Beau Vallon Hospitality

ANNUAL REPORT 2023

Dear Shareholder,

The Board of Directors is pleased to present the Annual Report of Beau Vallon Hospitality Ltd (formerly known as Southern Cross Tourist Company Limited) and its subsidiaries for the year ended December 31, 2023, the contents of which are listed below.

This report was approved by the Board of Directors on March 27, 2024.

Gérard GARRIOCH
Chairman

Thierry MERVEN
Group Chief Executive Officer

CONTENTS

CORPORATE INFORMATION

REGISTERED OFFICE:
Royal Road, Riche-en-Eau
St Hubert
Republic of Mauritius
Tel: (230) 604 1200
Fax: (230) 631 0774
Website: https://bvhospitality.mu/

COMPANY SECRETARY:
Navitas Corporate Services Ltd
Navitas House
Robinson Road, Floréal
Republic of Mauritius

INTERNAL AUDITORS:
BDO Financial Services Ltd
10, Frère Felix de Valois Street
Port Louis
Republic of Mauritius

CORPORATE OFFICE:
Riche-En-Eau
St Hubert
Republic of Mauritius
Tel: (230) 633 7310
Fax: (230) 633 5244

LEGAL ADVISERS:
Me. Patrice Doger de Spéville
5th Floor, Chancery House
Lislet Geoffroy Street
Port Louis
Republic of Mauritius

Me. André Robert
8, Georges Guibert Street
Port Louis
Republic of Mauritius

NOTARY:
Me. Didier Maigrot
1st Floor, Labama House
Sir William Newton Street
Port Louis
Republic of Mauritius

EXTERNAL AUDITORS:
RSM Mauritius
112, Moka Business Centre
Route Montagne Ory
Moka
Republic of Mauritius

BANKERS:
SBM Bank (Mauritius) Ltd
SBM Tower
1, Queen Elizabeth II Avenue
Port Louis
Republic of Mauritius

The Mauritius Commercial Bank Ltd
Sir William Newton Street
Port Louis
Republic of Mauritius

ABC Banking Corporation Ltd
WEAL HOUSE
Duke of Edinburgh Avenue
Place d'Armes
11328, Port Louis
Republic of Mauritius

SHARE REGISTRY:
MCB Registry and Securities Ltd
Raymond Lamusse Building
Sir William Newton Street
Port Louis
Republic of Mauritius

DIRECTORS:	DATE APPOINTED:
Gérard GARRIOCH - Chairman	May 13, 2011
Thierry MERVEN - Group Chief Executive Officer	May 13, 2011
Patrice DOGER DE SPEVILLE	May 13, 2011
Jacques MARRIER D'UNIENVILLE	May 13, 2011
Jean-Marc ULCOQ	December 12, 2012
Robert DOGER DE SPEVILLE	December 21, 2016
Marc HEIN	October 1, 2021 *(resigned on November 24, 2023)*
Fabio MEO	May 9, 2022
Anabelle SAMOUILHAN	December 7, 2022
Jitendra N. BISSESSUR	December 7, 2022

SENIOR MANAGEMENT TEAM:	POSITION:
Thierry MERVEN	Group Chief Executive Officer
Ashwin FOOGOOA	Group Chief Financial Officer
Christel CHAN YAM FONG	Group Finance Manager
Christina LEVALLOIS	Group Human Resources Manager
Fabio MEO	Chief Operating Officer, Beau Vallon Hospitality
Ravidev TEELWAH	General Manager, Preskil Island Resort

PRESKIL ISLAND RESORT MAURITIUS

Solana BEACH MAURITIUS

ASTROEA BEACH MAURITIUS

CHAIRMAN'S STATEMENT

Dear Shareholder,

I have great pleasure to present the Financial Results of Beau Vallon Hospitality Ltd's (BVH) for the year ended 31st December 2023.

In 2023, Mauritius witnessed a significant growth in tourist arrivals, recording a 30% increase over the previous year and achieving 93.6% of pre-Covid levels (2019). This growth caused a much-needed recovery post-Covid in the hospitality sector in Mauritius.

Financially, BVH demonstrated exceptional performance in 2023, surpassing expectations with record-breaking occupancy rates across our resorts. The group achieved a remarkable combined occupancy rate of 86% in 2023, exceeding the national average by 12%. Moreover, the Group's turnover surged by 42% reaching Rs 1.1 billion in 2023 and revenue per occupied room (REVPOR) rose by 19% as compared to the previous year. The Group posted an impressive EBITDA of Rs 454 million with an EBITDA margin of 41% in 2023. During the year under review, the Group benefited from the increased demand and depreciation of the rupee which, amongst other factors, boosted the Group's profit after tax to Rs 187m, a substantial rise compared to prior years.

Our commitment to sustainability also remained our top priority, with initiatives focused on circular economy principles and inclusive growth. This included transitioning to bulk amenities, waste management partnerships, and collaborations with industry bodies for sustainability certifications.

Whilst year 2023 was not without its hurdles, such as labour shortages, supply chain disruptions, and inflationary prices, the Group showcased its resilience and determination to navigate ongoing challenges by innovating, leveraging technology and implementing creative solutions to meet evolving consumer needs and emerged stronger from those challenges.

We are highly pleased with our remarkable achievements in 2023 and we look forward to 2024 with renewed confidence. However, we also remain mindful of potential challenges such as rising payroll costs, persistent inflationary pressures, and economic uncertainties. To capitalize on opportunities, we plan to roll out strategic initiatives like revenue management systems and targeted advertising campaigns, aiming to maximize sales and bolster direct bookings.

I am also thrilled to announce that all our resorts have been honoured with the prestigious Tripadvisor Travellers' Choice Award 2024. This recognition is a testament to our commitment to providing exceptional hospitality experiences.

To conclude, I would like to extend my heartfelt gratitude to our shareholders for their unwavering confidence and to the Chief Operating Officer, and management team for their steadfast dedication and diligence. I also wish to express my sincere appreciation to my fellow directors and the Group CEO for their invaluable support and constructive input throughout the year.

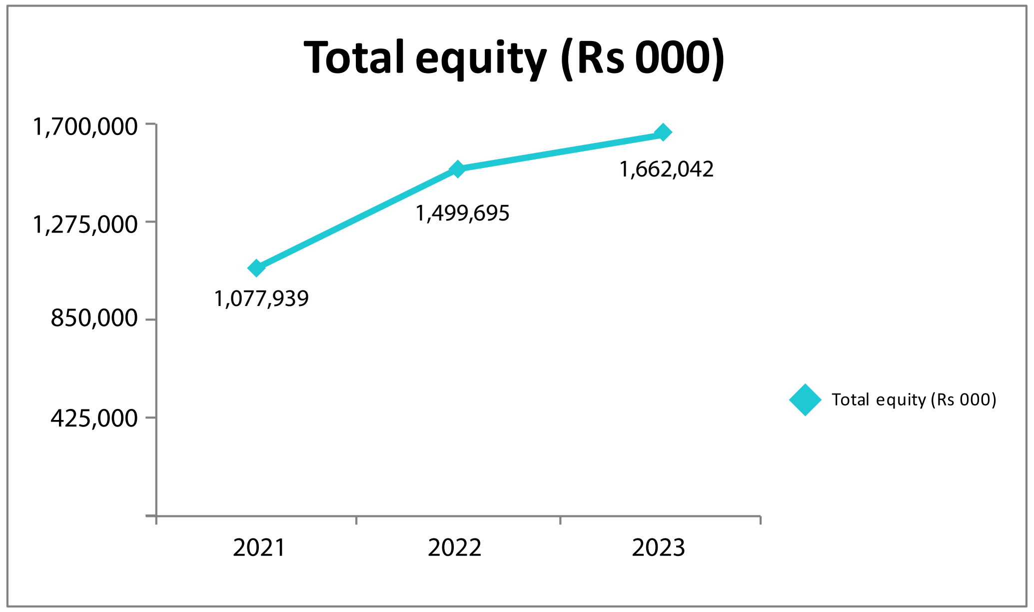
Gérard GARRIOCH
Chairman

May 31, 2024.

3 YEAR STATISTICS
FINANCIAL HIGHLIGHTS

Statements of profit or loss	2023 Rs 000	2022 Rs 000	2021 Rs 000
Revenue	1,108,331	783,141	264,212
EBITDA	454,074	245,881	30,293
Operating profit/(loss)	332,024	123,531	(88,847)
Profit/(loss) before taxation	229,818	43,643	(198,633)
Income tax (expense)/credit	(42,800)	(6,519)	32,195
Profit/(loss) for the year	187,018	37,124	(166,438)
Profit/(loss) attributable to owners of the company	187,018	37,124	(166,438)
Retained profit/(loss) for the year	174,598	37,124	(166,438)

Statements of financial position	2023 Rs 000	2022 Rs 000	2021 Rs 000
Non current assets	2,934,138	3,089,844	3,022,784
Current assets	834,138	439,561	278,114
Stated capital	453,186	253,186	253,186
Capital contribution	-	200,000	93,500
Other reserves	1,023,328	1,055,007	1,046,693
Accumulated losses	(162,722)	(356,748)	(403,690)
Equity attributable to owners of the Company	1,313,792	1,151,445	989,689
Redeemable convertible bonds	348,250	348,250	88,250
Total equity	1,662,042	1,499,695	1,077,939
Non current liabilities	1,579,523	1,860,979	1,695,455
Current liabilities	526,711	168,731	527,504
Total liabilities	2,106,234	2,029,710	2,222,959



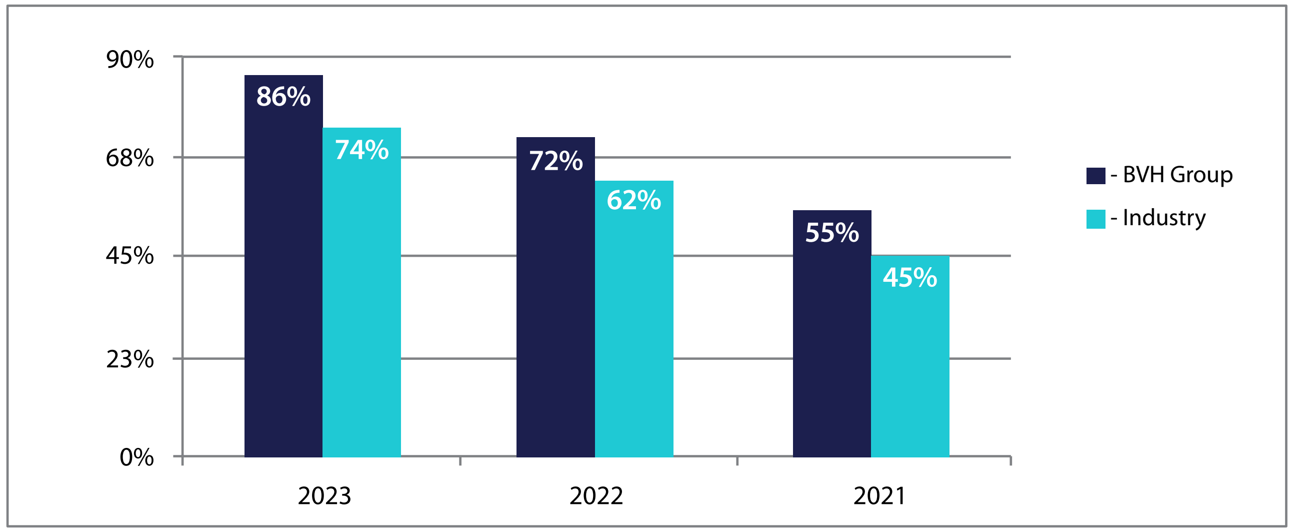
KEY FINANCIAL RATIOS - GROUP		2023	2022	2021
Operating profit margin	%	30%	16%	-34%
EBITDA margin	%	41%	31%	11%
Basic earnings/(loss) per share	Rs/cs	1.47	0.30	(1.32)
Diluted earnings/(loss) per share	Rs/cs	0.83	0.18	(1.32)
Dividends per share	Re/cs	-	-	-
Interest cover	x	3.44	2.07	0.27
Net asset value per share - Note 1	Rs	13.09	11.94	8.58
Return on equity	%	11%	2%	-15%
Return on total assets	%	8.8%	3.5%	-3%
Gearing (Net debt-to-equity) - Note 2	%	92%	99%	158%

ROOM OCCUPANCY STATISTICS		2023	2022	2021
Number of rooms		331	331	331
Number of guests nights		210,160	179,724	34,599*
Occupancy	%	86%	72%	55%*
Revenue per occupied room	Rs	10,760	9,072	10,309*
Occupancy rate (%)				
- BVH Group	%	86%	72%	55%*
- Industry	%	74%	62%	45%**

Note 1: Total equity divided by the weighted average number of ordinary shares outstanding.
Note 2: Debt used to calculate the ratio excludes lease liabilities under IFRS 16.

* 2021 figures refer to normal operations only. Preskil Island Resort re-opened to the public on 24th September 2021 and Solana Beach Mauritius on 8th October 2021.
** Average room occupancy for all hotels for Q4-2021 as per Statistics Mauritius.

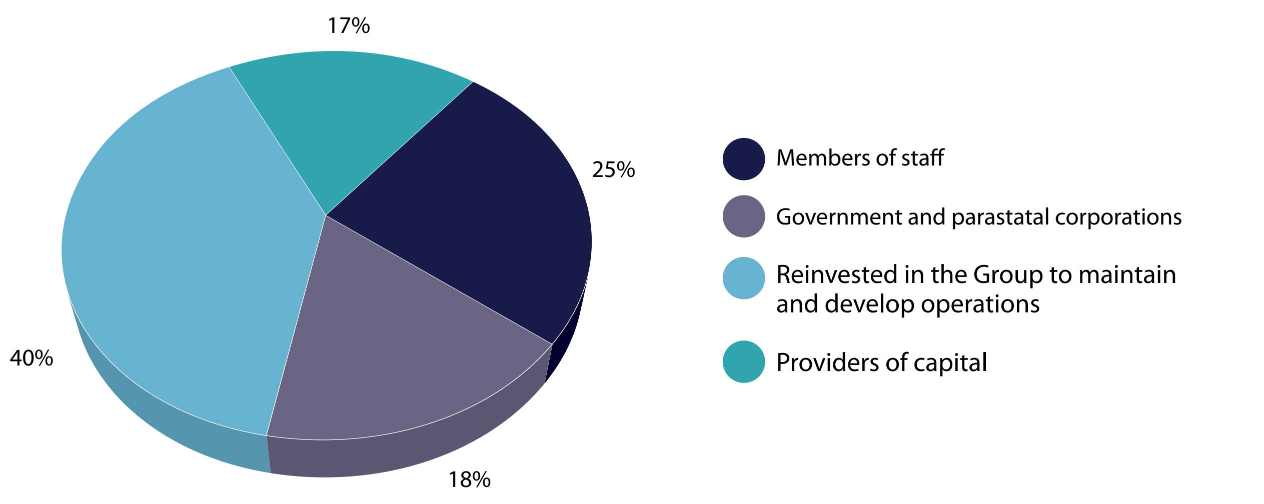
OCCUPANCY RATE (%)



VALUE ADDED STATEMENTS - GROUP	Year ended 31-Dec-23		Year ended 31-Dec-22	
	Rs'000	%	Rs'000	%
Total revenue (VAT inclusive)	1,279,838		904,232	
Paid to suppliers for materials and services	(477,421)		(371,536)	
Value added by operations	802,417		532,696	
Investment and other income	33,391		20,205	
Net foreign exchange gain	7,487		26,009	
Total wealth created	**843,295**		**578,910**	
Distributed as follows:				
Members of staff				
Salaries and other benefits	210,879	25%	193,448	33%
Government and parastatal corporations				
Value added tax	132,954	16%	88,144	16%
Environment protection fee	9,456	1%	6,702	1%
Social security charges	6,839	1%	6,867	1%
	149,249	18%	101,712	18%
Reinvested in the Group to maintain and develop operations				
Depreciation, amortisation and impairment	121,282	14%	121,336	21%
Deferred taxation	42,800	5%	6,519	1%
Retained profit for the year	174,598	21%	37,124	6%
	338,680	40%	164,979	28%
Providers of capital				
Interest on borrowings and leases	132,067	16%	118,771	21%
Interest to MIC	12,420	1%	-	-
	144,487	17%	118,771	21%
Total wealth distributed and retained	**843,295**	**100%**	**578,910**	**100%**

The value added statement illustrates the total value which has been created from the operating activities of the group and how the total wealth generated has been distributed among the employees and the other stakeholders which are the government and the providers of capital.The statement also indicates the portion of the value creation which has been set aside for reinvestment purposes.

VALUE ADDED STATEMENT



Dear Shareholders,

I am delighted to present to you an overview of the Company's and Group's accomplishments throughout the year ended 31st December 2023.

Market Environment

The year 2023 witnessed an amazing surge in tourist arrivals, reaching a remarkable 1.3 million and marking a substantial 30% increase from the preceding year. Moreover, tourist earnings rose by 33% to reach Rs 86 billion, reflecting a noteworthy growth of Rs 21 billion. On the other hand, the average length of stay decreased from 11.8 nights in 2022 to 11.3 in 2023.

Notably, 2023 emerged as an exceptional year in terms of performance. Factors such as the rising trend of "revenge travel" coupled with the depreciation of the Mauritian Rupee significantly contributed to this success.

Rebranding

Since 28 November 2023, the holding Company, Compagnie de Beau Limitée is known as Groupe Beau Vallon, consolidating its agri-business, property, hospitality, and leisure clusters under a common name. Likewise, the hospitality cluster, previously marketed under the brand name Southern Cross Hotels, has been rebranded to Beau Vallon Hospitality (BVH).

Financial Highlights

Our resorts experienced an outstanding performance, surpassing our expectations with occupancy rates soaring to unprecedented levels. Preskil Island Resort (Preskil) boasted an 84% occupancy rate, while Solana Beach Mauritius (Solana) achieved an impressive 90%, resulting in a combined occupancy rate of 86% for the Group in 2023. These figures not only exceeded previous years' records but also surpassed by far the national average occupancy level of 74%.

In terms of financial performance, the average room rates (ARR) stood at Rs 8,420 for Preskil and Rs 5,576 for Solana, while revenue per occupied room (REVPOR) reached Rs 12,077 for Preskil and Rs 8,511 for Solana. This translated into Preskil generating Rs 784 million and Solana Rs 326 million in terms of revenue, marking a group increase of 42% compared to the previous year. The EBITDA for Preskil and Solana reached Rs 351 million and Rs 102 million in 2023 compared to Rs 194 million and Rs 51 million in 2022, respectively. At Group level, BVH achieved a turnover of Rs 1.1 billion, with an EBITDA of Rs 454 million corresponding to a margin of 41% in 2023. It is worthy to note that the Group's profit after tax boosted fourfold from Rs 37m in 2022 to reach Rs 187 million for the year under review.

Overall, 2023 stands out as a remarkable year for the group, marked by robust performance and significant milestones achieved.

Sustainability

In 2023, BVH continued its sustainability journey by integrating the Signe Natir initiatives to focus on Circular Economy and Inclusive Growth. Some of our initiatives included transitioning to bulk amenities to reduce single-use products, introducing waste management partners for recycling, composting, and reducing landfill waste. BVH also joined the Made In Moris pledge for local supply chain partners and implemented a Solidarity Committee for volunteering efforts. Key achievements included Preskil Island Resort obtaining sustainability certifications and partnering with WTTC (World Travel Tourism Council) for verification. BVH also started a collaboration with the Mauritius Tourism Authority on the Horizon.eco platform in order to enhance sustainability reporting. Future plans involve restructuring the Southern Cross Legacy for environmental and community projects, alongside pursuing additional environmental certifications.

Outlook

In 2023, we witnessed a year of outstanding achievements, driven by strategic sales, marketing initiatives and boosted activity after covid. Despite global challenges, our commitment to excellence and innovation propelled us to new heights. Notably, we achieved a significant revenue growth of 42% compared to the previous year, accompanied by an impressive average occupancy rate of 84% - 90%. The key drivers of our success were firstly our deliberate focus on maximizing direct bookings through new booking solutions, increasing our visibility with Online Travel Agents and implementing a guest reporting system aimed at optimising guest experiences efficiently.

Combining these efforts with increased brand visibility across various media channels, especially following our rebranding in November 2023, contributed to our overall success.

Looking ahead to 2024, we anticipate challenges compared to the previous year. Factors such as the reopening of several hotels, rising airfare costs, adverse weather conditions in the first quarter, and the reopening of more destinations post-pandemic are expected to impact the market. In response, we are directing our efforts towards emerging markets, increasing Fam (familiarisation) trips to our hotels, strengthening our partnership with our DMCs, and maintaining a strong and healthy average room rate for our hotels.

In light of these challenges, we will be implementing a Revenue Management system to maximize revenue potential through dynamic pricing and demand forecasting. Additionally, we plan to invest in targeted advertising Google Ads and Metasearch Ads campaigns to drive direct bookings and reduce reliance on third-party booking platforms.

For the first quarter of the year 2024, the Group posted better results as compared to the same quarter in 2023: with a combined occupancy rate of 83% in Q1-2024, the Group achieved a growth of 11% in revenue, 12% in REVPOR and 7% in EBITDA. The profitability of the Group showed a marked improvement with a profit before tax of Rs 78m posted in Q1-2024 in comparison to Rs 48m in Q1-2023. Looking forward to the second quarter of 2024, we anticipate positive reservation numbers in spite of the coming low season. However, it is important to acknowledge that operating expenses will be negatively impacted by the increase in payroll cost and its economic effects further to the recent reviews in salary compensation.

Acknowledgement

I wish to thank the Chairman Mr Gérard Garrioch for his valuable support and guidance throughout the year as well as the board members for their active contribution.

I also wish to thank the management team for their hard work and their significant contribution in the outstanding results achieved by the company. Our gratitude is extended to all employees who have also actively contributed to this excellent performance.

I also extend my thanks to our shareholders for their continued confidence and to the authorities for their ongoing support.

Thierry MERVEN
Group Chief Executive Officer

May 31, 2024.

The Board of Directors of Beau Vallon Hospitality Ltd (formerly known as Southern Cross Tourist Company Limited) ('BVH' or the 'Company') is pleased to present the Annual Report together with the Audited Consolidated Financial Statements of the Group and the Company for the year ended December 31, 2023.

NATURE OF BUSINESS

The main activity of the Company and its subsidiaries (the 'Group') consist of hotels operations.

The Group owns two (2) resorts, namely '*Preskil Island Resort*', a superior 4-star family resort, situated at Pointe Jérôme, Mahebourg and '*Solana Beach*', a 4-star adult-only resort, located at Belle Mare. In addition to the above, the Group has also a management contract for the operations of '*Astroea Beach*', a boutique hotel situated in Pointe d'Esny.

Since May 2014, the three (3) beach hotels were marketed under the brand name of Southern Cross Hotels and same has recently been amended to Beau Vallon Hospitality.

DIRECTORS

The names of Directors of the Company and its subsidiaries at the end of the accounting period are as follows:

Beau Vallon Hospitality Ltd *(previously known as Southern Cross Tourist Company Limited)*
Gérard GARRIOCH - *Chairman*
Thierry MERVEN – *Group Chief Executive Officer*
Patrice DOGER DE SPEVILLE
Jacques MARRIER D'UNIENVILLE
Jean-Marc ULCOQ
Robert DOGER DE SPEVILLE
Marc HEIN *(resigned on November 24, 2023)*
Fabio MEO
Anabelle SAMOUILHAN
Jitendra N. BISSESSUR

Groupe Union Training Academy Ltd
Thierry MERVEN – *Group Chief Executive Officer*
Jacques MARRIER D'UNIENVILLE

Solana Beach Company Limited
Gérard GARRIOCH - *Chairman*
Thierry MERVEN – *Group Chief Executive Officer*

Southern Cross Management Co Ltd
Gérard GARRIOCH - *Chairman*
Thierry MERVEN – *Group Chief Executive Officer*

DIRECTORS' SERVICE CONTRACT

As at December 31, 2023, there is no service contract between the Company and its Directors.

CONTRACTS OF SIGNIFICANCE

There were no contracts of significance subsisting during the period to which the Company or its subsidiaries was a party and in which a director was materially interested either directly or indirectly.

DIRECTORS' SHARE INTERESTS

The Directors' direct and indirect interests in the stated capital of the Company or its subsidiaries are detailed in the Corporate Governance Report.

DIRECTORS' REMUNERATION AND BENEFITS

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

	FROM THE COMPANY		FROM SUBSIDIARIES	
	2023	2022	**2023**	2022
Executive Director	**Rs'000**	Rs'000	**Rs'000**	Rs'000
Thierry MERVEN	**140**	140	**-**	-
Fabio MEO *(as from May 9, 2022)*	**9,012**	5,189	**-**	-
Non-Executive Directors				
Gérard GARRIOCH	**145**	155	**-**	-
Patrice DOGER DE SPEVILLE	**150**	165	**-**	-
Jacques MARRIER D'UNIENVILLE	**140**	155	**-**	-
Jean-Marc ULCOQ	**145**	170	**-**	-
Robert DOGER DE SPEVILLE	**120**	130	**-**	-
Marc HEIN *(resigned on November 24, 2023)*	**102**	120	**-**	-
Anabelle SAMOUILHAN	**145**	17	**-**	-
Jitendra N. BISSESSUR	**110**	17	**-**	-
	10,209	6,258	**-**	-

None of the Directors received any remuneration and benefits from the subsidiaries of the Company.

DONATIONS

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
Donations made during the year	**25**	-	**25**	-

AUDITORS' FEES

The fees paid to the auditors, RSM Mauritius (2022: Deloitte), for audit and other services were:

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
Audit fees	**1,025**	1,140	**575**	645
Opening balance review	**35**	-	**18**	-
	1,060	1,140	**593**	645

No other services were provided by the auditors.

Approved by the Board of Directors on March 27, 2024 and signed on its behalf by:

Gérard GARRIOCH
Chairman

Thierry MERVEN
Group Chief Executive Officer

STATEMENT OF COMPLIANCE

(SECTION 75 (3) OF THE FINANCIAL REPORTING ACT 2004)

Name of Public Interest Entity ('PIE') : Beau Vallon Hospitality Ltd *(previously known as Southern Cross Tourist Company Limited)* (the 'Company' or 'BVH')

Reporting period : Year ended December 31, 2023

On behalf of the Board of Directors of BVH, we confirm that, to the best of our knowledge, the Company has partially complied with its obligations and requirements under the Code of Corporate Governance for Mauritius (2016) (the 'Code').

The areas of non-compliance, whose reasons are included in the Report, are as follows, namely:

- Principle 4:
  - Board Evaluation
    The Board Evaluation questionnaire has been reviewed and approved by the Directors in 2023 and the captioned evaluation exercise has been completed in the 1st quarter of 2024.

Gérard GARRIOCH
Chairman
March 27, 2024

Thierry MERVEN
Group Chief Executive Officer

COMPANY PROFILE

The Company, incorporated on April 5, 1985 in the Republic of Mauritius, is a Public Interest Entity as defined by the Financial Reporting Act 2004.

BVH is in the hospitality sector and the 125,644,644 ordinary shares of the Company are listed on the Development Enterprise Market ('DEM') of the Stock Exchange of Mauritius Ltd since August 4, 2006.

On June 14, 2018, BVH has issued 861,300 Secured Floating Rate Notes and Secured Fixed Rate Notes ("Notes") and the said Notes have then been listed on the Official Market of the Stock Exchange of Mauritius Ltd on August 3, 2018.

On November 6, 2019, 125,000 non-convertible, redeemable, cumulative and non-voting preference shares of no par value have been issued to one holder, by way of private placement, for an aggregate amount of Rs125,000,000/-.

On December 22, 2023, it has been decided to change the name of the Company to BEAU VALLON HOSPITALITY LTD ('the Company") and the corresponding certificate of incorporation on change of name has been issued by the Registrar of Companies on February 7, 2024.

On December 22, 2023, 50,000,000 additional ordinary shares of no par value have also been issued to Compagnie de Beau Vallon Limitée ('CBVL'), following the capitalisation of the total amount of MUR200,000,000/- transferred by CBVL to the Company, and the necessary procedures have been initiated for the said 50,000,000 additional ordinary shares of no par value to be listed on the DEM.

Hence, as at December 31, 2023, the stated capital of the Company was Rs578,185,256 divided into 175,644,644 ordinary shares of no par value and 125,000 non-convertible, redeemable, cumulative and non-voting preference shares of no par value.

Revision of the terms for tranches FLRNEUR4Y, FLRNEUR5Y, FRNMUR5Y, FLRNMUR7Y AND FLRNMUR10Y

In view of the financial restructuring undertaken by BVH to mitigate the impact of the Covid-19 pandemic and the associated economic crisis, the latter has engaged with the Noteholders of all Tranches to revise the terms of the Notes pursuant to the listing particulars dated July 20, 2018 and the necessary approvals had been received from the Noteholders on July 25, 2022.

In this context, the Company had (i) made a bullet repayment of a sum of Rs150m to all Noteholders in the proportions detailed in the table below on July 25, 2022, (ii) rescheduled the maturity dates of the remaining balance of Rs1,231,100,000/- for repayment of capital by two (2) years, and (iii) increase the interest rates in the proportions detailed in the table below.

Tranche	Capital repayment proposed(MUR)	Capital repayment outstanding(MUR)	Revised maturity date	Interest rate increase	Revised interest rate
FLRNEUR4Y	50,000,000	293,100,000*	14-Jun-24	Increased by 0.30%	Euribor 6M (floored to 0%) + 4.30%
FLRNEUR5Y	40,000,000	148,000,000*	14-Jun-25	Increased by 0.25%	Euribor 6M (floored to 0%) + 4.50%
FRNMUR5Y	30,000,000	246,000,000	14-Jun-25	Increased by 0.25%	6%
FLRNMUR7Y	20,000,000	246,000,000	14-Jun-27	Increased by 0.20%	Repo + 2.45%
FLRNMUR10Y	10,000,000	298,000,000	14-Jun-30	Increased by 0.15%	Repo + 3.15%
Total	**150,000,000**	**1,231,100,000****			

**EUR/MUR = 47*
***The number of Notes redeemed shall be rounded down to the nearest integer when fractions occur.*

PRINCIPLE 1: GOVERNANCE STRUCTURE

The Board and Management of BVH reiterate their commitment to sustain high standards of Corporate Governance in order to maximise long-term value of all Shareholders and Stakeholders at large. Furthermore, it endorses the highest standards of business integrity and professionalism to ensure that the activities within the Company are managed ethically and responsibly to enhance business value for all stakeholders.

The Board assumes full responsibility for leading and controlling the organisation and meeting all legal and regulatory requirements. Besides, the Board is collectively responsible for the long-term success, reputation and governance of the Company. The Board also determines the Company's mission, vision, values and strategy.

This report describes, amongst others, the main corporate governance framework and compliance requirements of the Company which are laid down in the following:

- BVH's Constitution;
- the Terms of Reference of the Board Committees;
- the National Code of Corporate Governance for Mauritius (2016);
- the Mauritius Companies Act 2001;
- the Securities Act 2005;
- the DEM Rules of The Stock Exchange of Mauritius; and
- the Listing Rules of The Stock Exchange of Mauritius.

The Directors and Management of BVH also recognise the need to adapt and improve the principles and practices in light of their experience, regulatory requirements and investor expectations.

The Board Charter has been approved by the Directors at the Board meeting held in March 2023.

Furthermore, a Group Code of Ethics has also been adopted by the Board of Directors to ensure that policies, procedures and controls are in place for the business to be conducted honestly, fairly and ethically.

The Code of Ethics includes the principles, norms and standards that the Group wants to promote and integrate within its corporate culture in the conduct of its activities, including internal relations, interaction and dealings with external stakeholders.

Additionally, every person holding a senior governance position within the Company has a written contract stating his/her job description/position statement.

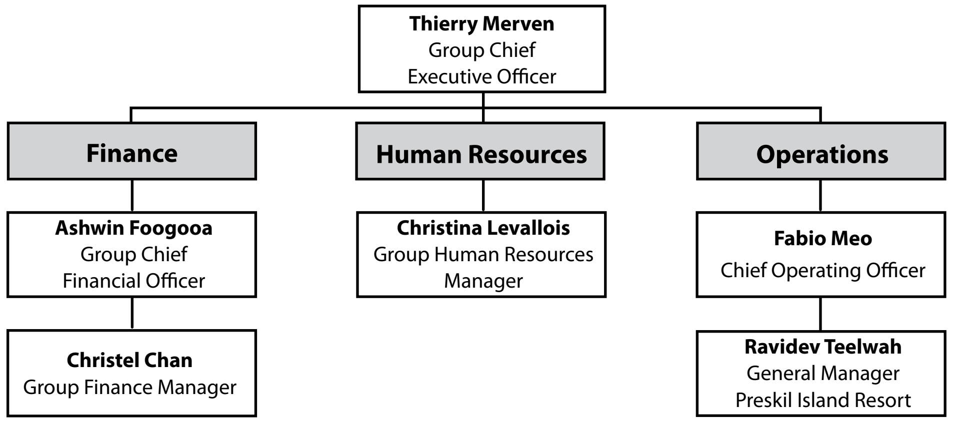
CONSTITUTION

BVH's Constitution is in conformity with the provisions of the Mauritius Companies Act 2001, the DEM Rules and the Listing Rules of The Stock Exchange of Mauritius.

On November 26, 2021, the Shareholders of the Company approved the alteration of the Constitution of BVH to provide for some changes and more specifically for the pre-conversion and the post-conversion governance provisions set out in clauses 2.8 and 11 respectively of the Subscription Agreement, as a condition precedent of the subscription of the Bonds by Mauritius Investment Corporation Ltd and payment of the subscription proceeds to the Company.

A copy of the Constitution of the Company can be obtained upon request in writing to the Company Secretary at its registered office C/o Navitas Corporate Services Ltd, Navitas House, Robinson Road, Floréal.

SENIOR MANAGEMENT ORGANISATIONAL CHART



PRINCIPLE 2: THE STRUCTURE OF THE BOARD AND ITS COMMITTEES

BOARD STRUCTURE

BVH is led by an effective unitary Board which is the favoured structure for companies in Mauritius.

The Board of BVH consists of two (2) Executives, five (5) Non-Executives and two (2) Independent Non-Executive Directors.

BOARD SIZE

The Constitution of BVH provides that the Board of Directors shall consist of not less than six (6) and no more than ten (10) directors.

All the Directors are re-elected by separate resolutions at every Annual Meeting of Shareholders of the Company.

BOARD COMPOSITION

For the year under review, the Board of BVH was composed as follows:

Name of Directors	Category
Gérard GARRIOCH *(Chairman and Chairman of the Corporate Governance Committee)*	Non-Executive Chairman of the Board
Thierry MERVEN *(Group Chief Executive Officer)*	Executive Director
Patrice DOGER DE SPEVILLE	Non-Executive Director
Jacques MARRIER D'UNIENVILLE	Non-Executive Director
Jean-Marc ULCOQ *(Chairman of the Audit & Risk Committee)*	Non-Executive Director
Robert DOGER DE SPEVILLE	Independent Non-Executive Director
Marc HEIN *(resigned on November 24, 2023)*	Non-Executive Director
Fabio MEO	Executive Director
Anabelle SAMOUILHAN	Independent Non-Executive Director
Jitendra N. BISSESSUR	Non-Executive Director

The Board is of view that Directors who have served more than nine years since their appointment still bring to the Company a valuable contribution in terms of experience, professionalism, integrity, and objectivity.

The names of the Directors, their profiles and their categorisation as well as their directorship details are set out in the Directors' Profiles section of this report. In this respect, the Board has decided to only disclose the directorships in listed companies.

BOARD DIVERSITY

The Directors of BVH are all ordinarily residents of Mauritius.

BVH is an equal opportunity employer, which has a non-discrimination policy that covers its senior governance positions and employs professional with diverse backgrounds with a broad mix of skills and competencies.

BVH also believes that, based on its size, the current Directors possess the appropriate expertise and knowledge to discharge their duties and responsibilities effectively and to meet the Company's business requirements.

Furthermore, in order to be compliant with the new requirements of the Companies Act 2001, the necessary arrangements are being undertaken for the appointment of a second woman as Independent Non-Executive Director of the Company before the next financial year.

BOARD OF DIRECTORS

The Board of Directors is BVH's ultimate decision-making entity and exercises leadership, entrepreneurship, integrity and sound judgement in directing the Company to achieve continuing prosperity for the organisation while ensuring both performance and compliance.

The Board also ensures that the activities of the Company comply with all legal and regulatory requirements as well as its Constitution from which the Board derives its authority to act.

All Directors are aware of the key discussions and decisions of the committees as the Chairman of each committee provides a summary to all the Directors at the Board meeting following the relevant committee meetings.

Besides, it is the Board's responsibility to apply proper and effective corporate governance principles and to be the focal point of the corporate governance system.

The role of the Board of Directors is, *inter alia:*

a) To provide entrepreneurial leadership to the Company within a framework of prudent and effective risk management;
b) To determine the Company's vision, strategy and values;
c) To monitor and evaluate the implementation of strategies, policies, management performance criteria and business plans;
d) To make sure that the necessary financial and human resources are in place for the Company to meet its objectives;
e) To ensure that the Company complies with all laws, regulations and codes of best business practice; and
f) To keep proper accounting records and ensure that a true and fair set of financial statements are prepared.

The Board also undertakes to reassess its main charter as well as the charter of each committees on a regular basis.

CHAIRMAN AND GROUP CHIEF EXECUTIVE OFFICER

As a cornerstone of Corporate Governance, during the year under review, the duties and responsibilities of the Chairman and Group Chief Executive Officer are kept separate to ensure proper balance of power, increased accountability and greater capacity of the Board for independent decision-making.

In his role as Chairman, Mr Gérard GARRIOCH is responsible for leading the Board and for ascertaining its effectiveness whereas the Group Chief Executive Officer, Mr Thierry MERVEN, has the day-to-day management responsibility of the operations, implementing the strategies and policies approved by the Board.

BOARD MEETINGS

The Board meetings are normally held at least once (1) each quarter and at any additional times as the Company requires. Decisions taken between meetings are confirmed by way of resolutions in writing, agreed and signed by all Directors.

The Board meetings are conducted in accordance with the Company's Constitution and the Mauritius Companies Act 2001 and are convened by giving appropriate notice to the Directors.

Detailed agendas, as determined by the Chairman, together with other supporting documents are circularised in advance to the Directors to enable them to make focused and informed deliberations at Board meetings. To address specific urgent business needs, meetings are at times called at shorter notice. Furthermore, the Directors have the right to request independent professional advice at the Company's expense.

A quorum of five (5) Directors is currently required for a Board Meeting of BVH and in case of equality of votes, the Chairman has a casting vote.

For the year under review, the Board met two (2) times and decisions were also taken by way of resolutions in writing, agreed and signed by all Directors.

The Directors may ask for any explanations or production of additional information and, more generally, submit to the Chairman any request for information or access to information which might appear to be appropriate to him. As per the Constitution of the Company, a quorum of five (5) Directors is currently required to constitute a Board meeting.

All Directors have a duty to declare conflicts of interest before proceeding with any transaction. As such, a Director who has declared his interest shall not vote on any matter relating to a transaction or proposed transaction in which he is interested but shall be counted in the quorum for the said decision. The Company Secretary takes note of any conflict of interest declared by a Director and same is recorded in the minutes of the meeting.

The minutes of the proceedings of each Board meeting are recorded by the Company Secretary and are entered in the Minutes Book of the Company. The minutes of each Board meeting are submitted for confirmation at its next meeting, and these are then signed by the Chairman and the Company Secretary.

BOARD COMMITTEES

In line with the Code, and in order to facilitate effective management, the Board has constituted an Audit & Risk Committee as well as a Corporate Governance Committee. These two (2) Committees operate within defined Terms of Reference and independently to the Board.

The Chairman of each Board Committees reports on the proceedings of the Committees at each Board meeting of the Company and the Committees regularly recommend actions to the Board. The Company Secretary acts as secretary to the Board Committees.

The Board Committees are authorised to obtain, at the Company's expense, professional advice both within and outside the Company in order for them to perform their duties.

The Board of BVH believes that the members of its two (2) above-mentioned Committees have the appropriate balance of skills, experience, independence and knowledge to enable them to discharge their duties. The Board of Directors assesses the Terms of Reference of the two (2) Board Committees on a regular basis to ensure that same are being applied correctly and that the said Terms of Reference are still compliant with the various regulations.

Audit & Risk Committee

At the date of this report, the membership of the Audit & Risk Committee is as follows:

Members	Category
Jean-Marc ULCOQ - *Chairman*	Non-Executive Director
Patrice DOGER DE SPEVILLE	Non-Executive Director
Jacques MARRIER D'UNIENVILLE	Non-Executive Director
Ms. Anabelle SAMOUILHAN	Independent Non-Executive Director
In attendance *(when deemed appropriate)*	
Thierry MERVEN	Group Chief Executive Officer
Ashwin FOOGOOA	Group Chief Financial Officer
Christel CHAN YAM FONG	Group Finance Manager
Fabio MEO	Chief Operating Officer, Beau Vallon Hospitality
Subiraj RAMDENEE	Senior Accountant, Beau Vallon Hospitality
BDO Financial Services Ltd	Internal Auditors – Independent Service Provider
Deloitte *(resigned on November 27, 2023)*	External Auditors – Independent Service Provider
RSM Mauritius *(as from December 22, 2023)*	External Auditors – Independent Service Provider

The Audit & Risk Committee operates under the Terms of Reference which was approved by the Board.

The Committee meets at least once each quarter and reports on its activities to the Board. A quorum of two (2) Members is currently required for a Audit & Risk Committee meeting.

The main functions of the Audit & Risk Committee are as follows:
- Reviewing the effectiveness of the Group's internal control and reporting systems;
- Monitoring the effectiveness of the internal audit function;
- Overseeing the financial reporting procedures in line with the relevant accounting standards;
- Recommending the Board of Directors on the appointment of external auditors, reviewing their scope of work and their remuneration;
- Monitoring the effectiveness and independence of external auditors;
- Recommendation of the condensed unaudited quarterly financial statements; and
- Maintaining the integrity of the financial statements.

The Audit & Risk Committee met three (3) times for the year under review.

RSM Mauritius have been appointed as external auditors of the Company in replacement of Deloitte by way of a written resolution of the Shareholders dated December 22, 2023, in lieu of holding a Special Meeting of the Shareholders of the Company.

The Audit and Risk Committee confirms that it has fulfilled its responsibilities for the year under review, in accordance with its Terms of Reference.

The Company Secretary acts as Secretary of the Audit & Risk Committee to ensure proper recording of the proceedings of the meetings.

BOARD COMMITTEES (CONT'D)

Corporate Governance Committee

The composition of the Corporate Governance Committee has remained unchanged during the year under review.

At the date of this report, the membership of the said Committee is as follows:

Members	Category
Gérard GARRIOCH – *Chairman*	Non-Executive Chairman of the Board
Thierry MERVEN	Executive Director
In attendance (when deemed appropriate)	
Ashwin FOOGOOA	Group Chief Financial Officer
Christel CHAN YAM FONG	Group Finance Manager

The Corporate Governance Committee operates under the Terms of Reference approved by the Board and a quorum of two (2) members is currently required for a meeting of the said Committee.

The main functions of the Corporate Governance Committee are as follows:

- Providing guidance to the Board on on all corporate governance provisions to be adopted so that the Board remains effective and follows prevailing corporate governance principles;
- Reviewing the Corporate Governance Report to be published in BVH's Annual Report and ensuring that the reporting requirements are in accordance with the principles of the Code of Corporate Governance;
- Recommending to the Board of Directors the adoption of policies and best practices as appropriate;
- *In its role as Nomination Committee,* reviewing the structure, size and composition of the Board, identifying and recommending to the Board possible appointees as Directors, making recommendations to the Board on matters relating to appointment or re-appointment of Directors and succession plans for Directors whilst assessing the independence of the Independent Non-Executive Directors; and
- *In its role as Remuneration Committee,* determining and developing the Company's and Group's general policy on executive and senior management remuneration and making recommendations to the Board on all the essential components of remuneration whilst determining the adequate remuneration to be paid to Directors and senior management.

The Corporate Governance Committee met once (1) during the year under review.

The Corporate Governance Committee confirms that it has fulfilled its responsibilities for the year under review in accordance with its Terms of Reference.

Even though the Code's aspiration is that the Corporate Governance Committee be chaired by an Independent Non-Executive Director, the Chairman of the Board of Directors of BVH, namely Mr. Gérard GARRIOCH, has been appointed as Chairman of the said Committee in view of his extensive experience and knowledge and in order to provide continuity in the application of best practices.

The Company Secretary acts as Secretary of the Corporate Governance Committee to ensure proper recording of the proceedings of the meetings.

ATTENDANCE AT BOARD AND COMMITTEE MEETINGS

Attendance at Board and Committee meetings for the year under review is as follows:

Name of Directors	Category	Board meetings	Audit & Risk Committee Meetings	Corporate Governance Committee Meetings
Gérard GARRIOCH *(Chairman and Chairman of the Corporate Governance Committee)*	NECB	2 out of 2	N/A	1 out of 1
Thierry MERVEN *(Group Chief Executive Officer)*	ED	2 out of 2	3 out of 3*	1 out of 1
Patrice DOGER DE SPÉVILLE	NED	2 out of 2	3 out of 3	N/A
Jacques MARRIER D'UNIENVILLE	NED	2 out of 2	1 out of 3	N/A
Jean-Marc ULCOQ *(Chairman of the Audit & Risk Committee)*	NED	1 out of 2	3 out of 3	N/A
Robert DOGER DE SPEVILLE	INED	2 out of 2	N/A	N/A
Marc HEIN *(resigned on November 24, 2023)*	NED	1 out of 1	N/A	N/A
Fabio MEO	ED	2 out of 2	3 out of 3*	N/A
Anabelle SAMOUILHAN	INED	2 out of 2	2 out of 3	N/A
Jitendra N BISSESSUR	NED	1 out of 2	N/A	N/A
In attendance				
Ashwin FOOGOOA	N/A	2 out of 2	3 out of 3	1 out of 1
Christel CHAN YAM FONG	N/A	2 out of 2	3 out of 3	1 out of 1
Subiraj RAMDENEE	N/A	2 out of 2	3 out of 3	N/A

** In attendance – not a member*

ED: Executive Director
NECB: Non-Executive Chairman of the Board
NED: Non-Executive Director
INED: Independent Non-Executive Director

PRINCIPLE 3: DIRECTOR APPOINTMENT PROCEDURES

DIRECTORS' PROFILES

The names of all Directors, their profile and their categorisation as well as their Directorship details in listed companies are provided thereafter.

Gérard GARRIOCH, *Non-Executive Director*
(Chairman and Chairman of the Corporate Governance Committee)
Mr. Gérard Garrioch, born in 1955, is the holder of a Master in Business Administration with Distinction from the University of Surrey, UK and a BSc (1st Class Honours) Biochemistry, from the University of Bath, UK. He has worked for 36 years for the Cernol Group of which he was a shareholder and the Executive Chairman since 2005 until he retired in August 2017. He is also a Director of ENL Commercial Limited and was the President of the Association of Mauritian Manufacturers, President of the Mauritius Employers Federation and Chairman of the Joint Economic Council. He was also a member of the National Economic and Social Council and Human Resource Development Council. He is the Chairman of Compagnie de Beau Vallon Ltée since June 2011, and also the Chairman of ENL Commercial Limited.

Other directorships in listed companies:
- *None*

DIRECTORS' PROFILES (CONT'D)

Thierry MERVEN, *Executive Director*
(Group Chief Executive Officer)
Mr. Thierry Merven, born in 1962, holds a "Maîtrise en Aménagement du Territoire" and a "Diplôme d'Études Supérieures Spécialisées (DESS) en Aménagement et Développement Local" from l'Institut d'Aménagement Régional d'Aix-en-Provence (France). He is currently the Group Chief Executive Officer of Compagnie de Beau Vallon Ltée and Beau Vallon Hospitality Ltd which comprise of sugar estates and agricultural diversification, property development activities and hospitality. He joined the sugar sector in 2004 as General Manager of Compagnie de Beau Vallon Ltée which manages Riche en Eau S.E. He started his career in France where he practised between 1987 and 1996 as a Town Planner, Developer and Environmental Specialist. Upon his return to Mauritius in 1996, he successively held office as Manager of Société de Traitement et d'Assainissement des Mascareignes Ltée (STAM) and of IBL Environment Ltd. He was the President of the Mauritius Chamber of Agriculture between 2008 and 2011 and the Chairperson of the Sugar Industry Pension Fund (SIPF) between 2017 and 2022. He is a Board member of several sugar-sector institutions and companies involved in agricultural production, sugar, hospitality and property development.

Other directorships in listed companies:
- *None*

Patrice DOGER DE SPEVILLE, *Non-Executive Director*
Mr. Patrice Doger de Spéville, born in 1956, graduated in Law at the Council of Legal Education School of Law of London, UK and is also the holder of a French "Licence & Maitrise en Droit". He was called to the Mauritian Bar in 1978 and, is a member of the Middle Temple. He was the President of the Mauritius Bar Council, was elevated to the rank of Senior Counsel in June 2010 and is currently in charge of the local "New Bar Chronicle". He is a litigation lawyer and is the legal advisor to various banking, financial, insurance, industrial, hotels and commercial institutions.

Other directorships in listed companies:
- *None*

Jacques MARRIER D'UNIENVILLE G.O.S.K, *Non-Executive Director*
Mr. Jacques Marrier d'Unienville, born in 1968, holds a Bachelor's degree in Commerce. Prior to joining Société Usinière du Sud (SUDS) as Chief Executive Officer in 2005, he was the Managing Director of Société de Traitement et d'Assainissement des Mascareignes. He has held office as Chief Executive Officer of MTMD (now Omnicane Limited) as from 1 April 2007. He is the Chairperson of Omnicane Thermal Energy Operations (La Baraque) Limited and Omnicane Thermal Energy Operations (St Aubin) Limited, Omnicane Milling Operations Limited, Omnicane Logistics Operations Limited, Airport Hotel Ltd and is a director of Real Good Food plc, Beau Vallon Hospitality Ltd and The Union Sugar Estates Company Limited. He is a board member of the Mauritius Cane Industry Authority (MCIA) and several sugar sector institutions in Mauritius and was the President of the Mauritius Sugar Producers' Association in 2005, 2006, 2009, 2010 and 2015. He was the President of the Mauritius Sugar Syndicate in 2012 and in 2022.

Other directorships in listed companies:
- *Omnicane Limited*
- *The Union Sugar Estates Company Limited*

Jean-Marc ULCOQ, *Non-Executive Director*
(Chairman of the Audit & Risk Committee)
Mr. Jean-Marc Ulcoq, born in 1952, has developed throughout the past 18 years a strong and proven international expertise in managing both at the operational / financial sides as well as at directorship level of many companies including listed companies in Mauritius, and of international operations for instance in South Africa, Madagascar, Mayotte and Reunion Island. He is a fellow of Chartered Association of Certified Accountants (UK), fellow member of the Mauritius Institute of Directors, member of the Committee setting up Corporate Governance Conventions in Mauritius and in the Audit and Accounting – Task Force. Mr. Ulcoq is also a Director of SBM Madagascar SA, subsidiary of SBM Holdings Ltd, and he is the Chairman of its Audit Committee. He also chairs the Audit Committee of several companies in Mauritius.

Other directorships in listed companies:
- *None*

Robert DOGER DE SPEVILLE, *Independent Non-Executive Director*
Mr. Doger de Spéville, born in 1951, qualified as a Chartered Accountant in South Africa in 1974. He joined New Mauritius Hotels Ltd as Director in 1977 up to 2015. He was appointed to the Board of Directors of the Company on 21 December 2016.

Other directorships in listed companies:
- *None*

Marc HEIN, *Non-Executive Director (up to November 24, 2023)*
Mr Marc HEIN SC, G.O.S.K was born in 1956 and is the holder of an LLB (Honours) from the University of Wales and of a Licence en Droit from Aix-en-Provence University. He was called to the Bar in London at Gray's Inn in 1979 and has practiced law in Mauritius ever since. He is a previous Member of Parliament. He was Chairman of the Mauritius Bar Council, of the National Economic and Social Council and of the Financial Services Commission. He also served on the board of Air Mauritius Ltd. and of Omnicane Co. Ltd. He is the founder and Chairman of Juristconsult Chambers, a business law firm affiliated to the DLA Piper Africa group. He has been active in the Global Business sector for a long period holding various positions and now specialises in business law notably in corporate, commercial, financial, tax and international law. He has a long experience of the boardroom and of the rights and duties of a director.

Other directorships in listed companies:
- *The Union Sugar Estates Company Limited*

Fabio MEO, *Executive Director*
Chief Operating Officer, Beau Vallon Hospitality
Mr. Meo holds a Diploma of Communication (European Communication School of Brussels, Belgium). He began his career in the hospitality industry in 2000 in Brussels, Belgium. He has occupied various positions in different hotels in Brussels including a member of the prestigious hospitality consortium "Leading Hotels of the World". He has then occupied the position of Director of Sales & Marketing in Mauritius in a web-tourism company for 5 years. In 2012, he returned into the hospitality industry as Resident Manager in a 5 star hotel, then joined the group in January 2014, as Resort Manager of "Solana Beach Mauritius" until September 2017. In October 2017, he is promoted Chief Operating Officer of the group Beau Vallon Hospitality.

Other directorships in listed companies
- *None*

Anabelle SAMOUILHAN, *Independent Non-Executive Director*
Ms. Anabelle Samouilhan, born in 1982 holds a Bachelor of Commerce (Accounting and Finance) from Curtin University, Western Australia, and is a member of the Association of Chartered Certified Accountants (ACCA). She started as an auditor with BDO & CO before joining IBL Ltd (ex GML) as accountant in 2013. Since then, she occupied several functions within IBL Group, in the Merger & Acquisition as well as in the financial operations of multiple businesses, until she joined IBL Ltd (HealthActiv) as Head of Finance in 2021.

Other directorships in listed companies:
- *None*

DIRECTORS' PROFILES (CONT'D)

Jitendra Nathsingh BISSESSUR, *Non-Executive Director*
Mr. Jitendra Bissessur is the Chief Executive Officer of the Mauritius Investment Corporation Ltd (MIC) since March 2021. He was the Officer-in-Charge of the MIC since its inception in June 2020 and led the team to set up the MIC. He was the Director of the Economic Research and Analysis and Statistics Department of the Bank of Mauritius (2018-2020). Mr. Bissessur worked as an economist in the African Department of the International Monetary Fund (2013-14). He was a Member of the Bank's Monetary Policy Committee and the country's Statistics Board. He joined the Research Department of the Bank of Mauritius in January 1991 and has over 30 years of experience in the central banking field. Mr. Bissessur is skilled in macroeconomic policy and statistical analysis and forecasting as well as in corporate finance assignments. Mr. Bissessur holds a BA(Hons) in Mathematical Statistics from the University of Delhi, India and a MSc in Applied Economics with specialization in banking and finance from the University of Mauritius.

<u>Other directorships in listed companies:</u>
- *New Mauritius Hotels Ltd*
- *Investcorp*

PROFILES OF SENIOR MANAGEMENT TEAM

The profiles of Messrs. Thierry Merven and Fabio Meo are available in the Directors' Profiles above.

Ashwin FOOGOOA, *Group Chief Financial Officer*
Mr. Foogooa is a Fellow of the Institute of Chartered Accountants in England and Wales and an economics graduate from Cambridge University, UK. He has previously been in banking in Mauritius, namely as Project Finance Team Leader at The Mauritius Commercial Bank Ltd and as Chief Risk Officer at the SBM Bank (Mauritius) Ltd. His banking experience has involved both relationship management with corporates as well as structured financing for projects and trade. Prior to his return to Mauritius, Mr Foogooa held finance roles at the Big 4 Accountancy Firms as well as listed blue chip companies such as General Electric Company and BP plc. He is also a State of Mauritius Scholar and a consistent prize-winner at his accountancy exams.

Christel CHAN YAM FONG, *Group Finance Manager*
Mrs. Chan is a Fellow Member of the Association of Chartered Certified Accountants and holds a Diploma in IFRS and a BSc (Hons) in Management. She has previously worked as a Senior Supervisor and Accountant at PCA Ltd, now known as Swan Pensions Ltd, with a portfolio of clients' funds under administration. She started her career in auditing and business advisory services at Ernst & Young and gained exposure in the hospitality, textile, insurance and media sectors. She joined Compagnie de Beau Vallon Limitée as Group Financial Accountant in September 2008 and was promoted as Group Finance Manager in February 2019.

Christina LEVALLOIS, *Group Human Resources Manager*
Mrs. Levallois holds an MBA from IAE Paris/Université Paris-Dauphine and also a French «Licence en Administration Économique et Sociale » from Université Robert Schuman of Strasbourg. Mrs Levallois, who has 23 years of working experience in the field of human resources management, has been the Personnel Manager of Preskil Island Resort before being appointed Group Human Resources Coordinator in 2007. She is also in charge of the Human Resources Department of Compagnie De Beau Vallon Limitée since January 2013.

Ravidev TEELWAH, *General Manager- Preskil Island Resort*
Mr. Teelwah holds a diploma in Hotel Management awarded by SHATEC (Singapore Hotel and Tourism Education Centre). He started his career in 1994 and has over 26 years of both local and international industry experience and has occupied various management positions in the hospitality industry. His previous assignment was for 8 years in ARUSHA TANZANIA in the capacity of Deputy General Manager at the Mount Meru hotel, then joined Solana Beach Mauritius in December 2018 as Executive Assistant Manager before being promoted to the post of Resident Manager followed by General Manager. Since March 1, 2023, M. Teelwah has been appointed as the General Manager at Preskil Island Resort.

COMPANY SECRETARY

The Group has a service agreement with Navitas Corporate Services Ltd for the provision of company secretarial services.

All Directors have direct access to the advice and services of the Company Secretary who is responsible for providing detailed guidance to the Chairman and the Directors as to their fiduciary duties, responsibilities and powers. The Company Secretary also ensures that the Company is at all times complying with its Constitution, Terms of Reference, applicable laws, rules and regulations.

Moreover, the Company Secretary assists the Chairman, the Board and Board Committees in implementing and strengthening good governance practices and processes with a view to enhance long-term stakeholders' value. The Company Secretary also administers, attends and prepares minutes of all Board meetings, Board Committee meetings and Shareholders' meetings.

The Company Secretary is also the primary channel of communication between the Company and its Shareholders as well as the regulatory bodies.

APPOINTMENT AND RE-ELECTION

The responsibility of selecting a new Director forms part of the responsibility of the Corporate Governance Committee and the Chairman of the said Committee oversees the selection process.

The Corporate Governance Committee makes recommendation to the Board either to fill a casual vacancy or as an addition to the existing Directors and ensures that the total number of Directors shall not at any time exceed ten (10) Directors as stipulated in the Constitution of the Company.

The re-election of all the Directors is tabled at each Annual Meeting of Shareholders of BVH.

DIRECTOR'S INDUCTION

BVH has an informal induction to introduce newly appointed Directors to the Company's and the Group's businesses as well as to the Senior Executives.

The informal induction provided to the newly appointed Director depends on the past experience of the said Director and same will provide proper guidance to improve the new director's knowledge in the business field and operations of BVH.

The induction program meets the specific needs of both the Company and the newly appointed Director and enables the latter to get acquainted and develop a good understanding of the Group.

PROFESSIONAL DEVELOPMENT

Directors and employees of the Company are encouraged to follow continuous professional development courses/trainings to keep up to date with industry, legal and regulatory developments.

The Company ensures that the necessary resources for developing and updating its Directors' knowledge and capabilities are provided as and when required.

SUCCESSION PLANNING

The Board is aware of the importance of succession planning for the Company, and is satisfied that a senior executive can be replaced at reasonably short notice. Furthermore, the succession planning policy has been approved by the Directors at the Board meeting held in March 2023.

PRINCIPLE 4: DIRECTORS DUTIES, REMUNERATION AND PERFORMANCE

LEGAL DUTIES

All the Directors of BVH are aware of their legal duties and responsibilities as listed in the Mauritius Companies Act 2001.

The Directors further confirm that they exercise their duties with a degree of care, skill and diligence.

CODE OF ETHICS

A Group Code of Ethics has been adopted by the Board of Directors to ensure that policies, procedures and controls are in place for the business to be conducted honestly, fairly and ethically. The effectiveness and efficiency of the Group Code of Ethics are reviewed regularly by the Board of Directors to ensure that same is applied at all levels.

The Code of Ethics includes the principles, norms and standards that the Group wants to promote and integrate within its corporate culture in the conduct of its activities, including internal relations, interaction and dealings with external stakeholders.

Furthermore, the Group and its employees must, at all times, comply with all applicable laws and regulations.

BVH will not condone the activities of employees who achieve results through violation of the law or unethical business dealings. This includes any payments for illegal acts, indirect contributions, rebates, and bribery. The Group does not permit any activity that fails to stand the closest possible public scrutiny.

All business conduct should be above the minimum standards required by law. Accordingly, employees must ensure that their actions cannot be interpreted as being, in any way, in contravention of the laws and regulations governing the Group's operations. Employees uncertain about the application or interpretation of any legal requirements should refer the matter to their superior, who, if necessary, should seek the advice of someone at the highest level of hierarchy.

CONFLICT OF INTEREST

The Board of Directors strictly believes that a Director should make his best effort to avoid a conflict of interest or situation where others might reasonably perceive such a conflict.

However, should any conflicts of interests arise, it is crucial for Directors to disclose them in order to update the Interest Register accordingly. The Interest Register is available for consultation by the shareholders upon written request to the Company Secretary.

As per BVH's Constitution, a Director who has declared his interest shall not vote on any matter relating to a transaction or proposed transaction in which he is interested but shall be counted in the quorum present for the purpose of that decision.

RELATED PARTY TRANSACTIONS

Please refer to Note 32 to the Financial Statements.

Conflict of interest and related party transactions, if any, are conducted in accordance with the Group Code of Ethics.

INFORMATION, INFORMATION TECHNOLOGY AND INFORMATION SECURITY GOVERNANCE

The Board is responsible for overseeing information governance within the Company and ensures that the performance of information and information technology (IT) systems lead to business benefits and create value.

The Board has decided to delegate to Management the implementation of a framework on information, information technology and information security governance.

The Board will also ensure that the information security policy be regularly reviewed and monitored.
The IT Department, after close examination of the IT systems and with the approval of the Board of Directors, allocates sufficient resources in the annual budget towards the IT expenditure.

BOARD INFORMATION

The Chairman, with the assistance of the Company Secretary, ensures that Directors receive all information necessary for them to perform their duties and that the Board has sufficient time for consultation and decision-making.

The Board members of BVH ensure that matters relating to the Company, learned in their capacity as Directors, are strictly confidential and private and shall not be divulged to anyone without the authority of the Board.

Besides as already mentioned above, the Directors have the right to request independent professional advice at the Company's expense in cases where the directors judge it necessary.

DIRECTORS' AND OFFICERS' INDEMNITY AND INSURANCE

A Directors' and Officers' liability insurance has been taken at the level of the holding entity.

BOARD EVALUATION AND DEVELOPMENT

The Board Evaluation questionnaire has been approved by the Board of Directors during the year under review and the captioned evaluation exercise has been completed in the 1st quarter of 2024.

The Directors forming part of the Board of the Company, especially those who are members of Board committees, have been appointed in light of their wide range of skills and competence acquired through several years of working experience and professional background.

The Board of the Company is of the view that its composition is adequately balanced and that the current Directors have the range of skills, expertise and experience to carry out their duties properly.

Furthermore, Non-Executive Directors are chosen for their business experience and their ability to provide a blend of knowledge, skills, objectivity, integrity, experience and commitment to the Board. These Directors are free from any business or other relationships which would materially affect their ability to exercise independent judgement and are critical observers.

REMUNERATION

STATEMENT OF REMUNERATION PHILOSOPHY

The Board of Directors has delegated to the Corporate Governance Committee the responsibility of determining the adequate remuneration to be paid to the Chairman of the Board, the Non-Executive Directors, the Executive Directors and the Management staff.

BVH's underlying philosophy is to set remuneration at an appropriate level to attract, motivate and retain high calibre personnel and directors and to reward them in accordance with their individual as well as collective contribution towards the achievement of the Company's objectives and performance.

Remuneration is set by taking into account market conditions, individual performance and company performance.

BOARD AND BOARD COMMITTEES' FEES

Directors are remunerated with a fixed fee per annum together with an attendance fee for each meeting.

The Chairman of each Board Committee receives a higher fixed fee per annum. Such fees are in line with market practices.

For the remuneration and benefits received, or due and receivable, by the individual Directors from the Company and its subsidiaries as at December 31, 2023, please refer to page 7 of the Statutory Disclosures.

The Non-Executive Directors of the Company have not received remuneration in the form of share option or bonus associated with the performance of the Company.

DIRECTORS' DEALING IN THE SHARES OF BVH

The Directors of BVH are aware of their responsibilities to disclose any acquisition or disposal of the Company's shares in accordance with the Securities Act 2005 and the DEM Rules of the Stock Exchange of Mauritius Ltd.

In accordance with the Listing Rules and DEM Rules, Directors are strictly prohibited to deal in the shares of the Company during close periods.

DIRECTORS' TRANSACTIONS IN THE SHARES OF BVH

Name of Director	Number of Shares Acquired	Number of Shares Sold
Mr. Marc HEIN *(resigned on November 24, 2023)*	-	12,050,310

No other Director dealt in the shares of BVH during the year under review.

INTEREST OF DIRECTORS IN THE SHARES OF THE COMPANY

Written records of the interests of the Directors and their closely related parties in shares of BVH are kept in a Register of Directors' Interests.

Accordingly, as soon as a Director becomes aware that he is interested in a transaction, or that his holdings or his associates' holdings have changed, this should be reported to the Company in writing. The Company Secretary then ensures that the Register of Interests is updated accordingly.

The direct and indirect interests of the Directors and of the Senior Management Team, who holds shares in BVH as at December 31, 2023, are disclosed in the table below:

	Direct Interest		Indirect Interest
Name of Directors	No. of shares	%	%
Gérard GARRIOCH (Chairman and Chairman of the Corporate Governance Committee)	-	-	-
Thierry MERVEN (Group Chief Executive Officer)	-	-	-
Jacques MARRIER D'UNIENVILLE	-	-	-
Patrice DOGER DE SPEVILLE	-	-	-
Jean-Marc ULCOQ (Chairman of the Audit & Risk Committee)	-	-	-
Robert DOGER DE SPEVILLE	-	-	-
Marc HEIN *(resigned on November 24, 2023)*	27,092	0.02%	-
Fabio MEO	-	-	-
Anabelle SAMOUILHAN	-	-	-
Jitendra N. BISSESSUR	-	-	-
Name of Members of Senior Management			
Ashwin FOOGOOA	-	-	-
Christel CHAN YAM FONG	-	-	-
Christina LEVALLOIS	-	-	-
Ravidev TEELWAH	-	-	-

PRINCIPLE 5: RISK GOVERNANCE AND INTERNAL CONTROL

The Board of BVH assumes its responsibilities in maintaining an effective system for risk governance and ensures that the Company develops and executes a comprehensive and robust system of risk management.

The Directors are committed to a strong risk management culture. The Group Chief Executive Officer has the main responsibility of risk management and works with the Senior Management team to effectively perform his duties.

INTERNAL AUDIT

The Audit & Risk Committee reviews and approves the Internal Audit's programme and resources, reviews and discusses major audit findings together with management responses and evaluates the effectiveness of the Internal Audit function.

The internal auditors BDO Financial Services Ltd carried out the following eight reviews:

- Inventory and Store Review for BVH and Solana Beach Company Ltd
- Food and Beverages Review for Solana Beach Company Ltd
- Front Office Review for Solana Beach Company Ltd and Astroea Beach Company Ltd
- Procurement to Pay Review for Astroea Beach Company Ltd
- Spa Review for BVH
- Financial Health Check Review for Astroea Beach Company Ltd

The Internal Audit reports for the three hotels were presented at the Audit & Risk Committee of November 13, 2023. Several recommendations have been proposed and were discussed with management to strengthen existing controls at both hotels.

The Audit & Risk Committee and the Directors oversee risk management. The Board aims that risks faced are effectively identified, assessed, monitored and managed at acceptable levels in order to improve the risk-return profile of its shareholders.

In that respect, BVH has put in place an organisational structure with clear lines of responsibilities to mitigate risks.

Some of the most important risks to which the Company is exposed are listed hereunder:

Financial risks - These risks (including currency risks, interest rate risks and price risks) are reported in note 4 to the Financial Statements.

Political and social risks - These risks are associated with adverse political and social conditions which may adversely affect the country as a tourist destination. As a matter of fact, it is of vital importance that we continue to maintain positive consultations with the authorities and this is done through our membership with the 'Association des Hoteliers et Restaurateurs – Ile Maurice' (AHRIM) which is the official body representing the interests of hotel operators in Mauritius and which discusses major areas such as air access policies, promotional campaigns, law and order situation in the country and future strategy for the development of the tourism industry. The company also ensures that it fulfils its social responsibility by regularly organising activities for the neighbouring community and also ensures that priority is given as far as possible for the employment of people from the region and for the contracting out of related activities such as diving centre and boat house.

Market risks - BVH is exposed to the negative effects of global economic crisis resulting in reduced worldwide travel due to an adverse impact on the disposable income of guests from our traditional source markets. BVH is also exposed to risk related to external events such as BREXIT which has created uncertainty, hence resulting in reduced revenue from the UK market. The company is also faced with risks associated with other events which discourage international travel such as epidemics, threatened acts of terrorism, natural disasters and marine pollution such as oil spill. All these factors could adversely affect BVH's financial results. Notwithstanding the fact that Europe remains our main market, measures have been taken to diversify the customer base as much as possible and adopt a target approach on some markets. Our insurance policies cover operational losses caused by natural catastrophes such as cyclones, floods, earth, tsunamis, tidal wave and all other water damage.

Operational risk - These risks are defined as the risk of loss arising from poor or failed internal processes, systems and from inadequate maintenance of the hotel assets as well as insufficient capital investment which may impact on the quality of the deliverables and standard of the hotel.

The Group ensures that regular investments are made on the maintenance and upgrading of IT and electronic equipment such as CCTV cameras and servers so as to ensure continuity of operations. There are also well established procedures to ensure that proper back up of critical data is done. BVH's front office operations are carried out on 'Hotel Management System' (HMS) software which has improved the reporting of key performance indicators as well as providing a more efficient management information system. The Company ensures that adequate resources are mobilised through its yearly capital expenditure budget to enable the hotel product to be maintained to a required standard so as to mitigate disruptions in the operations and negative comments from guests. Moreover, the Group has controls in place at operational level as well as strict supervision from its head office and regular internal audits. The Group has also adequate insurance cover for wrongful acts by its employees.

Legal & regulatory risks – These risks arise out of the inability to comply with policies, laws and regulatory requirements. BVH regularly seeks legal advice to mitigate this risk and to better safeguard its interests. BVH also ensures that adequate insurance covers are contracted to cover the risk associated with our hotel operations and exposure to potential losses. In that respect, regular consultations are carried out with our insurance broker to mitigate the risks associated with inadequate or inappropriate cover.

Human resources and Quality service - BVH believes in recruiting, motivating and retaining quality personnel and develops their skills to provide quality service to guests. SCT hence hires, trains and retains highly skilled employees to maintain world class service levels. BVH also trains its employees in ethics and values.

Salary surveys are conducted at industry level by AHRIM and the company tries to be in line with the salary and benefits trends as per industry norms in order to attract new talents and retain existing ones.

WHISTLE BLOWING POLICY

The whistle-blowing policy has been approved by the Board of Directors in its meeting held in March 2023.

The formal whistle-blowing policy consists of responsible and effective procedures for disclosure or reporting of misconduct and impropriety so that appropriate actions are taken.

PRINCIPLE 6: REPORTING WITH INTEGRITY

The Directors of BVH affirm their responsibilities for preparing the Annual Report and Financial Statements of the Company.

The Board also considers that the Annual Report and Financial Statements of the Company have been prepared in accordance with International Financial Reporting Standards and, taken as a whole, are fair, balanced, understandable and provide the information necessary for Shareholders and other stakeholders to assess BVH's position, performance and outlook.

Please refer to the Statement of Directors' Responsibilities found on page 19 of the Annual Report.

HEALTH AND SAFETY POLICY

BVH abides by the Occupational Safety and Health Act 2005 general rules and regulations governing the health and safety issues. The Group is committed to minimising any adverse effect of its operations on the health and safety of its employees and the community in which it operates.

ENVIRONMENT POLICY AND SUSTAINABILITY

During year 2023, BVH has continued its journey toward sustainability and being signatory of the Signe Natir pact of Business Mauritius, BVH has embedded the latter's guidelines into its practices. In 2023, the pillars Circular Economy and Inclusive Growth have been emphasized.

Circular Economy: throughout multiple waste-reducing initiatives, BVH has strengthen its effort toward circularity. Indeed, the group has transited toward bulk amenities in all the rooms, thus limiting single-use product, and waste going to landfill. While the food pledge remains at Preskil Island Resort (PIR), in the end of 2023, BVH has introduced a waste management partner in all hotels which is responsible to divert all waste from landfill through re-use, recycling and composting streams. To consolidate those efforts, BVH has participated to CBVL's clean-up campaign in Riche-en-Eau and Belle Mare which aims to raise awareness among employees. Furthermore, in the end of 2023, BVH has joined the Made In Moris pledge which aims to anchor BVH's supply chain with local and responsible partners.

Inclusive Growth: BVH has implemented a Solidarity Committee that will drive the group's volunteering efforts in 2024.

<u>2023 Key Projects and Achievements:</u>
In 2023, PIR has obtained the Hotel Sustainability Basics certification and has also partnered with the WTTC (World Travel Tourism Council) to submit to a verification for compliance with the 12 fundamentals of hotel sustainability, based on management & efficiency, planet and people. Solana Beach Mauritius and Astroea Beach are aiming to obtain this certification in 2024.

BVH has also collaborated with the Mauritius Tourism Authority on the development on the Horizon.eco platform, a sustainability reporting tool dedicated to all actors of the Tourism Industry. Therefore, in 2024, BVH will record environmental and social indicators by hotel.

<u>Future Project</u>
Along with the re-branding and group sustainability strategy, the Southern Cross Legacy is under re-structuration to better define its mission and objectives. Funds are aimed to be deployed in 2024 for environmental and communities' projects. BVH aims to further assess its potential by engaging with more robust environmental certification.

SOCIAL ISSUES AND CORPORATE SOCIAL RESPONSIBILITY ("CSR")

BVH recognises its social responsibility within the community and is committed to contributing to its welfare by undertaking various projects.

For the year under review, the CSR contribution was nil (2022: nil).

CHARITABLE & POLITICAL CONTRIBUTIONS

During the year under review, BVH Group made a donation of Rs 25,446 in respect of charitable associations (2022: nil).

No political contribution has been made for the year under review (2022: Nil).

<u>PRINCIPLE 7: AUDIT</u>

The role of the Audit & Risk Committee is defined under Principle 2.

EXTERNAL AUDIT

RSM Mauritius has been appointed as the new external auditors of the Company in replacement of Deloitte by way of a written resolution of the Shareholders dated December 22, 2023.

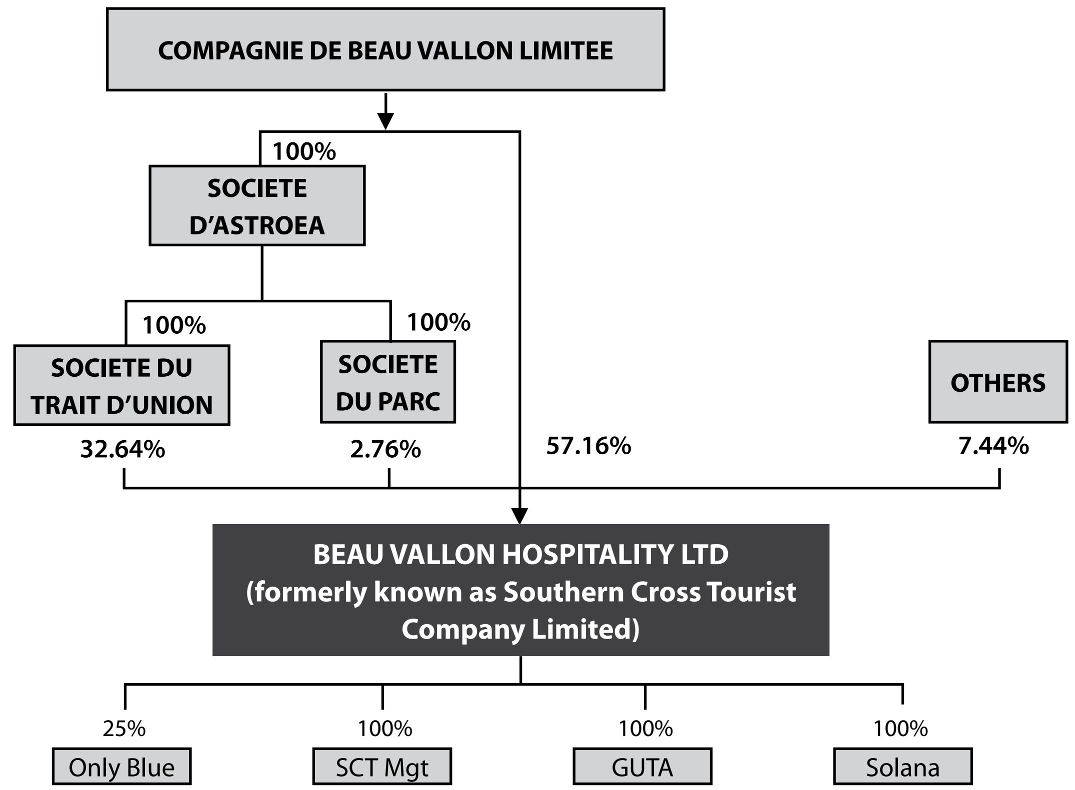
The Audit & Risk Committee has assessed the effectiveness of the external audit process and has discussed critical policies, judgements and estimates with the external auditors. The Audit & Risk Committee has met external auditors in the presence of management as and when required.

The Audit & Risk Committee has discussed the significant audit issues in relation to the financial statements and they have been disclosed as Key Audit Matters on page 20.

The audit fees of RSM Mauritius for the financial year ended December 31, 2023 amounted to Rs 575,000 for the Company and no non-audit services were carried out by RSM Mauritius during the year under review.

<u>PRINCIPLE 8: RELATIONS WITH SHAREHOLDERS AND OTHER KEY STAKEHOLDERS</u>

HOLDING STRUCTURE AT DECEMBER 31, 2023



Abbreviations:

CBVL : Compagnie de Beau Vallon Limitée
Only Blue : Only Blue Co. Ltd
Solana : Solana Beach Company Limited
SCT Mgt : Southern Cross Management Co Ltd
GUTA : Groupe Union Training Academy Ltd

DIRECTORS IN SUBSIDIARIES / COMMON DIRECTORS

The names of the Directors in subsidiaries/common Directors are as follows:

Name of Directors	CBVL	GUTA	SCT Mgt	Solana
Gérard GARRIOCH *(Chairman and Chairman of the Corporate Governance Committee)*	√		√	√
Thierry MERVEN *(Group Chief Executive Officer)*	√	√	√	√
Jacques MARRIER D'UNIENVILLE	√	√		
Patrice DOGER DE SPEVILLE	√			

SUBSTANTIAL SHAREHOLDERS

As at December 31, 2023, BVH had 1 shareholder of non-convertible, redeemable, cumulative and non-voting preference shares and 329 shareholders of ordinary shares on its share registry.

The following shareholders of ordinary shares held more than 5% of its share capital, namely:

Name of shareholders	Number of Ordinary Shares	Percentage Holding
Compagnie de Beau Vallon Limitée	100,400,567	57.16
Societe du Trait d'Union	57,333,040	32.64

COMMUNICATION WITH SHAREHOLDERS AND STAKEHOLDERS

The Board of Directors places great importance on transparency and optimal disclosure to Shareholders and hence ensures that Shareholders are kept informed on matters affecting the Group.

Shareholders holding ordinary shares are invited to attend the Company's Annual Meeting, which remains the ideal forum for discussions with the Directors and the Management team. The Annual Report, including the Notice of the Annual Meeting of Shareholders, is sent to each Shareholder holding ordinary shares of the Company.

DIVIDEND POLICY

The Board of Directors of BVH has not adopted any formal dividend policy. Payment of dividends is subject to the profitability of BVH and its subsidiaries, their cash flows and their capital expenditure requirements along with growth opportunities and is approved by the Board of Directors.

A Certificate of Solvency is signed by all Directors in accordance with the requirements of the Mauritius Companies Act 2001 whenever a dividend is declared by the Board. During the year under review, BVH has not declared or paid any dividend to its Shareholders.

SHAREHOLDERS' AGREEMENT

To the best knowledge of the Company, there has been no such agreement with any of its Shareholders for the year under review.

SHARE REGISTRY AND TRANSFER OFFICE

BVH's Share Registry and Transfer Office with respect to ordinary shares is administrated by MCB Registry & Securities Limited.

Shareholders holding ordinary shares may contact MCB Registry & Securities Limited for any services like change of name, change of address, share transfers, dividends, etc.

SHAREHOLDING PROFILE

The share ownership and categories of Shareholders holding ordinary shares at December 31, 2023 were as follows:

No. of shareholders	Size of shareholding	Number of ordinary shares owned	% Holding
125	1 - 500 shares	15,654	0.01
23	501 - 1,000 shares	18,990	0.01
67	1,001 - 5,000 shares	169,672	0.10
28	5,001 - 10,000 shares	201,479	0.11
38	10,001 - 50,000 shares	925,360	0.53
10	50,001 - 100,000 shares	722,623	0.41
23	100,001 - 250,000 shares	3,785,415	2.16
6	250,001 - 500,000 shares	1,885,399	1.07
9	Over 500,001	167,920,052	95.60
329		**175,644,644**	**100.00**

No. of shareholders	Category of shareholding	Number of ordinary shares owned	% Holding
274	Individuals	6,205,042	3.53
12	Investment and Trust Companies	2,458,420	1.40
2	Pensions and Provident Funds	1,710,829	0.97
41	Other Corporate Bodies	165,270,353	94.10
329		**175,644,644**	**100.00**

SHARES IN PUBLIC HANDS

Following the acquisition by CBVL during the fourth quarter of year 2023 of 30.37% additional shareholding in BVH from a consortium of some minority shareholders of The Union Sugar Estates Company Limited, coupled with the capitalisation of the total amount of shareholder loan (Rs 200 million) granted to the Company by CBVL, the percentage of shares held in public hands at December 31, 2023 was 7.44%, whilst the minimum threshold required by the DEM Rules is 10%.

Hence, the Board of Directors of BVH undertakes to comply with this requirement at the earliest possible.

EMPLOYEE SHARE OPTION PLAN

BVH has no Employee Share Option Plan.

THIRD PARTY MANAGEMENT AGREEMENT

BVH has entered into a management contract with Astroea Beach Company Ltd, a 16 room boutique hotel in Pointe d'Esny.

BVH has paid a fee to Compagnie de Beau Vallon Limitée, its ultimate holding company, for general corporate management services for the year under review.

SHARE PRICE INFORMATION

The market value per ordinary share of BVH was Rs3.85 as at December 31, 2023 as compared to Rs1.92 as at December 31, 2022.

WEBSITE

In order to be compliant with the new requirements of the Code, the Board shall ensure that the Company's website, namely https://bvhospitality.mu/, be updated accordingly with the latest financial reports.

TIMETABLE OF IMPORTANT EVENTS

March 2024	Publication of Abridged Audited Financial Statements for the year ended December 31, 2023
May 2024	Publication of first quarter results to March 31, 2024
June 2024	Annual Meeting of Shareholders
August 2024	Publication of half year results to June 30, 2024
November 2024	Publication of third quarter results to September 30, 2024

Gérard GARRIOCH
Chairman

Thierry MERVEN
Group Chief Executive Officer

March 27, 2024

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable laws and regulations.

Company law requires the Directors to prepare Financial Statements in accordance with International Financial Reporting Standards ('IFRS') for each financial year, which present fairly the financial position, financial performance and cash flows of the Group and the Company.

The Directors confirm that, in preparing the Financial Statements, they have to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state that IFRS have been adhered to, subject to any material departures being disclosed and explained in the Financial Statements;
- prepare the Financial Statements on the going concern basis, unless it is inappropriate to presume that the Group and the Company will continue in business; and
- ensure compliance with the Code of Corporate Governance (the 'Code') and provide reasons in case of non-compliance with any requirements of the Code.

The Directors are responsible for keeping proper accounting records, which disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the Financial Statements comply with the Mauritius Companies Act 2001, IFRS and the Financial Reporting Act 2004.

They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors hereby confirm that they have complied with the above requirements.

Approved by the Board of Directors on March 27, 2024 and signed on its behalf by:

Gérard GARRIOCH
Chairman

Thierry MERVEN
Group Chief Executive Officer

COMPANY SECRETARY'S CERTIFICATE

In our capacity as Company Secretary, we hereby confirm that, to the best of our knowledge and belief, the Company has filed with the Registrar of Companies, for the financial year ended December 31, 2023, all such returns as are required of the Company under the Mauritius Companies Act 2001.

Navitas Corporate Services Ltd
Company Secretary

Registered office:
Navitas House
Robinson Road
Floréal
Republic of Mauritius

March 27, 2024

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 opinion we have formed.

Opinion

We have audited the consolidated financial statements Beau Vallon Hospitality Ltd *(formerly known as Southern Cross Tourist Co Ltd)* (the "Company") and its subsidiaries (together referred to as the "Group") as set out on pages 23 to 56, which comprise of the consolidated and separate statement of financial position as at 31 December 2023, the consolidated and separate statement of profit or loss and other comprehensive income, the consolidated and separate statement of changes in equity, the consolidated separate statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated and separate financial statements give a true and fair view of the consolidated and separate financial position of the Group and Company as at 31 December 2023, and of their consolidated and separate financial performances and cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) and in compliance with the requirements of the 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 the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and Company in accordance with the International Ethics Standards Board for Accountant's Code of Ethics for Professional Accountants (including International Independence Standards) (the "IESBA Code"), together with the ethical requirements that are relevant to our audit of the consolidated financial statements in Mauritius. We have fulfilled our other ethical responsibilities in accordance with these requirements and to 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 period. 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. For the key audit matter below, our description of how our audit addressed the matter is provided in that context.

Impairment of investment in subsidiary companies

In the Company's separate financial statements, investments in subsidiaries are carried at cost less impairment in accordance with IAS 36.

The carry value of investment in subsidiaries was Rs 644 million at 31 December 2023 (Rs 644 million at 31 December 2022). The most significant investment is the wholly owned subsidiary Solana Beach Company Limited ("Solana"), which represents 99.9% of the investment in subsidiaries balance at 31 December 2023.

Management assesses its investment in subsidiaries for impairment whenever there is an indication of impairment. Based on the historical trend of Solana and the significance of its carrying value on the financial statements, our focus was on the impairment assessment of Solana.

The accounting for the impairment of investments is a key audit matter as the determination of the recoverable value for the impairment assessment involves significant management judgement and estimates such as future expected level of operations and related forecast of cash flows, market conditions, discount rates, growth rate etc. These assumptions and estimates can have a material impact on the impairment assessment of the investments in subsidiaries.

How the matter was addressed in our audit

Our procedures in respect of this key audit matter included:

- We obtained an understanding from the management, assessed and tested the design and operating effectiveness of the Company's key controls over the impairment assessment of material investments;
- We assessed the appropriateness of the methodology used in the impairment model, the input data and underlying assumptions used such as future levels of operations, discount rate etc. and considered historical performance through budgets. In doing this assessment, we have involved the auditors' expert, as appropriate;
- We checked the mathematical accuracy of the impairment model and agreed the relevant data on sample basis with the latest budgets, actual past results and other supporting documents,
- We evaluated the cash flow forecasts (with underlying economic growth rate) by comparing them to the approved budgets and our understanding of the internal and external factors; and
- We have reviewed the adequacy of the disclosures made in the financial statements.

Other information

The directors are responsible for the other information. The other information comprises the Annual Report from the Directors, the Corporate Governance Report, the Secretary's Certificate and Other Statutory Disclosures. 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 an audit opinion or 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. Else, we have nothing to report in this regard.

Responsibilities of the Directors and Those Charged with Governance for the Consolidated Financial Statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with IFRSs and the requirements of the Companies Act 2001 and the Financial Reporting Act 2004, and for such internal control as the directors determine is necessary to enable the preparation of consolidated 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 and/or the Company or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group and the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated 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 financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the 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 company's internal control;

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors;

- 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 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 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 the company to cease to continue as a going concern;

- Evaluate the overall presentation, structure, and content of the consolidated 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 financial statements. We are responsible for the direction, supervision, and performance of the Group audit. We remain solely responsible for our audit opinion.

- We communicate with the directors 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 the directors with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law 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

The Mauritius Companies Act 2001

The Mauritius Companies Act 2001 requires that in carrying out our audit we consider and report to you on the following matters. We confirm that:

- We have no relationship with, or interests in, the Group and the Company, other than in our capacity as auditor and dealings in the ordinary course of business;
- We have obtained all information and explanations we have required; and
- In our opinion, proper accounting records have been kept by the Company as far as it appears from our examination of those records.

Financial Reporting Act 2004

Our responsibility under the Financial Reporting Act is to report on the compliance of the Code of Corporate Governance (the "Code") 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 Company has, pursuant to section 75 of the Financial Reporting Act, complied with the requirements of the Code.

Other Matter

The financial statements of Beau Vallon Hospitality Ltd *(formerly known as Southern Cross Tourist Co Ltd)* for the year ended 31 December 2022, were audited by another auditor who expressed an unmodified opinion on those financial statements on 28 March 2023.

RSM
Chartered Accountants
Ebene, Mauritius

Ravi Kowlessur, FCCA
Licensed by FRC

27 March 2024

FINANCIAL STATEMENTS

STATEMENTS OF FINANCIAL POSITION
YEAR ENDED DECEMBER 31, 2023

	Notes	THE GROUP 2023	THE GROUP 2022	THE COMPANY 2023	THE COMPANY 2022
		Rs'000	Rs'000	Rs'000	Rs'000
ASSETS					
Non-current assets					
Property, plant and equipment	6	1,790,817	1,874,301	1,362,167	1,429,331
Right-of-use assets	7	1,016,942	1,040,880	688,283	704,522
Intangible assets	8	50	99	-	-
Investment in subsidiary companies	9	-	-	644,286	644,280
Investment in associate	10	2,677	2,309	1,220	1,220
Financial assets at fair value through other comprehensive income	11	47	47	47	47
Financial assets at amortised cost	15	123,605	172,208	123,605	172,208
		2,934,138	3,089,844	2,819,608	2,951,608
Current assets					
Inventories	13	22,976	22,739	13,793	14,058
Trade receivables	14	190,329	157,886	133,611	112,400
Financial assets at amortised cost	15	574,347	182,710	559,720	186,204
Other current assets	16	13,561	12,529	7,205	7,859
Cash in hand and at bank	30(c)	32,925	63,697	26,595	40,637
		834,138	439,561	740,924	361,158
Total assets		3,768,276	3,529,405	3,560,532	3,312,766
EQUITY AND LIABILITIES					
Capital and reserves					
Stated capital	17	453,186	253,186	453,186	253,186
Capital contribution	18	-	200,000	-	200,000
Other reserves	19	1,023,328	1,055,007	784,751	811,410
Accumulated losses		(162,722)	(356,748)	(125,137)	(246,294)
Equity attributable to owners of the Company		1,313,792	1,151,445	1,112,800	1,018,302
Redeemable convertible bonds	36	348,250	348,250	348,250	348,250
Total equity		1,662,042	1,499,695	1,461,050	1,366,552
Non-current liabilities					
Borrowings	20	1,166,071	1,499,216	1,166,071	1,492,264
Lease liabilities	7	220,941	221,608	152,558	152,919
Deferred tax liabilities	12	150,936	114,624	107,736	85,194
Retirement benefit obligations	21	41,575	25,531	31,333	14,608
		1,579,523	1,860,979	1,457,698	1,744,985
Current liabilities					
Trade and other payables	22	103,715	96,608	237,210	147,800
Borrowings	20	397,722	49,800	386,144	38,025
Lease liabilities	7	25,274	22,323	18,430	15,404
		526,711	168,731	641,784	201,229
Total liabilities		2,106,234	2,029,710	2,099,482	1,946,214
Total equity and liabilities		3,768,276	3,529,405	3,560,532	3,312,766

These financial statements have been approved and authorised for issue by the Board of Directors on March 27, 2024.

Gérard GARRIOCH
Director

Thierry MERVEN
Director

The notes on pages 27 to 56 form an integral part of these financial statements.
Independent auditor's report on pages 20 to 21.

STATEMENTS OF PROFIT OR LOSS
YEAR ENDED DECEMBER 31, 2023

	Notes	THE GROUP 2023	THE GROUP 2022	THE COMPANY 2023	THE COMPANY 2022
		Rs'000	Rs'000	Rs'000	Rs'000
Revenue from contracts with customers	23	1,108,331	783,141	783,524	547,840
Direct costs	27(a)	(234,252)	(191,551)	(154,875)	(123,992)
Staff costs	27(b)	(217,718)	(200,315)	(152,217)	(138,766)
Other expenses	24	(213,974)	(149,160)	(153,756)	(107,272)
Net impairment losses on financial assets	14	(98)	(4,579)	(98)	(2,861)
Earnings from operating activities		442,289	237,536	322,578	174,949
Other income	25	11,017	7,331	28,541	18,731
Share of results of associates	10	768	1,014	-	-
Earnings before interest, tax, depreciation & amortisation (EBITDA)		454,074	245,881	351,119	193,680
Net foreign exchange gain/(loss)		7,487	26,009	(6,425)	26,990
Finance costs	26	(132,067)	(118,771)	(125,216)	(111,661)
Finance income		21,606	11,860	20,726	9,277
Depreciation of property, plant and equipment	6	(97,295)	(97,155)	(77,152)	(77,308)
Amortisation of intangible assets	8	(49)	(58)	-	-
Amortisation of right-of-use assets	7	(23,938)	(24,123)	(16,239)	(16,408)
Profit before tax for the year		229,818	43,643	146,813	24,570
Income tax expense	28(b)	(42,800)	(6,519)	(28,002)	(2,043)
Profit for the year		187,018	37,124	118,811	22,527
Basic earnings per share (Rs/cs)	29	1.47	0.30		
Diluted earnings per share (Rs/cs)	29	0.83	0.18		

The notes on pages 27 to 56 form an integral part of these financial statements.
Independent auditor's report on pages 20 to 21.

STATEMENTS OF OTHER COMPREHENSIVE INCOME
YEAR ENDED DECEMBER 31, 2023

	Notes	THE GROUP 2023 Rs'000	THE GROUP 2022 Rs'000	THE COMPANY 2023 Rs'000	THE COMPANY 2022 Rs'000
Profit for the year		**187,018**	37,124	**118,811**	22,527
Other comprehensive income:					
Items that will not be reclassified to profit or loss:					
Changes in fair value of equity instruments at fair value through other comprehensive income	11	**-**	2	**-**	2
Remeasurement of retirement benefit obligations	21	**(18,739)**	29,441	**(17,353)**	28,198
Income tax relating to components of other comprehensive income	12	**3,186**	(5,005)	**2,950**	(4,794)
Other comprehensive (loss)/income for the year, net of tax		**(15,553)**	24,438	**(14,403)**	23,406
Total comprehensive income for the year		**171,465**	61,562	**104,408**	45,933
Total comprehensive income attributable to:					
Owners of the company		**171,465**	61,562	**104,408**	45,933
Non-controlling interests		**-**	-	**-**	-
		171,465	61,562	**104,408**	45,933

The notes on pages 27 to 56 form an integral part of these financial statements.
Independent auditor's report on pages 20 to 21.

STATEMENTS OF CASH FLOWS
YEAR ENDED DECEMBER 31, 2023

	Notes	THE GROUP 2023 Rs'000	THE GROUP 2022 Rs'000	THE COMPANY 2023 Rs'000	THE COMPANY 2022 Rs'000
Cash flows from operating activities					
Cash generated from operations	30(a)	**452,105**	218,017	**356,173**	167,143
Interest received		**14,085**	11,860	**13,205**	9,277
Interest paid		**(12,216)**	(9,135)	**(11,924)**	(8,587)
Retirement benefits paid	21	**(8,864)**	(8,308)	**(6,551)**	(6,377)
Net cash generated from operating activities		**445,110**	212,434	**350,903**	161,456
Cash flows from investing activities					
Proceeds from sale of property, plant and equipment		**-**	1,424	**-**	-
Purchase of property, plant and equipment	6	**(13,811)**	(11,702)	**(9,988)**	(5,188)
Financial assets at amortised cost -					
- Holding company		**(53,535)**	(114,900)	**(53,535)**	(114,300)
- Fellow Subsidiaries		**(8,950)**	31,356	**(8,950)**	6,376
- Subsidiary		**-**	-	**95,832**	66,955
Financial assets at amortised cost - Fixed deposit		**(268,989)**	(172,208)	**(268,989)**	(172,208)
Dividend received		**400**	-	**400**	-
Net cash used in investing activities		**(344,885)**	(266,030)	**(245,230)**	(218,365)
Cash flows from financing activities					
Capital contribution received from shareholder		**-**	106,500	**-**	106,500
Payments of long term borrowings		**(23,551)**	(11,279)	**(11,776)**	(5,641)
Interest paid on notes		**(88,997)**	(65,131)	**(88,997)**	(65,131)
Capital paid on notes		**-**	(148,201)	**-**	(148,201)
Proceeds from redeemable convertible bonds		**-**	260,000	**-**	260,000
Interest paid on redeemable convertible bonds		**(12,420)**	(3,348)	**(12,420)**	(3,348)
Principal paid on lease liabilities		**(916)**	(2,383)	**(534)**	(1,814)
Interest paid on lease liabilities		**(18,078)**	(23,313)	**(11,520)**	(16,751)
Net cash (used in)/generated from financing activities		**(143,962)**	112,845	**(125,247)**	125,614
Net (decrease)/increase in cash and cash equivalents		**(43,737)**	59,249	**(19,574)**	68,705
Movement in cash and cash equivalents					
At January 1,		**63,697**	6,456	**40,637**	(26,199)
Decrease		**(43,737)**	59,249	**(19,574)**	68,705
Effect of foreign exchange rate changes		**8,337**	(2,008)	**5,532**	(1,869)
At December 31,	30(c)	**28,297**	63,697	**26,595**	40,637

The notes on pages 27 to 56 form an integral part of these financial statements.
Independent auditor's report on pages 20 to 21.

(a) THE GROUP

	Notes	Equity attributable to owners of the Company				Revaluation surplus					
		Stated capital	Capital contribution	Financial assets at FVOCI reserve	Actuarial (losses)	Property, plant and equipment	Right-of-use assets	(Accumulated losses)	Total	Redeemable convertible bonds	Total Equity
		Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000
Balance at January 1, 2023		**253,186**	**200,000**	**28**	**31,745**	**447,892**	**575,342**	**(356,748)**	**1,151,445**	**348,250**	**1,499,695**
Profit for the year		**-**	**-**	**-**	**-**	**-**	**-**	**187,018**	**187,018**	**-**	**187,018**
Other comprehensive loss	19	**-**	**-**	**-**	**(15,553)**	**-**	**-**	**-**	**(15,553)**	**-**	**(15,553)**
Total comprehensive income for the year		**-**	**-**	**-**	**(15,553)**	**-**	**-**	**187,018**	**171,465**	**-**	**171,465**
Capitalisation during the year	18	**200,000**	**(200,000)**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Interest on redeemable convertible bonds		**-**	**-**	**-**	**-**	**-**	**-**	**(12,420)**	**(12,420)**	**-**	**(12,420)**
Revaluation surplus released on excess depreciation net of deferred tax	19	**-**	**-**	**-**	**-**	**(4,258)**	**(11,868)**	**19,428**	**3,302**	**-**	**3,302**
Balance at December 31, 2023		**453,186**	**-**	**28**	**16,192**	**443,634**	**563,474**	**(162,722)**	**1,313,792**	**348,250**	**1,662,042**
Balance at January 1, 2022		253,186	93,500	26	7,309	452,149	587,209	(403,690)	989,689	88,250	1,077,939
Profit for the year		-	-	-	-	-	-	37,124	37,124	-	37,124
Other comprehensive income	19	-	-	2	24,436	-	-	-	24,438	-	24,438
Total comprehensive income for the year		-	-	2	24,436	-	-	37,124	61,562	-	61,562
Addition during the year	18,36	-	106,500	-	-	-	-	-	106,500	260,000	366,500
Interest on redeemable convertible bonds		-	-	-	-	-	-	(9,609)	(9,609)	-	(9,609)
Revaluation surplus released on excess depreciation net of deferred tax	19	-	-	-	-	(4,257)	(11,867)	19,427	3,303	-	3,303
Balance at December 31, 2022		**253,186**	**200,000**	**28**	**31,745**	**447,892**	**575,342**	**(356,748)**	**1,151,445**	**348,250**	**1,499,695**

(b) THE COMPANY

	Notes	Stated capital	Capital contribution	Financial assets at FVOCI reserve	Actuarial (losses)	Property, plant and equipment	Right-of-use assets	(Accumulated losses)	Total	Redeemable convertible bonds	Total Equity
Balance at January 1, 2023		**253,186**	**200,000**	**28**	**25,861**	**321,427**	**464,094**	**(246,294)**	**1,018,302**	**348,250**	**1,366,552**
Profit for the year		**-**	**-**	**-**	**-**	**-**	**-**	**118,811**	**118,811**	**-**	**118,811**
Other comprehensive loss	19	**-**	**-**	**-**	**(14,403)**	**-**	**-**	**-**	**(14,403)**	**-**	**(14,403)**
Total comprehensive income for the year		**-**	**-**	**-**	**(14,403)**	**-**	**-**	**118,811**	**104,408**	**-**	**104,408**
Interest on redeemable convertible bonds		**-**	**-**	**-**	**-**	**-**	**-**	**(12,420)**	**(12,420)**	**-**	**(12,420)**
Capitalisation during the year	18	**200,000**	**(200,000)**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Revaluation surplus released on excess depreciation net of deferred tax	19	**-**	**-**	**-**	**-**	**(2,322)**	**(9,934)**	**14,766**	**2,510**	**-**	**2,510**
Balance at December 31, 2023		**453,186**	**-**	**28**	**11,458**	**319,105**	**454,160**	**(125,137)**	**1,112,800**	**348,250**	**1,461,050**
Balance at January 1, 2022		253,186	93,500	26	2,457	323,749	474,028	(273,978)	872,968	88,250	961,218
Profit for the year		-	-	-	-	-	-	22,527	22,527	-	22,527
Other comprehensive income	19	-	-	2	23,404	-	-	-	23,406	-	23,406
Total comprehensive income for the year		-	-	2	23,404	-	-	22,527	45,933	-	45,933
Addition during the year	18,36	-	106,500	-	-	-	-	-	106,500	260,000	366,500
Interest on redeemable convertible bonds		-	-	-	-	-	-	(9,609)	(9,609)	-	(9,609)
Revaluation surplus released on excess depreciation net of deferred tax	19	-	-	-	-	(2,322)	(9,934)	14,766	2,510	-	2,510
Balance at December 31, 2022		253,186	200,000	28	25,861	321,427	464,094	(246,294)	1,018,302	348,250	1,366,552

The notes on pages 27 to 56 form an integral part of these financial statements.
Independent auditor's report on pages 19 to 20.

NOTES TO THE FINANCIAL STATEMENTS

1. GENERAL INFORMATION

Beau Vallon Hospitality Ltd (formerly known as Southern Cross Tourist Co Limited) (the "Company") is a public limited liability company incorporated and domiciled in Mauritius. Its registered address is Royal Road, Riche-en-Eau, St Hubert and its place of business is at Pointe Jerome, Mahebourg.

Beau Vallon Hospitality Ltd as a group (the "Group") has investments in subsidiaries and associate within the hospitality and services cluster. The Group is listed on the Development Enterprise Market ("DEM") of the Stock Exchange of Mauritius.

The immediate holding company of Beau Vallon Hospitality Ltd is Société du Trait d'Union, whose registered address is Riche-en-Eau, St Hubert. The Board of Directors considers Compagnie de Beau Vallon Limitée as its ultimate holding entity. Both entities are incorporated in Mauritius.

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

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

IIn the current year, the Group and Company have applied all the new and revised Standards and Interpretations issued by the International Accounting Standards Board ("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 1 January 2023.

2.1 New and Revised standards applied with no material effect on the financial statements

In the current financial year, there were a number of amendments to IFRS Accounting Standards issued by the International Accounting Standards Board (IASB) that are mandatorily effective for an accounting period that begins on or after 1 January 2023 as listed below. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

IAS 1	Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgements - Disclosure of Accounting Policies : The amendments change the requirements in IAS 1 with regard to disclosure of accounting policies & replaces all instances of the term 'significant accounting policies' with 'material accounting policy information'.
IAS 12	Income Taxes—Deferred Tax related to Assets and Liabilities arising from a Single Transaction: The amendments introduce a further exception from the initial recognition exemption. Under the amendments, an entity does not apply the initial recognition exemption for transactions that give rise to equal taxable and deductible temporary differences. Depending on the applicable tax law, equal taxable and deductible temporary differences may arise on initial recognition of an asset and liability in a transaction that is not a business combination and affects neither accounting profit nor taxable profit.
IAS 12	Income Taxes - International Tax Reform - Pillar Two Model Rules: The amendments changes the scope of IAS 12 to clarify that the Standard applies to income taxes arising from tax law enacted or substantively enacted to implement the Pillar Two model rules published by the OECD, including tax law that implements qualified domestic minimum top-up taxes described in those rules.
IAS 8	Accounting Policies, Changes in Accounting Estimates and Errors—Definition of Accounting Estimates: The amendments replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". The definition of a change in accounting estimates was deleted.

2.2 New and revised IFRS Accounting 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:

IFRS 10 and IAS 28	Amendments to IFRS 10 and IAS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture
IAS 1	Amendments to IAS 1 Classification of Liabilities as Current or Non-current
IAS 1	Amendments to IAS 1 Presentation of Financial Statements - Non-current Liabilities with Covenants
IFRS 7 and IAS 7	Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures - Supplier Finance Arrangements
IFRS 16	Amendment to IFRS 16 Leases - Lease Liability in a Sale and Leaseback.

The directors anticipate that these Standards and Interpretation will be applied on their effective dates in future periods. The directors have not yet assessed the potential impact of the application of these amendments.

3. SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

3.1 Basis of preparation

Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and in compliance with the requirement of the Mauritius Companies Act 2001 and the Financial Reporting Act 2004.

Basis of preparation

The financial statements comprise the consolidated financial statements of the Company and its subsidiaries (the Group) and the separate financial statements of the Company. The financial statements are prepared in Mauritian Rupees` ("Rs") and all values are rounded to the nearest thousand (Rs'000), except when otherwise indicated.

Where necessary, comparative figures have been amended to conform with change in presentation in the current year. The financial statements are prepared under the historical cost convention except that:

(ii) leasehold rights and buildings on leasehold land are carried at revalued amount;
(ii) relevant financial assets and liabilities are carried at amortised cost;
(iii) relevant financial assets and financial liabilities are carried at amortised cost; and
(iv) financial assets at fair value through OCI.

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.2 Property, plant and equipment

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, but at least triennial valuations, by external independent valuers, less subsequent depreciation. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the assets and the net amount is restated to the revalued amount of the assets. All 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 assets as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and Company 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 surplus in shareholders' equity. Decreases that offset previous increases of the same asset are charged against revaluation surplus directly in equity; all other decreases are charged to profit or loss.

The revaluation surplus included in equity in respect of property, plant and equipment is transferred directly to retained earnings when the asset is derecognised. This involve transferring the whole of the surplus when the asset is retired or disposed of. However, some of the surplus is transferred as the asset is used by an entity. In such a case, the amount of the surplus transferred would be the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the asset's original cost. Transfers from revaluation surplus to retained earnings are not made through profit or loss.

Properties in the course of construction for production, 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 costs capitalised. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is calculated on a straight line basis to write off the cost or revalued amount of each asset to the residual values over their estimated useful lives as follows:

	%
Buildings on leasehold land	2.22 - 20
Improvement to leasehold building	10
Furniture and fittings	10 - 20
Plant and equipment	6.67 - 33.3
Other small equipment	20 - 33.3
Motor vehicles	20

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively 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.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3.3 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 (3-5 years).

3.4 Investment in subsidiaries

Separate financial statements of the investor
In the separate financial statements of the investor, investments in subsidiary companies 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 special purpose entities) over which the Company has control. The Company controls an entity when the Company 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. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are de-consolidated from the date that control ceases.

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 either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

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.

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.

3.5 Investments in associate

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

Consolidated financial statements
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. Investments in associates are accounted for using the equity method. Investments in associates are initially recognised at cost as adjusted by post acquisition changes in Group's share of the net assets of the associate less any impairment in the value of individual investments.

Any excess of the cost of acquisition and the Group's share of the net fair value of the associate's identifiable assets and liabilities recognised at the date of acquisition is recognised as goodwill, which is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of identifiable assets and liabilities over the cost of acquisition, after assessment, is included as income in the determination of the Group's share of the associate's profit or loss.

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

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.

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.5 Investments in associate (cont'd)

Consolidated financial statements (cont'd)
Where necessary, appropriate adjustments are made to the financial statements of associates to bring the accounting policies used in line with those adopted by the Group.

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 are reclassified to profit or loss where appropriate.

Dilution gains and losses arising in investments in associates are recognised in profit or loss.

3.6 Financial assets

The Group classifies its financial assets into one of the categories discussed below, depending on the purpose for which the asset was acquired. Other than financial assets in a qualifying hedging relationship, the Group's accounting policy for each category is as follows:

(i) *Amortised cost*
These assets arise principally from the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Trade and other receivables are initially recognised at original invoice amount and are subsequently carried at amortised cost using the effective interest rate method less any allowance for impairment (i.e expected credit loss). Gains and losses are recognised in profit or loss when the receivables are derecognised or impaired, as well as through the amortisation process.

For trade receivables, the Group applies a simplified approach in calculating expected credit losses (ECLs). Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at the end of the reporting period. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group considers a financial asset in default when contractual payments are 365 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows. The information about the ECLs on the Group's trade receivables is disclosed in note 14.

Impairment provisions for receivables from related parties and loans to related parties are recognised based on a forward looking expected credit loss model. The methodology used to determine the amount of the provision is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

From time to time, the Group and the Company elects to renegotiate the terms of trade receivables due from customers with which it has previously had a good trading history. Such renegotiations will lead to changes in the timing of payments rather than changes to the amounts owed and, in consequence, the new expected cash flows are discounted at the original effective interest rate and any resulting difference to the carrying value is recognised in the statement of comprehensive income (operating profit).

The Group's financial assets measured at amortised cost comprise financial assets at amortised cost and cash at bank in the statement of financial position.

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less, and - for the purpose of the statement of cash flows - bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the statement of financial position.

(ii) *Fair value through other comprehensive income*

The Group and the Company have equity investments in listed and unlisted entities which are not accounted for as subsidiaries, associates or jointly controlled entities. For those investments, the Group and the Company have made an irrevocable election to classify the investments at fair value through other comprehensive income rather than through profit or loss as the Group and the Company consider this measurement to be the most representative of the business model for these assets. They are carried at fair value with changes in fair value recognised in other comprehensive income and accumulated in the financial assets at FVOCI reserve. Upon disposal any balance within financial assets at FVOCI reserve is reclassified directly to retained earnings and is not reclassified to profit or loss.

Dividends are recognised in profit or loss, unless the dividend clearly represents a recovery of part of the cost of the investment, in which case the full or partial amount of the dividend is recorded against the associated investments carrying amount.

Purchases and sales of financial assets measured at fair value through other comprehensive income are recognised on settlement date with any change in fair value between trade date and settlement date being recognised in the financial assets at FVOCI reserve.

3.7 Financial liabilities

The Group and the Company measures its financial liabilities subsequently at amortised cost using the effective interest method.

Other financial liabilities include the following items:
- Bank borrowings and the Group's loan notes are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the statement of financial position. For the purposes of each financial liability, interest expense includes initial transaction costs and any premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

- Trade payables and other short-term monetary liabilities are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method.

- Lease liabilities measured at amortised cost as disclosed in 3.9 below.

3.8 Leases

Accounting for leases - where Group and the Company is the lessee

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- Leases of low value assets; and
- Leases with a duration of 12 months or less.

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.8 Leases (cont'd)

Identifying Leases

The Group and the Company accounts for a contract, or a portion of a contract, as a lease when it conveys the right to use an asset for a period of time in exchange for consideration. Leases are those contracts that satisfy the following criteria:

(a) There is an identified asset;
(b) The Group and the Company obtains substantially all the economic benefits from use of the asset; and
(c) The Group and the Company has the right to direct use of the asset.

The Group and the Company considers whether the supplier has substantive substitution rights. If the supplier does have those rights, the contract is not identified as giving rise to a lease.

In determining whether the Group and the Company obtain substantially all the economic benefits from use of the asset, the Group and the Company consider only the economic benefits that arise use of the asset, not those incidental to legal ownership or other potential benefits.

In determining whether the Group and the Company have the right to direct use of the asset, the Group and the Company consider whether it directs how and for what purpose the asset is used throughout the period of use. If there are no significant decisions to be made because they are pre-determined due to the nature of the asset, the Group and the Company consider whether it was involved in the design of the asset in a way that predetermines how and for what purpose the asset will be used throughout the period of use. If the contract or portion of a contract does not satisfy these criteria, the Group and the Company apply other applicable IFRSs rather than IFRS 16.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the Group's and the Company's incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

Interest paid on lease liabilities are included under financing activities in the statement of cash flows for the Group and the Company.

On initial recognition, the carrying value of the lease liability also includes:

- amounts expected to be payable under any residual value guarantee;
- the exercise price of any purchase option granted in favour of the Group and the Company if it is reasonable certain to assess that option; and
- any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Right of use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:
- lease payments made at or before commencement of the lease;
- initial direct costs incurred; and
- the amount of any provision recognised where the Group is contractually required to dismantle, remove or restore the leased asset (typically leasehold dilapidations).

Subsequent to initial measurement, right-of-use assets recognised on leasehold land are stated at their fair value, based on periodic, but at least triennial valuations, by external independent valuers, less subsequent amortisation. Any accumulated amortisation at the date of revaluation is eliminated against the gross carrying amount of the assets and the net amount is restated to the revalued amount of the assets.

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

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

The estimate useful life of the right of use asset are:

	Years
Leasehold land	54
Gym Equipment	6
TV Sets	3
Motor Vehicles	5 - 6

When the Group and the Company revise their estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted at the same discount rate that applied on lease commencement. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term.

When the Group and the Company renegotiate the contractual terms of a lease with the lessor, the accounting depends on the nature of the modification:
- if the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease in accordance with the above policy.
- in all other cases where the renegotiated increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount.
- if the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial of full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date. The right-of-use asset is adjusted by the same amount.

For contracts that both convey a right to the Group and the Company to use an identified asset and require services to be provided to the Group and the Company by the lessor, the Group and the Company have elected to account for the entire contract as a lease, i.e. it does allocate any amount of the contractual payments to, and account separately for, any services provided by the supplier as part of the contract.

Payments associated with short-term leases and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss.

Variable rents that do not depend on an index or rate are not included in the measurement the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line "Other expenses" in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.9 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalised until such time as the assets are substantially ready for their intended use or sale. Other borrowing costs are expensed.

3.10 Current and deferred income tax

The tax expense comprises current and deferred income tax, and the Corporate Social Responsibility Tax ("CSR Tax"). Tax is recognised in profit or loss, except to the extent that it relates to items recognised directly in other comprehensive income or equity. In this case, the tax is also recognised directly in other comprehensive income or equity respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. The directors periodically evaluate positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. They establish provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, 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, the deferred income tax is not accounted if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

3.11 Inventories

Inventories are valued at the lower of cost and net realisable value. Cost is determined by using the weighted average method. Net realisable value is the estimate of the selling price in the ordinary course of business, less selling expenses.

3.12 Share capital

Ordinary shares are classified as equity.

3.13 Capital contribution

Capital contribution from shareholder is classified as equity.

3.14 Retirement benefit obligations

(i) ***Defined benefit plans***

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 age, years of service and compensation.

The liability recognised in the statement 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 and accumulated under actuarial gain/loss. 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 benefit 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.

(ii) ***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 2019 is calculated by a qualified actuary and provided for.

3.15 Foreign currencies

(i) ***Functional and presentation currency***

The individual financial statements of each entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each entity are expressed in Mauritian rupees, which is the presentation currency for the consolidated financial statements.

(ii) ***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.

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.16 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.

An impairment loss is recognised for the amount by which the carrying amount of the asset exceeds its recoverable amount which 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 level for which there are separately identifiable cash flows (cash-generating units).

3.17 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. Where 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).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

3.18 Related party transactions

Parties are considered to be related to the Company if they have the ability directly or indirectly, to control the Company or exercise significant influence over the Company in making financial and operating decisions, or where the Company is subject to common significant influence. Related parties may be individuals or other entities.

3.19 Preference Shares

Preference shares are classified as equity if they are non-redeemable and any dividends are discretionary, or are redeemable but only at the group's option. Dividends on preference share capital classified as equity are reocgnised as distributions within equity.

In order to calculate earnings attributable to ordinary shareholders, the amount of prefrences dividends for cumulative preferences shares required for that period, whether or not declared, is deducted from profit attributable to equity holders in determining earnings per ordinary shares.

The amount of preference dividends for the period used to calculate earnings per ordinary share does not include the amount of any dividends fro cumulative preference shares paid or declared during the current period in respect of previous periods.

Preference share capital is classified as a liability if it is redeemable on a specific or at the option of the shareholders not discretionary. Dividends thereon are recognised in accordance with the group's dividend policy.

3.20 Revenue recognition

(a) ***Revenue from contracts with customers***

Performance obligations and timing of revenue recognition
Revenue derived from selling goods is recognised when control of the goods has transferred to the customer. This is generally when the goods are delivered to the customer. There is limited judgement needed in identifying the point control passes; once customer spent each day at the hotel and physical delivery of the food and beverage has occurred and services rendered, the Group and the Company have a present right to payment (as a single payment on delivery) and retains none of the significant risks and rewards of the goods in question.

Rooms are sold on half board, full board or all-inclusive basis and room revenue is recognised upon check-in on a daily basis. Room revenue is recognised over time of the contract for each day the customer stays in the hotel.

Food and beverages revenue is recognised at a point in time on consumption by customer. F&B revenue is recognised daily upon check-in alongside the room revenue. Direct sales are recognised upon consumption. F&B revenue also includes direct sales at the restaurants or bars and is recognised upon consumption.

Wellness, laundry and telephone revenue are recognised at point in time when the services are delivered to customer.

Determining the transaction price
Revenue is derived from fixed price contracts and therefore the amount of revenue to be earned from each contract is determined by reference to those fixed prices.

Allocating amounts to performance obligations
There is a fixed unit price for rental of room and each product sold, with reductions given for bulk orders placed at a specific time. Therefore, there is no judgement involved in allocating the contract price to rent of room (it is the total contract price divided by the number of days agreed) and to each unit ordered in such contracts.

Practical Exemptions
The Group and the Company has taken advantage of the practical exemptions:
- not to account for significant financing components where the time difference between receiving consideration and transferring control of goods (or services) to its customer is one year or less; and
- expense the incremental costs of obtaining a contract when the amortisation period of the asset otherwise recognised would have been one year or less.

(b) ***Other revenues earned by the Group/Company are recognised on the following bases:***

- Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).
- Dividend income - when the shareholder's right to receive payment is established.

3.21 Segment reporting

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

3.22 Convertible Bonds

Convertible bonds, that are convertible at a fixed amount of cash for a fixed number of equity shares, are classified as equity on initial recognition based on the subscription proceeds received, net of transaction costs, and is not subsequently remeasured.

4. FINANCIAL RISK MANAGEMENT

4.1 Financial Risk Factors

The Group's and the Company's activities expose it to a variety of financial risk factors, including:
- Market risk (including currency risk, cash flow and fair value interest rate risk);
- Credit risk; and
- Liquidity risk.

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

Categories of financial instruments

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
Financial assets at amortised cost				
Cash in hand and at bank	**32,925**	63,697	**26,595**	40,637
Trade receivables	**190,329**	157,886	**133,611**	112,400
Financial assets at amortised cost	**697,952**	354,918	**683,325**	358,412
	921,206	576,501	**843,531**	511,449
Financial assets at fair value through other comprehensive income	**47**	47	**47**	47
	921,253	576,548	**843,578**	511,496
Financial liabilities at amortised cost				
Trade and other payables	**88,167**	85,087	**225,494**	139,487
Borrowings	**1,563,793**	1,549,016	**1,552,215**	1,530,289
Lease liabilities	**246,215**	243,931	**170,988**	168,323
	1,898,175	1,878,034	**1,948,697**	1,838,099

(a) Market risk

(i) ***Currency risk***

The Group and the Company market their hotels internationally. The principal source of its revenue is from Europe, South Africa and Reunion Island. The Group and the Company are therefore exposed to foreign exchange risk in currencies such as the Euro, GB Pounds and USD. During the year ended December 31, 2023, approximately 59% (2022: 51%) of the Group's and 57% (2022: 48%) of the Company's revenue was generated in Euro. The currency exposure is managed primarily through borrowings of 30% (2022: 28%) for the Group and 30% (2022: 29%) for the Company at December 31, 2023 denominated in Euro.

The profile of foreign currency assets and liabilities is disclosed in note 31 to the financial statements. Management has set up a policy to require the group companies to manage their foreign exchange risk exposure.

THE GROUP
At December 31, 2023, if the rupee had weakened/strengthened by 5% against the Euro/GB pound with all other variables held constant, post-tax result for the year would have been Rs 8.113 million higher/lower (2022: Rs 6.993 million higher/lower), mainly as a result of foreign exchange losses/gains on translation of Euro/GB pound denominated trade receivables, cash and cash equivalent and borrowings.

THE COMPANY
At December 31, 2023, if the rupee had weakened/strengthened by 5% against the Euro/GB Pound with all other variables held constant, post-tax result for the year would have been Rs 5.999 million higher/lower (2022: Rs 8.613 million higher/lower), mainly as a result of foreign exchange losses/gains on translation of Euro/GB Pound denominated trade receivables, cash and cash equivalents and borrowings.

(ii) ***Cash flow and fair value interest rate risk***

Interest rate risk management

The Group and the Company are exposed to interest rate risk because they borrow and lend funds at both fixed and floating interest rates. The risk is managed by the Group and the Company by maintaining an appropriate mix between fixed and floating rate borrowings.

The Group's and the Company's exposures to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section of this note.

Risks arising from the interest rate benchmark reform

The following are the key risks for the Group and the Company arising from the transition.

Liquidity risk: There are fundamental differences between LIBORs and the various alternative benchmark rates which the Group and the Company will be adopting. LIBORs are forward-looking term rates published for a period (e.g. 3 months) at the beginning of that period and include an inter-bank credit spread, whereas alternative benchmark rates are typically risk-free overnight rates published at the end of the overnight period with no embedded credit spread. These differences will result in additional uncertainty regarding floating rate interest payments which will require additional liquidity management. The Group's and the Company's liquidity risk management policy has been updated to ensure sufficient liquid resources to accommodate unexpected increases in overnight rates.

Accounting: If transition to alternative benchmark rates for certain contracts is finalised in a manner that does not permit the application of the reliefs introduced in the Phase 2 amendments, this could lead to volatility in the profit or loss if non-derivative financial instruments are modified or derecognised. The Group and the Company are aiming to agree changes to contracts that would allow IFRS 9 reliefs to apply.

Litigation risk: If no agreement is reached to implement the interest rate benchmark reform on existing contracts, (e.g. arising from differing interpretation of existing fallback terms), there is a risk of prolonged disputes with counterparties which could give rise to additional legal and other costs.

The Group and the Company will have to working closely with all counterparties to avoid this from occurring.

Operational risk: Our current treasury management system will be undergoing upgrades to fully manage the transition to alternative benchmark rates and there will be a risk that such upgrades are not fully functional in time, resulting in additional manual procedures which may give rise to operational risks. The Group and the Company will be working closely with their system provider to ensure the relevant updates are made in good time and the Company and the Group will put plans in place for alternative manual procedures with relevant controls to address any potential delay.

Progress towards implementation of alternative benchmark interest rates

Non-derivative financial liabilities

All newly transacted floating rate financial assets and liabilities are linked to an alternative benchmark rate, such as SONIA or SOFR or if, linked to LIBOR, include detailed fallback clauses clearly referencing the alternative benchmark rate and the trigger event on which the clause is activated.

The Group's and the Company's IBOR exposures to non-derivative financial liabilities as at 31 December 2023 and 31 December 2022 were borrowings indexed to EURIBOR. The Group and the Company are yet to modify their floating-rate liabilities indexed to EURIBOR to €STR. The calculation methodology of Euribor changed during 2019. In July 2019, the Belgian Financial Services and Markets Authority granted authorisation with respect to Euribor under the *European Union Benchmarks Regulation* to allow market participants to continue to use Euribor for both existing and new contracts. The Group and the Company expect that Euribor will continue to exist as a benchmark rate for the foreseeable future.

4. FINANCIAL RISK MANAGEMENT (CONT'D)

(a) Market risk (cont'd)

*(ii) **Cash flow and fair value interest rate risk (cont'd)***

Progress towards implementation of alternative benchmark interest rates (cont'd)

Non-derivative financial liabilities (cont'd)

The facility agreement has a fallback clause which will automatically switch the instrument from EURIBOR to €STR as and when EURIBOR ceases.

The Group and the Company monitor the progress of transition from IBORs to new benchmark rates by reviewing the total amounts of contracts that have yet to transition to an alternative benchmark rate and the amounts of such contracts that include an appropriate fallback clause. The Group and the Company consider that a contract is not yet transitioned to an alternative benchmark rate when interest under the contract is indexed to a benchmark rate that is still subject to IBOR reform, even if they include a fallback clause that deals with the cessation of the existing IBOR (referred to as an 'unreformed contract').

The following table shows the total amounts of unreformed contracts as at 1 January 2023 and at 31 December 2023. The amounts of financial assets and financial liabilities are shown at their carrying amounts and derivatives are shown at their notional amounts.

Non-derivative financial instrument prior to transition 31 December 2023	Maturing in	Hedge accounting	EURIBOR Total amount of unreformed contracts	EURIBOR Amount with appropriate fallback clause
			Rs'000	Rs'000
Financial liabilities Bank borrowings linked to EURIBOR	14 June 2024/14 June 25	N/A	464,467	0

As the Group and the Company have no significant interest-bearing assets, the Group's and the Company's income and operating cash flows are substantially independent of changes in market interest rates. The Group's and the Company's interest-rate risk arises from borrowings. Borrowings issued at variable rates expose the Group and the Company to cash flow interest-rate risk. Borrowings issued at fixed rates expose the Group and the Company to fair value interest-rate risk. The Group's borrowings as shown in the financial statements are exposed to interest rate risks as it borrows mainly at variable rates.

The Group and the Company manage their interest rate risk by close market monitoring.

THE GROUP
At December 31, 2023, if the interest rates on rupee-denominated borrowings had been 50 basis point higher/lower with all other variables held constant, post tax result for the year would have been Rs 3.482 million lower/higher (2022: Rs 2.849 million higher/lower), mainly as a result of higher/lower interest expense on floating rate borrowings.

At December 31, 2023, if the interest on Euro-denominated borrowings had been 50 basis point higher/lower with all variables held constant, post-tax result for the year would have been Rs 2.031 million higher/lower (2022: Rs 1.900 million higher/lower), mainly as a result of higher/lower interest expense on floating rate borrowings.

THE COMPANY
At December 31, 2023, if the interest rates on rupee-denominated borrowings had been 50 basis point higher/lower with all other variables held constant, post-tax result for the year would have been Rs 3.477 million (2022: Rs 2.823 million) lower/higher, mainly as a result of higher/lower interest expense on floating rate borrowings.

At December 31, 2023, if the interest on Euro-denominated borrowings had been 50 basis point higher/lower with all variables held constant, post-tax result for the year would have been Rs 2.031 million lower/higher (2022: 1.900 million higher/lower), mainly as a result of higher/lower interest expense on floating rate borrowings.

(b) Credit risk

Credit risk arises from balances with bank, deposits with banks and financial institutions, as well as credit exposures to customers, including outstanding receivables. Credit risk is managed at the Group level. For banks and financial institutions, only independently rated parties are accepted.

Risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by the board. The compliance with credit limits by customers is regularly monitored by line management.

The Group and the Company have no major concentration of credit risks and exposure is spread over a large number of tour operators.

The table below shows the percentage balances of its major counterparties at the end of the reporting period:

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	%	%	**%**	%
12 major counterparties	**54**	53	**53**	53
Others	**46**	47	**47**	47
	100	100	**100**	100

In accordance with the Group's policy, close monitoring is carried out on all trade receivables and in appropriate cases, prepayments are required prior to the arrival of guests.

(c) Liquidity risk

Liquidity risk is the risk that the Group and the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivery of cash or another financial asset.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, and the availability of funding through an adequate amount of committed credit facilities. The Group and the Company aim at flexibility in funding by keeping committed credit lines available.

4. FINANCIAL RISK MANAGEMENT (CONT'D)

(c) Liquidity risk (cont'd)

The tables below analyses the Group's and the Company's non-derivative 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 December 31, 2023					
Trade and other payables	**85,517**	**-**	**-**	**-**	**85,517**
Bank loans	**45,530**	**27,000**	**74,250**	**-**	**146,780**
Secured fixed and floating rate notes	**308,442**	**402,330**	**246,754**	**297,718**	**1,255,244**
Preference shares	**43,750**	**9,375**	**108,644**	**-**	**161,769**
Lease liabilities	**25,274**	**21,521**	**64,562**	**134,858**	**246,215**
At December 31, 2022					
Trade and other payables	80,496	-	-	-	80,496
Bank loans	23,550	40,904	81,000	20,250	165,704
Secured fixed and floating rate notes	-	293,244	640,482	297,556	1,231,282
Preference shares	26,250	17,500	108,280	-	152,030
Lease liabilities	22,293	21,924	64,563	135,151	243,931

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 December 31, 2023					
Trade and other payables	**223,169**	**-**	**-**	**-**	**223,169**
Bank loans	**33,952**	**27,000**	**74,250**	**-**	**135,202**
Secured fixed and floating rate notes	**308,442**	**402,330**	**246,754**	**297,718**	**1,255,244**
Preference shares	**43,750**	**9,375**	**108,644**	**-**	**161,769**
Lease liabilities	**18,430**	**14,857**	**44,570**	**93,131**	**170,988**
At December 31, 2022					
Trade and other payables	136,112	-	-	-	136,112
Bank loans	11,775	33,952	81,000	20,250	146,977
Secured fixed and floating rate notes	-	293,244	640,482	297,556	1,231,282
Preference shares	26,250	17,500	108,280	-	152,030
Lease liabilities	15,373	15,080	44,570	93,300	168,323

4.2 Fair value of financial instruments

Classes and categories of financial instruments and their fair values

The following table combines information about:

- classes of financial instruments based on their nature and characteristics;
- the carrying amounts of financial instruments;
- fair values of financial instruments (except financial instruments when carrying amount approximates their fair value); and
- fair value hierarchy levels of financial assets and financial liabilities for which fair value was disclosed.

Fair value hierarchy levels 1 to 3 are based on the degree to which the fair value is observable:

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value of the instruments classified as Level 1 was calculated using the quoted price (see note 11).

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 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. Instruments included in level 1 comprise primarily quoted equity investments classified as trading securities or financial assets at fair value through OCI.

If fair value is based on unobservable inputs, it is classified as level 3.

The nominal value 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 cash flows at the current market interest rate that is available to the Group for similar financial instruments.

4. FINANCIAL RISK MANAGEMENT (CONT'D)

4.3 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.

Consistently 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 to 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. share capital, retained earnings and other reserves).

During 2023, the Group's strategy, which was unchanged from 2022, was to maintain the debt-to-adjusted capital ratio at the lowest level in order to secure access to finance at a reasonable cost. The debt-to-adjusted capital ratios at December 31, 2023 and at December 31, 2022 were as follows:

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
Lease liabilities (note 7)	**246,215**	243,931	**170,988**	168,323
Borrowings (note 20)	**1,563,793**	1,549,016	**1,552,215**	1,530,289
Total debt	**1,810,008**	1,792,947	**1,723,203**	1,698,612
Less: cash in hand and at bank (note 30(d))	**(32,925)**	(63,697)	**(26,595)**	(40,637)
Net debt	**1,777,083**	1,729,250	**1,696,608**	1,657,975
Total equity	**1,662,042**	1,499,695	**1,461,050**	1,366,552
Debt-to-adjusted capital ratio	**107%**	115%	**116%**	121%

The net debt to equity ratio changed from 115% in 2022 to 107% in 2023 and from 121% in 2022 to 116% in 2023 for the Group and the Company respectively.

There were no changes in the Group's and Company's approach to capital risk management during the year.

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements in accordance with IFRS requires the directors and management to exercise judgement in the process of applying the accounting policies. It also requires the use of accounting estimates and assumptions that may affect the reported amounts and disclosures in the financial statements. Judgements and estimates are continuously evaluated and are based on historical experience and other factors, including expectations and assumptions concerning future events that are believed to be reasonable under the circumstances. The actual results could, by definition therefore, often differ from the related accounting estimates.

Where applicable, the notes to the financial statements set out areas where management has applied a higher degree of judgement that have a significant effect on the amounts recognised in the financial statements, or estimations and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

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

5.1 Critical accounting judgements

In the process of applying the Group's and the Company's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

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.

Determination of lease term

In determining the lease term, management considers all fact and circumtances that create an economic incentive to execise an extension option, or not to exercise a termination option. Extension options or periods after termination options are included in the lease term if the lease is reasonable certain to be extended or not terminated. There has been no exclusion of future cash outflows from the lease liability because it is reasonably certain that the leases will be extended.

The assessment is reviewed if a significant event or a significant change in circumtances occurs which affects this assessment and that is within the control of the lessee. During the current financial year, there was no revision of lease terms.

Determination of functional currency of the group entities

As described in Note 3.15(i), the determination of the functional currency of each group entity is critical since the way in which every transaction is recorded and whether exchange differences arise are dependent on the functional currency selected. In making this judgement, the directors and management have considered the currencies in which revenue is received, the currency of the country whose competitive forces and regulations matter, the currencies in which labour, material and other costs are settled, the currencies in which the funds from financing activities are generated and the currency in which receipts from operating activities are usually retained. The directors and management have determined that the functional currency of the Company as well as that of the subsidiaries is the Mauritian rupee.

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

5.1 Critical accounting judgements (Cont'd)

Deferred tax asset

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The outcome of their actual utilisation may be different.

5.2 Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below:

Pension benefits

The present value of the pension obligations depend 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 liability.

Other key assumptions for pension obligations are based in part on current market conditions. Additional information is disclosed in note 21.

Impairment of financial assets

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Revaluation of property, plant and equipment and right-of-use assets

The Group measures leasehold land and buildings on leasehold land at revalued amounts with changes in fair value being recognised in other comprehensive income. The Group has engaged valuation specialists to determine fair value during the year ended December 31, 2023. The Directors are of the opinion that the fair value at December 31, 2023 is not materially different to the last valuation performed by the valuation specialists.

Impairment of investment in subsidiaries

Determining whether investments in subsidiaires are impaired requires an estimate of the value in use of the investments. In considering the value in use, the directors have taken into consideration the audited financial statements, management accounts and expected future results of the subsidiaries. The actual results could, however, differ from estimate.

6. PROPERTY, PLANT AND EQUIPMENT

	Buildings on leasehold land Rs'000	Improvement to building Rs'000	Furniture & fittings Rs'000	Plant and equipment Rs'000	Other small equipment Rs'000	Motor vehicles Rs'000	Total Rs'000
THE GROUP							
COST/VALUATION							
At January 1, 2023	1,779,655	4,912	228,829	109,538	20,709	3,078	2,146,721
Additions	7,892	68	2,428	3,423	-	-	13,811
At December 31, 2023	**1,787,547**	**4,980**	**231,257**	**112,961**	**20,709**	**3,078**	**2,160,532**
ACCUMULATED DEPRECIATION							
At January 1, 2023	59,809	2,145	107,865	80,424	20,193	1,984	272,420
Charge for the year	62,783	497	24,432	9,075	337	171	97,295
At December 31, 2023	**122,592**	**2,642**	**132,297**	**89,499**	**20,530**	**2,155**	**369,715**
NET BOOK VALUES							
At December 31, 2023	**1,664,955**	**2,338**	**98,960**	**23,462**	**179**	**923**	**1,790,817**

	Buildings on leasehold land Rs'000	Improvement to building Rs'000	Furniture & fittings Rs'000	Plant and equipment Rs'000	Other small equipment Rs'000	Motor vehicles Rs'000	Total Rs'000
THE GROUP							
COST/VALUATION							
At January 1, 2022	1,777,267	4,839	226,396	104,145	20,709	3,078	2,136,434
Additions	3,803	73	2,433	5,393	-	-	11,702
Disposals	(1,415)	-	-	-	-	-	(1,415)
At December 31, 2022	1,779,655	4,912	228,829	109,538	20,709	3,078	2,146,721
ACCUMULATED DEPRECIATION							
At January 1, 2022	-	1,651	83,738	71,454	16,701	1,813	175,357
Charge for the year	59,901	494	24,127	8,970	3,492	171	97,155
Disposals	(92)	-	-	-	-	-	(92)
At December 31, 2022	59,809	2,145	107,865	80,424	20,193	1,984	272,420
NET BOOK VALUES							
At December 31, 2022	1,719,846	2,767	120,964	29,114	516	1,094	1,874,301

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

	Buildings on leasehold land Rs'000	Improvement to building Rs'000	Furniture & fittings Rs'000	Plant and equipment Rs'000	Other small equipment Rs'000	Motor vehicles Rs'000	Total Rs'000
THE COMPANY							
COST/VALUATION							
At January 1, 2023	1,352,620	4,912	174,584	45,084	20,709	2,222	1,600,131
Additions	6,729	68	1,690	1,501	-	-	9,988
At December 31, 2023	**1,359,349**	**4,980**	**176,274**	**46,585**	**20,709**	**2,222**	**1,610,119**
ACCUMULATED DEPRECIATION							
At January 1, 2023	51,357	2,145	65,364	30,024	20,193	1,717	170,800
Charge for the year	54,440	497	18,893	2,986	336	-	77,152
At December 31, 2023	**105,797**	**2,642**	**84,257**	**33,010**	**20,529**	**1,717**	**247,952**
NET BOOK VALUES							
At December 31, 2023	**1,253,552**	**2,338**	**92,017**	**13,575**	**180**	**505**	**1,362,167**

	Buildings on leasehold land Rs'000	Improvement to building Rs'000	Furniture & fittings Rs'000	Plant and equipment Rs'000	Other small equipment Rs'000	Motor vehicles Rs'000	Total Rs'000
THE COMPANY							
COST/VALUATION							
At January 1, 2022	1,350,930	4,839	173,381	42,862	20,709	2,222	1,594,943
Additions	1,690	73	1,203	2,222	-	-	5,188
At December 31, 2022	1,352,620	4,912	174,584	45,084	20,709	2,222	1,600,131
ACCUMULATED DEPRECIATION							
At January 1, 2022	-	1,651	46,639	26,784	16,701	1,717	93,492
Charge for the year	51,357	494	18,725	3,240	3,492	-	77,308
At December 31, 2022	51,357	2,145	65,364	30,024	20,193	1,717	170,800
NET BOOK VALUES							
At December 31, 2022	1,301,263	2,767	109,220	15,060	516	505	1,429,331

Borrowings are secured by fixed and floating charges on the assets of the Group and the Company including property, plant and equipment.

The Group's and the Company's buildings on leasehold land were revalued during the year ended December 31, 2021 by Noor Dilmohamed & Associates, an Independent Certified Practising Valuer. The fair value of the buildings was determined using the sales comparison approach. The revaluation surplus net of applicable deferred income taxes was credited to revaluation surplus in shareholders' equity (note 19).

The following table show the fair value hierarchy / significant unobservable inputs used and the sensitivity of these inputs on the fair value:

	Fair value hierarchy	**Significant unobservable input**	**Range of unobservable input**
2021			
Buildings	Level 3	Price per Square meter	46,000 - 63,000

An increase in the price per square meter would result in an increase in fair value.

Details of the Group's and Company's buildings measured at fair value and information about the fair value hierarchy are as follows:

December 31, 2023	THE GROUP	THE COMPANY
	Level 3	Level 3
	Rs'000	Rs'000
Buildings on leasehold land	1,664,955	1,253,552

December 31, 2022	THE GROUP	THE COMPANY
	Level 3	Level 3
	Rs'000	Rs'000
Buildings on leasehold land	1,719,846	1,301,263

The fair value measurements of buildings using significant unobservable inputs are as follows:

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
Opening balance	**1,719,846**	1,777,267	**1,301,263**	1,350,930
Addition	**7,892**	3,803	**6,729**	1,690
Disposal	**-**	(1,323)	**-**	-
Depreciation	**(62,783)**	(59,901)	**(54,440)**	(51,357)
Closing balance	**1,664,955**	1,719,846	**1,253,552**	1,301,263

If the buildings were stated on the historical cost basis, the amount would be as follows:

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
Cost	**1,493,252**	1,485,360	**1,173,503**	1,166,774
Accumulated depreciation	**(361,249)**	(303,687)	**(304,416)**	(252,774)
Net book value	**1,132,003**	1,181,673	**869,087**	914,000

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

The directors have reviewed the carrying values of property, plant and equipment and are of the opinion that at the end of the reporting period, the carrying values have not suffered any impairment.

Property, plant and equipment have been pledged to secure borrowings of the Group and the Company. The Group and the Company are not allowed to pledge these assets as security for other borrowings or to sell them to another entity.

7. RIGHT-OF-USE ASSETS

THE GROUP	Leasehold land Rs'000	Plant & equipment Rs'000	Motor vehicles Rs'000	Total Rs'000
COST/VALUATION				
At January 1 and at December 31, 2023	**1,060,276**	**8,917**	**3,934**	**1,073,127**
ACCUMULATED AMORTISATION				
At January 1, 2023	**22,221**	**7,455**	**2,571**	**32,247**
Charge for the year	**22,800**	**587**	**551**	**23,938**
At December 31, 2023	**45,021**	**8,042**	**3,122**	**56,185**
NET BOOK VALUES				
At December 31, 2023	**1,015,255**	**875**	**812**	**1,016,942**

	Leasehold land Rs'000	Plant & equipment Rs'000	Motor vehicles Rs'000	Total Rs'000
COST/VALUATION				
At January 1, 2022	1,055,483	8,917	3,934	1,068,334
Remeasurement	4,793	-	-	4,793
At December 31, 2022	1,060,276	8,917	3,934	1,073,127
ACCUMULATED AMORTISATION				
At January 1, 2022	-	6,104	2,020	8,124
Charge for the year	22,221	1,351	551	24,123
At December 31, 2022	22,221	7,455	2,571	32,247
NET BOOK VALUES				
At December 31, 2022	1,038,055	1,462	1,363	1,040,880

The directors have reviewed the carrying value of right-of-use assets and are of the opinion that at the end of the reporting period, the carrying value have not suffered any impairment.

THE COMPANY

	Leasehold land Rs'000	Plant & equipment Rs'000	Motor vehicles Rs'000	Total Rs'000
COST/VALUATION				
At January 1 and at December 31, 2023	**717,635**	**6,776**	**3,934**	**728,345**
AMORTISATION				
At January 1, 2023	**14,838**	**6,413**	**2,572**	**23,823**
Charge for the year	**15,433**	**255**	**551**	**16,239**
At December 31, 2023	**30,271**	**6,668**	**3,123**	**40,062**
NET BOOK VALUES				
At December 31, 2023	**687,364**	**108**	**811**	**688,283**

	Leasehold land Rs'000	Plant & equipment Rs'000	Motor vehicles Rs'000	Total Rs'000
COST/VALUATION				
At January 1, 2022	712,070	6,776	3,934	722,780
Remeasurement	5,565	-	-	5,565
At December 31, 2022	717,635	6,776	3,934	728,345
AMORTISATION				
At January 1, 2022	-	5,394	2,021	7,415
Charge for the year	14,838	1,019	551	16,408
At December 31, 2022	14,838	6,413	2,572	23,823
NET BOOK VALUES				
At December 31, 2022	702,797	363	1,362	704,522

The directors have reviewed the carrying value of right-of-use assets and are of the opinion that at the end of the reporting period, the carrying value have not suffered any impairment.

Lease liabilities

	Leasehold land Rs'000	Plant & equipment Rs'000	Motor vehicles Rs'000	Total Rs'000
THE GROUP				
At January 1, 2022	238,143	2,527	851	241,521
Interest expense	23,172	92	49	23,313
Remeasurement	4,793	-	-	4,793
Lease payments	(23,352)	(1,610)	(734)	(25,696)
At December 31, 2022	242,756	1,009	166	243,931
Interest expense	21,226	39	13	21,278
Lease payments	(18,153)	(662)	(179)	(18,994)
At December 31, 2023	**245,829**	**386**	**-**	**246,215**

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

Lease liabilities (cont'd)

	2023	2022
	Rs'000	Rs'000
Analysed as follows:		
Non-current	220,941	221,608
Current	25,274	22,323
	246,215	243,931

	Leasehold land	Plant & equipment	Motor vehicles	Total
	Rs'000	Rs'000	Rs'000	Rs'000
THE COMPANY				
At January 1, 2022	162,054	1,498	1,020	164,572
Interest expense	16,652	49	50	16,751
Remeasurement	5,565	-	-	5,565
Lease payments	(16,687)	(1,143)	(735)	(18,565)
At December 31, 2022	167,584	404	335	168,323
Interest expense	14,688	18	13	14,719
Lease payments	(11,489)	(300)	(265)	(12,054)
At December 31, 2023	170,783	122	83	170,988

	2023	2022
	Rs'000	Rs'000
Analysed as follows:		
Non-current	152,558	152,919
Current	18,430	15,404
	170,988	168,323

	THE GROUP		THE COMPANY	
	2023	2022	2023	2022
	Rs'000	Rs'000	Rs'000	Rs'000
Maturity analysis				
Year 1	25,284	22,344	18,436	15,404
Year 2	21,521	21,934	14,857	15,086
Year 3	21,521	21,521	14,857	14,857
Year 4	21,521	21,521	14,857	14,857
Year 5	21,521	21,521	14,857	14,857
Onwards	860,846	882,366	594,272	609,129
	972,214	991,207	672,136	684,190
Less: unearned interest	(725,999)	(747,276)	(501,148)	(515,867)
	246,215	243,931	170,988	168,323

The Group's and the Company's leasehold land were revalued during the year ended December 31, 2021 by Noor Dilmohamed & Associates, an Independent Certified Practising Valuer. The revaluation surplus net of applicable deferred income taxes was credited to revaluation surplus in shareholders' equity (note 19).

The following table shows the fair value hierarchy / significant unobservable inputs used:

Significant unobservable valuation input:	Fair Value hierarchy	2023
		Rs'000
Price per arpent	Level 2	36,000

Significant increases/(decreases) in estimated price per arpent in isolation would result in a significantly higher/(lower) fair value.

Details of the Group's and Company's buildings measured at fair value and information about the fair value hierarchy are as follows:

December 31, 2023	THE GROUP	THE COMPANY
	Level 2	Level 2
	Rs'000	Rs'000
Leasehold land	**1,015,255**	**687,364**

December 31, 2022	THE GROUP	THE COMPANY
	Level 2	Level 2
	Rs'000	Rs'000
Leasehold land	1,038,055	702,797

The fair value of the leasehold land was derived using the sales comparison approach. Sales prices of comparable land in close proximity are adjusted for differences in key attributes such as property size. The most significant input into this valuation approach is price per arpent.

Nature of leasing activities (in the capacity as lessee)

The Group leases various portions of land from the Government of Mauritius on which the hotel complexes are constructed. The lease agreements expire on July 18, 2068. The lease contracts provide for payments to increase every three year by the cumulative inflation rate based on the Consumer Price Index (cpi) during the 3-year period, which shall not exceed 15.7625%.

The Group also leases certain items of plant and equipment and vehicles. Leases of plant, equipment and vehicles comprise only fixed payments over the lease terms. The lessee does not have an option to purchase the plant and equipment at expiry of the lease period but has options to purchase the vehicles for a nominal amount at the end of the lease term. The Group's and Company's obligations are secured by the lessors' title to the leased assets for such leases.

Variable lease payments

The percentages in the table below reflect the current proportions of lease payments that are either fixed or variable. The sensitivity reflects the impact on the carrying amount of lease liabilities and right-of-use assets if there was an uplift of 5% on the reporting date to lease payments that are variable.

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

December 31, 2023	Lease Contracts	Fixed payments	Variable payments	Sensitivity
	Number	%	%	Rs'000
THE GROUP				
Leases of land with payments linked to inflation	2	-	100%	12,291
Lease of plant and equipment	1	100%	-	-
Vehicle leases	1	100%	-	-
THE COMPANY				
Leases of land with payments linked to inflation	1	-	100%	8,539
Vehicle leases	1	100%	-	-

The breakdown of lease payments is as follows:

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
Fixed payments	**18,994**	25,696	**12,054**	18,565
Variable payments	**-**	-	**-**	-
Total payments	**18,994**	25,696	**12,054**	18,565

December 31, 2022	Lease Contracts	Fixed payments	Variable payments	Sensitivity
	Number	%	%	Rs'000
THE GROUP				
Leases of land with payments linked to inflation	2	-	100%	12,138
Lease of plant and equipment	1	100%	-	-
Vehicle leases	2	100%	-	-
THE COMPANY				
Leases of land with payments linked to inflation	1	-	100%	8,379
Vehicle leases	2	100%	-	-

There are no extension and termination options included in leases across the Group.

The Group and the Company did not provide residual value guarantees in relation to leases.

Borrowings are secured by fixed and floating charges on the assets of the Group including right-of-use assets.

The additions to right-of-use assets in 2022 for the Group and Company relates to remeasurement of lease payment adjustments in the current year due to CPI adjustment.

Amount recognised in Profit or Loss	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
Depreciation expense on right of use assets	**23,938**	24,123	**16,239**	16,408
Interest expense (included in finance cost)	**21,278**	23,313	**14,719**	16,751

The total cash outflows for leases in 2023 was Rs 18.994 million (2022: Rs 25.696 million) and Rs 12.054 million (2022: Rs 18.565 million) for the Group and the Company respectively.

Leasehold land payments

Amortisation charge of Rs 22.800 million (2022: Rs 22.221 million) for the Group has been included in administrative and other expenses.

8. INTANGIBLE ASSETS

	THE GROUP	
	2023	2022
	Rs'000	Rs'000
Computer software		
COST		
At January 1 and at December 31, 2023	**1,728**	1,728
ACCUMULATED AMORTISATION		
At January 1,	**1,629**	1,571
Charge for the year	**49**	58
At December 31,	**1,678**	1,629
NET BOOK VALUE		
At December 31,	**50**	99

The directors have reviewed the carrying values of intangible assets and are of the opinion that at the end of the reporting period, the carrying values have not suffered any impairment.

9. INVESTMENT IN SUBSIDIARY COMPANIES

	THE COMPANY	
	2023	2022
	Rs'000	Rs'000
At January 1, and December 31,	**644,286**	644,280

Details of the subsidiary companies are as follows:

Name	Country of incorporation and operation	Class of shares held	Year end	% holding Direct	Carrying Amount Rs'000	Main business
2023						
-Groupe Union Training Academy Ltd	**Mauritius**	**Ordinary**	**December 31,**	**100**	**31**	**Training**
-Southern Cross Management Co Ltd	**Mauritius**	**Ordinary**	**December 31,**	**100**	**10**	**Management services**
-Solana Beach Company Limited	**Mauritius**	**Ordinary**	**December 31,**	**100**	**644,245**	**Hotel operation**
					644,286	

10. INVESTMENT IN ASSOCIATE

THE GROUP	2023	2022
	Rs'000	Rs'000
Unquoted - Group share of net assets		
At January 1,	2,309	1,295
Share of profit after tax	768	1,014
Dividend received	(400)	-
At December 31,	2,677	2,309

THE COMPANY	2023	2022
	Rs'000	Rs'000
Unquoted - cost		
At January 1, and December 31,	1,220	1,220

The Company's interest in its principal associate, which is unlisted, and the results of which have been included in the consolidated financial statements, is as follows:

Name	Nature of business	Year end	Country of incorporation	Current assets	Non-current assets	Current liabilities	Non-current liabilities	Revenues	Profit	Proportion of direct ownership interest
				Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	%
2023										
Only Blue Ltd	**Catamaran trips**	**December 31,**	**Mauritius**	9,425	2,206	1,622	-	11,163	3,073	25%
2022										
Only Blue Ltd	Catamaran trips	December 31,	Mauritius	7,609	2,332	1,395	-	10,319	4,056	25%

Reconciliation of summarised financial position

Reconciliation of the above summarised financial information to the carrying amount recognised in the financial statements:

	THE GROUP	
	2023	2022
	Rs'000	Rs'000
Opening net assets	8,536	4,480
Profit for the year	3,073	4,056
Dividend	(1,600)	-
Closing net assets	10,009	8,536
Ownership interest	25%	25%
Interest in associate	2,502	2,134
Goodwill	175	175
Carrying value	2,677	2,309

11. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

Equity investments at fair value through other comprehensive income	THE GROUP AND THE COMPANY	
	2023	2022
	Rs'000	Rs'000
At January 1,	47	45
Change in fair value recognised in other comprehensive income (note 19(c))	-	2
At December 31,	47	47

Fair value through other comprehensive income financial assets include the following:

	THE GROUP AND THE COMPANY	
	2023	2022
	Rs'000	Rs'000
Quoted (level 1):		
SBM Holdings Ltd	45	45
Unquoted (level 3):		
Ecole du centre - cost	2	2
	47	47

Financial assets measured at fair value through other comprehensive income include the Group's equity investments not held for trading. The Group has made an irrevocable election to classify the equity investments at fair value through other comprehensive income rather than through profit or loss because this is considered to be more appropriate for these investments.

The fair value of quoted securities is based on published market prices. The fair value of the unquoted securities have been kept at cost given the amount is insignificant.

12. DEFERRED INCOME TAX

Deferred income tax is calculated on all temporary differences under the liability method at 17% (2022: 17%).

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

	THE GROUP		THE COMPANY	
	2023	2022	2023	2022
	Rs'000	Rs'000	Rs'000	Rs'000
Deferred tax assets	85,269	99,828	59,016	72,173
Deferred tax liabilities	(236,205)	(214,452)	(166,752)	(157,367)
	(150,936)	(114,624)	(107,736)	(85,194)

At the end of the reporting period, the Group and the Company had unused tax losses of Rs 202 million (2022: Rs 305 million) and Rs 137 million (2022: Rs 243 million) respectively which are available for offset against future profits. A deferred tax asset has been recognised in respect of such losses.

12. DEFERRED INCOME TAX (CONT'D)

The tax losses are available for set off against taxable profits of the Group and the Company as follows:

	THE GROUP	THE COMPANY
Up to year ending	Rs'000	Rs'000
31 December 2025	38,977	38,977
31 December 2026	63,937	63,937
Indefinitely	99,015	34,309
	201,929	**137,223**

The movement on the deferred income tax account is as follows:

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
At January 1,	**(114,624)**	(106,403)	**(85,194)**	(80,867)
Profit or loss (expense)/credit (note 28(b))	**(42,800)**	(6,519)	**(28,002)**	(2,043)
Other comprehensive income charge	**3,186**	(5,005)	**2,950**	(4,794)
Statement of changes in equity	**3,302**	3,303	**2,510**	2,510
At December 31,	**(150,936)**	(114,624)	**(107,736)**	(85,194)

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:

THE GROUP	Accelerated tax depreciation	Right-of-use assets	Total
	Rs'000	Rs'000	Rs'000
Deferred tax liabilities			
At January 1, 2022	49,673	180,131	229,804
Profit or loss (credit)/charge	(10,625)	(841)	(11,466)
Transfer	(979)	-	(979)
Statement of changes in equity	(476)	(2,431)	(2,907)
At December 31, 2022	37,593	176,859	214,452
Profit or loss charge/(credit)	28,142	(1,573)	26,569
Transfer	(1,514)	-	(1,514)
Credit to statement of changes in equity	(872)	(2,430)	(3,302)
At December 31, 2023	**63,349**	**172,856**	**236,205**

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:

THE GROUP	Accelerated tax depreciation	Tax losses	Retirement benefit obligations	Expected credit losses	Lease liabilities	Total
	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000
Deferred tax assets						
At January 1, 2022	-	69,950	8,726	3,871	40,854	123,401
Profit and loss credit	2,097	(19,614)	621	(1,780)	691	(17,985)
Transfer	(979)	-	-	-	-	(979)
Other comprehensive income charge	-	-	(5,005)	-	-	(5,005)
Credited to statement of changes in equity	396	-	-	-	-	396
At December 31, 2022	1,514	50,336	4,342	2,091	41,545	99,828
Profit and loss (charge)/credit	-	(16,008)	(460)	(60)	297	(16,231)
Transfer	(1,514)	-	-	-	-	(1,514)
Other comprehensive income charge	-	-	3,186	-	-	3,186
At December 31, 2023	**-**	**34,328**	**7,068**	**2,031**	**41,842**	**85,269**

THE COMPANY	Accelerated tax depreciation	Right-of-use assets	Total
	Rs'000	Rs'000	Rs'000
Deferred tax liabilities			
At January 1, 2022	48,695	121,612	170,307
Profit or loss (credit)/charge	(10,621)	191	(10,430)
Credit to statement of changes in equity	(476)	(2,034)	(2,510)
At December 31, 2022	37,598	119,769	157,367
Profit or loss charge/(credit)	12,620	(725)	11,895
Charge to statement of changes in equity	(476)	(2,034)	(2,510)
At December 31, 2023	**49,742**	**117,010**	**166,752**

	Tax losses	Retirement benefit obligations	Expected credit losses	Lease liabilities	Total
	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000
Deferred tax assets					
At January 1, 2022	52,160	6,724	2,752	27,804	89,440
Profit or loss (charge)/credit	(12,335)	553	(1,445)	754	(12,473)
Other comprehensive income charge	-	(4,794)	-	-	(4,794)
At December 31, 2022	39,825	2,483	1,307	28,558	72,173
Profit or loss (charge)/credit	(16,497)	(106)	-	496	(16,107)
Other comprehensive income charge	-	2,950	-	-	2,950
At December 31, 2023	**23,328**	**5,327**	**1,307**	**29,054**	**59,016**

13. INVENTORIES

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
Food and beverages	**12,897**	10,416	**7,987**	6,120
Consumables	**10,079**	12,323	**5,806**	7,938
	22,976	22,739	**13,793**	14,058

Inventory is accounted at cost. The cost of inventories expensed amounted to Rs 104.089 million (2022: Rs 83.744 million) for the Group and Rs 72.232 million (2022: Rs 58.018 million) for the Company.

Borrowings are secured by floating charges on the assets of the Group and the Company including inventories.

14. TRADE RECEIVABLES

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
Trade receivables	**202,271**	170,185	**141,296**	120,085
Loss allowances	**(11,942)**	(12,299)	**(7,685)**	(7,685)
Trade receivables - net	**190,329**	157,886	**133,611**	112,400

Impairment of trade receivables

The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

The expected loss rates are based on the credit sales over a period of three years before December 31, 2023 and the average historical credit losses experienced over this period. The historical loss rates are adjusted to reflect current and any forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

The Group and the Company writes off a trade receivable 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. None of the trade receivables that have been written off is subject to enforcement activities.

Trade receivables are not secured, non interest-bearing and are generally on 30 days term. Impairment of receivables have been assessed on an individual basis and also on a collective basis under the 'Expected Credit loss' model.
Ageing of past due but not impaired receivables at the reporting date was as follows:

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
More than 30 and less than 60 days	**66,904**	34,774	**51,646**	25,112
More than 60 and less than 90 days	**12,963**	15,538	**5,396**	10,096
More than 90 days	**16,103**	34,008	**8,465**	28,222
	95,970	84,320	**65,507**	63,430

The closing loss allowances for trade receivables as at December 31, 2023 reconcile to the opening loss allowances as follows:

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
At January 1,	**12,299**	22,772	**7,685**	16,190
Loss allowance recognised in profit or loss during the year	**98**	4,579	**98**	2,861
Receivables written off during the year as uncollectible	**(455)**	(15,052)	**(98)**	(11,366)
At December 31,	**11,942**	12,299	**7,685**	7,685

The carrying amounts of the Group's and Company's trade receivables are denominated in the following currencies:

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
Mauritian rupee	**51,318**	39,164	**33,461**	24,177
Euro	**103,290**	82,230	**79,278**	62,373
GBP	**34,260**	34,472	**20,872**	25,850
US Dollar	**1,461**	2,020	**-**	-
	190,329	157,886	**133,611**	112,400

The maximum exposure to credit risk at the reporting date is the fair value of the receivable mentioned above. The Group does not hold any collateral as security.

THE GROUP

At 31 December 2023	**0-30 Days**	**30 Days**	**60 Days**	**90 Days**	**+120 Days**	**Specific provision**	**Total**
Expected credit loss rate (%)	1.12% - 2.04%	1.82% - 3.82%	2.38% - 5.90%	2.79% - 8.57%	30.50% - 69.03%	30.50% - 69.03%	
Expected total gross carrying amount at default (Rs'000)	88,797	39,583	18,866	9,073	7,459	4,162	167,940
Lifetime ECL (Rs'000)	(1,584)	(1,309)	(913)	(694)	(3,280)	(4,162)	(11,942)

THE COMPANY

At 31 December 2023	**0-30 Days**	**30 Days**	**60 Days**	**90 Days**	**+120 Days**	**Specific provision**	**Total**
Expected credit loss rate (%)	2.04%	3.82%	5.90%	8.57%	69.03%	100.00%	
Expected total gross carrying amount at default (Rs'000)	63,997	29,384	13,168	7,633	2,608	2,025	118,815
Lifetime ECL (Rs'000)	(1,305)	(1,124)	(777)	(654)	(1,800)	(2,025)	(7,685)

15. FINANCIAL ASSETS AT AMORTISED COST

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
Non-current				
Fixed deposits	**123,605**	172,208	**123,605**	172,208
Current				
Fixed deposits	**334,864**	-	**334,864**	-
Receivable from related parties (note 32)	**239,483**	182,710	**224,856**	186,204
	574,347	182,710	**559,720**	186,204
Total financial assets at amortised cost	**697,952**	354,918	**683,325**	358,412

(a) *Fair values of financial assets at amortised cost*
Due to the short-term nature of the current receivables, their carrying amount are considered to be the same as their fair value.

(b) *Impairment and risk exposure*
Financial assets at amortised cost did not include any loss allowance at December 31, 2023 (2022: Nil). The Group and the Company have performed an impairment assessment for financial asset at amortised cost and the impairment loss is immaterial.

Financial assets at amortised cost are denominated in Mauritian rupee and in Euro. The company held fixed deposits at year end which are denominated in Euro.

(c) *Fixed deposits*
Fixed deposits, denominated in Euro, are held with a banking institution with maturity dates of May 31, 2024 and May 31, 2025 and carry fixed interest ranging from 1.4% to 3.6% per annum.

16. OTHER CURRENT ASSETS

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
Advanced receipts	**6,217**	1,586	**3,826**	1,067
Prepaid expenses	**2,580**	6,299	**1,242**	4,919
Deposits	**3,996**	2,284	**1,921**	1,559
TDS receivable	**106**	57	**19**	14
Other receivables (see note below)	**662**	2,303	**197**	300
	13,561	12,529	**7,205**	7,859

Other receivables

These amounts generally arise from transactions outside the usual operating activities of the Group. Collateral is not normally obtained.

Due to the short-term nature of the current receivables, their carrying amount are considered to be the same as their fair value.

17. STATED CAPITAL

	THE GROUP		THE COMPANY	
Issued shares	Number of shares (thousands)	Amount Rs'000	Number of shares (thousands)	Amount Rs'000
At January 1, 2023	125,645	253,186	125,645	253,186
Addition during the year	50,000	200,000	50,000	200,000
At December 31, 2023	**175,645**	**453,186**	**175,645**	**453,186**

Shares are issued at no par value and are fully paid. Fully paid ordinary shares carry one vote per share and carry a right to dividends.

18. CAPITAL CONTRIBUTION

	THE GROUP AND THE COMPANY	
	2023	2022
	Rs'000	Rs'000
At January 1,	**200,000**	93,500
Addition during the year	**-**	106,500
Capitalisation during the year	**(200,000)**	-
At December 31,	**-**	200,000

On December 22, 2023, the Company has obtained the approval of its shareholders to capitalise the shareholder's loan amounting to Rs 200 million granted by Compagnie de Beau Vallon Limitée (CBVL) into stated capital through the issue of 50 million additional ordinary shares of no par value to CBVL.

19. OTHER RESERVES

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
Revaluation surplus on:				
- property, plant and equipment (note 19(a))	**443,634**	447,892	**319,105**	321,427
- right-of-use assets (note 19(b))	**563,474**	575,342	**454,160**	464,094
Financial assets at FVOCI reserve (note 19(c))	**28**	28	**28**	28
Actuarial losses (note 19(d))	**16,192**	31,745	**11,458**	25,861
	1,023,328	1,055,007	**784,751**	811,410

(a) **Revaluation surplus on property, plant and equipment**

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
At January 1,	**447,892**	452,149	**321,427**	323,749
Revaluation surplus released	**(5,130)**	(5,129)	**(2,798)**	(2,798)
Tax charge on revaluation surplus released	**872**	872	**476**	476
At December 31,	**443,634**	447,892	**319,105**	321,427

The revaluation arises on the revaluation of building.

19. OTHER RESERVES (CONT'D)

(b) Revaluation surplus on right-of-use assets

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
At January 1,	**575,342**	587,209	**464,094**	474,028
Revaluation surplus released	**(14,298)**	(14,298)	**(11,968)**	(11,968)
Tax charge on revaluation surplus released	**2,430**	2,431	**2,034**	2,034
At December 31,	**563,474**	575,342	**454,160**	464,094

The revaluation arises on the revaluation of leasehold rights.

(c) Financial assets at FVOCI reserve

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
At January 1,	**28**	26	**28**	26
Change in fair value (note 11)	**-**	2	**-**	2
At December 31,	**28**	28	**28**	28

Financial assets at FVOCI reserve comprises fair value gains/losses arising on financial assets at fair value through other comprehensive income.

(d) Actuarial losses

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
At January 1,	**31,745**	7,309	**25,861**	2,457
Remeasurement of post employment benefit obligations	**(18,739)**	29,441	**(17,353)**	28,198
Deferred tax relating to remeasurement of post employment benefit obligations	**3,186**	(5,005)	**2,950**	(4,794)
At December 31,	**16,192**	31,745	**11,458**	25,861

The actuarial losses reserve represents the cumulative remeasurement of defined benefit obligation recognised.

20. BORROWINGS

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
Non-current				
Bank loans	**101,250**	142,154	**101,250**	135,202
Secured fixed and floating rate notes (Note (i))	**946,802**	1,231,282	**946,802**	1,231,282
Preference shares (Note (ii))	**118,019**	125,780	**118,019**	125,780
	1,166,071	1,499,216	**1,166,071**	1,492,264
Current				
Bank overdraft (Note 30(d))	**4,628**	-	**-**	-
Secured fixed and floating rate notes (Note (i))	**308,442**	-	**308,442**	-
Preference shares (Note (ii))	**43,750**	26,250	**43,750**	26,250
Bank loans	**40,902**	23,550	**33,952**	11,775
	397,722	49,800	**386,144**	38,025
Total borrowings	**1,563,793**	1,549,016	**1,552,215**	1,530,289

The borrowings include secured liabilities (secured fixed and floating rate notes, bank overdraft and bank loans) amounting to Rs 1,402.024 million (2022: Rs 1,396.986 million) for the Group and Rs 1,390.446 million (2022: Rs 1,378.259 million) for the Company. The bank borrowings are secured by floating charges on the assets of the Group including property, plant and equipment, right-of-use assets and inventories. The rate of interest on bank borrowings and preference shares vary between 1.5% and 8.05% (2022: 1.5% and 7.9%).

(i) Secured fixed and floating rate notes

	Interest	Maturity	THE GROUP AND THE COMPANY	
			2023	2022
			Rs'000	Rs'000
4-year notes (Euro)	EURIBOR (floored 0%) +4.30%	14-Jun-24	**308,442**	293,244
5-year notes (Euro)	EURIBOR (floored 0%) +4.50%	14-Jun-25	**156,025**	147,688
5-year notes (Mur)	6.00%	14-Jun-25	**246,305**	246,056
7-year notes (Mur)	Repo + 2.45%	14-Jun-27	**246,754**	246,738
10-year notes (Mur)	Repo + 3.15%	14-Jun-30	**297,718**	297,556
			1,255,244	1,231,282

The notes are secured by way of:

- a fixed charge on the property of the Company, a floating charge over all its assets, an assignment of the relevant leasehold rights in favour of the Noteholders' Representative and an assignment of the insurance proceeds on the property in favour of the Noteholders' Representative; and

- a fixed charge on the property of Solana Beach Company Limited, a floating charge over all its assets and an assignment of the relevant leasehold rights in favour of the Noteholders' Representative.

Interest is payable semi-annually in June and December.

- The Group has restructured its loans. On 25 July 2022, the Group has obtained the approval of the Noteholders of all tranches to revise the terms of the Notes (the "**New Terms**") pursuant to the listing particulars dated 20th July 2018 (the "**LP**"). The New Terms are set out in a Fourth Addendum to the LP dated 25th July 2022 (the "Fourth Addendum") and summarised as follows:

(i) Bullet repayment of a sum of Rs 150 million to all Noteholders in the proportions listed in the Fourth Addendum. This amount has been paid on 29 July 2022.
(ii) Rescheduling of the maturity dates of the remaining balance of Rs1,231,100,000 for repayment of capital by 2 years.
(iii) Increase in interest rates in the proportions detailed in the Fourth Addendum.

During the year 2022, the loan from SBM was also rescheduled with an additional moratorium on capital repayment being granted with the first capital repayment falling due on April 31, 2022. On 6 July 2022, SBM has granted the Company a further moratorium period on capital repayment, with the next capital repayment rescheduled for March 31, 2024.

The Group and the Company will use the practical expedient introduced by the Phase 2 amendments, which will allow the Group and the Company to change the basis for determining the contractual cash flows prospectively by revising the effective interest rate as mentioned in note 4, interest rate risk management.

20. BORROWINGS (CONT'D)

(ii) The preference shares

On November 6, 2019 ('Issue Date'), 125,000 non-convertible, redeemable, cumulative and non-voting preference shares of no par value ('Preference Shares') have been issued to one holder, by way of private placement, for an aggregate amount of Rs 125 million.

The preference shares:
- are subordinated to secured debt obligations of the Company, including the Notes;
- rank senior to ordinary shares issued by the Company; and
- rank pari passu without any preference among themselves.

Subject to the provisions of the Mauritius Companies Act 2001, the Company may, at its sole discretion, redeem the whole of the preferences shares:
- on the 5th anniversary of the Issue date by issuing a written redemption notice to the preference shareholder at least forty (40) business days prior to such anniversary date; or
- from the 5th anniversary of the Issue Date until its 7th anniversary, by issuing a written redemption notice to the preference shareholder at least forty (40) business days prior to the expected redemption date.

From the 7th anniversary of the Issue Date and subject to the provisions of the Mauritius Companies Act 2001, the preference shareholder may, at its sole discretion, require the Company to redeem all of its preference shares by issuing a written redemption notice to the Company at least forty (40) business days prior to the expected redemption date.

The sole holder of the Preference Shares shall receive an annual dividend of :

- Rs 70 per Preference Share for the period from the Issue Date up to the fifth (5th) anniversary of the Issue Date; and
- as from the fifth (5th) anniversary of the Issue Date and if the Preference Shares have not been redeemed or cancelled in accordance with the Preference Share Subscription Agreement, Rs 75 per Preference Share.

Save for class meetings, the holder of preference shares shall have no right to receive notice of, or attend to, or vote on shareholders matters pursuant to the Mauritius Companies Act 2001 at shareholders' meeting of the Company.

The preference shares shall not confer any right to participate in any distribution of the assets or capital of the Company, subject to the mandatory provisions applicable under Insolvency Proceedings.

The preference shares shall not confer on the preference shareholder any right to convert the preference shares into ordinary shares of the Company.

The preference shares have been classified as borrowings as they do not have all the features to be classified as an equity instrument under IFRS 32.16A.

(iii) The exposure of the Group's and the Company's borrowings and the contractual repricing dates are as follows:

	Within 1 year	1 - 5 years	Over 5 years	Total
THE GROUP	Rs'000	Rs'000	Rs'000	Rs'000
At December 31, 2023	**397,722**	**868,352**	**297,719**	**1,563,793**
At December 31, 2022	49,800	1,181,410	317,806	1,549,016
THE COMPANY				
At December 31, 2023	**386,144**	**868,352**	**297,719**	**1,552,215**
At December 31, 2022	38,025	1,174,458	317,806	1,530,289

The maturity of non-current borrowings is as follows:

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
After one year and before two years	**438,705**	351,648	**438,705**	344,696
After two years and before five years	**429,648**	829,762	**429,648**	829,762
Over five years	**297,718**	317,806	**297,718**	317,806
	1,166,071	1,499,216	**1,166,071**	1,492,264

Maturity of non-current borrowings can be further analysed as follows:

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
- After one year and before two years				
Preference shares	**9,375**	17,500	**9,375**	17,500
Bank loans	**27,000**	40,904	**27,000**	33,952
Secured fixed and floating rate notes	**402,330**	293,244	**402,330**	293,244
	438,705	351,648	**438,705**	344,696
- After two years and before five years				
Preference shares	**108,644**	108,280	**108,644**	108,280
Bank loans	**74,250**	81,000	**74,250**	81,000
Secured fixed and floating rate notes	**246,754**	640,482	**246,754**	640,482
	429,648	829,762	**429,648**	829,762
- After five years				
Preference shares	**-**	-	**-**	-
Bank loans	**-**	20,250	**-**	20,250
Secured fixed and floating rate notes	**297,718**	297,556	**297,718**	297,556
	297,718	317,806	**297,718**	317,806

(iv) The carrying amounts of the Group's and the Company's borrowings are denominated in the following currencies:

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
Mauritian rupee	**1,099,326**	1,108,084	**1,087,748**	1,089,357
Euro	**464,467**	440,932	**464,467**	440,932
	1,563,793	1,549,016	**1,552,215**	1,530,289

The carrying amounts of borrowings are not materially different from the fair value.

21. RETIREMENT BENEFIT OBLIGATIONS

Amount recognised in the statements of financial position as non-current liabilities:

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
Defined pension benefits (as per (a) below)	**19,703**	3,752	**19,349**	3,770
Other post retirement benefits (as per (b) below)	**21,872**	21,779	**11,984**	10,838
	41,575	25,531	**31,333**	14,608

21. RETIREMENT BENEFIT OBLIGATIONS (CONT'D)

Amount charged to profit or loss:

	THE GROUP		THE COMPANY	
	2023	2022	2023	2022
	Rs'000	Rs'000	Rs'000	Rs'000
Defined pension benefits (as per (a) below)	2,881	5,853	2,834	5,740
Other post retirement benefits (as per (b) below)	3,288	6,096	3,089	3,892
Total included in staff costs (note 27(b))	6,169	11,949	5,923	9,632

Amount credited to other comprehensive income:

	THE GROUP		THE COMPANY	
	2023	2022	2023	2022
	Rs'000	Rs'000	Rs'000	Rs'000
Defined pension benefits (as per (a) below)	17,324	(29,428)	16,922	(28,580)
Other post retirement benefits (as per (b) below)	1,415	(13)	431	382
	18,739	(29,441)	17,353	(28,198)

(a) **Defined pension benefits**

The Group operates a defined benefit pension. The plan is a final salary plan, which provides benefits to members in the form of a guaranteed level of pension payable for 5 years. The level of benefits provided depends on members' length of service and their salary in the final years leading up to retirement.

The assets of the fund are held independently and administered by Swan.

The most recent actuarial valuations of plan assets and the present value of the defined benefit obligations were carried out at December 31, 2023 by Aon Solutions 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.

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

	THE GROUP		THE COMPANY	
	2023	2022	2023	2022
	Rs'000	Rs'000	Rs'000	Rs'000
At January 1,	3,752	31,530	3,770	30,739
Amount recognised in profit or loss	2,881	5,853	2,834	5,740
Amount recognised in other comprehensive income	17,324	(29,428)	16,922	(28,580)
Contributions paid	(4,254)	(4,203)	(4,177)	(4,129)
At December 31,	19,703	3,752	19,349	3,770

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

	THE GROUP		THE COMPANY	
	2023	2022	2023	2022
	Rs'000	Rs'000	Rs'000	Rs'000
At January 1,	116,134	158,069	112,845	153,632
Current service cost	3,079	4,344	3,028	4,268
Past service cost	(275)	-	(275)	-
Interest expense	7,848	8,031	7,628	7,816
Employee contributions	476	464	467	456
Liability experience (gain)/loss	1,846	(1,954)	1,877	(1,970)
Liability gain due to change in financial assumptions	21,775	(25,510)	21,158	(24,517)
Liability gain due to change in demographic assumptions	-	(22,318)	-	(21,867)
Benefits paid	(2,424)	(4,992)	(2,408)	(4,973)
At December 31,	148,459	116,134	144,320	112,845

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

	THE GROUP		THE COMPANY	
	2023	2022	2023	2022
	Rs'000	Rs'000	Rs'000	Rs'000
At January 1,	112,382	126,539	109,075	122,893
Interest income	7,771	6,522	7,547	6,344
Employer contributions	4,254	4,203	4,177	4,129
Employee contributions	476	464	467	456
Benefits paid	(2,424)	(4,992)	(2,408)	(4,973)
Return on plan assets excluding interest income	6,297	(20,354)	6,113	(19,774)
At December 31,	128,756	112,382	124,971	109,075

The amounts recognised in profit or loss are as follows:

	THE GROUP		THE COMPANY	
	2023	2022	2023	2022
	Rs'000	Rs'000	Rs'000	Rs'000
Current service cost	3,079	4,344	3,028	4,268
Past service cost	(275)	-	(275)	-
Net interest on net defined benefit liabilities	77	1,509	81	1,472
Total	2,881	5,853	2,834	5,740

The amounts recognised in other comprehensive income are as follows:

	THE GROUP		THE COMPANY	
	2023	2022	2023	2022
	Rs'000	Rs'000	Rs'000	Rs'000
Return on plan assets below/(above) interest income	(6,297)	20,354	(6,113)	19,774
Liability experience (gain)/loss	1,846	(1,954)	1,877	(1,970)
Liability (gain)/loss due to change in demographic assumptions	-	(22,318)	-	(21,867)
Liability (gain)/loss due to change in financial assumptions	21,775	(25,510)	21,158	(24,517)
	17,324	(29,428)	16,922	(28,580)

21. RETIREMENT BENEFIT OBLIGATIONS (CONT'D)

The fair value of the plan assets at the end of the reporting period for each category are as follows:

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
Equity - local quoted	**42,489**	33,715	**41,240**	32,723
Equity - Overseas quoted	**38,627**	37,086	**37,491**	35,995
Debt - local unquoted	**24,464**	15,733	**23,744**	15,271
Debt - Overseas quoted	**18,026**	21,353	**17,496**	20,724
Cash and others	**5,150**	4,495	**5,000**	4,362
	128,756	112,382	**124,971**	109,075

Principal actuarial assumptions at end of period:

	THE GROUP AND THE COMPANY	
	2023	2022
	%	%
Discount rate	**5.50**	6.70
Future salary increases	**4.20**	5.3
Future pension increases	**-**	-
Average retirement age (ARA)	**65**	65

Sensitivity analysis on defined benefit obligations at end of the reporting date following movement in discount rate:

	2023		2022	
	1% Increase	**1% Decrease**	1% Increase	1% Decrease
	Rs'000	**Rs'000**	Rs'000	Rs'000
THE GROUP				
Impact on defined benefit obligations	**(22,775)**	**29,047**	(17,478)	22,183
THE COMPANY				
Impact on defined benefit obligations	**(22,102)**	**28,184**	(16,962)	21,524

The sensitivity above has been determined based on a method that extrapolates the impact on net defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The present value of the defined benefit obligation has been calculated using the projected unit credit method.

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

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

The defined benefit pension plan exposes the Group to actuarial risks such as investment risk, interest rate risk, longevity risk and salary risk.

Investment risk
The plan liability is calculated using a discount rate determined by reference to government bonds yield ; 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 rate 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
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.

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 below the assumed rate will decrease the liability.

The funding policy is to pay contributions to an external legal entity at the rate recommended by the entity's actuaries.

Expected contributions to post-employment benefit plans for the year ending December 31, 2024 are Rs 4.432 million for the Group and Rs 4.352 million for the Company.

The weighted average duration of the defined benefit obligation is between 17 years & 19 years at the end of the reporting period.

(b) **Other post retirement benefits**

Other post retirement benefits comprise mainly of gratuity on retirement payable under the Workers' Rights Act, 2019 and other benefits. The Company also operates a defined contribution scheme administered by Swan Pensions Ltd.

The most recent actuarial valuations of plan assets and the present value of the defined benefit obligations were carried out at December 31, 2023 by Aon Solutions 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.

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

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
At January 1,	**21,779**	19,801	**10,838**	8,812
Amount recognised in profit or loss	**3,288**	6,096	**3,089**	3,892
Amount recognised in other comprehensive income	**1,415**	(13)	**431**	382
Contributions paid	**(4,610)**	(4,105)	**(2,374)**	(2,248)
At December 31,	**21,872**	21,779	**11,984**	10,838

Reconciliation of fair value of plan assets :

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
Opening balance	**2,920**	-	**1,736**	-
Interest income	**308**	72	**180**	44
Employer contributions	**4,610**	4,105	**2,374**	2,248
Employee contributions	**-**	-	**-**	-
Benefits paid	**(1,190)**	(1,185)	**(433)**	(512)
Exchange differences	**-**	-	**-**	-
Effect of business combination/disposal	**-**	-	**-**	-
Return on plan assets excluding interest income	**(308)**	(72)	**(180)**	(44)
Closing balance	**6,340**	2,920	**3,677**	1,736

21. RETIREMENT BENEFIT OBLIGATIONS (CONT'D)

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

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
At January 1,	**24,699**	19,801	**12,574**	8,812
Current service cost	**4,171**	4,133	**2,732**	2,513
Past service cost	**(2,118)**	824	**(338)**	824
Interest expense	**1,543**	1,211	**875**	599
Liability experience gain	**1,692**	(493)	**849**	(513)
Liability loss due to change in financial assumption	**(585)**	1,896	**(598)**	1,490
Liability gain due to change in financial assumptions	**-**	(1,488)	**-**	(639)
Benefits paid	**(1,190)**	(1,185)	**(433)**	(512)
At December 31,	**28,212**	24,699	**15,661**	12,574

The amounts recognised in profit or loss are as follows:

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
Current service cost	**4,171**	4,133	**2,732**	2,513
Past service cost	**(2,118)**	824	**(338)**	824
Net interest on net defined benefit liabilities	**1,235**	1,139	**695**	555
Total	**3,288**	6,096	**3,089**	3,892

The amounts recognised in other comprehensive income are as follows:

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
Return on plan assets (above)/below interest income	**308**	72	**180**	44
Liability experience loss/(gain)	**1,692**	(493)	**849**	(513)
Liability gain due to change in financial assumptions	**(585)**	1,896	**(598)**	1,490
Liability (gain)/loss due to change in demographic assumptions	**-**	(1,488)	**-**	(639)
	1,415	(13)	**431**	382

Principal actuarial assumptions at end of period:

	THE GROUP AND THE COMPANY	
	2023	2022
	%	%
Discount rate	**5.50**	6.70
Future salary increases	**4.20**	5.3
Future pension increases	**-**	-
Average retirement age (ARA)	**65**	65

Sensitivity analysis on defined benefit obligations at end of the reporting date following movement in discount rate:

	2023		2022	
	1% Increase	**1% Decrease**	1% Increase	1% Decrease
	Rs'000	**Rs'000**	Rs'000	Rs'000
THE GROUP				
Impact on defined benefit obligations	**(4,387)**	**5,572**	(3,849)	4,913
THE COMPANY				
Impact on defined benefit obligations	**(2,856)**	**3,672**	(2,340)	3,048

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.

The sensitivity above has been determined based on a method that extrapolates the impact on net defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The present value of the defined benefit obligation has been calculated using the projected unit credit method.

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

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

The defined benefit pension plan exposes the Group to actuarial risks such as investment risk, interest rate risk, longevity risk and salary risk.

Investment risk
The plan liability is calculated using a discount rate determined by reference to government bonds yield ; 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 rate 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
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.

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 below the assumed rate will decrease the liability.

The funding policy is to pay contributions to an external legal entity at the rate recommended by the entity's actuaries.

Expected contributions to post-employment benefit plans for the year ending December 31, 2024 are Rs 3.426 million for the Group and Rs 2.087 million for the Company.

The weighted average duration of the defined benefit obligation is between 15 and 21 years at the end of the reporting period.

22. TRADE AND OTHER PAYABLES

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
Trade payables	**51,691**	51,721	**33,539**	38,818
Payables to related parties (note 32)	**6,608**	9,869	**168,652**	81,553
Accrued expenses	**8,365**	4,795	**7,390**	3,180
Interest on redeemable convertible bonds	**6,261**	6,261	**6,261**	6,261
VAT payable	**15,548**	11,521	**11,716**	8,313
Contract liabilities (note 22(a))	**2,652**	4,591	**2,323**	3,375
Capital expenditure for hotel renovation	**3,852**	4,140	**3,852**	4,140
Other payables	**8,738**	3,710	**3,477**	2,160
	103,715	96,608	**237,210**	147,800
(a) **Contract liabilities**				
At January 1,	**4,591**	6,896	**3,375**	6,384
Deposit received during the year	**27,744**	25,139	**27,655**	21,752
Amount release to profit or loss	**(29,683)**	(27,444)	**(28,707)**	(24,761)
At December 31,	**2,652**	4,591	**2,323**	3,375

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

23. REVENUE FROM CONTRACTS WITH CUSTOMERS

The following is an analysis of the Group's/Company's revenue for the year:

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
(a) Room revenue	**761,321**	508,984	**548,223**	361,287
Food and beverages	**319,943**	252,481	**216,725**	171,931
Wellness, laundry and telephone	**27,067**	21,676	**18,576**	14,622
	1,108,331	783,141	**783,524**	547,840
(b) Revenue from sales of goods	**319,943**	252,481	**216,725**	171,931
Revenue from rendering of services	**788,388**	530,660	**566,799**	375,909
	1,108,331	783,141	**783,524**	547,840
(c) Timing of revenue recognition				
At a point in time	**347,010**	274,157	**235,301**	186,553
Over time	**761,321**	508,984	**548,223**	361,287
	1,108,331	783,141	**783,524**	547,840

24. OTHER EXPENSES

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
Marketing expenses	**78,241**	43,443	**55,860**	30,001
Structure costs	**42,368**	47,427	**38,680**	31,541
Maintenance expenses	**40,202**	27,387	**23,491**	16,026
Sub-contractor costs	**1,261**	474	**1,261**	474
Security fees	**13,722**	12,708	**8,004**	7,440
Bank charges	**15,253**	9,683	**10,590**	6,263
Sundry expenses	**22,927**	8,038	**15,870**	15,527
	213,974	149,160	**153,756**	107,272

25. OTHER INCOME

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
Income from leisure activities	**2,498**	798	**2,222**	520
Rental income	**2,393**	1,780	**1,580**	1,114
Management income	**1,451**	1,063	**20,440**	14,055
Dividend income	**-**	-	**400**	-
Sundry income	**4,675**	3,589	**3,899**	3,042
Profit on disposal of property, plant and equipment	**-**	101	**-**	-
	11,017	7,331	**28,541**	18,731

26. FINANCE COSTS

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
Interest expense on:				
Bank loan	**10,695**	8,196	**10,494**	7,942
Secured fixed and floating rate notes	**88,834**	76,732	**88,834**	76,732
Preference shares	**9,739**	9,591	**9,739**	9,591
Leases (Note 7)	**21,278**	23,313	**14,719**	16,751
Bank overdraft	**1,521**	939	**1,430**	645
	132,067	118,771	**125,216**	111,661

27. DIRECT COSTS AND STAFF COSTS

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
(a) **Direct costs**				
Cost of inventories expensed (note 13)	**104,089**	83,744	**72,232**	58,018
Diesel and gas consumption	**12,767**	10,953	**6,167**	4,636
Electricity and water	**40,176**	31,815	**24,973**	20,341
Telephone and postage	**4,384**	3,943	**3,041**	2,742
Replacement costs	**13,012**	8,609	**9,803**	4,608
Entertainment	**8,840**	7,209	**4,720**	3,877
Printing and stationery	**3,872**	3,430	**2,256**	1,862
Subcontractor Cost	**14,071**	12,495	**8,934**	7,704
Laundry Cost	**15,272**	13,642	**10,601**	10,073
Overbooking	**24**	267	**237**	302
Other expenses	**17,745**	15,444	**11,911**	9,829
	234,252	191,551	**154,875**	123,992
(b) **Staff costs**				
Wages and salaries	**204,710**	181,499	**141,645**	124,542
Government wage assistance scheme	**-**	-	**-**	-
Social security costs	**6,839**	6,867	**4,649**	4,592
Pension costs - defined benefit plans (note 21)	**6,169**	11,949	**5,923**	9,632
	217,718	200,315	**152,217**	138,766

28. INCOME TAX EXPENSE/CREDIT

Income tax is calculated at the rate of 17% (2022: 17%) on profit/loss before income tax as adjusted for income tax purposes, and at also includes CSR which is calculated at 2% of the prior year's chargeable income.

(a) Amounts shown in statements of financial position are as follows:

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
At January 1,	-	-	-	-
Profit or loss charge/(credit)	-	-	-	-
Underprovision of income tax in previous year	-	-	-	-
Paid during the year	-	-	-	-
At December 31,	-	-	-	-

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
(b) Current tax on the adjusted profit for the year at 17% (2022: 17%)	-	-	-	-
Underprovision of income tax in previous year	-	-	-	-
	-	-	-	-
Deferred tax (note 12)	42,800	6,519	28,002	2,043
Tax charge	42,800	6,519	28,002	2,043

(c) <u>**Tax reconciliation**</u>

The tax on the loss before taxation differs from the theoretical amount that would arise using the basic tax rate as follows:

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
Profit before taxation	229,818	43,643	146,813	24,570
Tax calculated at a rate of 17% (2022: 17%)	39,069	7,419	24,958	4,177
Income not subject to tax	(3,007)	(7,484)	(2,887)	(5,036)
Expenses not deductible for tax purposes	7,605	19,039	6,754	13,536
Utilisation of tax losses not previously recognised	-	(18,974)	-	(12,677)
Deferred tax assets now (recognised)/reversed	(867)	6,519	(823)	2,043
Tax charge	42,800	6,519	28,002	2,043

29. EARNINGS PER SHARE

		THE GROUP	
		2023	2022
Profit attributable to equity holders of the parent	Rs'000	187,018	37,124
Number of ordinary shares		127,014,507	125,644,644
Basic earnings per share	Re./cs	1.47	0.30

Basic earnings per share is calculated by dividing profit for the year attributable to equity holders of the parent by the number of ordinary shares outstanding during the year.

Diluted earnings per share

		THE GROUP	
		2023	2022
Earnings			
Profit attributable to equity holders of the parent	Rs'000	187,018	37,124
Effect of dilutive potential ordinary shares			
Interest on convertible bonds		-	-
Earnings for the purposes of diluted earnings per share	Rs'000	187,018	37,124
Number of shares			
Weighted average number of ordinary shares for the purpose of basic earnings per share		127,014,507	125,644,644
Effect of dilutive potential ordinary shares			
Conversion of Bonds subscribed to date		97,222,222	75,418,569
Weighted average number of ordinary shares for the purpose of diluted earnings per share		224,238,752	201,063,213
Diluted earnings per share	Re./cs	0.83	0.18

30. NOTES TO THE STATEMENTS OF CASH FLOWS

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
(a) **Cash generated from operations**				
Profit before taxation	229,818	43,643	146,813	24,570
Adjustments for:				
Profit on disposal of property, plant and equipment	-	(101)	-	-
Depreciation on property, plant and equipment	97,295	97,155	77,152	77,308
Amortisation of right-of-use assets	23,938	24,123	16,239	16,408
Amortisation of intangible assets	49	58	-	-
Movement in provision for retirement benefit obligations benefit obligations	6,169	11,949	5,923	9,632
Dividend income	-	-	(400)	-
Interest income	(21,606)	(11,860)	(20,726)	(9,277)
Interest expense	132,067	118,771	125,216	111,661
Unrealised exchange losses/(gains)	6,036	(24,853)	8,837	(24,991)
Share of (profit)/loss from associate (note 10)	(768)	(1,014)	-	-
	472,998	257,871	359,054	205,311
Changes in working capital:				
Inventories	(237)	(6,180)	265	(2,725)
Trade receivables	(32,443)	(57,236)	(21,211)	(35,289)
Financial assets at amortised cost	5,712	(3,835)	(71,999)	(92,205)
Other current assets	(1,032)	(4,370)	654	(3,122)
Trade and other payables	7,107	31,767	89,410	95,173
Cash generated from operations	452,105	218,017	356,173	167,143

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

(b) Reconciliation of liabilities arising from financing activities

THE GROUP	Long term borrowings Rs'000	Preference shares Rs'000	Lease liabilities Rs'000	Total Rs'000
2023				
Opening balance	1,396,986	152,030	243,931	1,792,947
Cash flows	(23,551)	-	(916)	(24,467)
Interest paid	(99,693)	-	(18,078)	(117,771)
Non-cash changes:				
- Acquisition	-	-	-	-
- interest accrued	99,529	9,739	21,278	130,546
- foreign exchange movement	24,125	-	-	24,125
Closing balance	**1,397,396**	**161,769**	**246,215**	**1,805,380**
2022				
Opening balance	1,571,726	142,438	241,521	1,955,685
Cash flows	(159,145)	-	(2,383)	(161,528)
Interest paid	(65,720)	-	(23,308)	(89,028)
Non-cash changes:				
- Acquisition	-	-	5,565	5,565
- interest accrued	76,986	9,592	23,308	109,886
- variable lease adjustment	-	-	(772)	(772)
- foreign exchange movement	(26,861)	-	-	(26,861)
Closing balance	1,396,986	152,030	243,931	1,792,947

THE COMPANY	Long term borrowings Rs'000	Preference shares Rs'000	Lease liabilities Rs'000	Total Rs'000
2023				
Opening balance	1,378,259	152,030	168,323	1,698,612
Cash flows	(11,776)	-	2,665	(9,111)
Interest paid	(100,920)	-	(14,719)	(115,639)
Non-cash changes:				-
- Acquisition	-	-	-	-
- interest accrued	100,758	9,739	14,719	125,216
- foreign exchange movement	24,125	-	-	24,125
Closing balance	**1,390,446**	**161,769**	**170,988**	**1,723,203**
2022				
Opening balance	1,547,361	142,438	164,572	1,854,371
Cash flows	(153,507)	-	(1,814)	(155,321)
Interest paid	(65,466)	-	(16,746)	(82,212)
Non-cash changes:				
- Acquisition	-	-	5,565	5,565
- interest accrued	76,732	9,592	16,746	103,070
- foreign exchange movement	(26,861)	-	-	(26,861)
Closing balance	1,378,259	152,030	168,323	1,698,612

(c) Cash and cash equivalents

While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

Cash and cash equivalents and bank overdraft include the following for the purpose of the statements of cash flows:

	THE GROUP		THE COMPANY	
	2023 Rs'000	2022 Rs'000	**2023 Rs'000**	2022 Rs'000
Cash in hand and at bank	**32,925**	63,697	**26,595**	40,637
Bank overdraft (Note 20)	**(4,628)**	-	**-**	-
	28,297	63,697	**26,595**	40,637

31. CURRENCY PROFILE

The tables below summarise the Group's financial assets and liabilities currency profiles as at December 31, 2023 and December 31, 2022.

THE GROUP	MRU Rs'000	EURO Rs'000	GBP Rs'000	USD Rs'000	Total Rs'000
As at December 31, 2023					
Assets					
Cash in hand and at bank	**13,653**	**9,514**	**9,452**	**306**	**32,925**
Trade receivables	**39,046**	**113,155**	**36,127**	**2,001**	**190,329**
Financial assets at amortised cost	**239,483**	**458,469**	**-**	**-**	**697,952**
Financial assets at fair value through other comprehensive income	**47**	**-**	**-**	**-**	**47**
Total assets	**292,229**	**581,138**	**45,579**	**2,307**	**921,253**
Liabilities					
Trade and other payables	**103,715**	**-**	**-**	**-**	**103,715**
Borrowings	**1,099,326**	**464,467**	**-**	**-**	**1,563,793**
Lease liabilities	**246,215**	**-**	**-**	**-**	**246,215**
Total liabilities	**1,449,256**	**464,467**	**-**	**-**	**1,913,723**
Net (liabilities)/assets in statements of financial position	**(1,157,027)**	**116,671**	**45,579**	**2,307**	**(992,470)**

THE GROUP	MRU Rs'000	EURO Rs'000	GBP Rs'000	USD Rs'000	Total Rs'000
As at December 31, 2022					
Assets					
Cash in hand and at bank	52,845	8,570	1,880	402	63,697
Trade receivables	37,445	83,090	35,331	2,020	157,886
Financial assets at amortised cost	182,710	172,208	-	-	354,918
Financial assets at fair value through other comprehensive income	47	-	-	-	47
Total assets	273,047	263,868	37,211	2,422	576,548

31. CURRENCY PROFILE (CONT'D)

THE GROUP (CONT'D)

Liabilities	MRU	EURO	GBP	USD	Total
	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000
Trade and other payables	96,608	-	-	-	96,608
Borrowings	1,108,084	440,932	-	-	1,549,016
Lease liabilities	243,931	-	-	-	243,931
Total liabilities	1,448,623	440,932	-	-	1,889,555
Net (liabilities)/assets in statements of financial position	(1,175,576)	(177,064)	37,211	2,422	(1,313,007)

The tables below summarise the Company's financial assets and liabilities currency profiles as at December 31, 2023 and December 31, 2022.

THE COMPANY	MRU	EURO	GBP	USD	Total
	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000
As at December 31, 2023					
Assets					
Cash in hand and at bank	**12,186**	**6,821**	**7,282**	**306**	**26,595**
Trade receivables	**21,730**	**89,142**	**22,739**	-	**133,611**
Financial assets at amortised cost	**224,856**	**458,469**	-	-	**683,325**
Financial assets at fair value through other comprehensive income	**47**	-	-	-	**47**
Total assets	**258,819**	**554,432**	**30,021**	**306**	**843,578**
Liabilities					
Trade and other payables	**237,212**	-	-	-	**237,212**
Borrowings	**1,087,748**	**464,467**	-	-	**1,552,215**
Lease liabilities	**170,988**	-	-	-	**170,988**
Total liabilities	**1,495,948**	**464,467**			**1,960,415**
Net (liabilities)/assets in statements of			-	-	
financial position	**(1,237,129)**	**89,965**	**30,021**	**306**	**(1,116,837)**

THE COMPANY	MRU	EURO	GBP	USD	Total
	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000
As at December 31, 2022					
Assets					
Cash in hand and at bank	31,987	6,528	1,720	402	40,637
Trade receivables	24,177	62,373	25,850	-	112,400
Financial assets at amortised cost	186,204	172,208	-	-	358,412
Financial assets at fair value through other comprehensive income	47	-	-	-	47
Total assets	242,415	241,109	27,570	402	511,496

Liabilities	MRU	EURO	GBP	USD	Total
	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000
Trade and other payables	147,800	-	-	-	147,800
Borrowings	1,089,357	440,932	-	-	1,530,289
Lease liabilities	168,323	-	-	-	168,323
Total liabilities	1,405,480	440,932	-	-	1,846,412
Net (liabilities)/assets in statements of financial position	(1,163,065)	(199,823)	27,570	402	(1,334,916)

32. RELATED PARTY TRANSACTIONS

	Sales of goods or services	Purchases of goods or services	Management income	Management fees	Interest income	Amount owed by related parties	Amount owed to related parties
THE GROUP	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000
2023							
Ultimate holding company	**587**	**24,135**	-	**25,128**	**14,044**	**222,937**	**3,593**
Fellow subsidiaries	**7,788**	-	-	-	**41**	**14,868**	**646**
Associate	**5,466**	**3,253**	-	-	-	**1,678**	**2,369**
	13,841	**27,388**	-	**25,128**	**14,085**	**239,483**	**6,608**
2022							
Ultimate holding company	37	20,076	-	20,391	8,861	169,493	6,125
Fellow subsidiaries	2,641	953	-	-	2,527	12,494	1,529
Associate	2,845	4,928	-	-	-	723	2,215
	5,523	25,957	-	20,391	11,388	182,710	9,869
THE COMPANY							
2023							
Ultimate holding company	**563**	**23,602**	-	**25,128**	**13,164**	**207,762**	**3,403**
Subsidiary companies	**11**	**820**	**20,440**	-	-	**3,829**	**161,585**
Fellow subsidiaries	**7,788**	-	-	-	**41**	**11,587**	**1,296**
Associate	**5,466**	**3,253**	-	-	-	**1,678**	**2,368**
	13,828	**27,675**	**20,440**	**25,128**	**13,205**	**224,856**	**168,652**
2022							
Ultimate holding company	37	20,076	-	20,391	7,921	155,199	6,125
Subsidiary companies	54	2,189	14,055	-	-	23,273	71,575
Fellow subsidiaries	2,641	953	-	-	883	7,009	1,638
Associate	2,845	4,928	-	-	-	723	2,215
	5,577	28,146	14,055	20,391	8,804	186,204	81,553

The amounts outstanding are unsecured and will be settled in cash.

In 2023, the Company and the Group charged interest at the rate ranging between 6.10% and 6.20% on the amount receivable from its ultimate holding company and fellow subsidiaries (2022: between 4.80% and 6.10%).

32. RELATED PARTY TRANSACTIONS (CONT'D)

For the year ended 2023, the Group has not recorded any impairment of receivables relating to amounts owed by related parties (2022: Rs 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.

The bank borrowings of Beau Vallon Hospitality Ltd (formerly known as Southern Cross Tourist Co Limited) is secured by a fixed charge on the property of Solana Beach Company Limited (a wholly owned subsidiary).

Financing and investing activites with related parties have been disclosed in the Statements of Cash Flows.

Key management personnel compensation, including directors remuneration and benefits

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
Salaries and short term employee benefits	**16,728**	17,734	**16,237**	15,063
Post-employment benefits	**782**	1,050	**740**	805
	17,510	18,784	**16,977**	15,868

33. SEGMENT INFORMATION

Reportable segments are strategic business units that offer different products and services which comprise the hotel segment and the non-hotel segment.The non-hotel segment remains insignificant (i.e less than 5%) both in terms of revenue and trading results compared to the Group. The Directors therefore consider that there is no relevance in disclosing segmental information at this level.

The accounting policies of the operating segment are the same as those described in the summary of significant accounting policies. The Group evaluates performance on the basis of profit or loss from operations before tax expense.

	2023	2022
	Rs'000	Rs'000
Total segment revenues	**1,107,353**	780,895
Inter-segment revenues	**978**	2,246
Revenues from external customers	**1,108,331**	783,141
Earnings from operating activities	**442,289**	237,536
Earnings from operating activities	**442,289**	237,536
Other income	**11,017**	7,331
Finance income	**21,606**	11,860
Finance costs (note 26)	**(132,067)**	(118,771)
Net foreign exchange profit/(loss)	**7,487**	26,009
Profit on disposal of property, plant and equipment	**-**	-
Depreciation and amortisation	**(121,282)**	(121,336)
Share of results of associates (note 10)	**768**	1,014
Profit before taxation	**229,818**	43,643
Income tax charge	**(42,800)**	(6,519)
Profit for the year	**187,018**	37,124
Interest revenue	**21,606**	11,860
Interest expense	**(132,067)**	(118,771)
Net interest expense	**(110,461)**	(106,911)

	2023	2022
	Rs'000	Rs'000
Material items of income and expense:		
- Revenue from hotel keeping	**1,108,331**	783,141
- Consumables used	**(104,089)**	(83,744)
- Employee benefit expense	**(217,718)**	(200,315)
- Structure costs	**(42,368)**	(47,427)
- Marketing expenses	**(78,241)**	(43,443)
- Electricity and water	**(40,176)**	(31,815)
Investment in associates	**2,677**	2,309
Addition to non-current assets (other than financial instruments & deferred tax assets)	**13,811**	11,702
Depreciation (note 6)	**97,295**	97,155
Amortisation of rights-of-use assets (note 7)	**23,938**	24,123
Amortisation of intangible assets (note 8)	**49**	58
Segment assets	**3,768,276**	3,529,405
Segment liabilities	**(2,106,234)**	(2,029,710)

Geographical information

	Revenues from external customers		Non-current assets	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
Mauritius	**159,218**	149,666	**2,934,138**	3,089,844
France	**155,157**	77,437	**-**	-
Republic of South Africa	**141,528**	129,053	**-**	-
Reunion Island	**95,272**	35,130	**-**	-
United Kingdom	**96,898**	99,070	**-**	-
Germany	**89,341**	93,242	**-**	-
Switzerland	**9,607**	8,413	**-**	-
Italy	**8,967**	10,711	**-**	-
Others	**352,343**	180,419	**-**	-
	1,108,331	783,141	**2,934,138**	3,089,844

"Others" include revenue from individual foreign countries which are not material.

The Group's customer is highly diversified, with no individually significant customer.

34. CONTINGENCIES

At December 31, 2023 the Group and the Company had the following contingent liabilities:

Bank and other guarantees

The Company has 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. For both years, the loss allowance on the guarantees was deemed to be insignificant and have not been provided in profit or loss. The Company have given guarantees in the ordinary course of business as follows:

	THE GROUP		THE COMPANY	
	2023	2022	**2023**	2022
	Rs'000	Rs'000	**Rs'000**	Rs'000
Guarantee to third parties	**-**	-	**-**	-

It has been brought to the attention of the Company that one of their contractor appointed for refurbishment of rooms has the intention to commence arbitration proceedings in repect of a claim amounting to Rs118 million. The directors have been advised that the claim appear unfounded and at this stage, the directors do not believe that the Company will be required to settle the amounts claimed.

35. GOING CONCERN

During the year, the Group and the Company made a profit of Rs.187,018k (2022: Rs.37,124k) and Rs.118,811k (2022: Rs.22,527k) respectively.

The Directors are confident that the Group and the Company have the necessary resources to continue as a going concern in the foreseeable future. Accordingly, the financial statements have been prepared on a going concern basis.

36. REDEEMABLE CONVERTIBLE BONDS

		THE GROUP AND THE COMPANY	
		2023	2022
		Rs'000	Rs'000
(a)	Redeemable convertible bonds	**350,000**	350,000
	Less: Front end fee	**(1,750)**	(1,750)
		348,250	348,250
(b)	At 1 January	**348,250**	88,250
	Issued and subscribed during the year	**-**	260,000
	At 31 December	**348,250**	348,250

During the financial year ended 31 December 2021, the Company had secured financing from the Mauritius Investment Corporation Ltd (MIC) and signed a binding subscription agreement on 19 May 2021 for the issue of redeemable and convertible secured bonds for an amount of Rs 350m at a fixed interest rate of 3.5% per annum. The Company received the 1st tranche of Rs 90m on 29 October 2021 and the remaining amount of Rs 260m in three tranches during the year 2022.

The salient terms and conditions of the bonds are as follows:

- The bond bears interest at a fixed rate and has a maturity date of 9 years from the issue of 1st tranche.
- The issuer shall have the option to redeem some or all of the bonds at any time prior to Maturity Date at a pre-determined Option Price.
- All outstanding bonds which have not been redeemed or transferred prior to the maturity date may be converted into ordinary shares at a pre-agreed formula and conversion price.

37. EVENT AFTER THE REPORING PERIOD

Following the outbreak of the Ukraine and Russia war, the potential impacts of the 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 Company and the Group are unclear at this stage and will be reassessed as the situation evolves.

Except as disclosed above, there have been no material events since the end of the reporting period which would require disclosure or adjustment to the financial statements for the year ended 31 December 2023.

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