director on December 31, 2021. He holds an Advanced Certificate in Business Management. He started his career in January 1983, in the Sales department and thereafter successfully held the post of Accountant. He was appointed Finance Manager in 2004. In that executive position, he is responsible for driving financial strategies, overseeing treasury management and providing advice on financial business decisions. He is also in charge of the information technology department. With his considerable operational experience, he has been instrumental in the implementation of various ERP programs, the development of the Company's IT strategy and ensuring that IT investments meet business objectives.

Mr. Akhtar N.Y. DAWOOD [64]

Non-Executive

Appointed to the Board on March 10, 2004.

Akhtar Dawood, aged 64, is the chairperson of the Audit and Risk Committee and a member of the Strategic Committee. He holds a BSc in Economics and Sociology from the University of East Anglia, UK. He has worked in the trade sector and has been one of the main distributors of edible oil. He has a good understanding of the FMCG sector, and the operational environment of the Group.

Mrs. Su Lin ONG [61]

Independent Non-Executive

Appointed to the Board on May 7, 2021.

Su Lin Ong, aged 61, is a Fellow of the Institute of Chartered Accountants in England and Wales, Fellow of the Mauritius Institute of Directors and holder of a BA (Hons) Economics from UK. Su Lin has 37 years of professional experience in Audit and Advisory. She trained as a Chartered Accountant in London with Deloitte, Haskins & Sells where she worked for 8 years before joining Coopers & Lybrand (which subsequently became PwC) in Mauritius as a Partner in the Consulting Division. She has also been a Partner in DCDM Consulting (local partner of Accenture), specialising in digitalisation and systems integration and a Director at KPMG Advisory Services, specialising in internal audit, compliance and risk management. She was the Chairperson of the CSR committee and is a past President of the Society of Chartered Accountants in Mauritius. Throughout her career, she has worked with major local and international companies across industries in UK, Mauritius and the Indian Ocean region. Since November 2019, she sits as an Independent Non-Executive Director on several Boards in Mauritius in the following industries – banking, insurance, hospitality and food.

Directorships in other listed companies:

- Tropical Paradise Co Ltd
- Les Moulins de la Concorde Ltee

Mrs. Madhavi RAMDIN-CLARK [44]

Independent Non-Executive

Appointed to the Board on July 01, 2019.

Madhavi Ramdin-Clark, aged 44, is currently the Head of ACCA Mauritius and New Markets. She holds a BA (Hons) in Modern Languages and Business Studies from the University of Stirling in Scotland and a professional qualification in Overseas Trade from the Institute of Export in London. Her fields of expertise are strategy analysis, business development, management and public relations. She is a member of the MIoD, of the National Committee on Corporate Governance and of the Council of Business Mauritius. She also chairs the Social Capital Commission of Business Mauritius. Madhavi was appointed Chairperson of MOROIL's Ethics Committee on January 21, 2022.

Directors' Profiles

Mr. R.J. Paul CLARENC [78]

Non-Executive

Appointed to the Board on September 26, 1987.

Paul Clarenc, aged 78, graduated with a Bachelor of Science (Hons) degree from the University of Cape Town; he holds a Diploma in Production Management, ATIM (Delft, Netherlands) and a Diploma in Sugar Technology (Hons) from The Mauritius College of Agriculture. He joined the Company in February 1970 as Chemist and was appointed Managing Director in October 1987. He held that position until he retired in December 2014. He served as member of the Council of the Mauritius Chamber of Commerce and Industry for three years before assuming the chairmanship in 1998. He is a Founder Member of the Association of Mauritian Manufacturers. He has been a Consultant of the Company, from January 2015 to September 2021, to provide advice namely on strategic business matters and managerial issues. He is responsible for directing the Oil Procurement operations. He is currently the Chairman of PIM Limited.

Directorship in other listed companies:

- PIM Limited

Mr. Ashraf M. CURRIMJEE [60]

Non-Executive

Appointed to the Board on June 22, 1994.

Ashraf M. Currimjee, aged 60, holds a Bachelor of Arts degree in Economics from Williams College, Massachusetts, USA. He is the Managing Director of Soap & Allied Industries Limited and a member of the Strategy & Finance Committee of the company. He also serves as non-executive Director on the Board of the Currimjee Family holding company, Currimjee Limited, and on numerous subsidiaries of the Currimjee group.

Directorships in other listed companies:

- Soap & Allied Industries Limited
- Quality Beverages Limited

Mr. Maurice DE MARASSE ENOUF [77]

Non-Executive

Appointed to the Board on February 26, 1986.

Maurice Enouf, aged 77, retired in 2001 after 29 years of service as Audit Manager and thereafter as Finance Manager of the WEAL Group of Companies. He is currently a member of the Audit and Risk Committee of MOROIL as well as a member of the Audit and Risk Committee and Corporate Governance Committee of Innodis Ltd.

Directorship in other listed companies:

- Innodis Ltd

Mr. M.D.P André ESPITALIER NOEL [60]

Executive

(retired on December 31, 2021)

Appointed to the Board on March 31, 2007.

André Espitalier Noël aged 60, is a Food Engineer of ENITA, Dijon, France. He has been the Managing Director since January 1, 2015 and retired on December 31, 2021.

Directorship in other listed companies:

- PIM Limited (up to December 31, 2021)

Mr. Yakub M.K. MORIA [63]

Non-Executive

Appointed to the Board on June 8, 1998.

Yakub Moria, aged 63, holds a Diploma in Business Management and Marketing. He has a vast experience in international commerce and in the trading sector. His entrepreneurial spirit has inspired him to diversify his business interests into property management and development as well as in investment management. Yakub acts as director on a number of family-owned companies.

Mr. Nicolas MERVEN [66]

Non-Executive

Appointed to the Board on January 21, 2022.

Nicolas Merven, aged 66, holds a "DUT en Gestion des Entreprises de L'Université d'Aix Marseille" with a specialisation in finance and accounting. He joined the Company on March 1, 2022 as Consultant on a part time basis. He has held various management positions in several sectors and was the Chief Operations Officer of the Commerce Sector of IBL from 1994 to 2007. In that capacity, he played a key role in developing the Winner's chain of supermarkets over the island. In 2007, he was appointed Chief Operations Officer of the Retail Sector of IBL up to end 2016 when he retired. Nicolas also served on the Council of the Mauritius Chamber of Commerce and Industry for 10 years and on the Council of the Mauritius Employers' Federation for 2 years.

Mr. Dharmesh NAIK [51]

Independent Non-Executive

Appointed to the Board on November 11, 2021.

Dharmesh Naik, aged 51, is a seasoned professional and Group Managing Director of OCRA (Mauritius) Limited, an entity licensed by the FSC since April 1996, for the last 22 years. Well known for being an innovative and strategic thinker, his expertise is sought after by many large companies in various sectors, both locally and internationally. He has been involved in the global business sector for over 22 years and assisted over 1750 client entities. He sits on the board of numerous companies, including multinationals and other specialised financial entities. He has extensive experience in running various types of legal entities, and has a sharp, hands-on approach to all statutory, financial and compliance matters. His practical experience is backed by his academic qualifications, a Bachelor of Engineering in Computer Science from the University of Allahabad in India and the international specialised diplomas in Governance, Risk and Compliance as well as Anti Money Laundering. He is highly responsive and dedicated, and his multilingual skills coupled with his IT background make him an accessible individual with advanced knowledge of digital systems and technology which comes in helpful in today's era of digital marketing and operations. He is a Fellow of the Mauritius Institute of Directors and a Fellow of the International Compliance Association.

Corporate Governance Report (cont'd)

Year ended June 30, 2022

PRINCIPLE 3: DIRECTOR APPOINTMENT PROCEDURES (CONT'D)

Profile of Company Secretary

Speville Secretarial Services Limited has resigned as Company Secretary for the Company effective as from June 30, 2022. The Board would like to place on record its appreciation to Speville Secretarial Services Ltd for their dedication and services rendered to the Company over the past years.

The Board of Directors of the Company appointed Intercontinental Secretarial Services Ltd as the new Company Secretary effective as from July 1, 2022.

Intercontinental Secretarial Services Ltd is a suitably qualified, experienced and competent Company Secretary that is appropriately empowered to fulfil duties and provide assistance to the Board.

The Company Secretary is responsible to the Board for ensuring that procedures and regulations are complied with and that Directors are conversant with their duties and responsibilities.

The Company Secretary provides the Board as a whole and Directors individually with detailed guidance on the discharging of their responsibilities in the best interests of the Company.

The Company Secretary also acts as Secretary to the Audit and Risk committee and the Corporate Governance Committee. The Company Secretary will be subject to annual evaluation by the Board.

Professional Development

The Board ensures that the Board members receive appropriate training as necessary. Independent professional advice would be available to Directors in appropriate circumstances, at the Company's expense.

Succession Plan

The Corporate Governance Committee in its capacity as Nomination Committee identifies and nominates candidates for approval by the Board to fill Board vacancies as and when they arise. The Board also assumes the responsibilities regarding succession planning for senior executives. A Board of Directors' Succession Planning Policy has been prepared and will be submitted to the Board during the present financial year.

PRINCIPLE 3: DIRECTOR APPOINTMENT PROCEDURES (CONT'D)

Profile of Senior Management

The Company

Mr. Jérôme Clarenc

See profile on page 34.

Mr. S. Rehaz A. Sayed Hassen

See profile on page 34.

Mr. Lynden Lareine

Aged 56, joined the Company in June 1991 as Internal Auditor and has been the Internal Audit Manager of the Group since 2004. He is an affiliate member of the Chartered Institute of Internal Auditors and holds a Diploma in Business Management.

Mr. Ravish Musruck

Aged 46, joined the Company in October 2000 as Food Technologist. He holds an MSc Food Technology (Reading - UK) and an MBA (General). He was appointed Process Manager in July 2013 and promoted to Production Manager in 2019.

Mrs. Myrna Arekion

Aged 57, joined the Company as Group Human Resources Manager in July 2017. She holds an MSc in Human Resource Management. She is currently the Vice-Treasurer of the Business Mauritius Provident Association.

Subsidiary

Mr. Philippe Gauthier

Aged 39, joined Metal Can Manufacturers Ltd in August 2007 as Accounts Clerk and was appointed as Accountant in 2013. He has been nominated Finance and Administrative Manager as from July 2021.
He holds a Bachelor of Business Administration.

Mr. Dominique Dardanne

Aged 58, joined Metal Can Manufacturers Ltd in October 1986 as Accounts Clerk and was appointed Production Manager in 2000. He is also responsible for all operational and mechanical projects.

Corporate Governance Report (cont'd)

Year ended June 30, 2022

PRINCIPLE 4: DIRECTORS' DUTIES, REMUNERATION AND PERFORMANCE

Legal Duties

Directors are made aware of their legal duties upon their appointment and induction.

Board Information

All Directors receive timely information so that they are equipped to play their part as fully as possible in Board meetings. All Board members have access to the Company Secretary for any further information they require. Directors have independent access to the Company's senior management should they consider it necessary for discharging their responsibilities. Independent directors have the opportunity to consult with one another for an exchange of views prior to Board meetings and, if required, the outcome is communicated during a coming Board meeting.

Board Evaluation

No Board evaluation was conducted last year. With a view to enhancing the Directors' effectiveness, a Board's performance review will be carried out yearly with the assistance of the Company Secretary.

Directors' Interests in Shares

The Interests of the Directors of the Company in the Group as at June 30, 2022 were as follows:

	Number of Ordinary Shares			
	Mauritius Oil Refineries Limited		Metal Can Manufacturers Limited	
Messrs.	**Direct Interests**	**Indirect Interests**	**Direct Interests**	**Indirect Interests**
Yakub M.K. MORIA	444,444	-	1,207	-
G. Allain D. DE SPEVILLE	310,000	6,666	129	-
R.J. Paul CLARENC	38,400	-	9,087	-
Akhtar N.Y. DAWOOD	10,300	-	5,460	-
S. Rehaz A. SAYED HASSEN	821	-	2,015	339
M.J.H. Maurice de MARASSE ENOUF	-	-	-	-
Ashraf M. CURRIMJEE	-	-	-	-
Jérôme P.E. CLARENC	-	-	-	-
Madhavi RAMDIN-CLARK	-	-	-	-
Su Lin ONG	-	-	-	-
Dharmesh NAIK	-	-	-	-
Nicolas MERVEN	-	-	-	-

PRINCIPLE 4: DIRECTORS' DUTIES, REMUNERATION AND PERFORMANCE (CONT'D)

The Company Secretary maintains a Register of Interests which is updated with every transaction entered into by Directors and their closely related parties. The register is available for consultation to shareholders upon written request to the Company Secretary.

Related Party Transactions

Related Party Transactions are discussed in note 33 of the Financial Statements.

Directors' Dealings in Shares of the Company

The Directors follow the principles of the model code on securities transaction as detailed in Appendix 6 of the Mauritius Stock Exchange Listing Rules whenever they deal in the shares of the Company. During the year under review, none of the Company's Directors traded in the Company's shares.

Information, Information Technology and Information Security Governance

The Board oversees information governance within the Company and ensures that the performance of information and information technology systems leads to business benefits and creates value. The Board ensures that information assets are efficiently managed, and that appropriate policies, procedures, management accountability and the right structures provide a robust governance framework for information management.

The oversight and monitoring of the security and performance of information and information technology systems is undertaken by the Audit and Risk Committee. For its part, Management is responsible for implementing the policies, procedures and practices to protect the Company's information, in line with regulatory and Company norms. User access controls are in place to protect the integrity, confidentiality and availability of all information resources.

The Board keeps its IT expertise under review as the Company's IT strategy develops and ensures that IT investments support business objectives. The Information Security and Technology services are outsourced to assist the Company in IT Governance, Information Security, Cybersecurity and in the daily IT Operation and Networking.

Remuneration Policy

The Corporate Governance Committee, in its role as Remuneration Committee, is responsible for the remuneration policy and ensures that the Company recruits, retains and rewards talents who are committed to value creation. The Committee determines and recommends to the Board the remuneration package of the Executive, Non-Executive and Independent Non-Executive Directors as well as that of senior management in such a way that they are responsibly rewarded for their individual contribution and performance.

The Directors' fees, subject to the Board approval, are recommended to the shareholders at the Annual Meeting.

Directors' Fees

All Directors are paid Directors' fees based on their responsibilities on the Board. Directors sitting on Board Committees and on the Boards of subsidiary companies also receive additional fees. No share option or bonus is granted to non-executive directors.

PRINCIPLE 4: DIRECTORS' DUTIES, REMUNERATION AND PERFORMANCE (CONT'D)

Directors' Remuneration

The remuneration of the Directors for the year under review is displayed below:

	Holding Company	Subsidiaries	Total
Directors	**Rs**	**Rs**	**Rs**
Mr. M.D.P. André ESPITALIER NOEL (retired on December 31, 2021)	3,201,528	316,804	3,518,332
Mr. Jérôme P.E. CLARENC	4,320,852	-	4,320,852
Mr. S. Rehaz A. SAYED HASSEN	2,310,163	-	2,310,163
Total Executive	**9,832,543**	**316,804**	**10,149,347**
Mr. G. Allain D. DE SPEVILLE	721,258	163,929	885,187
Mr. R.J. Paul CLARENC	1,302,875	140,634	1,443,509
Mr. Akhtar N.Y. DAWOOD	520,778	-	520,778
Mr. Ashraf M. CURRIMJEE	211,803	-	211,803
Mr. M.J.H. Maurice de MARASSE ENOUF	419,353	-	419,353
Mr. Yakub M.K. MORIA	267,493	-	267,493
Mrs. Madhavi RAMDIN-CLARK	237,528	-	237,528
Mrs. Su Lin ONG	265,528	-	265,528
Mr. Dharmesh NAIK	173,778	-	173,778
Mr. Nicolas MERVEN	380,500	-	380,500
Total Non-Executive	**4,500,894**	**304,563**	**4,805,457**
TOTAL	**14,333,437**	**621,367**	**14,954,804**

Mr. Paul Clarenc served the Company as Consultant up to September 30, 2021. Mr. Nicolas Merven joined the Company on March 1, 2022 as Consultant on a part time basis.

PRINCIPLE 5: RISK GOVERNANCE AND INTERNAL CONTROL

Risk Management

The risk management system is an integral part of management's approach to delivering business objectives and is a systematic process designed to identify, assess and manage risks.

The Board is ultimately responsible for the process of risk management and determines the nature and extent of the risks that Moroil is willing to take. In line with the business development orientations, the Board identifies the main risks and determines the principal strategies in respect of the risk management of the Company whilst management is accountable to the Board for the design, implementation and detailed monitoring of the risk management process. The Board has delegated to the Audit and Risk Committee the responsibility to supervise the monitoring and mitigation of risk exposure.

The Internal Audit function performs a periodic risk assessment at all levels of the organisation. A comprehensive risks review has been conducted this year and the corporate risks register updated with the inherent and residual risks, the mitigating actions and the risk owner. The risks register is updated and reported annually to the Audit and Risk Committee.

Main Risks

Set forth below are the significant risks and uncertainties that, if they were to occur, could materially and adversely affect the business or that could cause the actual results to differ materially.

Risk Category: Macro-Economic

Commodity Price

Price hikes of raw materials on the global market, critical supply chain issues, volatility of foreign currency rates and inflation risks causing production costs to rise.

High-risk

Mitigation Action:

Apply a pricing policy that strikes a right balance between the interests of the consumers and the Company's other stakeholders.

On-going costs monitoring.

Risk Category: Financial

Liquidity

Inability to meet cash flow obligations in a timely and cost-effective manner due to increase in price of crude oils, increase in freight rate and the depreciation of the Mauritian Rupee.

High-risk

Mitigation Action:

New banking facilities regarding the financing of working capital and capital expenditure.

PRINCIPLE 5: RISK GOVERNANCE AND INTERNAL CONTROL (CONT'D)

Main Risks (Cont'd)

Risk Category: Financial (Cont'd)

Medium-risk

Foreign Exchange

Major fluctuation in currencies will affect the revenue and cash flow.

Lack or unavailability of forex on the local market.

Mitigation Action:

Update the existing Foreign Currency Management Policy.

Risk Category: Operational

Medium-risk

Business Interruption

Shipments may be delayed for reasons beyond our control.

Mitigation Action:

Activate the contingency plan to fulfill our commitment.

A major machinery breakdown could delay operations and disrupt market supply.

Mitigation Action:

Preventive maintenance of key equipment and upgrading.

Investment in new equipment to increase production capacity and improve efficiency.

Medium-risk

Natural Disasters

Natural or man-made catastrophes.

Mitigation Action:

Regular risks assessment by the Group's Natural Disaster Committee.

A pandemic may result in disruption of operations as well as physically harm key staffs.

Mitigation Action:

Adapt sanitary protocols according to government policies and procedures.

PRINCIPLE 5: RISK GOVERNANCE AND INTERNAL CONTROL (CONT'D)

Main Risks (Cont'd)

Risk Category: Operational (Cont'd)

Information Technology

Interruptions to the Company's information systems due to malicious attacks, denial of service, security breaches and/or hardware failure.

Medium-risk

Mitigation Action:

Information security and infrastructure support outsourced.

Finalisation of IT policies.

Implementation of a Disaster Recovery Plan.

Emerging Risks

Climate Change

Extreme weather events and unstable climatic patterns can disrupt the availability of raw materials, energy supplies and operations at large.

Medium-risk

Mitigation Action:

Continuous monitoring by Oil Procurement Committee.

Environmental Sustainability

Changing policies and legislations, new technologies, pricing of greenhouse gas emissions, changing consumer habits, with respect to sustainability practices, can seriously impact the value of the Company's brand equity and reputation.

Medium-risk

Mitigation Action:

Weightage of the environmental impact will be more and more considered in the vendor rating.

Corporate Governance Report (cont'd)

Year ended June 30, 2022

PRINCIPLE 5: RISK GOVERNANCE AND INTERNAL CONTROL (CONT'D)

Internal Control

The Board has overall responsibility for ensuring that management maintains an adequate system of internal control and for reviewing its effectiveness. The Audit and Risk Committee on behalf of the Board undertakes the detailed monitoring of the controls within an appropriate established framework. Such a system is designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

Systems and processes have been implemented and are reviewed on an ongoing basis by the Internal Audit function. The Audit and Risk Committee considers significant control matters raised by the internal and external auditors and reports its findings to the Board. Where weaknesses are identified, the Committee ensures that management takes appropriate action.

Whistleblowing

The Company encourages all employees to report, in a responsible manner and without fear of retaliation, any wrongdoing that they may witness in the course of their professional activities. All cases are treated in strict confidentiality.
The Whistleblowing Policy and Procedures are available on the website of the Company (www.moroil.mu).

PRINCIPLE 6: REPORTING WITH INTEGRITY

Sustainability Reporting

We are committed to creating long-term value to our customers, other stakeholders and the community at large by continuously seeking to better integrate our sustainability efforts into our daily operations and actions.

Corporate Governance

The Board of Directors is elected by the shareholders to oversee their interests in the long-term health and the overall success of the Company's business and its financial strength. As we keep moving towards our sustainability commitment, the Board is composed of 3 Independent Directors, 2 Executive Directors and 7 Non-Executive Directors.

The three Board Committees, namely the Corporate Governance Committee, the Audit and Risk Committee and the Ethics Committee, are governed by their respective charters which address the identification and management of governance, economic, social and environmental issues.

The Board selects and oversees the members of senior management, who are charged with conducting the business of the Company. The overall accountability for sustainability lies with the Managing Director and the Executive Committee. We strive to lead by example, guided by our high standards of corporate governance and ethics.

Environment

MOROIL complies with the environmental legal requirements and adheres to industrial standards by setting and fulfilling measurable objectives so as to create values for all its stakeholders. The SEMSI (Stock Exchange of Mauritius Sustainability Index) charter established since 2015 motivates MOROIL to pave towards pollution prevention, efficient energy utilisation, and environmental best practices.

MOROIL strives for a continuous improvement on energy efficiency following recommendations from the PNEE (Programme National pour l'Efficience Energétique). The Company's annual stack gas monitoring regarding the coal combustion and gaseous emissions yields encouraging results. In the same breath, the duty exemption on gas oil for the stationary engine boiler is strictly monitored and quarterly returns recommendations from the authorities are strictly adhered to.

Discharging an effluent with parameters prescribed under the prevailing Environmental Protection Act will not only enable MOROIL to eliminate cost bound carting aways but will also promote pollution abatement. We believe that this holistic commitment is a national endeavour and can best be delivered through compliance to legal, statutory and moral obligations, promotion of sustainability initiatives among the personnel along a defined timeline.

Capital expenditures over the automation of control of the coal fired boiler to optimise direct material consumption and on the installation of variable speed drives and inverters have been approved. Moreover, investments have been made on capacitors and the power factor improvement has been very encouraging. MOROIL's management and employees are committed towards the environmental policy and are actively implementing it.

Corporate Governance Report (cont'd)

Year ended June 30, 2022

PRINCIPLE 6: REPORTING WITH INTEGRITY (CONT'D)

Social

Corporate Social Responsibility (CSR)

Convinced that Education is a process through which a person acquires knowledge that will help in navigating life and making a contribution to society later, MOROIL has put much emphasis during the financial year ended June 30, 2022 in supporting 5 different NGOs for a total amount of Rs.122,574 in 2 areas of the national programme namely Education and Family Protection and Socio-Economic Development.

This year, with the Groupe Mouvement Social de Roche Bois, MOROIL has contributed to exams fees for students of SC and HSC and for the elderly of Mere Teresa Convent in Roche Bois.

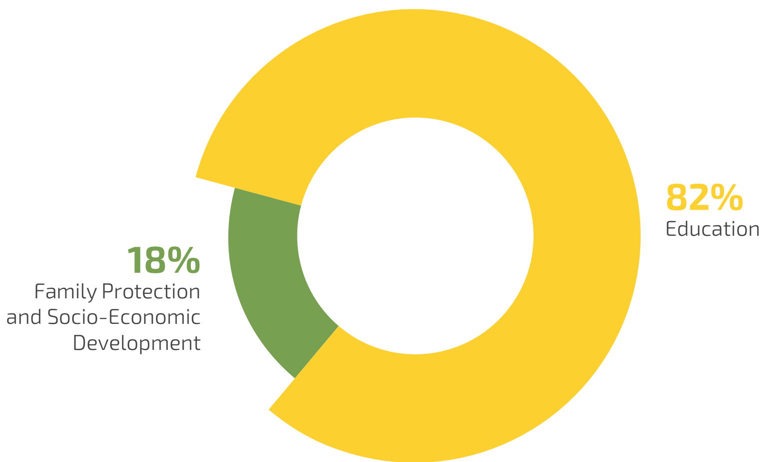
Through Elles c Nous association and SOS Children's Village, children having difficulty in their studies have been able to benefit from special attention.

Faithful to its commitment to Amour Sans Frontières, an ONG working with disabled children, MOROIL has continued its contribution.

Sponsorship has been extended to Rodrigues through To Train to Employ via a training programme with the aim to promote employability and hence reduce unemployment in Rodrigues.

MOROIL looks forward to continuing meeting its social and community obligations.

CSR 2021-2022



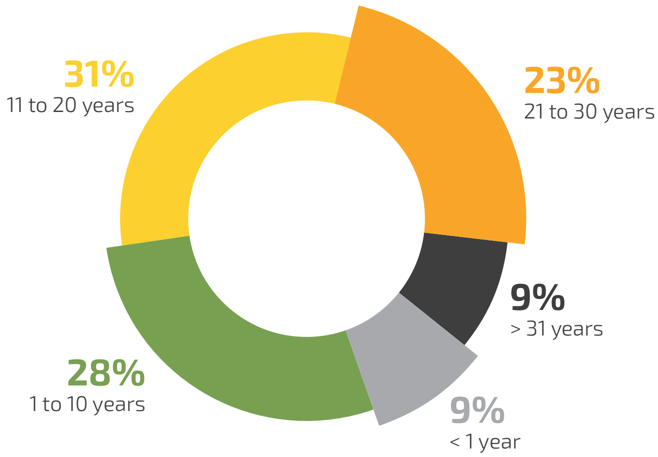
PRINCIPLE 6: REPORTING WITH INTEGRITY (CONT'D)

Social (Cont'd)

Human Resources Practices & Policies

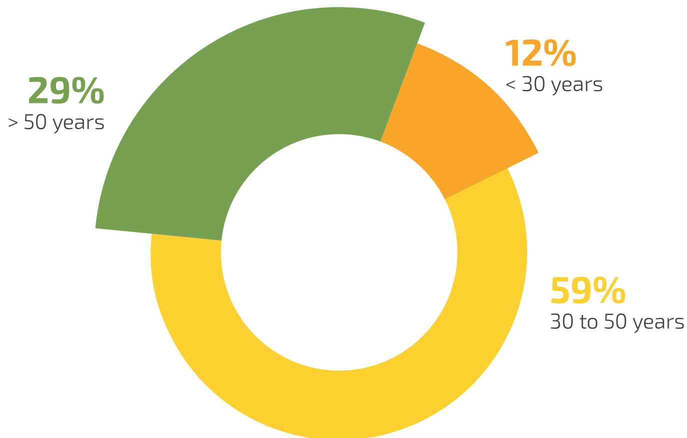
MOROIL values its employees' contributions since they are the Company's greatest asset. Building enduring and trustworthy relationships has resulted in employee loyalty. More than half of the workforce has already reached 10 years of service.

Years of Service



The loyalty of elders has encouraged young and talented candidates to come and join the Company. MOROIL's workforce is made up of 169 employees of which 10 are women. Only 29% of the employees are above 50 years old.

Age Group



Corporate Governance Report (cont'd)
Year ended June 30, 2022

PRINCIPLE 6: REPORTING WITH INTEGRITY (CONT'D)

Social (Cont'd)

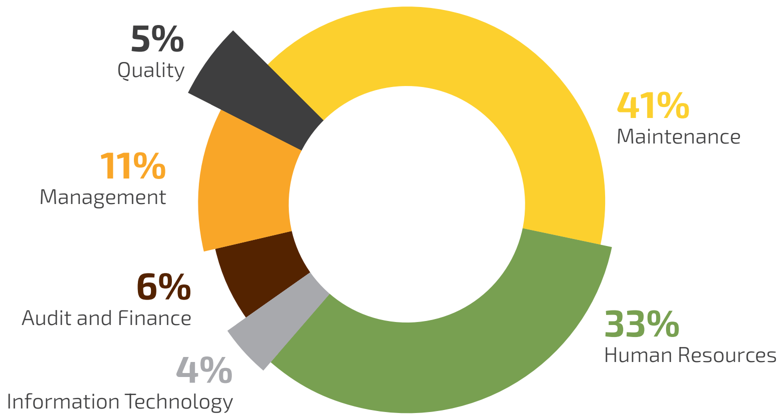
Human Resources Practices & Policies (Cont'd)

HR Practices and Policies play an important role in supporting cultures of trust and fairness in the workplace. MOROIL has always adopted a transparent, merit-based approach in its dealings and has always encouraged employees and managers to seek guidance on any employment issues as and when required. Everything is done to support and foster a culture of justice, equity and fairness.

For MOROIL, upholding ethics in all its transactions is essential. Any issues reported is treated in strict confidentiality. MOROIL has updated its Code of Ethics and everyone is called to live to the Company's values and contribute to the well-being of the employees and the business as a whole.

Learning and development of employees are crucial for improvement of skills and knowledge. MOROIL with a continuous improvement mindset, encourages its employees to participate in workshops or seminars. During the financial year ended June 30, 2022, MOROIL has spent Rs.865,350 to train 41 employees in the following areas: Management, Audit & Finance, Information Technology, Maintenance, Quality and Human Resources. MOROIL ensures employees are given the necessary tools and techniques to be efficient and improve productivity as well as remaining updated with all the changes in legislation.

Training



To ensure that MOROIL remains compliant with the SA 8000:2014 standards, three staffs with the collaboration of a consultant have worked together for promoting a culture of social accountability.

PRINCIPLE 6: REPORTING WITH INTEGRITY (CONT'D)

Social (Cont'd)

Safety, Health and Working Environment

For the management of MOROIL, the physical and mental health of its personnel is of utmost importance. A dedicated Occupational Health Physician provides regular assistance to all employees. Medical surveillance of our employees is carried on annually. As of June 30, 2022, this exercise was completed for 76% of the personnel.

With the collaboration of the members of the Health and Safety Committee, the certified full time Health & Safety Officer carries regular risk assessments to always maintain a safe working environment at MOROIL.

Employee Share Option Plan

No employee share option plan currently exists.

Charitable Donations

During the year the Company donated an amount of Rs.69,424 to different beneficiaries over and above CSR contributions.

Political Donations

The Company did not make any political donations during the year under review (2021: Rs.nil).

Website

The Company has developed a website where the following information is available:

- Constitution
- Annual Report and Accounts
- Board and Committee charters
- Code of Ethics (French version)
- Organisation Structure
- Details of the Board/governance structure
- Financial Highlights

PRINCIPLE 7: AUDIT

Internal Audit

The Internal Audit Department carries out the audit of the Group's operations by providing independent, objective assurance and consulting activity on risk management, internal control and governance processes. The objectives, authority and responsibilities of the Internal Audit function are governed by the Internal Audit Charter. The Internal Audit function abides by the International Standards for the Professional Practice of Internal Auditing and the Code of Professional Conduct as set by the Chartered Institute of Internal Auditors.

The Internal Audit Department consists of two staffs possessing the knowledge, skills and competencies to discharge their responsibilities. The Audit and Risk Committee authorises the department to obtain assistance from specialised services outside the Company in order to complete its engagement.

The Board, on the recommendation of the Corporate Governance Committee, approved the grouping of the Governance, Risk and Compliance framework under one umbrella with the Internal Audit Manager as the facilitator.

The Internal Audit Department has unrestricted access to all records, physical properties and personnel to fulfill its responsibilities. The Internal Audit Manager reports functionally to the Audit and Risk Committee and administratively to the Managing Director.

The Internal Audit adopts a risk-based approach in formulating its yearly audit plan which is submitted for approval to the Audit and Risk Committee. Adjustments may be brought to the plan at the request of the Audit and Risk Committee with a view to ensuring that emerging risks are promptly addressed. The methodology used is based on the selection of key business areas, obtaining an understanding of the processes and systems being audited, evaluating the design of controls, testing the adequacy and operating effectiveness of key controls to mitigate key risks identified and the formulation of recommendations.

During the year, the internal audit:

- conducted a comprehensive assessment of MOROIL's risk management framework, its overall risk exposure as well as the responses in place to mitigate the identified risks;
- presented the Risks Register of the Company to the Board;
- submitted two reports, namely on the Warehouse Management and the Purchases and Accounts Payable at MOROIL;
- provided progress reports on Attendance and Payroll Management and Financial Controls;
- performed regular stock and cash counts.

Meetings were held regularly between the Internal Audit Manager, the Finance Manager together with senior management, to ensure any significant issues identified were addressed and to review progress on implementing audit recommendations. Updates on reviews and follow-ups were reported to the Audit and Risk Committee.

External Audit

With a view to ensuring the overall adequacy of the Company's internal control system, the Audit and Risk Committee evaluates the independence and effectiveness of the external auditors on an ongoing basis.

In line with the requirements of the Code for the rotation of audit firms, Deloitte was nominated as external auditors as from financial year 2019. The duration of the audit was for one year with the possibility of reappointment of the selected firm annually, subject to approval of the shareholders at the annual meeting.

The Audit and Risk Committee ensures that there is no threat to the independence and objectivity of the external auditor in the conduct of the audit, resulting from the provision of non-audit services by them.

Non-Audit Services Rendered By External Auditors

There were no other services rendered by External Auditors during the year (2021: Nil).

PRINCIPLE 8: RELATIONS WITH SHAREHOLDERS AND OTHER KEY STAKEHOLDERS

Profile of Company's Shareholders as at June 30, 2022

Size of shareholding	Number of shareholders	Number of shares owned	% holding
1-500	641	112,544	0.338
501-1,000	211	163,956	0.493
1,001-5,000	504	1,291,003	3.879
5,001-10,000	172	1,212,341	3.643
10,001-50,000	272	6,487,735	19.494
50,001-100,000	59	4,108,566	12.345
100,001-250,000	28	4,268,596	12.826
250,001-500,000	12	4,196,861	12.611
Over 500,000	12	11,438,654	34.371
TOTAL	**1,911**	**33,280,256**	**100.000**

Summary by Shareholding Category as at June 30, 2022

Category of shareholding	Number of shareholders	Number of shares owned	% holding
Individuals	1,692	15,817,907	47.529
Insurance & Assurance companies	6	925,485	2.781
Pension & Provident funds	35	3,359,757	10.095
Investment & Trust companies	15	297,310	0.894
Other Corporate Bodies	163	12,879,797	38.701
TOTAL	**1,911**	**33,280,256**	**100.000**

Corporate Governance Report (cont'd)
Year ended June 30, 2022

PRINCIPLE 8: RELATIONS WITH SHAREHOLDERS AND OTHER KEY STAKEHOLDERS (CONT'D)

Major Shareholders

At June 30, 2022, the following shareholder held more than 5% of the stated capital of the Company:

	Number of shares	% holding
Mohamed Cassam Moreea Waqf	2,946,666	8.85

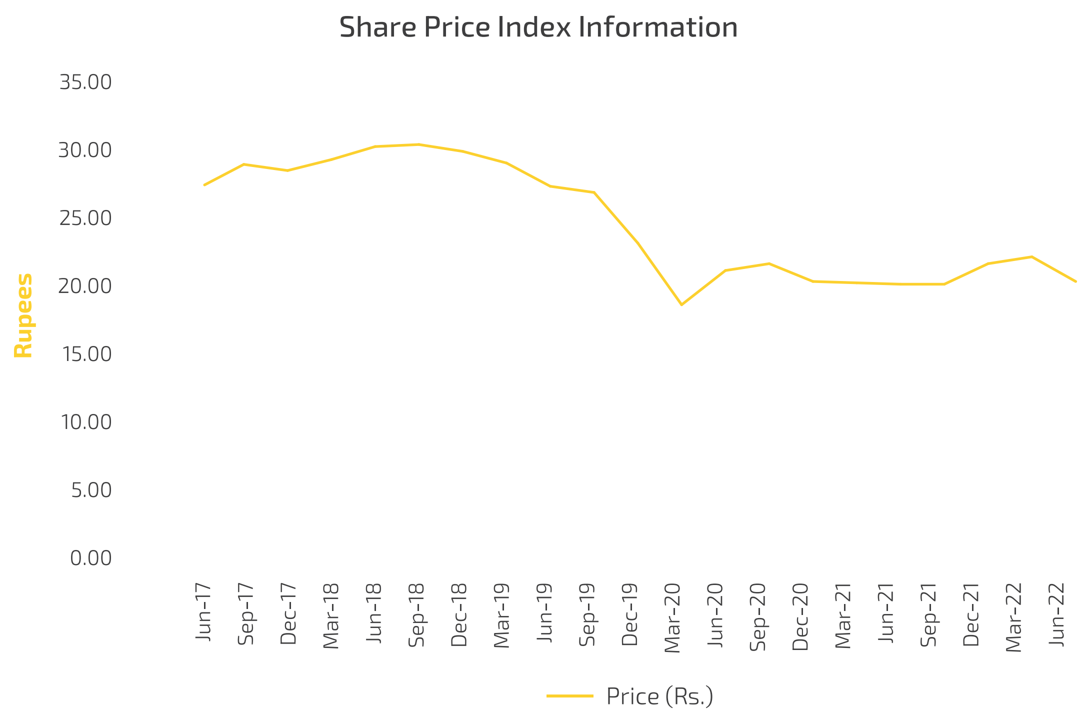
Dividend Policy

The Company's policy is to distribute a reasonable amount of the after tax profit for the relevant period subject to the solvency test under the S6(1) of the Mauritius Companies Act 2001 being satisfied. The Board gives due consideration to capital investment requirements and also ensures that there is no major fluctuation in dividend payments from one year to another.

During the year under review, the Board declared a dividend of Re.0.50 (2021: NIL) per ordinary share.

Share Price Index Information

The evolution of the Company's share price over the last five years is as follows:



PRINCIPLE 8: RELATIONS WITH SHAREHOLDERS AND OTHER KEY STAKEHOLDERS (CONT'D)

Shareholders' Agreement

There is currently no shareholders' agreement which affects the governance of the Company.

Third Party Agreement

There was no agreement between third parties and the Company or its subsidiaries during the year under review.

Important Events

Some of the key milestones were as follows:

Publication of condensed audited results for previous year	September 2021
Publication of condensed unaudited results for 1st quarter	November 2021
Dividend declaration - interim	December 2021
Annual Meeting of shareholders	December 2021
Publication of condensed unaudited results for 2nd quarter	February 2022
Publication of condensed unaudited results for 3rd quarter	May 2022

Stakeholders' Relations and Communication

The Board aims to properly understand the information needs of all shareholders and places great importance on an open and meaningful dialogue with all those involved with the Company. It ensures that shareholders are kept informed on matters affecting the Company. Open lines of communication are maintained to ensure transparency and optimal disclosure. All Board members are requested to attend the annual meeting, to which all shareholders are invited.

Dharmesh NAIK
Director

Yakub M.K. MORIA
Director

September 26, 2022

Statement of Directors' Responsibilities

Directors acknowledge their responsibilities for:

i. adequate accounting records and maintenance of effective internal control systems;
ii. the preparation of financial statements which fairly present the state of affairs of the Company as at the end of the financial year and the results of its operations and cash flows for that period and which comply with International Financial Reporting Standards (IFRS);
iii. the selection of appropriate accounting policies supported by reasonable and prudent judgements; and
iv. adherence to the Code.

The external auditors are responsible for reporting on whether the financial statements are fairly presented.

The Directors report that:

i. adequate accounting records and an effective system of internal controls and risk management have been maintained;
ii. appropriate accounting policies supported by reasonable and prudent judgements and estimates have been used consistently;
iii. International Financial Reporting Standards have been adhered to;
iv. the Code of Corporate Governance has been adhered to. Reasons have been provided where there has not been compliance; and
v. the Mauritius Companies Act 2001 has been adhered to in all material aspects.

Signed on behalf of the Board of Directors:

S.Rehaz A SAYED HASSEN
Director

R.J. Paul CLARENC
Director

September 26, 2022

Statement of Compliance

(Section 75 (3) of the Financial Reporting Act)

Name of the Public Interest Entity ("the PIE"): Mauritius Oil Refineries Limited

Reporting Period: July 1, 2021 to June 30, 2022

We, the Directors of Mauritius Oil Refineries Limited, confirm to the best of our knowledge that the Company has complied with all its obligations and requirements under the Code of Corporate Governance 2016 in all material aspects except for the following:

	Area of non-application of the Code	**Explanation for non-application**
Principle 4	Board Evaluation	The Board evaluation was usually conducted every two years. With a view to enhancing the Directors' effectiveness, a Board's performance review will now be proposed to be carried out yearly with the assistance of the Company Secretary.

Dharmesh NAIK
Director

Yakub M.K. MORIA
Director

September 26, 2022

Statutory Disclosures

Year ended June 30, 2022

The Directors have pleasure in submitting the Annual Report of Mauritius Oil Refineries Limited together with the audited financial statements for the year ended June 30, 2022.

PRINCIPAL ACTIVITIES

The activities of the Group consist of refining crude edible oil, packing and marketing of finished products, marketing of a selected range of quality food products, manufacture of metal cans and plastic containers, and renting out properties.

RESULTS AND DIVIDENDS

The Group's and Company's profit for the financial year ended June 30, 2022 amounted to Rs.77,991,000 (2021: Rs.47,594,000) and Rs.73,338,000 (2021: Rs.39,891,000) respectively.

An interim dividend of Re.0.50 per share was declared and paid in December 2021 (2021: No dividends were declared during the financial year).

LIST OF DIRECTORS AND ALTERNATE DIRECTORS

The Directors and alternate Directors of the Company and those of its subsidiary companies holding office are as follows:

(a) Mauritius Oil Refineries Limited

Mr.	G. Allain D. DE SPEVILLE - Chairman (Passed away on September 17, 2022)
Mrs.	M.D.P. André ESPITALIER NOEL - Managing Director (Retired and resigned on December 31, 2021)
Messrs.	R.J. Paul CLARENC
	Akhtar N.Y. DAWOOD
	Ashraf M. CURRIMJEE
	J.H. Maurice DE MARASSE ENOUF
	Yakub M.K MORIA
	Jérôme P.E. CLARENC - Interim Managing Director
	S.Rehaz A SAYED HASSEN
	Dharmesh Gunvantrai Bhimbhai NAIK (Appointed on November 11, 2021)
	Nicolas MERVEN (Appointed on January 21, 2022)
Mrs.	Madhavi RAMDIN - CLARK
Mrs.	Su Lin ONG

(b) Proton Limited

Messrs.	G. Allain D. DE SPEVILLE (Passed away on September 17, 2022)
	R.J. Paul CLARENC

(c) Metal Can Manufacturers Limited

Messrs.	M.D.P. André ESPITALIER NOEL - Managing Director (Retired on December 31, 2021)
	R.J. Paul CLARENC
	Jacques LI WAN PO
	G. Allain D. DE SPEVILLE (Passed away on September 17, 2022)
	G.A. Roland MAUREL

DIRECTORS' SERVICE CONTRACTS

Mr Jérôme Paul Edouard Clarenc has a service contract with the Company without expiry date.

Mr S. Rehaz A. Sayed Hassen has a service contract for 5 years with the Company ending June 30, 2027.

Mr Nicolas Merven has a service contract as consultant with the Company.

Except for the above, none of the other Directors have unexpired service contracts.

DIRECTORS

Remuneration and benefits received, or due and receivable from the Company and from its subsidiaries were as follows:

- Directors of Mauritius Oil Refineries Limited	**From the Company**		**From Subsidiaries**	
	2022	2021	**2022**	2021
	Rs' 000	Rs' 000	**Rs' 000**	Rs' 000
Executive Directors (2022 and 2021: 3)				
- Full-time	**9,833**	10,771	**-**	-
- Part-time	**-**	-	**317**	559
Non-executive Directors (2022: 9 and 2021: 9)	**4,501**	5,234	**304**	299
	14,334	16,005	**621**	858

	2022	2021
	Rs' 000	Rs' 000
Directors of subsidiary companies		
Non-executive (2022: 2 and 2021: 2)	**102**	97

CONTRACTS OF SIGNIFICANCE

There was no contract of significance subsisting during the year to which the Company or one of its subsidiaries is a party and in which a director is or was materially interested, either directly or indirectly.

Statutory Disclosures (cont'd)

Year ended June 30, 2022

INTERESTS OF SENIOR OFFICERS IN EQUITY

	Mauritius Oil Refineries Limited		Subsidiaries	
	Number of Ordinary Shares		Number of Ordinary Shares	
	Direct Interests	Indirect Interests	Direct Interests	Indirect Interests
Mr. Lynden Lareine (Internal Audit Manager)	-	-	200	-

DONATIONS

	The Group		The Company	
	2022	2021	**2022**	2021
	Rs '000	Rs '000	**Rs '000**	Rs '000
Donations made during the year	**69**	81	**69**	81

AUDITOR'S FEES

	The Group		The Company	
	2022	2021	**2022**	2021
	Rs '000	Rs '000	**Rs '000**	Rs '000
Audit fees paid to: -Deloitte	**1,375**	1,093	**1,100**	875

Approved by the Board of Directors on September 26, 2022 and signed on its behalf by:

Akhtar N.Y. DAWOOD
Director

Jérôme P.E. CLARENC
Director

September 26, 2022

Secretary's Certificate

Year ended June 30, 2022

We certify that, to the best of our knowledge and belief, the Company has filed with the Registrar of Companies all such returns as are required under Section 166(d) of the Mauritius Companies Act 2001.

Intercontinental Secretarial Services Ltd

Company Secretary

September 26, 2022

Independent Auditor's Report

to the Shareholders of Mauritius Oil Refineries Limited

Report on the Audit of the Consolidated and Separate Financial Statements

Opinion

We have audited the consolidated and separate financial statements of **Mauritius Oil Refineries Limited** (the "Company" and the "Public Interest Entity") and its subsidiaries (collectively referred to as the "Group") set out on pages 5 to 64, which comprise the consolidated and separate statements of financial position as at June 30, 2022, and the consolidated and separate statements of profit or loss and other comprehensive income, consolidated and separate statements of changes in equity and consolidated and separate statements of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated and separate financial statements give a true and fair view of the financial position of the Group and the Company as at June 30, 2022, and of their financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) and comply with the requirements of the Mauritius Companies Act 2001 and the Financial Reporting Act 2004.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for Audit of the Consolidated and Separate Financial Statements section of our report. We are independent of the Group in accordance with the International Ethics Standard Board for Accountants' Code of Ethics for Professional Accountants (including International Independence Standards) (the "IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated and separate financial statements of the current year. These matters were addressed in the context of our audit of the consolidated and separate 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 our audit addressed the key audit matter
Retirement benefit obligations	
The Group and the Company have recognised retirement benefit obligations of Rs.146,111,000 and Rs.105,045,000 respectively as at June 30, 2022. Management has applied judgement in determining the retirement benefit obligations and has involved an independent actuary to assist with the IAS 19 provisions and disclosures. Retirement benefit obligations are considered a key audit matter due to the significance of the balance in the consolidated and separate financial statements and the judgements associated with determining the appropriate actuarial assumptions. The significant assumptions used have been disclosed in Note 20.	We assessed the competence, capabilities and objectivity of management's independent actuary. The procedures performed included the following: • we assessed and challenged the assumptions that management made in determining the present value of the liabilities. • we compared the assumptions used such as the discount rate and annual salary increment with industry and historical data; and • we verified the data sent to the actuary with the payroll report for completeness and accuracy.

Report on the Audit of the Consolidated and Separate Financial Statements (Cont'd)

Other Information

The Directors are responsible for the other information. The other information comprises the Statutory Disclosures, Corporate Governance Report and Secretary's Certificate. The other information does not include the consolidated and separate financial statements and our auditor's report thereon.

Our opinion on the consolidated and separate financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. 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.

Responsibilities of Directors for the Consolidated and Separate Financial Statements

The Directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with International Financial Reporting Standards, and in compliance with the requirements of the Mauritius Companies Act 2001 and the Financial Reporting Act 2004 and they are also responsible for such internal control as the Directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

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

The Directors are responsible for overseeing the Group's and Company's financial reporting process.

Independent Auditor's Report

to the Shareholders of Mauritius Oil Refineries Limited

Report on the Audit of the Consolidated and Separate Financial Statements (Cont'd)

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated and separate 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 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 consolidated and separate financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause and the Group and the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated and separate financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

Report on the Audit of the Consolidated and Separate Financial Statements (Cont'd)

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements (Cont'd)

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current year and are therefore the key audit matters. We describe those matters in our auditor's report unless laws or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

Mauritius Companies Act 2001

In accordance with the requirements of the Mauritius Companies Act 2001, we report as follows:

- We have no relationship with, or interest in, the Company and its subsidiaries other than in our capacity as auditor;
- We have obtained all information and explanations that we have required; and
- In our opinion, proper accounting records have been kept by the Company and its subsidiaries as far as appears from our examination of those records.

Corporate Governance Report

Our responsibility under the Financial Reporting Act 2004 is to report on the compliance with the Code of Corporate Governance disclosed in the annual report and assess the explanations given for non-compliance with any requirement of the Code. From our assessment of the disclosures made on corporate governance in the annual report, the Public Interest Entity has, pursuant to Section 75 of the Financial Reporting Act 2004, complied with the requirements of the Code.

Use of this Report

This report is made solely to the Company's shareholders, as a body, in accordance with Section 205 of the Mauritius Companies Act 2001. Our audit work has been undertaken so that we might state to the Company's shareholders 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 Company and the Company's shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

Deloitte.

Deloitte
Chartered Accountants

Agrawal.

Vishal Agrawal, FCA
Licensed by FRC


Rs 88.50
Rs 88.50

Expertise

It requires know-how

With our years of experience, we are proud to offer the local market a variety of high-quality products.

Statements of Financial Position

June 30, 2022

	Notes	THE GROUP 2022 Rs'000	THE GROUP 2021 Rs'000	THE COMPANY 2022 Rs'000	THE COMPANY 2021 Rs'000
ASSETS					
Non-current assets					
Property, plant and equipment	5	**299,957**	281,314	**274,182**	253,140
Investment property	6	**113,165**	100,214	**-**	-
Intangible assets	7	**503**	2,044	**438**	1,913
Investment in subsidiaries	8	**-**	-	**15,535**	15,535
Investment in associate	9	**25,123**	29,871	**12,005**	12,005
Investments in financial assets	10	**3**	3	**3**	3
Right-of-use assets	11	**48,470**	45,662	**48,470**	46,792
Deferred tax assets	12	**6,235**	6,118	**-**	-
Loan receivable from subsidiary	15	**-**	-	**1,638**	1,900
		493,456	465,226	**352,271**	331,288
Current assets					
Inventories	13	**754,992**	563,429	**713,372**	527,497
Trade and other receivables	14	**353,182**	183,733	**319,500**	150,955
Cash in hand and at bank	32(b)	**460,741**	1,866	**459,928**	1,551
		1,568,915	749,028	**1,492,800**	680,003
Total assets		**2,062,371**	1,214,254	**1,845,071**	1,011,291
EQUITY AND LIABILITIES					
Capital and reserves (attributable to owners of the Company)					
Stated capital	16	**166,401**	166,401	**166,401**	166,401
Revaluation reserve	17(a)	**88,331**	87,222	**83,538**	83,538
Actuarial losses	17(b)	**(218,527)**	(185,928)	**(180,286)**	(158,931)
Retained earnings		**347,250**	287,467	**230,426**	173,728
Owner's interest		**383,455**	355,162	**300,079**	264,736
Non-controlling interests	18	**13,365**	17,618	**-**	-
Total equity		**396,820**	372,780	**300,079**	264,736
LIABILITIES					
Non-current liabilities					
Deferred tax liabilities	12	**26,480**	32,102	**15,601**	19,452
Retirement benefit obligations	20	**146,111**	113,963	**105,045**	85,031
Lease liabilities	21	**79,362**	64,040	**50,611**	48,146
Borrowings	19	**3,243**	-	**-**	-
		255,196	210,105	**171,257**	152,629
Current liabilities					
Trade and other payables	22	**613,810**	383,849	**596,200**	366,556
Current tax liabilities	23(a)	**6,370**	2,880	**5,914**	1,730
Lease liabilities	21	**370**	281	**220**	196
Borrowings	19	**789,805**	244,359	**771,401**	225,444
		1,410,355	631,369	**1,373,735**	593,926
Total liabilities		**1,665,551**	841,474	**1,544,992**	746,555
Total equity and liabilities		**2,062,371**	1,214,254	**1,845,071**	1,011,291

These financial statements have been approved for issue by the Board of Directors on September 26, 2022.

Akhtar N.Y. DAWOOD
Director

Jérôme P.E. CLARENC
Director

The notes on pages 72 to 126 form an integral part of these financial statements.
Auditor's report on pages 62 to 65.

Statements of Profit or Loss and other Comprehensive Income

Year ended June 30, 2022

	Notes		THE GROUP		THE COMPANY	
			2022	2021	**2022**	2021
			Rs'000	Rs'000	**Rs'000**	Rs'000
Revenue	24(d)		**2,007,504**	1,163,815	**1,857,035**	1,031,587
Cost of operations	25		**(1,758,382)**	(962,561)	**(1,628,448)**	(854,163)
Gross profit			**249,122**	201,254	**228,587**	177,424
Other operating income			**775**	1,036	**11,763**	8,188
Distribution costs	25		**(49,347)**	(35,684)	**(49,347)**	(35,684)
Administrative expenses	25		**(98,155)**	(97,078)	**(94,062)**	(88,320)
			102,395	69,528	**96,941**	61,608
Net fair value gain on revaluation of investment property	6		**1,586**	-	**-**	-
Other income	27		**4,596**	4,535	**6,030**	3,625
Finance costs	28		**(22,981)**	(19,036)	**(21,101)**	(17,706)
			85,596	55,027	**81,870**	47,527
Share of result of associate	9(a)		**2,594**	2,001	**-**	-
Profit before taxation			**88,190**	57,028	**81,870**	47,527
Income tax expense	23(b)		**(10,201)**	(9,434)	**(8,532)**	(7,636)
Profit for the year	29		**77,989**	47,594	**73,338**	39,891
Profit attributable to:						
Owners of the Company			**76,423**	44,541	**73,338**	39,891
Non-controlling interests			**1,566**	3,053	**-**	-
			77,989	47,594	**73,338**	39,891
Earnings per share	30	Rs.	**2.30**	1.34		
Profit for the year			**77,989**	47,594	**73,338**	39,891
Other comprehensive (loss)/income for the year:						
Items that will not be reclassified to profit or loss:						
Gain on property revaluation	5 (a), (b)		**-**	4,793	**-**	4,653
Remeasurement of defined benefit obligations	20		**(37,618)**	(37,017)	**(25,729)**	(31,337)
Income tax relating to components of other comprehensive income	12(b)		**6,396**	5,502	**4,374**	4,536
Share of other comprehensive (loss)/income of associate	9		**(5,084)**	10	**-**	-
Other comprehensive loss for the year			**(36,306)**	(26,712)	**(21,355)**	(22,148)
Total comprehensive income for the year			**41,683**	20,882	**51,983**	17,743
Total comprehensive income attributable to:						
Owners of the Company			**44,933**	20,066	**51,983**	17,743
Non-controlling interests	18		**(3,250)**	826	**-**	-
			41,683	20,892	**51,983**	17,743

The notes on pages 72 to 126 form an integral part of these financial statements.
Auditor's report on pages 62 to 65.

Statements of Cash Flows

Year ended June 30, 2022

	Notes	THE GROUP		THE COMPANY	
		2022	2021	**2022**	2021
		Rs'000	Rs'000	**Rs'000**	Rs'000
Cash flows from operating activities					
Cash (used in)/generated from operations	32(a)	**(15,876)**	121,108	**(21,980)**	112,491
Interest received	27	**-**	-	**136**	155
Interest paid	28	**(17,252)**	(13,080)	**(15,372)**	(11,750)
Tax paid - net	23(a)	**(5,586)**	(2,669)	**(3,427)**	(1,390)
CSR paid	23(a)	**(466)**	(218)	**(398)**	(196)
Net cash (used in)/generated from operating activities		**(39,180)**	105,141	**(41,041)**	99,310
Cash flows used in investing activities					
Purchase of property, plant and equipment	5(a), (b)	**(37,400)**	(27,633)	**(37,144)**	(27,343)
Acquisition of intangible assets	7	**(298)**	(48)	**(298)**	(48)
Proceeds from disposal of plant and equipment		**2,669**	1,631	**2,289**	1,250
Loan repaid by subsidiary	15	**-**	-	**250**	231
Dividend received:					
- subsidiaries	27	**-**	-	**2,953**	2,600
- associate	9, 27	**2,258**	-	**2,258**	-
Net cash used in investing activities		**(32,771)**	(26,050)	**(29,692)**	(23,310)
Cash flows used in financing activities					
Repayments of lease liabilities	32(c)	**(220)**	(797)	**(207)**	(189)
Proceeds from short-term bank loans	32(c)	**2,567,000**	625,000	**2,567,000**	625,000
Proceeds from bank loan	32(c)	**4,000**	-	**-**	-
Repayment of short-term bank loans	32(c)	**(2,232,000)**	(700,000)	**(2,232,000)**	(700,000)
Repayment of long-term bank loans	32(c)	**(249)**	-	**-**	-
Dividends paid to non-controlling interests	18	**(1,003)**	-	**-**	-
Dividends paid to Company's shareholders	31	**(16,640)**	-	**(16,640)**	-
Net cash generated from/(used in) financing activities		**320,888**	(75,797)	**318,153**	(75,189)
Net increase in cash and cash equivalents		**248,937**	3,294	**247,420**	811
Movement in cash and cash equivalents					
At July 1,		**(217,493)**	(220,787)	**(198,893)**	(199,704)
Increase		**248,937**	3,294	**247,420**	811
At June 30,	32(b)	**31,444**	(217,493)	**48,527**	(198,893)

The notes on pages 72 to 126 form an integral part of these financial statements.
Auditor's report on pages 62 to 65.

Statements of Changes in Equity

Year ended June 30, 2022

	Note	Attributable to owners of the Company						
		Stated capital	Revaluation reserve	Actuarial losses	Retained earnings	Total	Non-controlling interests	Total equity
THE GROUP		Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000
Balance at July 1, 2021		166,401	87,222	(185,928)	287,467	355,162	17,618	372,780
Profit for the year		-	-	-	76,423	76,423	1,566	77,989
Other comprehensive loss for the year		-	1,109	(32,599)	-	(31,490)	(4,816)	(36,306)
Total comprehensive income for the year		-	1,109	(32,599)	76,423	44,933	(3,250)	41,683
Dividends	18, 31	-	-	-	(16,640)	(16,640)	-	(16,640)
Dividends paid to non-controlling interests		-	-	-	-	-	(1,003)	(1,003)
Balance at June 30, 2022		**166,401**	**88,331**	**(218,527)**	**347,250**	**383,455**	**13,365**	**396,820**
Balance at July 1, 2020		166,401	83,283	(157,504)	242,926	335,106	16,792	351,898
Profit for the year		-	-	-	44,541	44,541	3,053	47,594
Other comprehensive loss for the year		-	3,939	(28,424)	-	(24,485)	(2,227)	(26,712)
Total comprehensive income for the year		-	3,939	(28,424)	44,541	20,056	826	20,882
Balance at June 30, 2021		**166,401**	**87,222**	**(185,928)**	**287,467**	**355,162**	**17,618**	**372,780**

	Note	Stated capital	Revaluation reserve	Actuarial losses	Retained earnings	Total
THE COMPANY						
Balance at July 1, 2021		166,401	83,538	(158,931)	173,728	264,736
Profit for the year		-	-	-	73,338	73,338
Other comprehensive loss for the year		-	-	(21,355)	-	(21,355)
Total comprehensive income for the year		-	-	(21,355)	73,338	51,983
Dividends	31	-	-	-	(16,640)	(16,640)
Balance at June 30, 2022		**166,401**	**83,538**	**(180,286)**	**230,426**	**300,079**
Balance at July 1, 2020		166,401	79,676	(132,921)	133,837	246,993
Profit for the year		-	-	-	39,891	39,891
Other comprehensive loss for the year		-	3,862	(26,010)	-	(22,148)
Total comprehensive income for the year		-	3,862	(26,010)	39,891	17,743
Balance at June 30, 2021		**166,401**	**83,538**	**(158,931)**	**173,728**	**264,736**

The notes on pages 72 to 126 form an integral part of these financial statements.
Auditor's report on pages 62 to 65.

Notes to the Financial Statements

Year ended June 30, 2022

1. GENERAL INFORMATION

Mauritius Oil Refineries Limited (the "Company") is a public company incorporated and domiciled in Mauritius. The address of its registered office and principal place of business is at Quay D, Port Louis.

These financial statements will be submitted for consideration and approval at the forthcoming Annual Meeting of Shareholders of the Company.

The Company is quoted on the official list on the Stock Exchange of Mauritius. The principal activities of the Group have been disclosed on page 58.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation

The financial statements of Mauritius Oil Refineries Ltd comply with the Mauritius Companies Act 2001, the Financial Reporting Act 2004 and have been prepared in accordance with International Financial Reporting Standards (IFRS). Where necessary, comparative figures have been regrouped/rearranged to conform to the current year's presentation.

Historical cost is generally based on the fair value of the consideration given in exchange for assets.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or a liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for leasing transactions that are within the scope of IFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 or value in use in IAS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 and 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety which are described as follows:

(i) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
(ii) Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
(iii) Level 3 inputs are unobservable inputs for the asset or liability.

2.1 APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS)

In the current year, the Company has adopted all of the new and revised standards and interpretations issued by the International Accounting Standards Board (the "IASB") and the International Financial Reporting Interpretations Committee ("IFRIC") of the IASB that are relevant to its operations and effective for accounting periods beginning on July 1, 2021.

2.1.1 New and revised Standards that are effective but with no material effect on the financial statements

The following relevant revised standards have been applied in the financial statements. Their application has not had any significant impact on the amounts reported for current and prior periods but may affect the accounting for future transactions or arrangements.

IFRS 7	Financial Instruments - Disclosures - Amendments regarding replacement issues in the context of the IBOR reform
IFRS 9	Financial Instruments - Amendments regarding replacement issues in the context of the IBOR reform
IFRS 16	Leases - Amendments regarding issues in the context of the IBOR reform
IFRS 16	Leases - Amendments to extend the exemption from assessing whether COVID-19 related rent concession is a lease modification

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.1.2 Relevant new and revised Standards in issue but not yet effective

At the date of authorisation of these financial statements, the following relevant new and revised standards were in issue but effective on annual periods beginning on or after the respective dates as indicated:

IAS 1	Presentation of Financial Statements - Amendments regarding the classification of liabilities (effective January 1, 2023)
IAS 1	Presentation of Financial Statements - Amendments regarding the disclosure of accounting policies (effective January 1, 2023)
IAS 8	Accounting Policies, Changes in Accounting Estimates and Errors - Amendments regarding the definition of accounting estimates (effective January 1, 2023)
IAS 12	Income Taxes - Amendments regarding deferred tax on leases and decommissioning obligations (effective January 1, 2023)
IAS 16	Property, Plant and Equipment - Amendments prohibiting a company from deducting from the cost of property, plant and equipment amounts received from selling items produced while the Company is preparing the asset for its intended use (effective January 1, 2022)
IAS 37	Provisions, Contingent Liabilities and Contingent Assets - Amendments regarding the costs to include when assessing whether a contract is onerous (effective January 1, 2022)
IFRS 3	Business Combinations - Amendments updating a reference to the Conceptual Framework (effective January 1, 2022)
IFRS 9	Financial Instruments - Amendments resulting from Annual Improvements to IFRS Standards 2018–2020 (fees in the '10 per cent' test for derecognition of financial liabilities) (effective January 1, 2022)

The Directors anticipate that these Standards and Interpretations will be applied on their effective dates in future periods. The Directors have not yet had an opportunity to consider the potential impact of the application of these amendments.

(b) Property, plant and equipment

All property, plant and equipment is initially recorded at cost. Buildings on leasehold land, held for use in the production or supply of goods or for administrative purposes, are stated at their fair value, based on periodic valuations by external independent valuers, less subsequent depreciation for buildings. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset and the net amount is readjusted to the revalued amount of the asset. Land held by a subsidiary is stated at its fair value.

Up to June 30, 2001, plant and machinery was revalued every year by E.T.M Services Ltd on the basis of the depreciated replacement cost of the assets. As from June 30, 2002, the Directors decided that plant and machinery would no longer be revalued each year to reflect their replacement value. From thereon, these assets are stated at their revalued amount as at June 30, 2001 less subsequent depreciation. Additions subsequent to that date are recognised at cost. Other property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the assets' carrying amount or recognised as a separate asset as appropriate only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

Increases in the carrying amount arising on revaluation are credited to other comprehensive income and shown as revaluation reserve in shareholders' equity. Decreases that offset previous increases of the same asset are charged against the revaluation reserve directly in equity; all other decreases are charged to profit or loss.

Properties in the course of construction for production, rental or administrative purposes or for purposes not yet determined are carried at cost less any recognised impairment loss. Cost includes professional fees and for qualifying assets, borrowing cost capitalised. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

No depreciation is charged on capital expenditure in progress.

Depreciation is calculated on the straight line method to write off the cost or the revalued amounts of the assets, to their residual values over their estimated useful lives.

The depreciation method is reviewed at each year end, with the effect of any changes accounted for as a change in estimates. The change in estimate is accounted for on a prospective basis.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(b) Property, plant and equipment (Cont'd)

The annual rates used are as follows:

Improvement to land	10%
Buildings on leasehold land	2% - 5%
Plant and machinery	5% - 20%
Yard	10%
Furniture and fittings	10% - 20%
Tools	10% -20%
Motor vehicles	12.5% - 20%
Computer equipment and accessories	20% - 33%

Freehold land is not depreciated.

The assets' residual values and useful lives are reviewed and adjusted, if appropriate, at the end of each reporting period.

Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount.

Gains and losses on disposal of property, plant and equipment are determined by comparing proceeds with carrying amount and are included in profit or loss. On disposal of revalued assets, the amounts included in revaluation reserve are transferred to retained earnings.

Derecognition of property, plant and equipment

An asset is removed from the statements of financial position on disposal or when it is withdrawn from use and no future economic benefits are expected from its disposal. The gain or loss on disposal is the difference between the proceeds and the carrying amount and is recognised in profit and loss.

(c) Investment property

Investment property, which is property held to earn rentals and/or for capital appreciation (including property under construction for such purposes), is measured initially at cost, including transaction costs. Subsequent to initial recognition, investment property is measured at fair value. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are accounted for as investment properties and are measured using the fair value model. Gains or losses arising from changes in the fair value of investment property are included in profit or loss in the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

(d) Intangible assets

Computer software

Acquired computer software licences are capitalised on the basis of costs incurred to acquire and bring to use the specific software and are amortised using the straight-line method over their estimated useful lives.

The estimated useful life of computer software is 3-5 years.

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(e) Investment in subsidiaries

Separate financial statements

In the separate financial statements, investment in subsidiaries are carried at cost. The carrying amount is reduced to recognise any impairment in the value of individual investments.

Consolidated financial statements

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The acquisition method of accounting is used to account for business combinations by the Group. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group.

The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree at the non-controlling interest's proportionate share of the acquiree's net assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in profit or loss as a bargain purchase gain.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. The subsidiaries have consistently applied all the policies adopted by the Group.

Transactions with non-controlling interests

The Group treats transactions with non-controlling interests as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is remeasured to its fair value, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

(f) Investment in associate

Separate financial statements

In the separate financial statements, investment in associate is carried at cost. The carrying amount is reduced to recognise any impairment in the value of the individual investment.

An associate is an entity over which the Group has significant influence but not control, or joint control, generally accompanying a shareholding between 20% and 50% of the voting rights.

Investment in associate is accounted for using the equity method. The Group's investment in associate includes goodwill (net of any accumulated impairment loss) identified on acquisition. Investment in associate is initially recognised at cost as adjusted by post acquisition changes in the Group's share of the net assets of the associate less any impairment in the value of investment.

When the Group's share of losses exceeds its interest in an associate, the Group discontinues recognising further losses, unless it has incurred legal or constructive obligation or made payments on behalf of the associate.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(f) Investment in associate (Cont'd)

Separate financial statements (Cont'd)

Unrealised profits and losses are eliminated to the extent of the Group's interest in the associate. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

The associate has consistently applied all the policies adopted by the Group.

(g) Financial instruments

Financial assets and liabilities are recognised on the statement of financial position when the Group has become a party to the contractual provisions of the instrument.

Financial assets and liabilities are initially measured at fair value.

Financial assets

(i) Classification of financial assets

Debt instruments that meet the following conditions are measured subsequently at amortised cost:

- The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVTOCI):

- The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are measured subsequently at fair value through profit or loss (FVTPL).

Despite the foregoing, the Group may make the following irrecoverable election/designation at initial recognition of a financial asset:

- The Group may irrecoverably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met; and
- The Group may irrecoverably designate a debt investment that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

All recognised financial assets are measured subsequently at amortised cost.

(ii) Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument of allocating interest income over the relevant period.

For financial assets other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums, or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(g) Financial instruments (Cont'd)

(ii) Amortised cost and effective interest method

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

(iii) Impairment of financial assets

The Group recognises a loss allowance for expected credit losses ('ECL') on investments in debt instruments that are measured at amortised cost or at FVTOCI, lease receivables, trade receivables and contract assets, as well as on financial guarantee contracts. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables, contract assets and lease receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

(iv) Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, government bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- An actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- Significant deterioration in external market indicators of credit risk for a particular financial instrument, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor, or the length of time or the extent to which the fair value of a financial asset has been less than its amortised cost;
- Existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- An actual or expected significant deterioration in the operating results of the debtor;
- Significant increases in credit risk on other financial instruments of the same debtor; and
- An actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(g) Financial instruments (Cont'd)

(iv) Significant increase in credit risk (Cont'd)

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

(i) The financial instrument has a low risk of default;
(ii) The debtor has a strong capacity to meet its contractual cash flow obligations in the near term; and
(iii) Adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there is no past due amounts.

For financial guarantee contracts, the date that the Group becomes a party to the irrecoverable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(v) Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

(vi) Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- When there is a breach of financial covenants by the debtor; or
- Information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(vii) Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over one year past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all cash flows that the Group expects to receive, discounted at the original interest rate.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(g) Financial instruments (Cont'd)

(viii) Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Financial liabilities and equity instruments

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Financial liabilities

All financial liabilities are measured subsequently at amortised cost using the effective interest method or at FVTPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, and financial guarantee contracts issued by the Group, are measured in accordance with the specific accounting policies set out below.

Financial liabilities that are not:

(i) Contingent consideration of an acquirer in a business combination;
(ii) Held-for-trading; or
(iii) Designated as at FVTPL, are measured subsequently at amortised cost using the effective interest method.

Financial liabilities measured subsequently at amortised cost

The effective interest method is a method of calculating the amortised cost of financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(h) Trade and other payables

Trade and other payables are stated at fair value and subsequently measured at amortised cost.

(i) Stated capital

Ordinary shares are classified as equity. Equity instruments are recorded at the proceeds received, net of direct issue costs.

(j) Revenue recognition

Revenue is recognised when control of the products have been transferred, being when the products are delivered and accepted by the customers i.e at a point in time. The customers have full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the customers's acceptance of the products.

A receivable is recognised at the delivery point as this represents the point in time at which the right to consideration becomes unconditional, as only passage of time is required before payment is due.

Other revenues earned by the Group are recognised on the following bases:

- Interest and rental income - as it accrues unless collectability is in doubt,
- Dividend income - when the shareholder's right to receive payment is established.

(k) Provisions

Provisions are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources that can be reliably estimated will be required to settle the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

(l) Borrowings

Borrowings are recognised initially at fair value being their issue proceeds net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the end of the reporting period.

(m) Cash and cash equivalents

Cash and cash equivalents consist of cash in hand and balances with banks net of bank overdrafts. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amount of cash and which are subject to an insignificant risk of change in value. Bank overdrafts are shown within borrowings in current liabilities on the statement of financial position.

(n) Current and deferred tax

Current tax

The current income tax charge is based on taxable income for the year calculated on the basis of tax laws enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, if the deferred tax arises from initial recognition of an asset or liability in a transaction, other than a business combination, that at the time of the transaction affects neither accounting nor taxable profit or loss, it is not accounted for.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(n) Current and deferred tax (Cont'd)

Deferred tax (Cont'd)

Deferred tax is determined using tax rates that have been enacted or substantively enacted at the reporting date and are expected to apply in the period when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which deductible temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

(o) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined by the first-in first-out (FIFO) method and by the weighted average method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity) but excludes borrowings costs. Net realisable value is the estimated selling price in the ordinary course of business, less the costs of completion and applicable variable selling expenses.

(p) Retirement benefit obligations

Defined benefit plan

A defined benefit plan is a pension plan that is not a defined contribution plan. Typically defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as wage, years of service and compensation.

The liability recognised in the statements of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest) is recognised immediately in other comprehensive income in the period in which they occur. Remeasurements recognised in other comprehensive income shall not be reclassified to profit or loss in subsequent period.

The Group determines the net interest expense/(income) on the net defined benefit liability/(asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the net defined benefit liability/(asset), taking into account any changes in the net defined liability/(asset) during the period as a result of contributions and benefits payments. Net interest expense/(income) is recognised in profit or loss.

Service costs comprising current service cost, past service cost, as well as gains and losses on curtailments and settlements are recognised immediately in profit or loss.

Defined contribution plans

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Payments to defined contribution plans are recognised as an expense when employees have rendered service that entitle them to the contributions.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(p) Retirement benefit obligations (Cont'd)

Profit-sharing and bonus plans

The Group recognises a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration the profit attributable to the Company's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

Gratuity on retirement

For employees who are not covered (or who are insufficiently covered by the above pension plans), the net present value of gratuity on retirement payable under the Workers Rights Act is calculated by a qualified actuary and provided for. The obligations arising under this item are not funded.

Unfunded pensioners

In compliance with IAS 19, full liability of the retirement obligations has been recognised.

(q) Foreign currencies

Functional and presentation currency

Items included in the financial statements are measured using Mauritian Rupee, the currency of the primary economic environment in which the entity operates ("functional currency"). The consolidated financial statements and separate financial statements are presented in Mauritian Rupee, which is the Group's and Company's functional and presentation currency and are rounded to the nearest thousand.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date the fair value was determined.

(r) Impairment of non-financial assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Any impairment loss is recognised for the amount by which the carrying amount of the asset exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

(s) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources that can be reliably estimated will be required to settle the obligation.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(t) Leases

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (such as tablets and personal computers, small items of office furniture and telephones). For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the lessee uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as “lease liability” line in the statements of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).

- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group did not make any such adjustments during the periods presented.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses, except, when the Group applies the fair value model to its investment property, the Group applies the fair value model to measure its right-of-use.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the statements of financial position.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(t) Leases (Cont'd)

The Group as lessee (Cont'd)

The Group applies IAS 36 Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'Property, Plant and Equipment' policy.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Group has applied this practical expedient.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Operating leases

Assets leased out under operating leases are included in investment property in the statements of financial position. Rental income is recognised on a straight line basis over the lease term.

(u) Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are declared.

(v) Segment reporting

Segment information presented relate to operating segments that engage in business activities for which revenues are earned and expenses incurred.

3. FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks, including:
- Foreign exchange risk;
- Credit risk;
- Interest rate risk;
- Liquidity risk; and
- Market risk.

The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

A description of the significant risk factors is given below together with the risk management policies applicable.

Foreign exchange risk

The Group is exposed to foreign exchange risk arising from various currency exposures primarily with respect to the US Dollar and the Euro.

The Group's dealings in foreign currency purchases is managed by seeking the best rates. Fluctuations arising on purchase transactions are partly offset by sales transactions, effected sometimes in US Dollar.

3. FINANCIAL RISK MANAGEMENT (CONT'D)

3.1 Financial risk factors (Cont'd)

Foreign exchange risk (Cont'd)

The Group

At June 30, 2022, if the Rupee had weakened/strengthened by 1% against the US Dollar/Euro with all variables held constant, post tax profit for the year would have been Rs.279,573 (2021: Rs.414,902) higher/lower, mainly as a result of foreign exchange gains/losses on translation of US Dollar/ Euro denominated assets and liabilities. Profit is less sensitive to movement in rupee/US Dollar and rupee/Euro exchange rates in 2022 than 2021 because of the decreased amount of US Dollar/Euro net liabilities.

The Company

At June 30, 2022, if the rupee had weakened/strengthened by 1% against the US Dollar/Euro with all variables held constant, post tax profit for the year would have been Rs.184,756 (2021: Rs.380,154) higher/lower, mainly as a result of foreign exchange gains/losses on translation of US Dollar/ Euro denominated assets and liabilities. Profit is less sensitive to movement in Rupee/US Dollar and Rupee/Euro exchange rates in 2022 than 2021 because of the decreased amount of US Dollar/Euro net liabilities.

Currency profile

The currency profile of the Group's and Company's financial assets and financial liabilities are summarised as follows:

The Group	2022		2021	
	Assets	Liabilities	Assets	Liabilities
	Rs'000	Rs'000	Rs'000	Rs'000
Euro	2,599	17,356	35,698	4,912
Rs	807,496	1,464,507	127,065	685,827
USD	1,441	4,563	18,026	-
Zar	-	-	524	795
	811,536	1,486,426	181,313	691,534

The Company	2022		2021	
	Assets	Liabilities	Assets	Liabilities
	Rs'000	Rs'000	Rs'000	Rs'000
Euro	2,003	17,356	35,543	4,912
Rs	774,182	1,396,349	104,538	625,640
USD	1,441	4,563	14,093	-
Zar	-	-	234	795
	777,626	1,418,268	154,408	631,347

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults.

Before accepting any new customer, a dedicated team responsible for the determination of credit limits uses an external credit scoring system to assess the potential customer's credit quality and defines credit limits by customer.

The Group's credit risk are primarily attributable to trade receivables and cash and cash equivalents. The carrying amount of trade receivables presented in the statement of financial position are net of loss allowances, estimated by management as disclosed in Note 14 and represents the Company's maximum exposure to credit risk. Bank balances are assessed to have low credit risk at reporting date since these are held with reputable banking institutions. The identified impairment loss on these balances was immaterial.

3. FINANCIAL RISK MANAGEMENT (CONT'D)

3.1 Financial risk factors (Cont'd)

Credit risk (Cont'd)

The carrying amounts of financial assets recorded in the financial statements represent the Group's maximum exposure to credit risk.

The table below shows the credit concentration of the Group and the Company at end of the reporting period:

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	**2021**
Counterparties:	**Rs'000**	Rs'000	**Rs'000**	Rs'000
10 major counterparties per company	**212,462**	152,021	**186,921**	129,346

Management does not expect any losses from non-performance of these customers.

Categories of financial instruments

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	**2021**
Financial assets	**Rs'000**	Rs'000	**Rs'000**	Rs'000
At fair value through other comprehensive income				
Investment in financial assets	**3**	3	**3**	3
At amortised cost				
Trade and other receivables	**349,601**	178,189	**313,076**	149,697
Cash in hand and at bank	**460,741**	1,866	**459,928**	1,551
Loan receivable from subsidiary	**-**	-	**1,899**	2,149
Receivable from related parties	**1,191**	1,255	**2,720**	1,008
	811,536	181,313	**777,626**	154,408

Categories of financial instruments (Cont'd)

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	**2021**
Financial liabilities	**Rs'000**	Rs'000	**Rs'000**	Rs'000
At amortised cost				
Trade and other payables	**609,345**	377,991	**591,735**	360,698
Lease liabilities	**79,732**	64,321	**50,831**	40,342
Bank overdrafts	**429,297**	219,359	**411,401**	200,444
Short-term bank loans	**360,000**	25,000	**360,000**	25,000
Bank loan	**3,751**	-	**-**	-
Dividend payable	**4,301**	4,863	**4,301**	4,863
	1,486,426	691,534	**1,418,268**	631,347

3. FINANCIAL RISK MANAGEMENT (CONT'D)

3.1 Financial risk factors (Cont'd)

Interest rate risk

The Group's/Company's income and operating cash flows are exposed to interest rate risk as it borrows at variable rates.

The Group

At June 30, 2022, if interest rates on Rupee-denominated borrowings had been 10 basis points lower/higher with all other variables held constant, post-tax profit for the year would have been Rs.952,248 (2021: Rs.387,451) higher/lower, mainly as a result of lower/higher interest expense on floating rate borrowings.

If interest rates on Rupee-denominated bank balances had been 10 basis points lower/higher with all other variables held constant, there would not have been a material impact on post-tax profit for the year ended June 30, 2022 and June 30, 2021.

The Company

At June 30, 2022, if interest rates on Rupee-denominated borrowings had been 10 basis points lower/higher with all other variables held constant, post-tax profit for the year would have been Rs.769,498 (2021: Rs.200,285) higher/lower, mainly as a result of lower/higher interest expense on floating rate borrowings.

If interest rates on rupee-denominated bank balances had been 10 basis points lower/higher with all other variables held constant, there would not have been a material impact on post-tax profit for the year ended June 30, 2022 and June 30, 2021.

Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash and marketable securities, the availability of funding from an adequate amount of committed credit facilities and the ability to close out market positions. The Group aims at maintaining flexibility in funding by keeping committed credit lines available.

The table below analyses the Group's and the Company's financial liabilities into relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date.

THE GROUP	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total
	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000
At June 30, 2022					
Bank overdrafts	**429,297**	**-**	**-**	**-**	**429,297**
Lease liabilities	**370**	**808**	**3,215**	**75,339**	**79,732**
Trade and other payables	**609,345**	**-**	**-**	**-**	**609,345**
Short-term bank loans	**360,000**				**360,000**
Bank loan	**508**	**1,087**	**1,190**	**966**	**3,751**
Dividend payable	**4,301**	**-**	**-**	**-**	**4,301**
	1,403,821	**1,895**	**4,405**	**76,305**	**1,486,426**
At June 30, 2021					
Bank overdrafts	219,359	-	-	-	219,359
Short-term bank loans	25,000				25,000
Lease liabilities	281	297	999	62,744	64,321
Dividend payable	4,863	-	-	-	4,863
Trade and other payables	377,991	-	-	-	377,991
	627,494	297	999	62,744	691,534

3. FINANCIAL RISK MANAGEMENT (CONT'D)

3.1 Financial risk factors (Cont'd)

Liquidity risk (Cont'd)

THE COMPANY	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total
	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000
At June 30, 2022					
Bank overdrafts	**411,401**	**-**	**-**	**-**	**411,401**
Lease liabilities	**220**	**232**	**780**	**49,599**	**50,831**
Trade and other payables	**591,735**	**-**	**-**	**-**	**591,735**
Short-term bank loans	**360,000**	**-**	**-**	**-**	**360,000**
Dividend payable	**4,301**	**-**	**-**	**-**	**4,301**
	1,367,657	**232**	**780**	**49,599**	**1,418,268**
At June 30, 2021					
Bank overdrafts	200,444	-	-	-	200,444
Lease liabilities	196	208	697	39,241	40,342
Trade and other payables	360,698	-	-	-	360,698
Short-term bank loans	25,000	-	-	-	25,000
Dividend payable	4,863	-	-	-	4,863
	591,201	208	697	39,241	631,347

Market risk

The Group is exposed to market risk arising from changes in oil prices and fluctuation in exchange rates. This risk will directly impact on the performance of the Company. There is a procurement committee to address these exposures as and when necessary.

3.2 Fair value estimation

The fair value of financial instruments traded in active markets is based on quoted market price at the end of the reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1 as they are quoted equity investments.

The nominal values less estimated credit adjustments of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cashflows at the current market interest rate that is available to the Group for similar financial instruments.

3. FINANCIAL RISK MANAGEMENT (CONT'D)

3.3 Capital risk management

The Group's objectives when managing capital are:

- To safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders; and
- To provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the debt-to-adjusted capital ratio. This ratio is calculated as net debt adjusted capital. Net debt is calculated as total debt (as shown in the statements of financial position) less cash and cash equivalents. Adjusted capital comprises all components of equity (i.e. stated capital, non-controlling interests, retained earnings and revaluation reserve).

During 2022, the Group's strategy, which was unchanged from 2021, was to maintain the debt-to-adjusted capital ratio at the lower end, in order to secure access to finance at a reasonable cost.

The debt-to-adjusted capital ratios at June 30, 2022 and at June 30, 2021 were as follows:

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	**2021**
	Rs'000	Rs'000	**Rs'000**	Rs'000
Total debt (note 19, 21)	**872,780**	308,680	**822,232**	273,786
Less: cash and bank balances (note 32(b))	**(460,741)**	(1,866)	**(459,928)**	(1,551)
Net debt	**412,039**	306,814	**362,304**	272,235
Total equity	**396,820**	372,780	**300,079**	264,736
Debt-to-adjusted capital ratio	**1.04 : 1**	0.82 : 1	**1.21:1**	1.03:1

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continuously evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1 Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing adjustments to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Pension benefits

The present value of the pension obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost/(income) for pensions include the discount rate. Any changes in these assumptions will impact the carrying amount of pension obligations.

The Group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the pension obligations. In determining the appropriate discount rate, the Group considers the interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related pension obligation.

Other key assumptions for pension obligations are based in part on current market conditions. Additional information is disclosed in Note 20.

(b) Revaluation of investment property

The Group carries its investment property at fair value, with changes in fair value being recognised in profit or loss. The Group engaged independent valuation specialists to determine fair value of investment property and fair value of land as at June 30, 2022.

The determined fair value of the investment property has been based on the income approach. The key assumptions used to determine the fair value of the investment property, are further explained in Note 6.

(c) Revaluation of land and buildings

The Group carries its buildings at fair value less any subsequent accumulated depreciation and subsequent accumulated impairment loss. Fair value is determined using the depreciated replacement cost approach. While land is valued on the basis of market approach.

The key assumptions used to determine the fair value of the land and buildings, are further explained in Note 5(d) and 5(e).

(d) Asset lives and residual values

Property, plant and equipment are depreciated over its useful life taking into account residual values, where appropriate. The actual lives of the assets and residual values are assessed annually and may vary depending on a number of factors. In reassessing asset lives, factors such as technological innovation, product life cycles and maintenance programmes are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values. Consideration is also given to the extent of current profits and losses on the disposal of similar assets.

(e) Depreciation and amortisation policies

The Group depreciates and amortises its assets to their residual values over their estimated useful lives.

The residual value of an asset is the estimated net amount that the Group would currently obtain from disposal of the asset, if the asset were already of the age and in condition expected at the end of its useful life.

Management makes estimates, if necessary, based on historical experience and uses best judgement to assess the useful lives of assets and to forecast the expected residual values of the assets at the end of their expected useful lives.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONT'D)

(f) Calculation of loss allowance

The Group uses a provision matrix to calculate ECLs for trade receivables. When measuring ECL, the Group uses reasonable and supportable forward looking information, which is based on the assumptions for the future movement of economic drivers and how these drivers will affect each other.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

When measuring ECL the Group uses reasonble and supportable forward looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other. The Group did not provide detailed information on how the forecast economic conditions have been incorporated in the determination of ECL.

(g) Recognition of expected credit losses

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in the investment revaluation reserve, and does not reduce the carrying amount of the financial asset in the statements of financial position.

(h) Incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease.

5. PROPERTY, PLANT AND EQUIPMENT

	Freehold land	Improvement to land	Buildings on leasehold land	Plant & machinery	Yard	Furniture & fittings	Tools	Motor vehicles	Computer equipment & accessories	Capital expenditure in progress	Total
(a) THE GROUP	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000
(i) COST OR VALUATION											
At July 1, 2021	10,007	279	137,396	361,925	11,558	30,384	3,485	44,296	14,010	5,162	618,502
Additions	-	-	1,450	5,728	214	2,315	207	4,092	1,357	22,037	37,400
Disposals	-	-	-	-	-	(3)	-	(7,264)	-	-	(7,267)
Write off	-	-	-	-	-	(1,509)	-	-	-	-	(1,509)
Transfers from WIP	-	-	863	967	-	-	-	-	30	(1,860)	-
At June 30, 2022	**10,007**	**279**	**139,709**	**368,620**	**11,772**	**31,187**	**3,692**	**41,124**	**15,397**	**25,339**	**647,126**
DEPRECIATION											
At July 1, 2021	-	224	-	256,850	10,490	22,950	3,326	31,141	12,207	-	337,188
Charge for the year	-	28	3,035	8,038	250	1,583	73	3,326	819	-	17,152
Disposals	-	-	-	-	-	(3)	-	(5,659)	-	-	(5,662)
Write off	-	-	-	-	-	(1,509)	-	-	-	-	(1,509)
At June 30, 2022	-	**252**	**3,035**	**264,888**	**10,740**	**23,021**	**3,399**	**28,808**	**13,026**	-	**347,169**
NET BOOK VALUE											
At June 30, 2022	**10,007**	**27**	**136,674**	**103,732**	**1,032**	**8,166**	**293**	**12,316**	**2,371**	**25,339**	**299,957**

5. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

	Freehold land	Improvement to land	Buildings on leasehold land	Plant & machinery	Yard	Furniture & fittings	Tools	Motor vehicles	Computer equipment & accessories	Capital expenditure in progress	Total
(a) THE GROUP (CONT'D)	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000
(ii) COST OR VALUATION											
At July 1, 2020	9,857	279	127,111	352,973	11,049	27,405	3,396	46,897	13,209	12,141	604,317
Additions	-	-	8,570	6,354	509	2,094	89	4,933	1,003	4,081	27,633
Disposals	-	-	-	-	-	-	-	(7,534)	-	-	(7,534)
Write off	-	-	-	-	-	(28)	-	-	(237)	-	(265)
Revaluation adjustment	150	-	(5,799)	-	-	-	-	-	-	-	(5,649)
Transfers from WIP	-	-	7,514	2,598	-	913	-	-	35	(11,060)	-
At June 30, 2021	**10,007**	**279**	**137,396**	**361,925**	**11,558**	**30,384**	**3,485**	**44,296**	**14,010**	**5,162**	**618,502**
DEPRECIATION											
At July 1, 2020	-	196	7,582	249,713	10,274	21,808	3,272	34,847	11,817	-	339,509
Charge for the year	-	28	2,870	7,137	216	1,170	54	3,447	627	-	15,549
Disposals	-	-	-	-	-	-	-	(7,153)	-	-	(7,153)
Revaluation adjustment	-	-	(10,452)	-	-	-	-	-	-	-	(10,452)
Write off	-	-	-	-	-	(28)	-	-	(237)	-	(265)
At June 30, 2021	-	**224**	-	**256,850**	**10,490**	**22,950**	**3,326**	**31,141**	**12,207**	-	**337,188**
NET BOOK VALUE											
At June 30, 2021	**10,007**	**55**	**137,396**	**105,075**	**1,068**	**7,434**	**159**	**13,155**	**1,803**	**5,162**	**281,314**

5. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

	Buildings on leasehold land	Plant & machinery	Yard	Furniture & fittings	Tools	Motor vehicles	Computer equipment & accessories	Capital expenditure in progress	Total
(b) THE COMPANY	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000
(i) COST OR VALUATION									
At July 1, 2021	137,901	298,824	11,368	21,987	609	39,072	13,615	5,162	528,538
Additions	1,450	5,728	214	2,315	207	4,092	1,101	22,037	37,144
Disposals	-	-	-	(3)	-	(6,184)	-	-	(6,187)
Write off	-	-	-	(1,509)	-	-	-	-	(1,509)
Transfers from WIP	863	967	-	-	-	-	30	(1,860)	-
At June 30, 2022	**140,214**	**305,519**	**11,582**	**22,790**	**816**	**36,980**	**14,746**	**25,339**	**557,986**
DEPRECIATION									
At July 1, 2021	-	211,042	10,298	15,159	479	26,727	11,693	-	275,398
Charge for the year	3,035	5,967	250	1,496	63	2,925	761	-	14,497
Disposals	-	-	-	(3)	-	(4,579)	-	-	(4,582)
Write off	-	-	-	(1,509)	-	-	-	-	(1,509)
At June 30, 2022	**3,035**	**217,009**	**10,548**	**15,143**	**542**	**25,073**	**12,454**	-	**283,804**
NET BOOK VALUE									
At June 30, 2022	**137,179**	**88,510**	**1,034**	**7,647**	**274**	**11,907**	**2,292**	**25,339**	**274,182**

5. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

	Buildings on leasehold land	Plant & machinery	Yard	Furniture & fittings	Tools	Motor vehicles	Computer equipment & accessories	Capital expenditure in progress	Total
(b) THE COMPANY (CONT'D)	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000
(ii) COST OR VALUATION									
At July 1, 2020	127,616	290,114	10,859	19,008	538	41,578	12,844	12,141	514,698
Additions	8,570	6,112	509	2,094	71	4,933	973	4,081	27,343
Revaluation adjustment	(5,799)	-	-	-	-	-	-	-	(5,799)
Disposals	-	-	-	-	-	(7,439)	-	-	(7,439)
Write off	-	-	-	(28)	-	-	(237)	-	(265)
Transfers from WIP	7,514	2,598	-	913	-	-	35	(11,060)	-
At June 30, 2021	**137,901**	**298,824**	**11,368**	**21,987**	**609**	**39,072**	**13,615**	**5,162**	**528,538**
DEPRECIATION									
At July 1, 2020	7,582	205,973	10,082	14,111	443	30,903	11,334	-	280,428
Charge for the year	2,870	5,069	216	1,076	36	2,883	596	-	12,746
Disposals	-	-	-	-	-	(7,059)	-	-	(7,059)
Revaluation adjustment	(10,452)	-	-	-	-	-	-	-	(10,452)
Write off	-	-	-	(28)	-	-	(237)	-	(265)
At June 30, 2021	-	**211,042**	**10,298**	**15,159**	**479**	**26,727**	**11,693**	-	**275,398**
NET BOOK VALUE									
At June 30, 2021	**137,901**	**87,782**	**1,070**	**6,828**	**130**	**12,345**	**1,922**	**5,162**	**253,140**

5. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

(c) No assets were acquired under finance leases during the year (2021: Rs.Nil).

(d) The Company's freehold buildings were revalued by BREA Ltd, independent chartered valuers, on June 30, 2021. Valuations were made based on depreciated replacement cost approach estimating the value by computing the current cost of replacing a building or structure or other improvements and subtracting any depreciation resulting from one or more of the following factors: physical deterioration, functional obsolescence and external (or economic) obsolescence. The revaluation surplus net of deferred taxes was credited to revaluation reserve in shareholders' equity (note 17).

The significant unobservable inputs used in valuation of buildings pertain to multiple recent construction cost estimates made by various construction professionals for similar properties to estimate the replacement cost of the subject buildings/structures. Depreciation in relation to physical deterioration, functional obsolescence and external (or economic) obsolescence, if any, were then applied to reflect the characteristics of the subject buildings and improvements found on the site. A rate of Rs.14,995 per square metre was applied to estimate the average depreciated replacement cost of the buildings and structures. A significant increase in the depreciation rate would result in a significant decrease in the fair value, and vice-versa.

(e) Land included in one of the subsidiary, Metal Can Manufacturers Ltd was revalued by BREA Ltd, independent valuers on June 30, 2021. Valuation has been made on the basis of market approach which considers the estimated amount for which the property could be exchanged between knowledgeable willing parties in an arm's length transaction. The revaluation surplus has been credited to revaluation reserve in the shareholder's equity (note 17).

The significant unobservable input used in valuation of land pertains to recent market sale price per square metre taking into account the differences in location and individual factors such as frontage and size between the comparables and the freehold land. A significant increase in the market sale price used would result in a significant increase in the fair value, vice-versa.

The Group's freehold land and buildings are categorised as level 2 of the fair value hierarchy as at June 30, 2022.

(f) Depreciation charge for the year has been included in:

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
Cost of operations	**11,460**	10,489	**9,002**	7,939
Distribution costs	**2,925**	2,883	**2,925**	2,883
Administrative expenses	**2,767**	2,177	**2,570**	1,924
	17,152	15,549	**14,497**	12,746

(g) If freehold buildings and plant & machinery were stated on the historical cost basis, the amounts would be as follows:

	THE GROUP AND THE COMPANY			
	Freehold buildings		Plant & machinery	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
Cost	**59,998**	57,685	**191,074**	184,379
Accumulated depreciation	**(28,600)**	(25,565)	**(156,016)**	(147,978)
Net book value	**31,398**	32,120	**35,058**	36,401

5. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

	THE GROUP	
	Freehold land	
	2022	2021
	Rs'000	Rs'000
Cost	**2,683**	2,683

(h) Bank borrowings are secured by floating charges on the assets of the Group including property, plant and equipment (note 19).

6. INVESTMENT PROPERTY

	THE GROUP	
	2022	2021
	Rs'000	Rs'000
At fair value		
At July 1, and June 30,	**113,165**	100,214
Buildings		
At July 1,	**65,500**	65,500
Increase in fair value	**1,900**	-
At June 30,	**67,400**	65,500
Right-of-use asset - Leasehold land		
At July 1,	**34,714**	33,600
Decrease in fair value	**(314)**	-
Lease remeasurement	**11,365**	1,114
At June 30,	**45,765**	34,714

The building is owned by a subsidiary, Proton Limited, which is on a land of 5,909.22 m^2 under a lease with the Mauritius Ports Authority. The building has been valued at fair value by BREA Ltd, Chartered Valuation Surveyor, on an income approach on June 30, 2022 and is categorised as level 2 of the fair value hierarchy as at June 30, 2022.

The right-of-use asset consisting of a plot of land of 5,909.22 m^2 under lease with the Mauritius Ports Authority has been revalued at fair value by BREA Ltd, on an income based approach on June 30, 2022. The right-of-use asset is categorised as Level 2 of the fair value hierarchy as at June 30, 2022.

The Company has agreed to the new terms and conditions of the lease for the plot of land of 5,909.22 m^2 with the Mauritius Ports Authority. The agreement will be signed in the near future.

The following amounts have been recognised in profit or loss:

	THE GROUP	
	2022	2021
	Rs'000	Rs'000
Rental income from investment property	**5,331**	5,126
Direct operating expenses from investment property that generates rental income	**335**	365

Notes to the Financial Statements (Cont'd)

Year ended June 30, 2022

6. INVESTMENT PROPERTY (CONT'D)

Valuation technique

Income Capitalisation Approach

Significant unobservable input(s)

Capitalisation rate, taking into account the capitalisation of rental income potential, nature of the property, and prevailing market condition, of 9.5%. A slight increase in the capitalisation rate used would result in a significant decrease in fair value, and vice versa. Monthly market rent, taking into account the differences in location, and individual factors, such as frontage and size, between the comparables and the property, at an average of Rs.205 per square metre ("sqm") per month.

Sensitivity

A slight increase in the capitalisation rate used would result in a significant decrease in fair value, and vice versa.
A significant increase in the market rent used would result in a significant increase in fair value, and vice versa.

7. INTANGIBLE ASSETS

		Computer software	
		2022	2021
(a)	**THE GROUP**	**Rs'000**	Rs'000
	COST		
	At July 1,	**14,731**	14,683
	Additions	**298**	48
	At June 30,	**15,029**	14,731
	AMORTISATION		
	At July 1,	**12,687**	11,124
	Charge for the year	**1,839**	1,563
	At June 30,	**14,526**	12,687
	NET BOOK VALUE		
	At June 30,	**503**	2,044

		Computer software	
		2022	2021
(b)	**THE COMPANY**	**Rs'000**	Rs'000
	COST		
	At July 1, 2021	**14,402**	14,354
	Additions	**298**	48
	At June 30,	**14,700**	14,402
	AMORTISATION		
	At July 1,	**12,489**	10,992
	Charge for the year	**1,773**	1,497
	At June 30,	**14,262**	12,489
	NET BOOK VALUE		
	At June 30,	**438**	1,913

(c) Amortisation charge of Rs.1,839,000 (2021: Rs.1,563,000) for the Group and Rs.1,773,000 (2021: Rs.1,497,000) for the Company has been included in administrative expenses.

8. INVESTMENT IN SUBSIDIARIES

(a) THE COMPANY	2022 Rs'000	2021 Rs'000
COST		
At July 1 and June 30,	**15,535**	15,535

Management has assessed the carrying amount of its investment in subsidairies against their respective net assets and concluded that there was no indication of impairment (2021: Nil).

Details of the subsidiaries are as follows:

Name of company	Class of shares held	Stated capital	Main business	Year end	Country of incorporation and operation	Proportion of ownership interest Direct	Proportion of ownership interest Indirect
		Rs'000					
2022							
Proton Limited	Ordinary	1,000	Rental services	June 30,	Mauritius	100%	-
Metal Can Manufacturers Limited	Ordinary	27,623	Manufacturing of metal and plastic containers	June 30,	Mauritius	51.20%	-
2021							
Proton Limited	Ordinary	1,000	Rental services	June 30,	Mauritius	100%	-
Metal Can Manufacturers Limited	Ordinary	27,623	Manufacturing of metal and plastic containers	June 30,	Mauritius	51.20%	-

(b) Details for subsidiary that have non-controlling interests that are material to the entity.

Name	Profit allocated to non-controlling interests during the year	Accumulated non-controlling interests at June 30,
	Rs'000	Rs'000
2022		
Metal Can Manufacturers Limited	**1,566**	**13,365**
2021		
Metal Can Manufacturers Limited	3,053	17,618

8. INVESTMENT IN SUBSIDIARIES (CONT'D)

(c) Summarised financial information on subsidiary with material non-controlling interests.

(i) Summarised statement of financial position and statement of profit or loss and other comprehensive income:

Name	Current assets	Non-current assets	Current liabilities	Non-current liabilities	Revenue	Profit for the year	Other comprehensive loss for the year	Total comprehensive (loss)/income for the year
2022	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000
Metal Can Manufacturers Limited	**80,201**	**41,981**	**43,086**	**51,709**	**151,959**	**3,209**	**(9,868)**	**(6,659)**
2021								
Metal Can Manufacturers Limited	71,250	32,251	38,467	28,932	130,941	6,256	(4,564)	1,692

(ii) Summarised statement of cash flow information:

Name	Operating activities	Investing activities	Financial activities	Net increase in cash and cash equivalents
	Rs'000	Rs'000	Rs'000	Rs'000
2022				
Metal Can Manufacturers Limited	**2,209**	**110**	**(894)**	**1,425**
2021				
Metal Can Manufacturers Limited	4,256	(261)	(1,496)	2,499

9. INVESTMENT IN ASSOCIATE

	2022	2021
(a) **THE GROUP**	**Rs'000**	Rs'000
At July 1,	**29,871**	27,860
Share of profit after tax	**2,594**	2,001
Share of other comprehensive (loss)/income	**(5,084)**	10
Dividend received	**(2,258)**	-
At June 30,	**25,123**	29,871

9. INVESTMENT IN ASSOCIATE (CONT'D)

(b) The results of the associate stated below have been included in the consolidated financial statements:

Company	Year end	Country of incorporation	% Direct Holding	Current assets	Non-current assets	Current liabilities	Non-current liabilities	Revenue	Profit for the year	Other comprehensive (loss)/income for the year	Total comprehensive (loss)/income for the year	Dividend received during the year
				Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000
PIM Limited												
2022	**June 30,**	**Mauritius**	**32.26**	**156,825**	**120,850**	**90,217**	**112,717**	**293,355**	**8,040**	**(15,759)**	**(7,719)**	**2,258**
2021	June 30,	Mauritius	32.26	142,391	97,594	73,779	76,746	234,595	6,205	31	6,236	-

(c) As at June 30, 2022, the fair value of the Group's interest in its associate which is listed on the stock exchange of Mauritius was Rs. 29,840,500 (2021: Rs.30,644,000) based on the quoted market price available, which is a level 1 input in terms of IFRS 13.

(d) **THE COMPANY**

	2022	2021
COST	**Rs'000**	Rs'000
At July 1 and June 30,	**12,005**	12,005

10. INVESTMENTS IN FINANCIAL ASSETS

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
(a) Financial assets	**Rs'000**	Rs'000	**Rs'000**	Rs'000
At July 1, and June 30,	**3**	3	**3**	3

	THE GROUP		THE COMPANY	
(b) Financial assets include the following:	**2022**	2021	**2022**	2021
Level 3	**Rs'000**	Rs'000	**Rs'000**	Rs'000
- Unlisted equity securities - at fair value	**3**	3	**3**	3

The Company's investments consist of charitable contribution to private schools in Mauritius, accordingly, the Directors have assessed that the fair value of the investments approximate their cost.

(c) Financial assets are denominated in Mauritian Rupee.

(d) Financial assets are classified as fair value through other comprehensive income (FVOCI) as at June 30, 2021 and 2022.

11. RIGHT-OF-USE ASSETS

	THE GROUP		THE COMPANY	
COST	**Land At cost**	**Total**	**Land At cost**	**Total**
	Rs'000	**Rs'000**	**Rs'000**	**Rs'000**
At July 1, 2021	48,701	48,701	48,701	48,701
Lease remeasurement	3,826	3,826	2,696	2,696
At June 30, 2022	**52,527**	**52,527**	**51,397**	**51,397**
DEPRECIATION				
At July 1, 2021	3,039	3,039	1,909	1,909
Charge for the year	1,018	1,018	1,018	1,018
At June 30, 2022	**4,057**	**4,057**	**2,927**	**2,927**
NET BOOK VALUE				
At June 30, 2022	**48,470**	**48,470**	**48,470**	**48,470**

	THE GROUP		THE COMPANY	
COST	**Land At cost**	**Total**	**Land At cost**	**Total**
	Rs'000	**Rs'000**	**Rs'000**	**Rs'000**
At July 1, 2020	47,935	47,935	47,935	47,935
Lease remeasurement	766	766	766	766
At June 30, 2021	**48,701**	**48,701**	**48,701**	**48,701**
DEPRECIATION				
At July 1, 2020	947	947	947	947
Charge for the year	2,092	2,092	962	962
At June 30, 2021	**3,039**	**3,039**	**1,909**	**1,909**
NET BOOK VALUE				
At June 30, 2021	**45,662**	**45,662**	**46,792**	**46,792**

The Company leases two plots of land of 10,471 m^2 and one plot of land of 3,697.7 m^2 from Mauritius Ports Authority (MPA) for an average lease terms of 49 and 52 years respectively which are measured at cost.

The total cash outflow for leases amount to Rs.797,000 (2021: Rs.797,000) for the Group and Rs.207,675 (2021: Rs.189,049) for the Company.

11. RIGHT-OF-USE ASSETS (CONT'D)

AMOUNTS RECOGNISED IN PROFIT OR LOSS	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
Depreciation expense on right-of-use asset	**1,018**	2,092	**1,018**	962
Interest expense on lease liabilities (Note 28)	**4,066**	3,541	**2,764**	2,628
	5,084	5,633	**3,782**	3,590

12. DEFERRED TAX ASSETS/(LIABILITIES)

Deferred tax is calculated on all temporary differences under the liability method at 17% (2021: 17%).

(a) There is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets and liabilities when the deferred taxes relate to the same fiscal authority on the same entity. The following amounts are shown on the statements of financial position:

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
Deferred tax assets	**6,235**	6,118	**-**	-
Deferred tax liabilities	**(26,480)**	(32,102)	**(15,601)**	(19,452)
	(20,245)	(25,984)	**(15,601)**	(19,452)

(b) The movement on the deferred tax account is as follows:

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
At July 1,	**(25,984)**	(28,075)	**(19,452)**	(20,520)
Profit or loss charge (note 23(b))	**(657)**	(3,411)	**(523)**	(3,468)
Credit to other comprehensive income	**6,396**	5,502	**4,374**	4,536
At June 30,	**(20,245)**	(25,984)	**(15,601)**	(19,452)

(c) The movement in the deferred tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same fiscal authority on the same entity is as follows:

(i) THE GROUP

	Accelerated tax depreciation	Revaluation of assets	Total
	Rs'000	**Rs'000**	**Rs'000**
Deferred tax liabilities			
At July 1, 2020	(13,152)	(32,242)	(45,394)
Charge to profit or loss	575	(1,371)	(796)
Charge to other comprehensive income	-	(791)	(791)
At June 30, 2021	(12,577)	(34,404)	(46,981)
Credit to profit or loss	187	-	187
At June 30, 2022	**(12,390)**	**(34,404)**	**(46,794)**

12. DEFERRED TAX ASSETS/(LIABILITIES) (CONT'D)

(ii) THE GROUP

Deferred tax assets	Provision of assets Rs'000	Retirement benefit obligations Rs'000	Total Rs'000
At July 1, 2020	290	17,029	17,319
Charge to profit or loss	140	(2,755)	(2,615)
Credit to other comprehensive income	-	6,293	6,293
At June 30, 2021	430	20,567	20,997
Charge to profit or loss	(5)	(839)	(844)
Credit to other comprehensive income	-	6,396	6,396
At June 30, 2022	**425**	**26,124**	**26,549**

(iii) Net deferred tax liabilities

	2022 Rs'000	2021 Rs'000
Deferred tax liabilities	**(46,794)**	(46,981)
Deferred tax assets	**26,549**	20,997
	(20,245)	(25,984)

(iv) THE COMPANY

Deferred tax liabilities	Accelerated tax depreciation Rs'000	Revaluation of assets Rs'000	Total Rs'000
At July 1, 2020	(478)	(32,242)	(32,720)
Charge to profit or loss	550	(1,371)	(821)
Charge to other comprehensive income	-	(791)	(791)
At June 30, 2021	72	(34,404)	(34,332)
Charge to profit or loss	448	-	448
At June 30, 2022	**520**	**(34,404)**	**(33,884)**

(v) THE COMPANY

Deferred tax assets	Provision of assets Rs'000	Retirement benefit obligations Rs'000	Total Rs'000
At July 1, 2020	222	11,978	12,200
Charge to profit or loss	203	(2,850)	(2,647)
Credit to other comprehensive income	-	5,327	5,327
At June 30, 2021	425	14,455	14,880
Charge to profit or loss	-	(971)	(971)
Credit to other comprehensive income	-	4,374	4,374
At June 30, 2022	**425**	**17,858**	**18,283**

(vi) Net deferred tax liabilities

	2022 Rs'000	2021 Rs'000
Deferred tax liabilities	**(33,884)**	(34,332)
Deferred tax assets	**18,283**	14,880
	(15,601)	(19,452)

13. INVENTORIES

		THE GROUP		THE COMPANY	
		2022	2021	**2022**	2021
		Rs'000	Rs'000	**Rs'000**	Rs'000
(a)	Raw materials	**144,045**	123,335	**113,041**	98,020
	Finished goods	**96,705**	83,359	**93,604**	80,257
	Consumables and spare parts	**16,880**	16,772	**9,365**	9,257
	Goods in transit	**497,362**	339,963	**497,362**	339,963
		754,992	563,429	**713,372**	527,497

(b) The cost of inventories recognised as expense and included in the cost of operations amounted to Rs.1,651M (2021: Rs.872M) for the Group and Rs.1,565M (2021: Rs.792M) for the Company.

(c) Bank borrowings are secured by floating charges on the assets of the Company, including inventories.

14. TRADE AND OTHER RECEIVABLES

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
Trade receivables	**245,072**	176,412	**221,516**	148,773
Expected credit loss allowance				
Loss allowance	**(2,500)**	(2,529)	**(2,500)**	(2,500)
Trade receivables - net of impairment	**242,572**	173,883	**219,016**	146,273
Receivables from related company (note 33)	**1,191**	1,255	**331**	203
Loan receivable from subsidiary (note 15)	**-**	-	**261**	249
Advance payments to suppliers	**12,402**	4,289	**3,443**	-
Other receivables	**97,017**	4,306	**96,449**	4,230
	353,182	183,733	**319,500**	150,955

The carrying amounts of other receivable approximate their fair values.

Included in Company's trade receivables is an amount of Rs.2,389,505 (2021: Rs.805,000) receivable from related parties.

The average credit period on sales of goods is 30 days. No interest is charged on the trade receivables and allowance is determined by the Company's management on specific debtors' balances due more than 90 days, which is determined on a case by case basis.

Before accepting a new customer, the credit control department assesses the credit quality of the customer and defines the terms and credit limits accordingly.

In determining the recoverability of the trade receivables, the Company considers any change in the credit quality of the trade receivables from the date the credit was initially granted up to the reporting date.

The Group and the Company measure the loss allowance for trade receivables at an amount equal to lifetime ECL. The expected credit losses on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

Notes to the Financial Statements (Cont'd)

Year ended June 30, 2022

14. TRADE AND OTHER RECEIVABLES (CONT'D)

The following table shows the movement in lifetime ECL that has been recognised for trade receivables in accordance with the simplified approach set out in IFRS 9 for the Company.

	Collectively assessed	Individually assessed	Total
	Rs'000	**Rs'000**	**Rs'000**
Balance at July 1, 2020	58	1,251	1,309
Increase/(decrease) in loss allowance recognised in profit or loss during the year	2,420	(1,229)	1,191
Balance at June 30, 2021 and 2022	2,478	22	2,500

The following table shows the movement in lifetime ECL that has been recognised for trade receivables in accordance with the simplified approach set out in IFRS 9 for the Group.

	Collectively assessed	Individually assessed	Total
	Rs'000	**Rs'000**	**Rs'000**
Balance at July 1, 2020	289	1,421	1,710
Increase/(decrease) in loss allowance recognised in profit or loss during the year	2,218	(1,399)	819
Balance at June 30, 2021	2,507	22	2,529
Decrease in loss allowance recognised in profit or loss during the year	(5)	-	(5)
Written off	(24)	-	(24)
Balance at June 30, 2022	2,478	22	2,500

The following table details the risk profile of trade receivables based on the Company's provision matrix at June 30, 2022 and 2021. As the Company's historical credit loss experience does not show significantly different loss patterns for different customer segments, the provision for loss allowance based on past due status is not further distinguished between the Company's different customer base.

THE COMPANY

Balance at June 30, 2022		**Trade receivables - past due**				
	Not past due	**<30 days**	**31-60 days**	**61-90 days**	**>90 days**	**Total**
Estimated total gross carrying amount at default (Rs'000)	70,977	49,775	3,074	40	95	**123,961**
Lifetime ECL (Rs'000)	809	1,508	149	8	26	**2,500**
Expected credit loss rate	1.14%	3.03%	4.83%	20.50%	26.74%	

Balance at June 30, 2021		Trade receivables - past due				
	Not past due	<30 days	31-60 days	61-90 days	>90 days	**Total**
Estimated total gross carrying amount at default (Rs'000)	61,056	36,424	2,610	1,188	965	**102,243**
Lifetime ECL (Rs'000)	1,074	905	97	177	247	**2,500**
Expected credit loss rate	1.76%	2.49%	3.70%	14.89%	25.63%	

14. TRADE AND OTHER RECEIVABLES (CONT'D)

The following table details the risk profile of trade receivables based on the Group's provision matrix at June 30, 2022 and 2021. As the Group's historical credit loss experience does not show significantly different loss patterns for different customer segments, the provision for loss allowance based on past due status is not further distinguished between the Group's different customer base.

THE GROUP

Balance at June 30, 2022		Trade receivables - past due				
	Not past due	**<30 days**	**31-60 days**	**61-90 days**	**>90 days**	**Total**
Estimated total gross carrying amount at default (Rs'000)	70,977	65,759	15,429	117	125	**152,407**
Lifetime ECL (Rs'000)	809	1,508	149	8	26	**2,500**
Expected credit loss rate	1.14%	2.29%	0.97%	6.84%	20.80%	

Balance at June 30, 2021		Trade receivables - past due				
	Not past due	<30 days	31-60 days	61-90 days	>90 days	**Total**
Estimated total gross carrying amount at default (Rs'000)	61,056	51,451	16,299	1,325	1,108	**131,239**
Lifetime ECL (Rs'000)	1,074	925	99	185	246	**2,529**
Expected credit loss rate	1.76%	2.64%	5.11%	20.49%	25.73%	

The Group and the Company has a credit insurance coverage on certain trade receivables to the extent of 80% of the amount due. A loss given default of 20% has been applied on trade receivables which are covered by insurance at June 30, 2022.

The carrying amounts of trade and other receivables are denominated in the following currencies:

	THE GROUP		**THE COMPANY**	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
Mauritian Rupee	**345,360**	133,250	**316,056**	104,850
US Dollar	**5,374**	13,185	**1,441**	9,252
Euro	**2,159**	37,007	**2,003**	36,852
Zar	**290**	290	**-**	-
	353,183	183,732	**319,500**	150,954

The receivables denominated in US Dollar arise on advance to foreign suppliers in this currency. Furthermore, the receivables denominated in Euro pertain mainly to deposits and prepayments.

15. LOAN RECEIVABLE FROM SUBSIDIARY

	THE COMPANY	
	2022	2021
	Rs'000	Rs'000
Loan receivable from subsidiary (note 33)	**1,899**	2,149
Analysed as follows:		
Non-current	**1,638**	1,900
Current (note 14)	**261**	249
	1,899	2,149

Loan receivable from subsidiary is unsecured and bears interest at the rate of PLR+1% p.a (2021: PLR+1%).

16. STATED CAPITAL

	THE GROUP AND COMPANY	
	2022	2021
	Rs'000	Rs'000
Authorised		
40,000,000 ordinary shares of Rs.5 each	**200,000**	200,000

	THE GROUP AND COMPANY	
	2022	2021
	Rs'000	Rs'000
Issued and fully paid		
33,280,256 ordinary shares of Rs.5 each	**166,401**	166,401

The Ordinary Shares shall rank "pari passu" in all respects. Every Ordinary Share shall confer one vote to its holder at general meetings of the Company and a right to dividend.

17. RESERVES

(a) Revaluation reserve

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
At July 1,	**87,222**	83,283	**83,538**	79,676
Total comprehensive gain for the year	**1,109**	3,939	**-**	3,862
At June 30,	**88,331**	87,222	**83,538**	83,538

The revaluation reserve arises from the revaluation of freehold land and buildings and plant & machinery.

(b) Actuarial losses

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
At July 1,	**(185,928)**	(157,504)	**(158,931)**	(132,921)
Other comprehensive (loss) for the year	**(32,599)**	(28,424)	**(21,355)**	(26,010)
At June 30,	**(218,527)**	(185,928)	**(180,286)**	(158,931)

Actuarial losses relates to remeasurement of the net defined benefit liability, which comprise actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), is recognised immediately in other comprehensive income in the period in which they occur.

18. NON-CONTROLLING INTERESTS

	THE GROUP	
	2022	Restated 2021
	Rs'000	Rs'000
At July 1,	**17,618**	16,792
Share of total comprehensive (loss)/income for the year	**(3,250)**	826
Dividend	**(1,003)**	-
At June 30,	**13,365**	17,618

19. BORROWINGS

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
Non-Current				
Bank loan	**3,243**	-	**-**	-
Current				
Bank overdrafts (note 32 (b))	**429,297**	219,359	**411,401**	200,444
Short-term bank loans	**360,000**	25,000	**360,000**	25,000
Bank loan	**508**	-	**-**	-
Total borrowings	**789,805**	244,359	**771,401**	225,444

(a) Short-term bank loans are secured by both fixed and floating charges. Interest rates vary between 2.85% to 2.95% (2021: 2.70% to 2.85%) and are repayable within one year.

(b) Bank overdrafts are secured by floating charges on the assets of the Group including property, plant and equipment and inventories (note 5 and 13). The rates of interest on borrowings vary between 4.50% p.a and 5.50% p.a. (2021: 4.10% p.a and 6.25% p.a.).

(c) The exposure of the Group's and the Company's borrowings to interest rate changes and the contractual repricing dates are as follows:

THE GROUP	6 months or less
	Rs'000
At June 30, 2022	
Total borrowings	**789,805**
At June 30, 2021	
Total borrowings	244,359

THE COMPANY	6 months or less
	Rs'000
At June 30, 2022	
Total borrowings	**771,401**
At June 30, 2021	
Total borrowings	225,444

(d) The effective interest rates at the end of the reporting period were as follows:

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	%	%	**%**	%
Bank overdrafts	**4.50**	3.95	**4.50**	3.95

(e) The carrying amounts of the Group's and the Company's borrowings are denominated in Mauritian Rupee and are not materially different from their fair values.

20. RETIREMENT BENEFIT OBLIGATIONS

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
Amount recognised in the statements of financial position as non-current liabilities:				
- Pension benefits (note (a) (iii))	**124,415**	88,855	**83,798**	60,375
- Other post retirement benefits (note (b) (i))	**21,696**	25,108	**21,247**	24,656
	146,111	113,963	**105,045**	85,031
Amount charged to profit or loss:				
- Pension benefits (note (a) (vi))	**13,664**	13,496	**9,873**	10,187
- Other post retirement benefits (note (b) (iv))	**1,569**	1,091	**1,400**	958
	15,233	14,587	**11,273**	11,145

20. RETIREMENT BENEFIT OBLIGATIONS (CONT'D)

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
Amount charged to other comprehensive income:				
- Pension benefits (note 20 (a) (vii))	**40,496**	38,479	**28,550**	32,824
- Other post retirement benefits (note (b) (v))	**(2,878)**	(1,462)	**(2,821)**	(1,487)
	37,618	37,017	**25,729**	31,337

(a) Pension benefits

(i) The assets of the fund are held independently and administered by Swan Pensions Limited.

The most recent actuarial valuations of plan assets and the present value of the defined benefit obligations were carried out at June 30, 2022 by Aon Hewitt Ltd (Actuarial Valuer). The present value of the defined benefit obligations, and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

(ii) The amounts recognised in the statements of financial position are as follows:

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
Present value of funded obligations	**321,376**	359,058	**244,528**	292,933
Fair value of plan assets	**(196,961)**	(270,203)	**(160,730)**	(232,558)
Liability in the statements of financial position	**124,415**	88,855	**83,798**	60,375

(iii) The movements in the statements of financial position are as follows:

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
At July 1,	**88,855**	65,480	**60,375**	42,364
Charged to profit or loss	**13,664**	13,496	**9,873**	10,187
Charged to other comprehensive income	**40,496**	38,479	**28,550**	32,824
Contributions paid	**(18,600)**	(28,600)	**(15,000)**	(25,000)
At June 30,	**124,415**	88,855	**83,798**	60,375

(iv) The movement in the defined benefit obligations over the year is as follows:

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
At July 1,	**359,058**	336,611	**292,933**	278,368
Current service cost	**10,882**	12,201	**8,025**	9,382
Interest cost	**10,662**	6,779	**8,440**	5,472
Actuarial loss	**18,524**	7,831	**8,353**	7,275
Liability loss due to change in financial assumptions	**25,985**	37,558	**23,295**	31,535
Benefits paid	**(103,735)**	(41,922)	**(96,518)**	(39,099)
At June 30,	**321,376**	359,058	**244,528**	292,933

20. RETIREMENT BENEFIT OBLIGATIONS (CONT'D)

(a) Pension benefits (Cont'd)

(v) The movement in the fair value of plan assets of the year is as follows:

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
At July 1,	**270,203**	271,131	**232,558**	236,004
Interest income	**7,880**	5,484	**6,592**	4,667
Return on plan assets excluding interest income	**4,013**	6,910	**3,098**	5,986
Employer contributions	**18,600**	28,600	**15,000**	25,000
Benefits paid	**(103,735)**	(41,922)	**(96,518)**	(39,099)
At June 30,	**196,961**	270,203	**160,730**	232,558

(vi) The amounts recognised in profit or loss are as follows:

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
Current service cost	**10,882**	12,201	**8,025**	9,382
Past service cost	**-**	-	**-**	-
Interest cost	**2,782**	1,295	**1,848**	805
Total included in employee benefit expense (note 26)	**13,664**	13,496	**9,873**	10,187

Total included in employee benefit expense can be analysed as follows:

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
- cost of operations	**6,935**	7,144	**4,928**	5,085
- distribution costs	**1,632**	1,540	**1,199**	1,237
- administrative expenses	**5,097**	4,812	**3,746**	3,865
	13,664	13,496	**9,873**	10,187

(vii) The amounts recognised in other comprehensive income are as follows:

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
Liability experience losses	**11,043**	7,831	**8,353**	7,275
Actuarial losses arising from changes in financial assumptions	**33,466**	37,558	**23,295**	31,535
Actuarial losses	**44,509**	45,389	**31,648**	38,810
Return on plan assets excluding interest income	**(4,013)**	(6,910)	**(3,098)**	(5,986)
	40,496	38,479	**28,550**	32,824

(viii) The assets in the plan were:

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	%	%	**%**	%
Qualifying insurance policies	**100**	100	**100**	100

20. RETIREMENT BENEFIT OBLIGATIONS (CONT'D)

(a) Pension benefits (Cont'd)

(ix) The funding policy is to pay contributions to an external legal entity at the rate recommended by the entity's actuary. Expected contributions to post employment benefit plans for the year ending June 30, 2023 are Rs.19,219,000 for the Group and Rs.15,518,000 for the Company.

(x) The weighted average durations of the defined benefit obligations for the Company at the end of the reporting period is 6.3 and 7.5 years (2021: 4.5 and 8 years) and of its subsidiary, Metal Can Manufacturers Ltd is 5.5 years (2021: 5.7 years).

(xi) The principal actuarial assumptions used for accounting purposes were:

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	%	%	**%**	%
Discount rate	**3.7-4.4**	2.9-4.1	**4.0-4.4**	2.9-4.1
Future salary increases	**1.0-5.0**	1.0-5.5	**1.0-5.0**	1.0-5.5
Future pension increases	**0.0-3.0**	0.0-3.0	**0.0-3.0**	0.0-3.0
Average retirement age (ARA)	**60/65**	60/65	**60/65**	60/65
Assumed SWAN annuity rates for:				
-Male at ARA	**25.9/17.4**	20.1/14.9	**25.9/17.4**	20.1/14.9
-Female at ARA	**27.8/18.3**	23.6/16.2	**27.8/18.3**	23.6/16.2

(xii) Sensitivity analysis on defined benefit obligations at end of the reporting date:

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
- Increase due to 1% decrease in discount rate	**22,157**	21,561	**17,680**	17,536
- Decrease due to 1% increase in discount rate	**19,514**	18,848	**15,552**	15,289
- Increase due to 1% increase in salary increase rate	**21,481**	21,763	**17,365**	17,755
- Decrease due to 1% decrease in salary increase rate	**19,383**	19,598	**15,633**	15,944

An increase/decrease of 1% in other principal actuarial assumptions would not have a material impact on defined benefit obligations at the end of the reporting period.

(xiii) The plan exposes the Group to normal risks associated with defined benefit pension plans, such as investment, interest, longevity and salary risks.

Investment risk (where the plan is funded)
The plan liability is calculated using a discount rate determined by reference to government bond yields; if the return on plan assets is below this rate, it will create a plan deficit and if it is higher, it will create a plan surplus.

Interest risk
A decrease in the bond interest rate will increase the plan liability; however, this may be partially offset by an increase in the return on the plan's debt investments and a decrease in inflationary pressures on salary and pension increases.

Longevity risk (where the plan is funded and an annuity is paid over life expectancy)
The plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan liability.

20. RETIREMENT BENEFIT OBLIGATIONS (CONT'D)

(a) Pension benefits (Cont'd)

(xiii) *Salary risk*

The plan liability is calculated by reference to the future projected salaries of plan participants. As such, an increase in the salary of the plan participants above the assumed rate will increase the plan liability whereas an increase in the assumed rate will decrease the liability.

The Group had a residual obligation imposed by the Workers Rights Act 2019 on top of its defined contribution plan. It is therefore particularly exposed to investment under-performance of the defined contribution plan.

There has been no plan amendment, curtailment or settlement during the year, except for some data adjustments.

(b) Other post retirement benefits

Other post retirement benefits comprise mainly of gratuity on retirement payable under the Workers Rights Act 2019, those which are not sufficiently covered under the pension plan and unfunded pensioners.

(i) The amounts recognised in the statements of financial position are as follows:

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
Retirement gratuity	**3,431**	3,017	**2,982**	2,565
Unfunded pensioners	**18,265**	22,091	**18,265**	22,091
	21,696	25,108	**21,247**	24,656

(ii) The movements in the statements of financial position are analysed as follows:

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
At July 1,	**25,108**	28,390	**24,656**	28,096
Charged to profit or loss (note 26)	**1,569**	1,091	**1,400**	958
Charged to other comprehensive income	**(2,878)**	(1,462)	**(2,821)**	(1,487)
Benefits paid	**(2,103)**	(2,911)	**(1,988)**	(2,911)
At June 30,	**21,696**	25,108	**21,247**	24,656

(iii) The movement in other post retirement benefits over the year is as follows:

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
At July 1,	**25,108**	28,390	**24,656**	28,096
Current service cost	**600**	425	**449**	300
Interest cost	**969**	658	**951**	658
Movement in fair value of plan assets	**(44)**	-	**-**	-
Benefits paid	**(2,059)**	(2,911)	**(1,988)**	(2,911)
Interest cost	**-**	8	**-**	-
Liability experience (gain)/loss	**(1,859)**	261	**(1,787)**	234
Liability loss due to change in financial assumptions	**(1,019)**	(1,723)	**(1,034)**	(1,721)
At June 30,	**21,696**	25,108	**21,247**	24,656

20. RETIREMENT BENEFIT OBLIGATIONS (CONT'D)

(b) Other post retirement benefits (Cont'd)

(iv) The amounts recognised in profit or loss are as follows:

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
Current service cost	**600**	425	**449**	300
Interest cost	**969**	658	**951**	658
Net interest on net defined benefit liability	**-**	8	**-**	-
Total included in employee benefit expense	**1,569**	1,091	**1,400**	958

Total included in employee benefit expense can be analysed as follows:

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
- administrative expenses	**1,569**	1,091	**1,400**	958

(v) The amounts recognised in other comprehensive income are as follows:

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
Liability experience (gains)/losses	**(1,859)**	261	**(1,787)**	234
Financial assumptions	**(1,019)**	(1,723)	**(1,034)**	(1,721)
Actuarial losses	**(2,878)**	(1,462)	**(2,821)**	(1,487)

(vi) The funding policy is to pay benefits out of the reporting entity's cash flow as and when due. Expected contributions to post employment benefit plans for the year ending June 30, 2023 is Rs.2,032,000 for the Company and the expected contribution to PRGF and any top up benefits to the year ending June 30, 2023 for its subsidiary, Metal Can Manufacturers Ltd is Rs.153,000.

(vii) The weighted average durations of the defined benefit obligations for the Company at the end of the reporting period is 7 and 16.2 years (2021: 7 and 17.1 years) and of its subsidiary, Metal Can Manufacturers Ltd is 9.2 years (2021: 8.5 years).

(viii) The principal actuarial assumptions used for accounting purposes were:

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	%	%	**%**	%
Discount rate	**4.3-5.3**	3.5-5	**4.3-5.3**	3.9-5
Future salary increases	**1.0-5.0**	1.0-5.5	**1.0-5.0**	1.0-5.5
Future pension increases	**0.0-3.0**	0.0-3.0	**0.0-3.0**	0.0-3.0
Average retirement age (ARA)	**60/65**	60/65	**60/65**	60/65

20. RETIREMENT BENEFIT OBLIGATIONS (CONT'D)

(b) Other post retirement benefits (Cont'd)

(ix) Sensitivity analysis on defined benefit obligations at end of the reporting date:

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
- Increase due to 1% decrease in discount rate	**2,601**	2,773	**2,533**	2,722
- Decrease due to 1% increase in discount rate	**2,116**	2,287	**2,063**	2,247
- Increase due to 1% increase in salary increase rate	**1,299**	1,140	**1,227**	1,086
- Decrease due to 1% decrease in salary increase rate	**967**	856	**910**	813

(x) An increase/decrease of 1% in other principal actuarial assumptions would not have a material impact on retirement gratuity at the end of the reporting period.

The sensitivity analysis above has been determined based on a method that extrapolates the impact on retirement gratuity as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The sensitivity analysis may not be representative of the actual change in the retirement gratuity as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

21. LEASE LIABILITIES

The Group and Company as lessee

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
Current	**370**	281	**220**	196
Non-current: two to five years	**4,023**	1,296	**1,012**	905
After five years	**75,339**	62,744	**49,599**	47,241
	79,732	64,321	**50,831**	48,342

The lease liability is measured at present value of the future fixed lease payments that are not paid at the end of the financial year. Leased payments are apportioned between finance charges and reduction for the lease liability using an incremental borrowing rate of 5.75% to achieve a constant rate of interest on the remaining balance of the liability.

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
Maturity analysis	**Rs'000**	Rs'000	**Rs'000**	Rs'000
Year 1	**370**	281	**220**	196
Year 2	**390**	298	**232**	208
Year 3	**413**	315	**246**	220
Year 4	**437**	332	**260**	232
Year 5	**2,783**	351	**274**	245
Onwards	**75,339**	62,744	**49,599**	47,241
Total	**79,732**	64,321	**50,831**	48,342

22. TRADE AND OTHER PAYABLES

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
Trade payables	**546,165**	348,333	**543,816**	344,719
Other payables and accruals	**50,092**	14,033	**47,891**	11,834
COVID-19 payable	**-**	5,322	**-**	4,118
Dividends payable	**4,301**	4,863	**4,301**	4,863
Amount due to related party (note 33)	**13,088**	10,303	**28**	27
Deposit from customer	**164**	995	**164**	995
	613,810	383,849	**596,200**	366,556

The average credit period for trade purchases is 30 days. No interest is charged on the outstanding trade payables. The Group has financial risk management policies in place to ensure that all payables are paid within the pre-agreed credit terms.

The carrying amounts of trade and other payables approximate their fair values.

23. INCOME TAX

		THE GROUP		THE COMPANY	
		2022	2021	**2022**	2021
		Rs'000	Rs'000	**Rs'000**	Rs'000
(a)	Statements of financial position				
	Current tax liabilities	**6,370**	2,880	**5,914**	1,730
		6,370	2,880	**5,914**	1,730
	Statements of financial position				
	At July 1,	**2,880**	(256)	**1,730**	(852)
	Current tax on the adjusted profit for the year at 15% (2021: 15%)	**8,527**	5,276	**7,186**	3,678
	(Over)/under provision in previous years	**(599)**	41	**(609)**	-
	CSR contribution	**1,614**	706	**1,432**	490
	Tax paid during the year	**(2,785)**	(995)	**(626)**	(357)
	CSR paid	**(466)**	(218)	**(398)**	(196)
	Tax paid under APS	**(2,623)**	(1,674)	**(2,623)**	(1,033)
	Tax deducted at source	**(178)**	-	**(178)**	-
	At June 30,	**6,370**	2,880	**5,914**	1,730

(b) Statements of profit or loss and other comprehensive income

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
Current tax on the adjusted profit for the year at 15% (2021: 15%)	**8,529**	5,276	**7,186**	3,678
(Over)/underprovision in previous years	**(599)**	41	**(609)**	-
CSR contribution	**1,614**	706	**1,432**	490
	9,544	6,023	**8,009**	4,168
Deferred tax (note 12(b))	**657**	3,411	**523**	3,468
Tax charge	**10,201**	9,434	**8,532**	7,636

23. INCOME TAX (CONT'D)

Tax reconciliation

The tax on the Group's and Company's profit before taxation differs from the theoretical amount that would arise using the basic tax rate of the Group and the Company as follows:

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
Profit before taxation	**88,190**	57,028	**81,870**	47,527
Tax calculated at 17% (2021: 17%)	**14,992**	9,695	**13,918**	8,080
Income not subject to tax	**(1,531)**	(1,179)	**(1,696)**	(1,279)
Expenses not deductible for tax purposes	**842**	892	**450**	835
Tax credit for capital expenditure	**(3,531)**	-	**(3,531)**	-
Tax rate differential	**28**	26	-	-
Over provision in previous years	**(599)**	-	(609)	-
Tax charge	**10,201**	9,434	8,532	7,636

Notes to the Financial Statements (Cont'd)

Year ended June 30, 2022

24. SEGMENT INFORMATION

(a) The Group has three reporting segments: Oil Products, Metal Cans & Plastic Containers and Imported food products.

"Others" comprise of other business activities and operating segments that are not reportable. Revenue included in this segment amounted to Rs.5.3M (2021: Rs.5.1M).

The accounting policies of the operating segments are the same as those described in the summary of significant accounting policies. Mauritius Oil Refineries Limited evaluates performance on the basis of profit or loss from operations before tax expense. Mauritius Oil Refineries Limited accounts for intersegments sales and transfers as if the sales or the transfers were to third parties, i.e. current market prices.

(b) The segment results for the year ended June 30, 2022 are as follows:

	Oil Products		Metal Cans & plastic Containers		Imported food products		Others		Total	
	2022	2021	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000	**Rs'000**	Rs'000	**Rs'000**	Rs'000	**Rs'000**	Rs'000
Total segment revenue	**1,671,936**	900,970	**151,959**	130,941	**185,099**	130,617	**5,331**	5,126	**2,014,325**	1,167,654
Inter-segment revenue	**-**	-	**(6,821)**	(3,839)	**-**	-	**-**	-	**(6,821)**	(3,839)
Revenue from external customers	**1,671,936**	900,970	**145,138**	127,102	**185,099**	130,617	**5,331**	5,126	**2,007,504**	1,163,815
Segment result	**62,644**	38,602	**4,012**	7,458	**31,672**	19,077	**4,067**	4,391	**102,395**	69,528
Fair value gain on revaluation of investment property	**-**	-	**-**	-	**-**	-	**-**	-	**1,586**	-
Other income	**-**	-	**-**	-	**-**	-	**-**	-	**4,596**	4,535
Finance costs	**-**	-	**-**	-	**-**	-	**-**	-	**(22,981)**	(19,036)
Share of result of associate	**-**	-	**-**	-	**-**	-	**-**	-	**2,594**	2,001
Profit before taxation	**62,644**	38,602	**4,012**	7,458	**31,672**	19,077	**4,067**	4,391	**88,191**	57,028
Taxation	**-**	-	**-**	-	**-**	-	**-**	-	**(10,201)**	(9,434)
Profit for the year	**62,644**	38,602	**4,012**	7,458	**31,672**	19,077	**4,067**	4,391	**77,990**	47,594

24. SEGMENT INFORMATION (CONT'D)

Other segment items included in profit or loss are as follows:

	Oil Products		Metal Cans & plastic Containers		Imported food products		Others		Total	
	2022	2021	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000	**Rs'000**	Rs'000	**Rs'000**	Rs'000	**Rs'000**	Rs'000
Depreciation (note 5)	**13,647**	11,709	**2,655**	2,868	**850**	972	**-**	-	**17,152**	15,549
Depreciation on right-of-use assets (note 11)	**1,018**	2,092	**-**	-	**-**	-	**-**	-	**1,018**	2,092
Amortisation of intangible assets (note 7)	**1,773**	1,497	**66**	66	**-**	-	**-**	-	**1,839**	1,563

Inter segment transfers or transactions are entered into under the normal commercial terms and conditions that would be available to unrelated third parties.

The segment assets and liabilities at June 30, 2022 and capital expenditure for the year then ended are as follows:

	Oil Products		Metal Cans & plastic Containers		Imported food products		Others		Total	
	2022	2021	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000	**Rs'000**	Rs'000	**Rs'000**	Rs'000	**Rs'000**	Rs'000
Segment assets	**1,209,053**	866,955	**122,182**	79,982	**98,000**	70,551	**113,370**	99,870	**1,542,606**	1,117,358
Investment in associate									**25,123**	29,871
Non segment assets									**494,642**	67,025
Consolidated total assets									**2,062,371**	1,214,254
Segment liabilities	**1,262,870**	554,700	**94,794**	66,635	**104,730**	43,329	**42,282**	29,155	**1,504,676**	693,819
Non segment liabilities									**160,875**	147,655
Consolidated total liabilities									**1,665,551**	841,474
Capital expenditure	**37,441**	27,391	**256**	290	**-**	-	**-**	-	**37,698**	27,681
Depreciation and amortisation	**16,437**	15,679	**2,721**	1,772	**851**	1,753	**-**	-	**20,009**	19,204

Segment assets consist primarily of property, plant and equipment, intangible assets, rights-of-use assets, inventories, receivables and operating cash.
Segment liabilities comprise operating liabilities and exclude items such as taxation and corporate borrowings.
Capital expenditure comprises additions to property, plant and equipment, and intangible assets.

Notes to the Financial Statements (Cont'd)

Year ended June 30, 2022

24. SEGMENT INFORMATION (CONT'D)

(c) Geographical information

The Group's activities and assets are based in Mauritius.

	Revenue from external customers		Non-current assets	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
Mauritius	**2,007,504**	1,163,815	**493,456**	465,226

(i) There are no revenue from external customers attributable to individual foreign countries during the year (2021: Rs.nil).

Sales revenue is based on the country in which the customer is located. Total assets are shown by the geographical area in which the assets are located.

(d) Analysis of sales

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
Sale of goods	**2,002,173**	1,158,689	**1,857,035**	1,031,587
Rental income	**5,331**	5,126	-	-
	2,007,504	1,163,815	**1,857,035**	1,031,587

For method of recognition of revenue, see note 2(j).

25. EXPENSES BY NATURE

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
Cost of inventories (note 13)	**1,651,430**	872,451	**1,564,656**	792,262
Employee benefit expense (note 26)	**137,271**	119,854	**105,529**	91,718
COVID-19 levy	-	3,255	-	2,652
Depreciation (note 5(f))	**17,152**	15,549	**14,497**	12,746
Advertising	**6,917**	9,070	**6,917**	9,070
Factory repairs and maintenance	**16,067**	11,093	**11,376**	7,770
General expenses	**10,361**	9,491	**8,414**	7,468
Office expenses	**3,826**	3,066	**3,476**	2,589
Distribution expenses	**8,542**	7,359	**8,542**	7,359
Motor vehicle repairs	**1,259**	985	**1,259**	985
Licences	**3,253**	2,551	**3,140**	2,437
Amortisation of intangible assets (note 7)	**1,839**	1,563	**1,773**	1,497
Depreciation on right-of-use assets (note 11)	**1,018**	2,092	**1,018**	962
Loss allowance on trade receivables (note 14)	**(5)**	819	-	1,191
Miscellaneous expenses	**46,954**	36,125	**41,260**	37,461
Total cost of operations, distribution costs and administrative expenses	**1,905,884**	1,095,323	**1,771,857**	978,167

Miscellaneous expenses refer to other expenses incurred in the day to day operation of the Group and the Company.

26. EMPLOYEE BENEFIT EXPENSE

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
Wages and salaries including termination benefits	**114,689**	98,036	**87,617**	74,047
Social security costs	**5,406**	5,856	**4,696**	5,151
Pension - defined contribution plans	**1,943**	1,375	**1,943**	1,375
Pension - defined benefit plans (note 20(a)(vi))	**13,664**	13,496	**9,873**	10,187
Pension - other post retirement benefit (note 20(b)(ii))	**1,569**	1,091	**1,400**	958
	137,271	119,854	**105,529**	91,718

27. OTHER INCOME

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
Interest income	**-**	-	**136**	155
Other income	**4,596**	4,535	**683**	870
Dividend income	**-**	-	**2,258**	-
- Listed	**-**	-	**2,953**	2,600
- Unquoted	**-**	-	**5,211**	2,600
	4,596	4,535	**6,030**	3,625

28. FINANCE COSTS

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
Net foreign exchange loss	**(5,729)**	(5,956)	**(5,729)**	(5,956)
Interest expense:				
- Bank overdrafts	**(6,326)**	(7,100)	**(5,836)**	(6,683)
- Short-term bank loans	**(6,860)**	(2,439)	**(6,772)**	(2,439)
- Lease liabilities	**(4,066)**	(3,541)	**(2,764)**	(2,628)
	(17,252)	(13,080)	**(15,372)**	(11,750)
	(22,981)	(19,036)	**(21,101)**	(17,706)

Notes to the Financial Statements (Cont'd)

Year ended June 30, 2022

29. PROFIT FOR THE YEAR

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
Profit for the year is arrived at after	**Rs'000**	Rs'000	**Rs'000**	Rs'000
Crediting:				
Profit on disposal of plant and equipment	**1,064**	1,250	**684**	870
and charging:				
Depreciation on property, plant and equipment				
- owned assets (note 5)	**17,152**	15,549	**14,497**	12,746
Depreciation on right-of-use assets (note 11)	**1,018**	2,092	**1,018**	962
Amortisation of intangible assets (note 7)	**1,839**	1,563	**1,773**	1,497
Cost of inventories consumed (note 25)	**1,651,430**	872,451	**1,564,656**	792,262
Employee benefit expense (note 26)	**137,271**	119,854	**105,529**	91,718

30. EARNINGS PER SHARE

		THE GROUP	
		2022	2021
		Rs'000	Rs'000
Profit attributable to owners of the parent	Rs'000	**76,423**	44,541
Number of ordinary shares in issue (in thousand)		**33,280**	33,280
Earnings per share	Rs.	**2.30**	1.34

31. DIVIDENDS

	THE GROUP AND THE COMPANY	
	2022	2021
	Rs'000	Rs'000
Dividend declared during the year can be analysed as follows:		
Interim dividend of Rs.0.50 per share paid in December 2021 (2021: Nil)	**16,640**	-

32. NOTES TO THE STATEMENTS OF CASH FLOWS

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
(a) Cash generated from operations	**Rs'000**	Rs'000	**Rs'000**	Rs'000
Profit before taxation	**88,190**	57,028	**81,870**	47,527
Adjustments for:				
Depreciation on property, plant and equipment	**17,152**	15,549	**14,497**	12,746
Amortisation of intangible assets	**1,839**	1,563	**1,773**	1,497
Depreciation on right of use of assets	**1,018**	2,092	**1,018**	962
Share of result of associate	**(2,594)**	(2,001)	**-**	-
Investment and other income	**-**	-	**(5,347)**	(2,755)
Retirement benefit obligations - net	**(5,470)**	(16,924)	**(5,715)**	(16,766)
Interest expense	**17,252**	13,080	**15,372**	11,750
Fair value gain on investment property	**(1,900)**	-	**-**	-
Fair value loss on right-of-use assets	**314**	-	**-**	-
Loss allowance	**(5)**	819	**-**	1,191
Profit on disposal of plant and equipment	**(1,064)**	(1,250)	**(684)**	(870)
Operating profit before working capital changes	**114,732**	69,956	**102,784**	55,282
Changes in working capital:				
- Trade and other receivables	**(169,445)**	(17,359)	**(168,534)**	(12,365)
- Inventories	**(191,563)**	(252,264)	**(185,875)**	(245,765)
- Trade and other payables	**230,400**	320,775	**229,645**	315,339
Cash (used in)/generated from operations	**(15,876)**	121,108	**(21,980)**	112,491

(b) Cash and cash equivalents and bank overdrafts include the following for the purpose of the statement of cash flows:

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
Cash in hand and at bank	**460,741**	1,866	**459,928**	1,551
Bank overdrafts (note 19)	**(429,297)**	(219,359)	**(411,401)**	(200,444)
	31,444	(217,493)	**48,527**	(198,893)

32. NOTES TO THE STATEMENTS OF CASH FLOWS (CONT'D)

(c) Reconciliation of liabilities arising from financing activities

THE GROUP	**2021**	**Lease remeasurement**	**Adjustment on lease**	**Cash flows**	**2022**
	Rs'000	**Rs'000**	**Rs'000**	**Rs'000**	**Rs'000**
Short-term bank loans					
- Proceeds	2,000,000	-	-	2,567,000	4,567,000
- Repayments	(1,975,000)	-	-	(2,232,000)	(4,207,000)
Bank loan	-	-	-	3,751	3,751
- Proceeds	-	-	-	4,000	4,000
- Repayments	-	-	-	(249)	(249)
Lease liabilities	64,321	14,061	1,570	(220)	79,732
Total liabilities from financing activities	89,321	14,061	1,570	342,282	447,234

	2020	Recognised on adoption of IFRS 16	Cash flows	2021
Short-term bank loans	Rs'000	Rs'000	Rs'000	Rs'000
- Proceeds	1,375,000	-	625,000	2,000,000
- Repayment	(1,275,000)	-	(700,000)	(1,975,000)
Lease liabilities	63,527	1,591	(797)	64,321
Total liabilities from financing activities	163,527	1,591	(75,797)	89,321

THE COMPANY	**2021**	**Lease remeasurement**	**Cash flows**	**2022**
	Rs'000	**Rs'000**	**Rs'000**	**Rs'000**
Short-term bank loans				
- Proceeds	2,000,000	-	2,567,000	4,567,000
- Repayment	(1,975,000)	-	(2,232,000)	(4,207,000)
Lease liabilities	48,342	2,696	(207)	50,831
Total liabilities from financing activities	73,342	2,696	334,793	410,831

	2020	Recognised on adoption of IFRS 16	Cash flows	2021
Loan	-	-	-	
Short-term bank loans				
- Proceeds	1,375,000	-	625,000	2,000,000
- Repayment	(1,275,000)	-	(700,000)	(1,975,000)
Lease liabilities	47,765	766	(189)	48,342
Total liabilities from financing activities	147,765	766	(75,189)	73,342

33. RELATED PARTY TRANSACTIONS

(a) THE GROUP

	Purchase of goods or services	Sale of goods or services	Loan payable	Amount owed by related parties	Amount owed to related parties
	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000
Year ended June 30, 2022					
Associate	**942**	**1,184**	**-**	**331**	**28**
Enterprises in which Directors have significant influence	**-**	**-**	**-**	**860**	**13,060**
	942	**1,184**	**-**	**1,191**	**13,088**
Year ended June 30, 2021					
Associate	354	892	-	203	27
Enterprises in which Directors have significant influence	-	-	-	1,052	10,276
	354	892	-	1,255	10,303

(b) THE COMPANY

	Purchase of goods or services	Sale of goods or services	Loan receivable	Amount owed by related parties	Amount owed to related parties
	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000
Year ended June 30, 2022					
Subsidiaries	**6,822**	**13,414**	**1,899**	**2,389**	**1,639**
Associate	**942**	**1,184**	**-**	**331**	**28**
	7,764	**14,598**	**1,899**	**2,720**	**1,667**
Year ended June 30, 2021					
Subsidiaries	3,839	8,425	2,149	805	867
Associate	354	892	-	203	27
	4,193	9,317	2,149	1,008	894

(c) (i) The above transactions have been made on normal commercial terms and in the normal course of business.

(ii) Loan receivable from subsidiary bears interest rate of PLR + 1% (2021: PLR + 1%) per annum and is repayable at call.

(iii) For the year ended June 30, 2022, the Group and the Company have not recorded any impairment of receivables relating to amounts owed by related parties (2021: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

(d) Key management personnel compensation, including Directors remuneration and benefits

	THE GROUP		THE COMPANY	
	2022	2021	**2022**	2021
	Rs'000	Rs'000	**Rs'000**	Rs'000
Salaries and short-term employee benefits	**22,431**	22,988	**21,708**	22,033
Post employment benefits	**1,988**	2,911	**1,988**	2,911
	24,419	25,899	**23,696**	24,944

34. CONTINGENT LIABILITES

At June 30, 2022, the Company had no contingent liabilities in respect of bank and other guarantees and other matters arising in the ordinary course of business from which it is anticipated that no material liabilities would arise (2021: Nil).

35. CAPITAL COMMITMENTS

No capital expenditure were contracted for at the end of the reporting period but not yet incurred (2021: Nil).

36. OPERATING LEASE

Group as lessor

Operating lease relate to the investment property owned by the Group with lease terms of between 2 to 20 years, with an option to extend for a further 3 years. The lessee does not have an option to purchase the property at the expiry of the lease period.

Rental income earned by the Group from its investment property and direct operating expenses arising on the investment property for the year are set out in note 6.

Non-cancellable operating lease receivables

	THE GROUP	
	2022	2021
	Rs'000	Rs'000
Within one year	**5,331**	5,126

37. UKRAINE - RUSSIA WAR

On February 24, 2022, Russian Federation launched a full-scale invasion into Ukraine sovereign state. The potential impacts from the emerging Ukraine and Russian conflict remain uncertain, including but not limited to, on global economic conditions, asset valuations, interest rate expectations and exchange rates. The extent of these impacts on the Group are unclear at this stage.

Based on an assessment undertaken, the Ukraine-Russia war will not impact the ability of the Company to continue as a going concern.

38. SUBSEQUENT EVENT

As per Board resolution dated July 20, 2022 an interim dividend of Rs.0.80 per share was declared and paid in August 2022.

Notice of Annual General Meeting of Shareholders

Notice is hereby given that the Annual General Meeting of shareholders of Mauritius Oil Refineries Limited will be held on **Friday December 9, 2022 at 10.30 am (Mauritian time)** in the conference room at MOROIL, Quay Road, Port Louis, for the purpose of presenting the Company's audited financial statements and annual report for the year ended June 30, 2022 together with the reports of the Directors and the independent auditor, and transacting the following business:

1. **Ordinary Resolution number 1:**
   To approve the minutes of the Annual Meeting of shareholders held on December 8, 2021.

2. **Ordinary Resolution number 2:**
   To receive and consider the Annual Report 2022 of the Company.

3. **Ordinary Resolution number 3:**
   To consider and adopt the audited financial statements (including the auditor's report) of the Company for the year ended June 30, 2022.

4. **Ordinary Resolution number 4:**
   To re-elect the following Directors who accordingly retire and offer themselves for re-election and to hold office until the next Annual Meeting in accordance with section 100 and 101 of the Constitution of the Company:
   4.1 Mrs. Madhavi RAMDIN-CLARK (Independent Non-executive Director)
   4.2 Mr. Yakub M.K. MORIA (Non-executive Director)
   4.3 Mr. S. Rehaz A. SAYED HASSEN (Executive Director)
   4.4 Mr. Jérôme P.E CLARENC (Executive Director)

5. **Ordinary Resolution number 5:**
   5.1 To re-appoint Mr. R.J Paul CLARENC as Non-executive Director, in line with section 138(6) of the Companies Act 2001.
   5.2 To re-appoint Mr. J.H. Maurice De MARASSE ENOUF as Non-executive Director, in line with section 138(6) of the Companies Act 2001.

6. **Ordinary Resolution number 6:**
   6.1 To ratify the appointment made on January 21, 2022 of Mr. M.J. Nicolas MERVEN as Director of the Company.
   6.2 To ratify the appointment made on November 11, 2021 of Mr. Dharmesh G.B NAIK as Director of the Company.

7. **Ordinary Resolution number 7:**
   That the Board of Directors be authorised to determine the fees of the non-executive Directors for their services as Directors.

8. **Ordinary Resolution number 8:**
   That Deloitte be appointed as the independent auditor of the Company for the financial year ending June 30, 2023, until the conclusion of the Company's next AGM.

9. **Ordinary Resolution number 9:**
   That the Board of Directors be authorised to determine the remuneration of the independent auditor.

Note:

Resolutions 1 to 9 will require the support of more than 50% of the total votes exercisable by members of the Company, present in person or by proxy to pass the resolutions.

Members entitled to attend and vote at the Annual Meeting may appoint proxies who need not be a member to attend and vote on their behalf. Instruments appointing proxy or any power of Attorney should be deposited at the registered office of the Company Secretary, Intercontinental Secretarial Services Ltd, Level 3, Alexander House, 35 Cybercity, Ebene 72201, Mauritius not later than 24 hours before the meeting, failing which the instrument of proxy or the power of Attorney shall not be accepted.

Shareholders who wish to attend and participate in the Annual General Meeting or who wish to submit any questions relating to the business set out in this notice, are requested to contact the Company Secretary at moroil@intercontinentaltrust.com or, alternatively, on +230 403 0800 no later than 10h30 on Thursday December 8, 2022.

Notice of Annual General Meeting of Shareholders (Cont'd)

Key dates and times for the Annual General Meeting of Shareholders:

Key events	Date
Distribution of Annual Report and Notice of Annual General Meeting	November 11, 2022
Record date to be recorded in the register in order to be entitled to vote at the Annual General Meeting	November 10, 2022
Last day to lodge forms of proxy for the Annual General Meeting by 10.30 am (Mauritian time)	December 8, 2022
Annual General Meeting at 10.30 am (Mauritian time)	December 9, 2022

By order of the Board

Per Smitha Algoo-Bissonauth

Intercontinental Secretarial Services Ltd

Secretary

October 18, 2022

Proxy Form

This form must be completed in BLOCK LETTERS.

The Company Secretary
Mauritius Oil Refineries Limited ("Company")
Level 3, Alexander House
35 Cybercity, Ebene 72201
Mauritius

Dear Sir/Madam,

I/We …….

of ………

being shareholder(s) of Mauritius Oil Refineries Limited and the holder of …………………………………………………………………………………
shares in the Company hereby appoint:

1. ……… or failing him/her;

2. ……… or failing him/her;

3. the chairperson of the Annual General Meeting

as my/our proxy to vote for me/us at the Annual General Meeting of the Company to be held on **December 9, 2022 at 10:30 am (Mauritian time)** in the conference room at MOROIL, Quay Road, Port Louis, and at any adjournment of the meeting, which will be held for purposes of considering and, if deemed fit, passing, with or without modification, the ordinary resolutions to be proposed thereat as detailed in the notice of Annual General Meeting; and to vote for and/or against such resolutions and/or to abstain from voting for and/or against the resolutions in respect of the shares registered in my/our name in accordance with the following instructions:

	For	Against	Abstain
Ordinary Resolution number 1 (To approve the minutes of the Annual Meeting of shareholders held on December 8, 2021).			
Ordinary Resolution number 2 (To receive and consider the Annual Report 2022 of the Company).			
Ordinary Resolution number 3 (To consider and adopt the audited financial statements of the Company (including the auditor's report) for the year ended June 30, 2022).			
Ordinary Resolution number 4.1 (To re-elect Mrs. Madhavi RAMDIN-CLARK)			
Ordinary Resolution number 4.2 (To re-elect Mr. Yakub M.K. MORIA)			
Ordinary Resolution number 4.3 (To re-elect Mr. S. Rehaz A. SAYED HASSEN)			
Ordinary Resolution number 4.4 (To re-elect Mr. Jérôme P.E CLARENC)			
Ordinary Resolution number 5.1 (To appoint Mr. R.J Paul CLARENC as Director)			
Ordinary Resolution number 5.2 (To appoint Mr. J.H. Maurice De MARASSE ENOUF as Director)			
Ordinary Resolution number 6.1 (To Ratify the appointment of Mr. M.J. Nicolas MERVEN)			
Ordinary Resolution number 6.2 (To Ratify the appointment of Mr. Dharmesh G.B NAIK)			
Ordinary Resolution number 7 (Authorising Directors to determine remuneration of non-executive Directors)			
Ordinary Resolution number 8 (Re-appointment of independent auditor)			
Ordinary Resolution number 9 (Authorising Directors to determine remuneration of independent auditor)			

Notes to the proxy form:

1. A member of the Company entitled to attend and vote at this meeting may appoint a proxy of his/her own choice (whether a member or not) to attend and vote on his/her behalf.
2. Please mark in the appropriate box how you wish to vote. If no specific direction as to voting is given, the proxy will exercise his/her discretion as to how he/she votes.
3. The instrument appointing a proxy or any general power of attorney shall be deposited at the Registered Office of the Company Secretary, Intercontinental Secretarial Services Ltd, Level 3, Alexander House, 35 Cybercity, Ebene 72201, Mauritius, not later than 24 hours before the meeting, failing which the instrument of proxy or the power of attorney shall not be treated as valid.

Quay Road, Port Louis, Mauritius
+(230) 206 9800
+(230) 240 8320
admin@moroil.mu
www.moroil.mu
facebook.com/moroil.mu