



# annual report 2022

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# Corporate Information

## DIRECTORATE

### CHAIRMAN

M YACOOB RAMTOOLA *FCA*

### DIRECTORS

SWALEH RAMJANE *FCIS MCIT*

M S E HAJI ADAM *FCCA*

MASSOOD RAMTOOLA

LOCKNAT DABY SEESARAM *CBE*

### SECRETARY

M S E HAJI ADAM *FCCA*

### AUDITOR

DUNCAN MORRIS

SUITE 207, 2<sup>ND</sup> FLOOR NG TOWER

EBENE

### REGISTERED OFFICE

LES CASSIS, PORT LOUIS

### BANKS

SBM BANKS (MAURITIUS) LTD

1 QUEEN ELIZABETH II AVENUE

PORT LOUIS

THE MAURITIUS COMMERCIAL BANK LIMITED

9 - 15 SIR WILLIAM NEWTON STREET

PORT LOUIS

ABSA BANK (MAURITIUS) LIMITED

ABSA HOUSE,

68 WALL STREET CYBERCITY 72201

# Chairman's Letter

On behalf of the Board I am pleased to submit the annual report of the United Bus Service Limited ("UBS Ltd" or the "Company") for the year ended 30 June 2022

The Group's turnover has improved as compared to 2021; however the operating profit has been impacted by the increase in prices of spare parts, tires etc following the depreciation of the Mauritian rupee and the increase in freight cost.

The future of the transport cluster will soon require a re-organization with the coming into operation of the metro express which will impact the premium routes operated by the UBS Transport Ltd. Furthermore the revenue of the transport cluster continues to be impacted from illegal operators. We understand from meetings held with the authorities that new routes will be allocated to bus operators and accompanying measures will be implemented to enable operators maintain their operations. We therefore remain confident on the future of our transport cluster.

I would like to express my gratitude and appreciation to the Board members for their guidance, the management and employees of the Group for their hard work and dedication.

I am also thankful to the shareholders for their ongoing support to the group and company's mission, values and objectives.



**Yacoob Ramtooia FCA**  
**Chairman**

28 September 2022

# Board of Directors

## Profile of the Board of Directors of UBS Ltd

### Mr Yacoob Ramtoola FCA – Chairman

- **Skills and experience**

Mr. Yacoob Ramtoola is a fellow of the Institute of Chartered Accountants and has a wide experience in audit and advisory business and is the Chairman of the UBS Ltd since 1996.

- **Other current appointments**

Director of Associated Commercial Co Ltd, Mauritius Secondary Industries Ltd, Lintrabis Investment Co Ltd, UBS Transport Ltd and Orland Ltd.

### Mr Swaleh Ramjane FCIS MCIT

- **Skills and experience**

Mr. Swaleh Ramjane is a fellow of the Chartered Institute of Secretaries and Administrators and a member of the Chartered Institute of Transport, he has a wide experience in transport, commerce and industry. He joined the Company in 1978 and is currently the Group Managing Director.

- **Other current appointments**

Director of Associated Commercial Co Ltd, Mauritius Secondary Industries Ltd, Lintrabis Investment Co Ltd, UBS Transport Ltd and Orland Ltd.

### Mr M S E Haji Adam FCCA

- **Skills and experience**

Mr. M S E Haji Adam is a fellow of the Institute of Chartered and Certified Accountants. He had a career in audit and accountancy before joining the Group in 2001. He is currently the Finance Director of the Group and overlooks the finance and administrative functions.

- Acts as Group Deputy Managing Director & Company Secretary

- **Other current appointments**

Director of Associated Commercial Co Ltd, Mauritius Secondary Industries Ltd, Lintrabis Investment Co Ltd, UBS Transport Ltd and Orland Ltd.

### Mr L Daby Seesaram CBE

- **Skills and experience**

Mr. L Daby Seesaram is holder of an LLM and is an experienced barrister.

### Mr Massood A Ramtoola

- **Skills and experience**

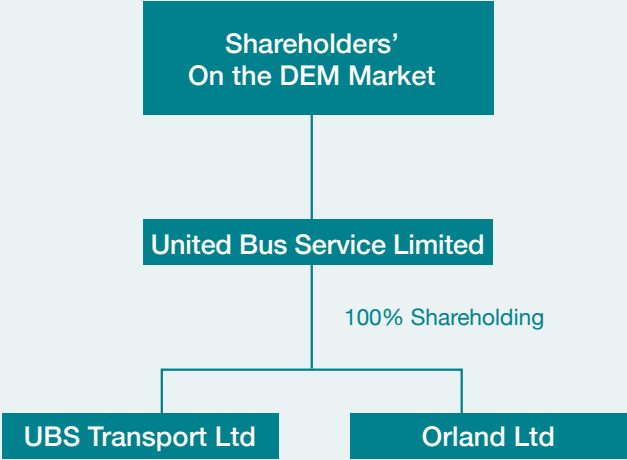
Mr. Massood A Ramtoola is an experienced businessman and is the Manager of H A Ramtoola and Sons. He is a Director of the Company since 2013.

- **Other current appointments**

Director of Associated Commercial Co Ltd, Mauritius Secondary Industries Ltd.

# UBS Group Structure

## Holding Structure

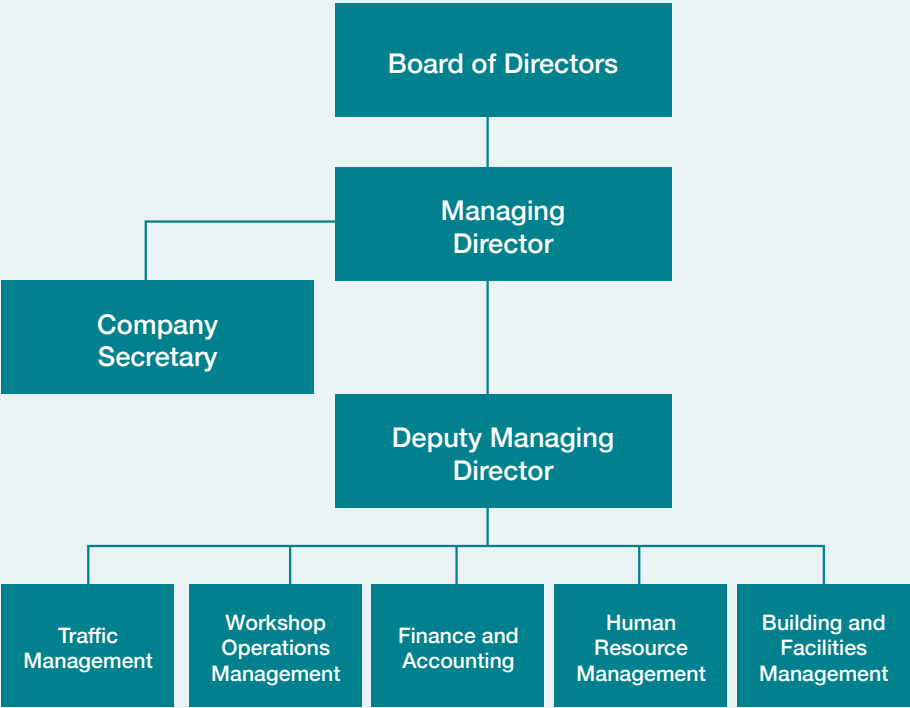


## Common Directorships

The below table indicates the Directors common to the United Bus Service Limited and its subsidiaries:

Directors	UBS Ltd	UBS Transport Ltd	Orland Ltd
Yaccoob Ramtoola	√	√	√
Swaleh Ramjane	√	√	√
M S E Haji Adam	√	√	√
Massood Ramtoola	√	-	-
L D Seesaram	√	-	-

# UBS Group Organigram



# Corporate Governance Report

## Introduction

The United Bus Service Limited (UBS Ltd or the Company) is a public limited company incorporated in 1954 and qualifies as a public interest entity as defined under the Financial Reporting Act 2004. The Board of Directors has the responsibility of managing, leading and having full control over the activities of the Company and is committed to achieving high standards of corporate governance.

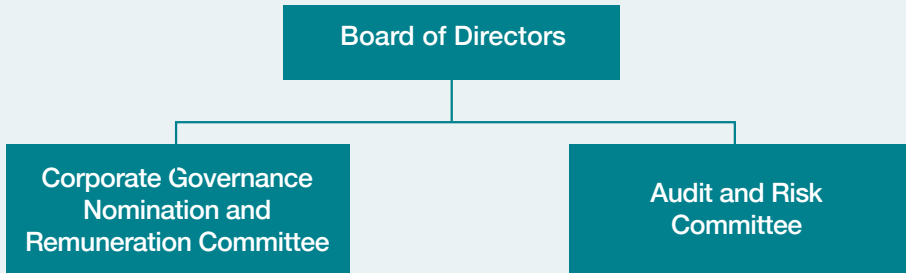
The Company is listed on the Development and Enterprise Market (“DEM”) of the Stock exchange of Mauritius (“SEM”) and is registered with the FSC as a reporting issuer. It is an investment company holding interests in UBS Transport Ltd and Orland Ltd. Orland Ltd is engaged in property development whereas the UBS Transport Ltd is involved in public transport and is the largest private bus fleet operator in Mauritius.

The report outlines the company’s corporate governance framework under National Code of Corporate Governance (“the Code”) and provides example as needed how the principles have applied.

The Board of UBS Ltd considers that it has applied in all material respects, all of the principles of the code throughout the financial reporting period from 1 July 2021 to 30 June 2022 and ensured that these principles have been followed and applied across the Group.

## Principle 1: Governance Structure

The board serves as the focal point and custodian of corporate governance within the Group and the Company. The Directors recognize that good governance can create shareholder value by enhancing long-term equity performance. While the board is unwavering in its adherence with legislation, regulation, codes and guidelines, the Group’s commitment to good governance goes beyond a commitment to comply with standards. Each Director is appointed with the understanding of the amount of time and care that they will have to devote to the Board, the organization, as well as the subsidiaries to ensure an effective oversight of these subsidiaries in line with the governance structure established by the Group.





# Corporate Governance Report

## Principle 1: Governance Structure (Cont'd)

### Key Governance documents

#### Code of ethics

UBS Ltd commits itself to the highest standards in the conduct of its activities on a daily basis. It consists of general principles regarding relations with stakeholders which defines the reference values guiding the Company in carrying out its activities. Among the aforesaid principles, specific mention is made of the following: honesty, impartiality, confidentiality, the creation of value for shareholders, the value of human resources, the transparency and completeness of information, service quality and the protection of the environment.

The Group is in the process of preparing the code of ethics in line with the recommendations of the Code of Corporate Governance, it will be available soon. This code of ethics shall ensure that Directors and officers of the company have guidance on the ethical, professional and behavior values that they need to adhere and follow.

#### Board charter

The board is of the view that the Company's constitution, the Mauritius Companies Act 2001 and rules and regulations which apply to the Company are sufficiently detailed and elaborate to serve as benchmark and terms of reference. However, if the need arises in the future the Company shall work towards the implementation of a board charter.

The Chairman ensures that each Director understands his role, responsibilities and the authority of the board of Directors both individually and collectively in setting the direction, the management and the control of the organization. He also ensures that the Directors promote efficiency, transparency and ethical functioning within the Group and the Company.

### General organization structure of the Company

The general organization structure of the Company is on page 5.

### Key Governance responsibilities

The Board has taken particular note of the following key governance positions that are critical to the Board's performance against its strategy and achievement.

These key governance positions and the job descriptions have been duly approved by the Board.

# Corporate Governance Report

## Principle 1: Governance Structure (Cont'd)

### Key Governance Positions

#### Chairman of the Board

The Chairman is responsible for the leadership of the board; and in particular he will:

- Ensure effective operation of the board and its committees in conformity with the highest standards of corporate governance
- Ensure communication with shareholders
- Ensure all committees are properly established
- Plan the schedule of meetings and agenda
- Coordinate with the company secretary and ensure the board receives information on a timely basis
- Call for special meetings whenever needed
- Establish a harmonious and open relationship with the Managing Director and other Senior staff

Mr M Yacoob Ramtoola FCA is the Chairman of the board and a brief profile is provided at page 4.

#### Group Managing Director (GMD)

The Board is responsible for the appointment of the Group Managing Director, and the Group Managing Director is the most senior member. The authority of the board is conferred to management through the Group Managing Director, so that authority and accountability of management is considered to be the authority and accountability of the Group Managing Director in so far as the board is concerned.

#### *The key responsibilities of the GMD are as follows:*

- Formulating and successfully implementing Company policy
- Directing strategy towards the profitable growth and operation of the Company
- Developing strategic operating plans that reflect the long-term objectives and priorities established by the board
- Maintaining an ongoing dialogue with the Chair of the board
- Putting in place adequate operational planning and financial control systems
- Closely monitoring the operating and financial results against plans and budgets
- Take remedial action where necessary and inform the board of significant changes
- Maintaining operational performance of the Company
- Assuming full accountability to the board for all the Company's operations
- Building and maintaining an effective executive team

Mr Swaleh Ramjane FCIS MCIT is the Group Managing Director of UBS Ltd and a brief profile is found on page 4.

# Corporate Governance Report

## **Principle 1: Governance Structure (Cont'd)**

### **Chairman of the Corporate Governance, Nomination and Remuneration committee**

The Chairman of the Corporate Governance, Nomination and Remuneration committee works with close collaboration and provides support and advice to the Chairman of the board. He has the following responsibilities:

- Providing guidance to the board on aspects of corporate governance and for recommending the adoption of policies and best practices
- He has to ensure that no Directors are disqualified from holding office
- Determine and develop general policies as regards to executive and senior management remuneration

### **Other Key governance positions**

#### **Group Finance Director (GFD)**

The GFD reports to the Group Managing Director and his main responsibilities is as per below:

- Provide strategic and financial guidance to ensure that the Group and the Company's commitments are met
- Develop all necessary policies and procedures to ensure the sound financial management and control of the Group's business
- Direct and control finance staff to ensure that they are appropriately motivated and developed so that they can carry out their responsibilities to the required standard
- Contribute to the achievement of the Group's business objectives by providing advice and guidance on financial strategy
- Provide financial advice and guidance to the Group's managers and staff to enable them achieve their objectives
- Oversee the preparation of the Group's consolidated financial statements to ensure that these are accurately presented on time
- Develop and maintain all necessary systems, policies and procedures to ensure effective and efficient financial management within the company
- Carry out all necessary actions to ensure that the Company meets its financial and legal obligations

#### **Website**

The Group website is already operational and the following information is already available:

- Annual report
- Quarterly accounts
- Share price information
- Financial highlights etc

# Corporate Governance Report

## **Principle 1: Governance Structure (Cont'd)**

### **Website (Cont'd)**

The below information will also be available on the Group's website soon:

- The Company's constitution
- The Code of ethics
- Job descriptions
- Organization chart
- Statement of major accountabilities

## **Principle 2: The Structure of the Board and its Committees**

The Board of Directors of the UBS Ltd represents the shareholders' interests and is collectively responsible for the long-term success of the Group and the Company, its reputation and governance. The board is responsible to all its shareholders and to its other stakeholders for leading and controlling the organization and meeting all legal and regulatory requirements and is also accountable for determining that the Company and its subsidiaries are managed in a way to achieve its objectives.

The board of UBS Ltd is a unitary board and was at 30 June 2022 made up of 5 members. The Chairperson Mr. Yacoob Ramtoola by definition of the Code of Corporate Governance does not meet the criteria of being an independent chairperson. The Board is of the view that a director's independence is not dependent of his term of office. The Board believes that a director's independence is measured by the latter's ability to think, analyse and decide independently and the person's capacity to stand up to contrary views and opposing arguments. The Board has therefore taken the stand that it will ascertain a director's independence on these criteria rather than by the number of years spent on the Board.

Consequently, it is entirely satisfied that the chairperson is independent in both character and judgement and he has a wide experience and contributes in strategic issues etc.

Mr Swaleh Ramjane and Mr Muhammad Haji Adam are executive directors of the Company.

The executive directors are responsible for managing and running the company, developing and implementing the company's vision and strategy as approved and provided by the board. They manage the relationship between their management responsibilities and their fiduciary duties in the best interests of the company.

For the period ending 30 June 2022 both Messrs L Daby Seesaram and Massood A Ramtoola have been considered as independently minded Directors even though they have served on the board for several years from the date of their first election.

# Corporate Governance Report

## **Principle 2: The Structure of the Board and Its Committees (Cont'd)**

The board is of opinion that these directors have been able to develop over time, insights and knowledge in the Group's business and are therefore able to provide a valuable contribution to the board. The board takes the view that independence cannot be merrily determined solely and arbitrarily on the basis of time. A director's contribution in terms of experience, expertise, objectivity, and independent judgement in engaging and challenging the management in the interests of the Group and Company as he performs his duties are the yard sticks to be used to measure his independence irrespective of the years they have been appointed as directors.

After having taken into account all these attributes and considering that they have discharged their duties by exercising sound independent business judgement in the interest of the Company the board has therefore considered Messrs. L D Seesaram and Massood A Ramtoola as independent directors.

The board after having taken into account the size of the operations of the Group and the Company, the spread of operations, the extent of activities which are subject to regulations and the multiplicity of activities is satisfied that its size is sufficient for the management of the affairs of the Group and the Company.

The profile of the board members is on page 4.

### **Powers of the board**

The role and responsibilities of the Board of Directors is as per the Company's constitution in compliance of the Mauritius Companies Act 2001 and as per the listing rules of the stock exchange of Mauritius. The board also follows the principle of good governance as recommended by the NCCG.

### **Board meetings**

The board normally meets 7 times during the year and special meetings are convened when deemed necessary; the board met 6 times for the financial year ended 30 June 2022.

### **Board attendance**

	Board	Corporate Governance, Nomination and Remuneration Committee	Audit & Risk Committee
Yacoob Ramtoola	5/6	2/2	3/3
Swaleh Ramjane	6/6	-	-
L Daby Seesaram	6/6	-	-
M Haji Adam	6/6	2/2	3/3
Massood Ramtoola	6/6	2/2	3/3

# Corporate Governance Report

## **Principle 2: The Structure of the Board and Its Committees (Cont'd)**

The board has approved among others during the year under review the following matters:

### **Governance**

- Monitoring and implementation of the code of corporate governance
- Approval of the corporate governance report to be included in the accounts for the year ended 30 June 2022
- Report from the different committees

### **Financial**

- Approval of the half yearly and quarterly accounts
- Review of business activities

### **Conflicts of interest and related party transactions**

Whenever there is an actual or potential conflict of interest, the director concerned is not present at the part of the meeting in which the conflict of interest is discussed and therefore does not debate or vote on the matter.

Related party transactions are disclosed in note 19 of the notes to the accounts and are at arm's length and in the normal course of business

### **Committees of the board**

In order to fulfill its obligations, the Board has set up the following sub-committees to assist the Board in discharging its responsibilities; non-executive Directors of the Company chair both committees.

### **The committees are as follows:**

- Corporate Governance, Nomination and Remuneration Committee; and
- Audit and Risk Committee

### **Corporate Governance, Nomination and Remuneration Committee**

#### **Composition and purpose**

The members of the Corporate Governance, Nomination and Remuneration Committee are as follows:

- Mr L D Seesaram (Chairman)
- Mr Yacoob Ramtoola
- Mr Massood Ramtoola

The committee consists of 3 members and met 2 times during the year under review. An independent non-executive Director chairs the committee.

# Corporate Governance Report

## **Principle 2: The Structure of the Board and Its Committees (Cont'd)**

### **The main duties of the committee are as follows:**

- Providing guidance to the Board on aspects of Corporate Governance and for recommending the adoption of policies and best practices
- Ensure that no Director is disqualified from holding office
- Ascertain that the right balance of skills, expertise and independence is maintained
- Pay particular attention to potential conflicts of interest and other ethical problems that may arise
- Review the independence of the independent members of the board
- Determine, develop and agree on the Company general policy with respect to executive and senior management remuneration

### **Audit and risk committee**

#### **Composition and purpose**

The members of the audit and risk committee are as follows:

- Mr Yacoob Ramtoola (Chairman)
- Mr L D Seesaram
- Mr Massood Ramtoola

The audit and risk committee is the cornerstone of the Company's system of internal control and risk management.

The committee consists of 3 non-executive members of the Company and they have met 3 times during the year under review.

The roles and responsibilities of the committee is set out below:

### **Auditors and external audit**

- Consider and make appointment to the Board for the appointment, re-appointment and removal of external auditors
- Evaluate the performance of external auditors
- Discuss with the external auditors the audit plans, nature and scope of work
- Meet with external auditors at least once yearly and discuss about their audit findings

### **Financial reporting and internal control**

- Review the reliability of the quarterly, half yearly and yearly financial statements prior to their submission to the Board for approval
- Assess the impact of significant accounting and reporting issues and evaluate their impact on the financial statements.

# Corporate Governance Report

## **Principle 2: The Structure of the Board and Its Committees (Cont'd)**

### **Financial reporting and internal control (Cont'd)**

- Meet with executive of the Company and the external auditors for discussion of the Company's accounts and results for the audit
- Review the internal control systems and procedures in order to assist the Board of Directors

### **Internal control function**

- The Directors of the Company are responsible for maintaining a sound system of internal control. They believe that the managerial and supervisory control put in place are sufficient to protect the Company's income and assets. Hence it is the responsibility of the members of the audit and risk committee to ensure that the Directors of the Company maintain a sound system of internal control in place

The members of the audit committee confirm that each and every sitting of the committee they have reviewed the critical components of the internal controls of the Company:

- They have reviewed the systems established to ensure compliance with those policies, plans and procedures, laws and regulations which could have a significant impact on operations and reports and whether the organization is in compliance
- They have reviewed and ensured that the safeguarding of assets is appropriate
- They have reviewed and appraised the economy and efficiency with which resources are employed
- They have also reviewed the operations or programs to ascertain whether results are consistent with established objectives and goals and whether operations are carried out as planned

Currently, the non-executive Chairman of the Board chairs the audit and risk committee. However, given that Committees are only a mechanism to assist the Board in the performance of its duties and ultimate responsibility and accountability still rests with the Board, we believe that the Chairman of the committee has the expertise and experience needed to carry out the duties as required by the NCCG. Further we believe the Chairman is independent in both character and judgement and demonstrate objectivity in the conduct of the proceedings of the committee.

### **Annual effectiveness review**

The committees confirm that they have discharged their responsibilities for the year under review and it has met the key objectives. However, since the Company has not yet adopted a board charter the committee's performance could not be assessed against the board charter.



# Corporate Governance Report

## **Principle 2: The structure of the board and its committees (cont'd)**

### **Balance and diversity**

The Board of UBS Ltd believes that based on its size and its operations, it possesses the right balance. The current Directors possess the appropriate skills, knowledge, independence and experience to enable them to perform their duties. Further the board is of the view that its current size and composition allows it to meet its business requirements. As regards to the gender balance the board is working towards achieving same.

All the Directors of the Company are resident Directors.

## **Principle 3: Directors' Appointment Procedures**

### **Appointment**

The Board is required from time to time depending on the requirements to fill vacancies that arises in the organization. The following need to be considered prior to the appointment of a new Director onto the board:

- Competence
- Character
- Diligence
- Honesty
- Integrity
- Judgment
- Independence
- Previous experience
- Conflict of interest
- Benefits of diversity, including gender

A transparent procedure is in place before the appointment of a new Director.

It is incumbent to the Corporate Governance, Nomination and Remuneration Committee to review proposals for the appointment as Directors and then make recommendations to the Board. The approval of the Board is required for each appointment and same needs to be put forward to the shareholders at the AGM by way of ordinary resolution for approval.

On appointment to the Board and its Committees, Directors receive a complete induction from the Company Secretary; in addition, new Directors are invited to meet members of the management team in order to rapidly acquire a comprehensive view of the Company's operations, risks and strategy.

# Corporate Governance Report

## **Principle 3: Directors' Appointment Procedures (Cont'd)**

### **Appointment (Cont'd)**

A newly elected Director is also requested to sign an appointment letter that clearly highlights his responsibilities etc.

During the year under review the Company has not appointed any new Directors as they are of the view that the current composition of the Board is adequate and sufficient for the Group's scale of operations.

### **Re-election of Directors**

The NCCG do provide for Directors to be elected (or re-elected) as the case applies every year at the AGM of shareholders. However, the board does not consider the recommendation within the context of the Company as the shareholders are adequately represented on the board. Also, the constitution of the company does not make any provision for such practices.

The Board also believes that given the nature of the business, reasonable time should be allowed for a Director to understand/ be accustomed with the business. However, re-election of Directors over the age of 70 years is in compliance with Section 138 (B) of the Mauritius Companies Act 2001.

### **Professional development**

Directors are encouraged to keep themselves up to date with the latest workplace trends and professional practices and professional development.

### **Succession planning**

The Board of the UBS Ltd recognizes the importance of succession planning to provide for continuity in the smooth functioning of the Company. There are certain positions in the Company that are key to the proper functioning and future growth and it is critical to fill up such positions well in time to avoid any leadership gap. The Company has therefore put in place a policy on succession planning for the board and senior management.

The Corporate Governance, Nomination and Remuneration Committee shall oversee the succession planning and shall from time to time make recommendations to the board. The objectives of the succession planning are outlined as per below:

- To identify and nominate suitable candidates for the Board's approval to fill the vacancies which arises in the Board of the Company from time to time;
- To identify the competency requirements of critical and key positions, assess potential candidates and develop required competency through planned development and learning initiatives;
- To ensure the systematic and long-term development of individuals in the senior management level to replace when the need arises due to death, disabilities, retirements and unexpected occurrence.

# Corporate Governance Report

## **Principle 3: Directors' Appointment Procedures (Cont'd)**

### **Applicability of the policy**

The policy shall be applicable for succession planning for the following personnel:

- Chairman and Managing Director
- Group Finance Director
- Company Secretary
- Any other positions within the Company at the discretion of the Managing Director in consultation with the Board

## **Principle 4: Directors' Duties, Remuneration and Performance**

### **Legal duties**

All Directors owe their fiduciary duty to the Company for which they act and all the Directors are fully apprised of their responsibilities.

The Directors are required to:

- To act in good faith: at all times a Director must act in good faith for the overall interests of the Company
- Exercise reasonable care and skill: A Director must act to exercise reasonable level of care as any prudent person would in the circumstances and on the facts known to him. The required level of knowledge expertise and skill may vary between the Directors be they for instance executive and non-executive. They may rely partially on others when acting collectively for their skills and knowledge in reaching a Board decision.
- Exercise their powers as a Director for a proper purpose: The Director should not abuse any of their executive power to ensure their own position. At all times they should act in good faith for the interest of the Company as a whole.
- Conflict of interest and duties: At all times the Director must declare any potential conflicts of interest. He must not take on any new position that may endanger his existing relationships without the express permission of the officers of the Company.

The Board monitors and evaluate the performance of the Directors and ensures prevention of insider dealing and conflict of interest.

### **Board evaluation**

No board evaluation was conducted for the financial year under review; pursuant to the code the board affirms the value of board evaluation and agreed to the conduct of such an exercise in the near future to evaluate its performance, that of its committees and its individual directors with the aim of improving effectiveness.

# Corporate Governance Report

## **Principle 4: Directors' Duties, Remuneration and Performance (Cont'd)**

### **Board evaluation (Cont'd)**

It is expected that the first board evaluation will be conducted soon.

The Board of Directors feel the composition of the board is stable and efficient in managing the affairs of the Company.

### **Statement of remuneration philosophy**

Executive directors are not remunerated for serving on the Board of the Company or its committees. Their remuneration packages as employees of the Company are in accordance with market rates.

The remuneration of the non-executive and independent directors consists of attendance and retainer fees.

Also, the Company does not make any difference in the payment of remuneration criteria for the payment of remuneration to those Executive Directors approaching retirement as they still play an active role in the day to day running of the Company.

The Company clearly differentiates the payment of executive and non-executive remuneration; executive directors' remuneration packages consist of basic salary and other benefits. The structure of the executive remuneration package is reviewed yearly and benchmarked to the industry and market practices. It is the objective of the Group to attract, motivate and retain executive directors as it is an essential for the successful leadership and management of the group's activities. Non-executive directors are paid a fixed retainer fee, a committee fee and any other fees as may be determined from time to time at the sole discretion of the Corporate Governance Nomination and Remuneration committee.

The Directors of the Company are not entitled to any variable remuneration and the Company has no long-term incentive plan in place. Further the Directors of the Company have not received shares in lieu of remuneration during the year under review.

Remuneration and benefits paid to the directors are set out under "statutory disclosures".

### **Directors Interest and dealing in UBS Ltd shares**

The Company operates a close period policy in line with DEM rules. During closed periods, Directors and officers of the Company and its subsidiary are prohibited from dealing in UBS shares. Parties who may also have access to sensitive information are also cautioned against the possibility of insider trading during these periods.

# Corporate Governance Report

## Principle 4: Directors' Duties, Remuneration and Performance (Cont'd)

### Directors Interest and dealing in UBS Ltd shares (Cont'd)

The table below outlines the interests of the Directors in UBS Ltd shares and remuneration received:

Directors	Direct Shareholding in UBS Ltd	Indirect Shareholding in UBS Ltd	Shares purchased during the year
M Yacoob Ramtoola	0.02%	0.58%	-
Swaleh Ramjane	2.89%	-	-
M S E Haji Adam	0.02%	0.39%	-
Massood Ramtoola	0.40%	0.52%	-
L Daby Seesaram	0.11%	-	-

Remuneration paid to the executive and non-executive directors are detailed below:

The fees paid to non-executive directors in 2022 were as follows:

Directors	Fees
	Rs 000
M Yacoob Ramtoola	2,729
Locknat Daby Seesaram	223

The remuneration of the Executive Directors has not been disclosed on an individual basis as the board is of the opinion that this information is sensitive.

Directors	Group		Company	
	2022	2021	2022	2021
	Rs'000	Rs'000	Rs'000	Rs'000
Executive directors	19,146	18,856	-	-
Non-executive directors	2,952	2,869	-	-

### Interest register

An interest register which is updated on an annual basis is maintained by the Company Secretary. Any disclosure of interest as required by the Mauritius Companies Act 2001 is recorded in the interest register which is available for inspection during normal working hours upon written request made to the Company Secretary.

# Corporate Governance Report

## **Principle 4: Directors' Duties, Remuneration and Performance (Cont'd)**

### **Interest register (Cont'd)**

#### **The information, information technology and information security policies**

The Board is ultimately solely responsible for the governance/management of information within the Group and the Company, the management of information technology and information security policies.

The Chairman with the assistance of the respective teams ensures that Directors receive the necessary information for them to perform their duties.

The Board of Directors is conscious that in today's world of technology, it is important to have a strategic plan for information security aligned with the business strategy so as to achieve the goals set. The Board of UBS Ltd ensures that it has allocated sufficient resources for the implementation of information and IT security plan within the Group and the Company. Risks are identified and the Company allocates resources to ensure that proper policies are put in place to ensure that same is mitigated so as to minimize the impact on information resources.

The Company is also investing in IT so as to have digital information properly secured and safeguarded in different location so as to ensure business continuity. Also, the Company ensures that access rights are granted to authorized personnel only and passwords changed regularly together with back up of digital information.

There are no significant expenditures in respect of information technology to be undertaken in the next financial years.

## **Principle 5: Risk Governance and Internal Control**

The Directors are responsible for maintaining an effective system of internal control and risk management. Whilst these 2 functions are delegated to the Audit and Risk Committee, the governance of risk, the nature and risk appetite remain the ultimate responsibility of the Board.

The responsibility of the Board also includes:

- Ensuring that structures and processes are in place for management of risks
- Identifying the principal risks and uncertainties
- Ensuring that management has developed and implemented the relevant framework
- Ensuring that systems and processes are in place for implementing and monitoring internal controls
- Identifying any deficiency in the system of internal control

# Corporate Governance Report

## **Principle 5: Risk Governance and Internal Control (Cont'd)**

### **Risk Management**

The Group is exposed with a variety of risks which could affect its performance and financial condition; the below is a series of key risks:

- **Physical risks**

Among the physical risks identified are unavoidable events such as riots, cyclones and other natural calamities. The following have been undertaken to mitigate the risks of such natural calamities; adoption of cyclone and fire procedures, relevant insurance covers have been contracted by the Group and the Company. A disaster recovery plan has also been prepared.

For the prevention of on-site accidents, the Group and the Company implement adherence to all occupational and health and safety regulations and in addition the services of a full-time health and safety officer to ensure that all health and safety regulations are observed.

The risks of theft, fraud etc. is mitigated through the implementation of control procedures and CCTV cameras are in place.

- **Financial risk**

Financial risk management is further explained in note 22 to the Financial Statements and includes a discussion on the following risk.

- Foreign currency risk
- Interest rate risk
- Liquidity management
- Equity price risk

The Board of Directors regularly monitors the liquidity risk management to ensure that the Company has sufficient cash and the availability of funding through credit facilities through financial institutions so that it can meet its commitments in respect of obligations towards different stakeholders.

# Corporate Governance Report

## **Principle 5: Risk Governance and Internal Control (Cont'd)**

- **Operational risk**

These risks are monitored through the establishment of planning and control systems to ensure that the risks of loss from inadequate or failed processes, people and from external events are mitigated.

The Group and the Company monitors and evaluates the processes regularly to ensure their proper effectiveness. Managers are required at every level to fulfill their respective duties to ensure that the controls are kept effective over time.

- **Compliance risk**

This risk is defined as the risk that the Group and the Company do not comply with laws, regulations, and policies as set by the Government.

The operations of the Group and the Company are fully compliant with all the rules, regulations and policies as laid down by the Authorities and furthermore the Company regularly reviews its position towards any new regulation as set by the Authorities to ensure strict compliance.

- **Information Technology risk**

This refers to the risk of loss of data, information or eventually the IT systems of the Group and the Company being hacked. In order to mitigate this risk, the Group and the Company have invested in back-up systems and the necessary software and hardware to ensure that no such losses actually occur.

- **Reputational Risk**

This risk arises as a result of the Group and the Company being unable to meet their professional obligation towards their stakeholders due to unintentional or negligent action.

In order to mitigate this risk, the Group and the Company communicate regularly with their stakeholders and constantly strives to build strong business relationships with their stakeholders.



# Corporate Governance Report

## **Principle 5: Risk Governance and Internal Control (Cont'd)**

### **• Human Resources Risk**

The management of human resource risk is an ongoing activity that involves careful planning and constant fluidity to enable the Group and the Company to tackle any potential change in the human resources sector. On the basis of the controls that are in place, we believe that the likelihood of a potential human resource risk is negligible.

The Group and the Company have also established a succession planning and in due course a designated Group Managing Director will be nominated.

### **• Business Continuity Risk**

Business continuity risk is the task of identifying, developing, acquiring, documenting and testing procedures and resources that will ensure continuity of the Group's and the Company's key operation in the event of an accident, disaster and emerging threat. It involves risk mitigation planning, i.e.; reducing possibility of the occurrence of adverse events and business recovery planning in the aftermath of a disaster.

In order to reduce the business continuity risk to a minimum level, the Company implements the following procedures:

- The fleet of buses are parked in 3 different locations
- The Company has made provision for office facilities in another bus depot so that in the aftermath of any disaster, administrative functions can resume in a short span of time
- The Company has also made provision for fire extinguishers and also complies with the fire safety rules
- The Company also subscribes to adequate insurance covers
- Proper back up of all the computer systems are performed and kept in different locations

The Directors also confirm that they have assessed the different risks the Group and Company faces and they have reasonable expectations to believe that the Group and the Company will be a going concern and they will be in a position to pay the liabilities when they fall due.

# Corporate Governance Report

## **Principle 5: Risk Governance and Internal Control (Cont'd)**

### **Business Continuity Risk (Cont'd)**

In their risk assessment they have taken into account the following risks:

- Strategic
- Financial
- Operational
- Compliance

There are also some typical risks over which the Group has little influence or they form part of the inherent nature of the business activities, these risks are as follows:

- Foreign exchange risk
- Interest rate risk
- Risk that personnel needed is not obtained
- Changes in regulations that may affect the business activities

### **Internal control**

The Group did not during the year under review have an internal audit function as this was not considered essential given the nature of the Group's business, and the central control and organization and approval structure in place across the Group with clear defined levels of authority and division of responsibilities. The Company has clear and robust internal control procedures for the approval of all transactions, no matter what the size. However, in order to be inline with the requirements of the NCCG the Company is strongly considering the setting up of an internal audit function.

The board has delegated the authority to the audit and risk committee for monitoring and reviewing the effectiveness of the company's internal control and compliance systems, whilst the board is also aware that a system of internal control can only provide reasonable but not complete assurance against the risk of the following:

- Human errors
- Losses
- Fraud
- Losses
- And other irregularities.

# Corporate Governance Report

## **Principle 5: Risk Governance and Internal Control (Cont'd)**

### **Whistle blowing policy**

The Company has established a whistle blowing policy which set out the procedures for whistle blowing. A copy of the policy will be available on the Company's website once same is ready.

Staff may report allegations and any concern via email or by post depending on their choice or through their immediate supervisor.

## **Principle 6: Reporting with Integrity**

The Directors are responsible for preparing the report and financial statements in accordance with applicable law and regulations. Company law further requires the Directors to prepare financial statements in accordance with Financial Reporting Standards for each financial year.

The Directors are also responsible for keeping adequate accounting records, explaining the Company's transactions and disclosing with reasonable accuracy at any given point in time the financial position of the Group and the Company. They also have the duty to safeguard the assets of the Company and to prevent and detect frauds. The Directors have confirmed same as disclosed in the Statement of Directors' responsibilities.

### **Environment, health and safety**

The Company strives to maintain a safe working environment that is free from hazards and risk of injury to all employees.

The Company complies with the Occupational Safety and health Act 2005 and other legislations.

The Company hires the services of a health and safety officer on a full time basis to ensure that all health and safety regulations are observed.

A health and safety committee has been set up and meets regularly to discuss about problems and grievances that may arise.

The Company aims to:

- Promote an environment that recognizes environment achievement as one of the main core values
- Create a sense of awareness among employees to be more pro-active rather than reactive in all activities with regards to the environment

# Corporate Governance Report

## **Principle 6: Reporting with Integrity (Cont'd)**

### **Environment and sustainability initiatives**

The Company is committed to sustainable development and strives to ensure that its operations are conducted in a way that minimizes the impact on the environment and the society at large.

The following are the initiatives taken by the Company:

- Inculcation of environmental awareness to all staff
- Controlling of air conditioners
- Switching off lights when not needed
- Reduction of photocopying
- Purchase of environment friendly buses
- Recycling of used engine oil
- Use of water recycling plants for the washing and cleaning of buses

### **Applicable standards**

The accounts of the Group and the Company are prepared in accordance with International Financial Reporting Standards.

## **Principle 7: Audit**

### **Audit committee**

The external auditors meet with the members of the audit committee without the presence of the executives/management to discuss the financial statements and other audit matters.

The following matters are normally discussed during the meeting with the auditors:

- Scope of the audit work
- Audit findings
- Views on the control environment including fraud risk management
- Free access to the accounting records of the Company

### **Evaluation of the auditors**

The members of the audit committee do evaluate the performance of the external auditor taking into account the quality of the audit, their findings and recommendations

# Corporate Governance Report

## **Principle 8: Relations with Other Shareholders and Other Key Stakeholders**

The Group has defined its stakeholder as any group/person that has an interest in the success or failure of the Company's business. The stakeholders can have a significant impact on decisions regarding operations and finances of the organization. The Group's main stakeholders are as per below:

- Shareholders
- Suppliers/creditors
- Employees
- Commuters/travelling passengers
- Community
- Regulators

### **Stated Capital structure**

The Company issued ordinary shares consisting of 4,969,489 ordinary shares of par value Rs 10 each at a premium. The total issued capital amounts to Rs 49,737,832, inclusive of share premium.

### **The Group key stakeholders/communication with shareholders**

The Group continuously engages with its stakeholders through an open and transparent communication. It also aims to keep them updated on a regular basis on all matters affecting the Company through announcements and disclosures in the annual report and at the annual meeting of shareholders.

UBS Ltd produces quarterly, half yearly and annual accounts as per statutory requirements and it publishes the accounts immediately after their approval by the Board of Directors.

The Company's Annual General Meeting provides an opportunity for shareholders to meet discuss with the Board relating to the Company and its performance.

### **Shareholders**

All shareholders have the same voting rights

The major shareholders of the UBS Ltd at 30 June 2022 are as follows:

Shareholders	No.of shares	% shareholding
Associated Commercial Co Ltd	1,704,842	34.31
The Mauritius Secondary Industries Ltd	652,760	13.14
Lintrabis Investment Company Ltd	435,956	8.77

# Corporate Governance Report

## Principle 8: Relations with Other Shareholders and Other Key Stakeholders (Cont'd)

### Shareholders (Cont'd)

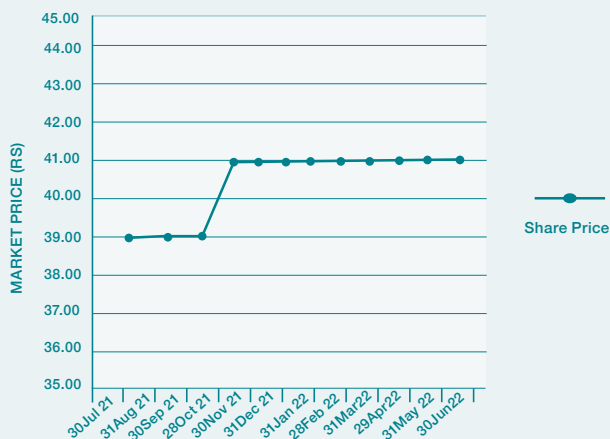
Distribution of shareholding at 30 June 2022

Defined Brackets	No. of Shareholders	No. of Shares Owned	% Holding
1-500	1,059	171,176	3.44
501-1,000	229	159,339	3.21
1001-5,000	295	620,784	12.49
5,001-10,000	36	257,963	5.19
10,001-50,000	45	772,756	15.55
50,001-100,000	1	50,326	1.01
Over 100,000	4	2,937,145	59.10
Total	1,669	4,969,489	100

### Share price information

The shares of the Company are quoted on the Development Enterprise Market of the stock Exchange of Mauritius.

The share price of the Company over the year has been as follows:



# Corporate Governance Report

## **Principle 8: Relations with Other Shareholders and Other Key Stakeholders (Cont'd)**

### **Dividends**

The Board has agreed over a dividend policy to the effect that a reasonable amount of the recurrent profits after tax is paid as dividends.

Dividends are normally declared in June and are paid in July subject to the performance of the Company, availability of funds and future capital commitments or as otherwise decided by the Board. Directors ensure that the Company satisfies the solvency test for each declaration of dividend.

During the year the Company has declared a dividend of Rs 1.00 per share payable in July 2022.

### **Suppliers/creditors**

The Group ensures that it is given value for money services and as far as possible it engages with local suppliers.

### **Employees**

The Group/Company considers its employees as their most value assets/ their brand ambassadors and it is actively involved in giving them training, etc. with a view of improving their knowledge/personal development so that they deliver the best service on a daily basis.

### **Clients (travelling passengers/commuters)**

The Group and Company is in constant communication with the travelling passengers/commuters to understand their needs/requirements and it strives towards improving its bus services in a view to improve their daily travelling experience by bus.

### **Community**

The Group and Company engages with the community through various CSR commitments such as socio-economic development, education and training, child and healthcare. These are met through the UBS Charitable Trust and Movement Social de Plaine Lauzun with the following objectives:

- To reduce poverty
- To promote self help projects
- To provide formal and non formal education courses
- To organize cultural, social and economic activities

# Corporate Governance Report

## **Principle 8: Relations with Other Shareholders and Other Key Stakeholders (Cont'd)**

### **Schedule of events**

Some key milestones are as follows:

- Approval of accounts and publication of audited abridged financial statements – September
- Annual meeting – December
- Declaration of dividend – May/June
- Dividend payment – July
- Publication of quarterly accounts
  - 1 quarter ending 30 September – Mid November
  - 2 quarter ending 31 December – Mid February
  - 3 quarter ending 31 March – Mid May

### **Annual general meeting of shareholders**

The annual general meeting of the UBS Ltd is scheduled in December 2022. Shareholders shall be provided with notice of meeting and they will be given the opportunity to communicate/express their views and engage with members of the board. Shareholders shall also be provided with notice of meeting and proxy forms.

### **Donations**

Charitable donations and political contributions:

	Group		Company	
	2022	2021	2022	2021
Charitable Donations	-	-	-	-

In line with current legislation the Group has made contribution of Rs 691,474 (2021: Rs 219,909) to the approved CSR organization. No contribution has been made to any political parties in 2022 and 2021.



# Statement of Compliance

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

Name of Public Interest Entity: United Bus Service Limited

Reporting period 30 June 2022

We, the Directors of United Bus Service Limited, confirm that to the best of our knowledge, the Group has complied with its obligations and requirements under the Code of Corporate Governance, except for the areas explained in the Corporate Governance Report.

Date: 28 September 2022



**Yacoob Ramtooia FCA**  
Chairman



**M S E Haji Adam FCCA**  
Director

# Statement of Directors' Responsibilities

The Directors are responsible for preparing the corporate governance report and consolidated and separate financial statements in accordance with applicable laws and regulations.

The Directors acknowledge their responsibilities for:

- Keeping adequate accounting records and maintenance of effective internal control systems
- The preparation of financial statements which fairly present the state of affairs of the Company as at the end of the financial year and the cash flows for that period and which comply with International Financial Reporting Standards (IFRSs)
- The use of appropriate accounting policies supported by reasonable and prudent judgements and estimates

The external auditors are responsible for reporting whether the consolidated and separate financial statements are fairly presented.

The Directors report that:

- Adequate accounting records and an effective system of internal controls and risk management have been maintained
- Appropriate accounting policies supported by reasonable and prudent judgements and estimates have been used consistently
- International Financial Reporting Standards have been adhered to. Any departure has been disclosed, explained and quantified
- The Code of Corporate Governance has been adhered to in all material aspects and reasons provided for areas of non-compliance

On behalf of the Board



**Yacoob Ramtooia FCA**  
Chairman



**M S E Haji Adam FCCA**  
Director

**Date: 28 September 2022**

# Statutory Disclosures

Year ended 30 June 2022

The directors have pleasure to submit herewith their Annual Report together with the audited consolidated and separate financial statements for the year ended 30 June 2022.

## 1. Principal Activities

- The principal activity of the United Bus Service Limited is that of an investment holding company
- The principal activities of the subsidiary companies are as follows: -
  - UBS Transport Ltd - Bus fleet operator
  - Orland Ltd - Property development
- The consolidated statement of profit and loss and other comprehensive income for the year ended 30 June 2022 is set on page 43.

## 2. Directors' Remuneration

The Board of Directors has agreed not to disclose the emoluments of Directors on an individual basis because of the commercially sensitive nature of this data.

Remuneration and benefits received by the Directors from the Company are disclosed below:

	2022		2021	
	Group	Company	Group	Company
Executive Directors	Rs 19,145,921	-	Rs18,856,619	-
Non Executive Directors	Rs 2,951,529	-	Rs 2,869,717	-

## 3. Directors Service Contracts

There were no service contracts between the Company or its subsidiaries and any of its Directors during the year.

## 4. Contract of Significance

There were no contracts of significance subsisting during or at year end in which a Director of the Company was interested either directly or indirectly.

## 5. External auditor's fees

	2022		2021	
	Group	Company	Group	Company
External Audit Services	Rs 443,500	Rs 161,000	Rs 470,000	Rs 172,500
Tax compliance services	Rs 61,650	Rs 24,150	Rs 63,800	Rs 25,300

On behalf of the Board



Yacoob Ramtooia FCA  
Chairman

Date: 28 September 2022



M S E Haji Adam FCCA  
Director

# Secretary's Certificate

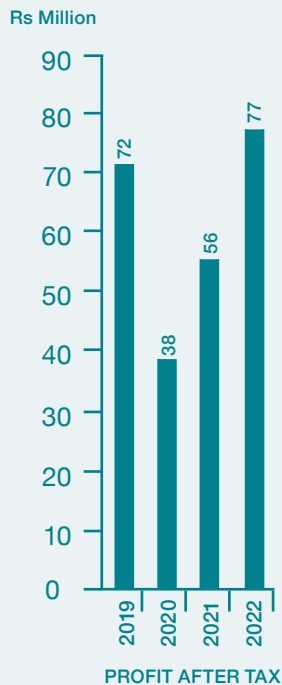
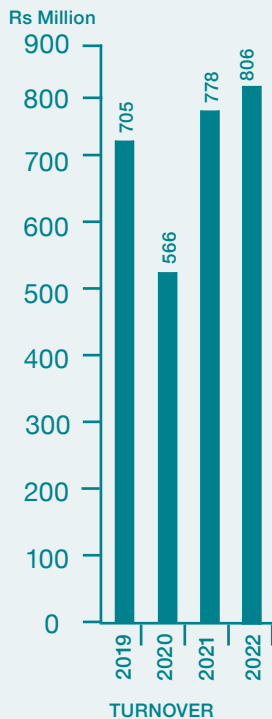
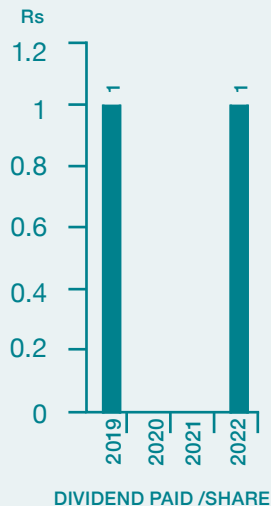
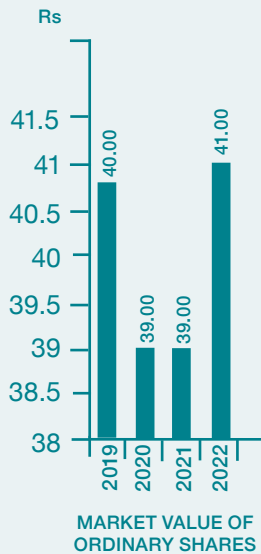
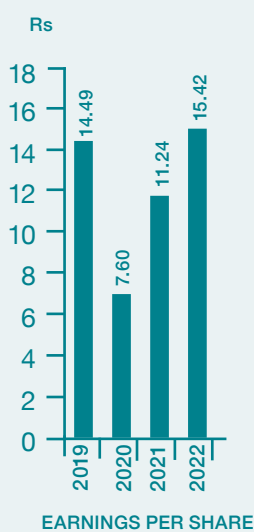
In my capacity as Company Secretary, I hereby confirm that, to the best of my knowledge and belief the Company has filed with Registrar of Companies, as at 30 June 2022 all such returns as are required of the Company under the Mauritius Companies Act 2001.

A handwritten signature in blue ink, appearing to read 'M S E Haji Adam', with a stylized flourish at the end.

**M S E Haji Adam FCCA**  
Secretary

**Date: 28 September 2022**

# Financial Highlights of the Group



# Independent Auditor's Report

## *To the shareholders of United Bus Service Limited*

### **Report on the Audit of the Consolidated and Separate Financial Statements**

#### **Opinion**

We have audited the consolidated and separate financial statements of United Bus Service Limited (the “Company”) and its subsidiaries (together the “Group”) which comprise the consolidated and separate statements of financial position as at 30 June 2022, the consolidated and separate statements of profit or loss and other comprehensive income, consolidated and separate statements of changes in equity and consolidated and separate statements of cash flows for the year then ended, and the notes to the consolidated and separate financial statements, comprising a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying consolidated and separate financial statements on pages 42 to 99 gives a true and fair view of the financial position of the Group and the Company as at 30 June 2022, and their financial performance and their cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) and in compliance with the requirements of the Mauritius Companies Act 2001.

#### **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 Financial Statements section of our report. We are independent of the Group and the Company in accordance with International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Other Matter**

We draw attention to the fact that we were appointed as auditor for the Group and the Company for the first time for the year ended 30 June 2022 on 04 January 2022. The consolidated and separate financial statements of the Group and the Company for the year ended 30 June 2021 were audited by another auditor who expressed an unmodified opinion on those financial statements on 30 September 2021.

#### **Key audit matters**

Key audit matters are those matters that, in our professional judgement, were of most significant 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.

# Independent Auditor's Report (Cont'd)

## To the shareholders of United Bus Service Limited

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

#### Key audit matters (Cont'd)

Key audit matter	How our audit addressed the key audit matter
<b>Retirement benefit obligations</b>	
<p><i>Recoverability of loan receivable from group entities</i></p> <p>The Company has loans receivables from one of its subsidiaries amounting to Rs 31,916,664.</p> <p>The Company uses an Expected Credit Loss (ECL) model to determine the size of the impairment allowance for trade and other receivables. The ECL methodology incorporates the expected future credit losses due to forward looking macro-economic variables.</p> <p>The Company's ECL model uses certain judgements and assumptions such as:</p> <ul style="list-style-type: none"> <li>• The probability of trade and other receivables becoming past due and subsequently defaulting (probability of default 'PD');</li> <li>• The magnitude of the likely loss if there is default (loss given default 'LGD');</li> <li>• The expected exposure in the event of a default (exposure at default 'EAD');</li> <li>• The determination of the Company's definition of default;</li> <li>• The criteria for assessing significant increase in credit risk (SICR);</li> <li>• The rate of recovery on trade and other receivables that are past due and in default;</li> <li>• The incorporation of forward-looking information used in determining the expected credit losses on the amount receivable.</li> </ul> <p>Due to the significance of trade and other receivables to the financial position of the Company and the level of judgement applied in determining the ECL, the expected credit loss allowance was considered a key audit matter.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>• Assessing and testing the design and operating effectiveness of the controls over credit origination and monitoring;</li> <li>• Obtained and assessed historical information as well as collections post the financial reporting date of amount receivable in order to determine the risk of defaults and whether a significant increase in credit risk has occurred. We also considered the appropriateness of forward looking factors used to determine expected credit losses;</li> <li>• Assessing whether the Company's credit policies are aligned with IFRS 9, Financial Instruments;</li> <li>• Using available external and independent information to challenge management's assumptions and judgements in determining expected credit losses;</li> <li>• Verified the computation of the ECL for accuracy;</li> <li>• Assessing the adequacy of the disclosures in respect of ECL as required in terms of IFRS 9, Financial Instruments.</li> </ul>
<p><i>Retirement benefit obligation</i></p> <p>The Group has recognised retirement benefit obligations of Rs 469,256,888 as at 30 June 2022.</p> <p>Management has estimated the retirement benefit obligations arising and has not involved an actuary to calculate the obligations at reporting date.</p> <p>Accordingly, the estimation of retirement benefit obligations is considered to be a key audit matter due to the significance of the balance in the financial statements as a whole.</p> <p>The significant assumptions used have been disclosed in Note 21.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>• Assessed and discussed the assumptions that management, considered in determining the present value of the liabilities and fair value of the plan assets.</li> <li>• Compared the significant assumptions used by management such as discount rates and annual salary increases with historical data.</li> <li>• Verified data used, with the payroll report for completeness and accuracy.</li> </ul>

# Independent Auditor's Report (Cont'd)

## To the shareholders of United Bus Service Limited

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

#### Key audit matters (Cont'd)

Key audit matter	How our audit addressed the key audit matter
<b>Retirement benefit obligations</b>	
<p>Property, plant and equipment</p> <p>Property, plant and equipment are considered a key audit matter as measurement of depreciation and impairment of property, plant and equipment requires management to make judgements and assumptions and estimates related to determining the useful life and method of depreciation and perform a test for the impairment of property, plant and equipment (if any).</p> <p>As indicated in note 4, management have revised the remaining useful life of buses during the year under review due to changes being made to grants applicable to transport companies.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>•Examined and reviewed the internal controls related to financial operations in connection with property, plant and equipment.</li> <li>•Verified the physical existence and ownership of the Group of such property, plant and equipment.</li> <li>•Assessed and challenged management with regard to estimation of remaining useful life of assets and the process for approval of the change in key estimate.</li> <li>•Verified the correctness of the computation of depreciation expense.</li> <li>•Evaluated the presentation and disclosure of the change in key estimates in accordance with IAS 16 and IAS 8.</li> </ul>

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

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with IFRSs, and that comply with the requirements of the Mauritius Companies Act 2001, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error. In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group and 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's and the Company's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

This opinion has been prepared for and only for the Company's shareholders, as a body, in accordance with Section 205 of the Mauritius Companies Act 2001 and for no other purposes.

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



# Independent Auditor's Report (Cont'd)

## *To the shareholders of United Bus Service Limited*

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

#### ***Responsibilities of Directors and Those Charged with Governance for the Consolidated and Separate Financial Statements (Cont'd)***

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities of business activities within the Group to express an opinion on the consolidated and separate financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

#### *Other information*

The Directors are responsible for the other information. The other information comprises of corporate information, chairman's letter, board of directors, UBS Group structure, UBS Group Organigram, statement of directors' responsibilities, statutory disclosures, secretary's certificate and financial highlights of the Group.

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

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

# Independent Auditor's Report (Cont'd)

## *To the shareholders of United Bus Service Limited*

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

#### **Report on Other Legal and Regulatory Requirements**

##### *Mauritius Companies Act 2001*

We have no relationship with or interests in the Company or of its subsidiaries other than in our capacity as auditor and tax advisor of the Company and its subsidiaries.

We have obtained all the information and explanations we have required.

In our opinion, proper accounting records have been kept by the Group and the Company as far as it appears from our examination of those records.

##### *Financial Reporting Act 2004*

The directors are responsible for preparing the Corporate Governance Report. Our responsibility is to report on the extent of the compliance with the Code of Corporate Governance ("the Code") as disclosed in the corporate governance report and on whether the disclosure is consistent with the principles of the Code.

The directors have given explanations on the principles of the Code which have not been complied with.

In our opinion, except for areas of non-application of the Code for which the directors have given satisfactory explanation, the disclosure in the consolidated and separate financial statements is consistent with the principles of the Code.



Duncan Morris



Vivek Gujadhur, **FCCA**

Licensed by FRC

**Date: 28 September 2022**

# Consolidated And Separate Statements Of Financial Position

## As At 30 June 2022

	Notes	GROUP		COMPANY	
		2022	2021	2022	2021
		Rs	Rs	Rs	Rs
ASSETS					
NON-CURRENT ASSETS					
Property, plant and equipment	5	169,017,419	88,533,428	30,500,000	30,500,000
Investment property	6	584,000,929	615,972,984	36,000,000	36,000,000
Investments in subsidiaries	7	-	-	256,182,090	256,182,090
Financial assets	8	3,639,719	3,801,335	3,637,719	3,799,335
Deferred tax assets	18(c)	78,319,687	81,351,896	53,604	80,036
Total non-current assets		834,977,754	789,659,643	326,373,413	326,561,461
CURRENT ASSETS					
Inventories	9	60,761,677	44,391,174	-	-
Trade and other receivables	10	10,154,355	81,418,778	32,120,859	31,392,726
Financial assets	8	284,500,967	234,834,570	-	-
Cash and bank balances	11	34,451,601	7,093,040	2,404,061	2,418,749
Total current assets		389,868,600	367,737,562	34,524,920	33,811,475
TOTAL ASSETS		1,224,846,354	1,157,397,205	360,898,333	360,372,936
EQUITY AND LIABILITIES					
CAPITAL AND RESERVES					
Stated capital	14	49,737,832	49,737,832	49,737,832	49,737,832
Revaluation and replacement reserves		45,931,670	45,931,670	45,931,670	45,931,670
Fair value reserves		3,269,699	3,431,315	3,269,699	3,431,315
Retained earnings		385,720,693	314,080,030	179,757,189	158,442,540
Total equity, attributable to owners of the Company		484,659,894	413,180,847	278,696,390	257,543,357
NON-CURRENT LIABILITIES					
Obligations under finance lease	23	-	693,389	-	-
Borrowings	29	18,461,537	31,794,872	-	-
Retirement benefit obligations	21	469,256,888	443,451,361	-	-
Deferred tax liabilities	18(c)	5,447,020	5,555,865	-	-
Total non-current liabilities		493,165,445	481,495,487	-	-
CURRENT LIABILITIES					
Trade and other payables	13	179,113,101	177,841,319	76,934,825	102,522,460
Obligations under finance lease	23	675,925	1,313,322	-	-
Current tax liabilities	18(a)	18,854,808	9,261,102	297,629	307,119
Borrowings	29	12,307,692	8,205,128	-	-
Amounts due to related parties	12	31,100,000	66,100,000	-	-
Dividend payable		4,969,489	-	4,969,489	-
Total current liabilities		247,021,015	262,720,871	82,201,943	102,829,579
Total liabilities		740,186,460	744,216,358	82,201,943	102,829,579
TOTAL EQUITY AND LIABILITIES		1,224,846,354	1,157,397,205	360,898,333	360,372,936

Approved by the Board of Directors and authorised for issue on 28 September 2022



**Yacoob Ramtoola**  
Chairman



**Swaleh Ramjane**  
Director



**M S E Haji Adam**  
Director

The notes on pages 47 to 99 form an integral part of these consolidated and separate financial statements.

# Consolidated And Separate Statements Of Profit Or Loss And Other Comprehensive Income

## For The Year Ended 30 June 2022

	Notes	GROUP		COMPANY	
		2022 Rs	2021 Rs	2022 Rs	2021 Rs
REVENUE	25	806,473,517	778,199,522	27,316,968	22,922,968
DIRECT COSTS		(706,691,089)	(676,535,125)	-	-
OPERATING PROFIT		99,782,428	101,664,397	27,316,968	22,922,968
ADMINISTRATIVE EXPENSES		(72,177,733)	(74,307,373)	(630,951)	(731,690)
PROFIT FROM OPERATIONS	15	27,604,695	27,357,024	26,686,017	22,191,278
OTHER INCOME	16	72,229,918	34,065,784	-	-
FINANCE INCOME	16	1,384,439	773,899	-	-
FINANCE COSTS	17	(1,751,863)	(1,651,700)	-	-
PROFIT BEFORE TAX		99,467,189	60,545,007	26,686,017	22,191,278
TAX EXPENSE	18(b)	(22,857,037)	(4,709,351)	(401,879)	(303,196)
PROFIT FOR THE YEAR, ATTRIBUTABLE TO OWNERS OF THE COMPANY		76,610,152	55,835,656	26,284,138	21,888,082
<b>Other comprehensive income/(loss)</b>					
<u>Items that will not be reclassified subsequently to profit or loss:</u>					
Fair value gain on investments designated at FVTOCI	8	(161,616)	119,161	(161,616)	119,161
Total other comprehensive (loss)/income for the year, net of income tax		(161,616)	119,161	(161,616)	119,161
TOTAL COMPREHENSIVE INCOME FOR THE YEAR, ATTRIBUTABLE TO OWNERS OF THE COMPANY		76,448,536	55,954,817	26,122,522	22,007,243
EARNINGS PER SHARE	20	15.42	11.24		

The notes on pages 47 to 99 form an integral part of these consolidated and separate financial statements.

# Consolidated And Separate Statements Of Changes In Equity For The Year Ended 30 June 2022

## GROUP

### ATTRIBUTABLE TO OWNERS OF THE COMPANY

	Stated Capital	Properties Revaluation Reserve	Fair Value Reserve*	Retained Earnings	Total Equity
	Rs	Rs	Rs	Rs	Rs
At 1 July 2020	49,737,832	45,931,670	3,312,154	258,244,374	357,226,030
Comprehensive income:					
Profit for the year	-	-	-	55,835,656	55,835,656
Other comprehensive income for the year, net of income tax	-	-	119,161	-	119,161
Total comprehensive income for the year	-	-	119,161	55,835,656	55,954,817
At 30 June 2021	49,737,832	45,931,670	3,431,315	314,080,030	413,180,847
At 1 July 2021	49,737,832	45,931,670	3,431,315	314,080,030	413,180,847
Comprehensive income:					
Profit for the year	-	-	-	76,610,152	76,610,152
Other comprehensive loss for the year, net of income tax	-	-	(161,616)	-	(161,616)
Total comprehensive income for the year	-	-	(161,616)	76,610,152	76,448,536
Transaction with owners					
Dividends	-	-	-	(4,969,489)	(4,969,489)
At 30 June 2022	49,737,832	45,931,670	3,269,699	385,720,693	484,659,894

\*Fair value reserve represents the cumulative gains and losses arising on the revaluation of investments in equity investments designated at fair value through other comprehensive income, net of cumulative gain/loss reclassified to retained earnings upon disposal.

The notes on pages 47 to 99 form an integral part of these consolidated and separate financial statements.

# Consolidated And Separate Statements Of Changes In Equity (CONT'D) For The Year Ended 30 June 2022

## COMPANY

	Stated Capital	Properties Revaluation Reserve	Fair Value Reserve*	Retained Earnings	Total
	Rs	Rs	Rs	Rs	Rs
At 1 July 2020	49,737,832	45,931,670	3,312,154	136,554,458	235,536,114
Comprehensive income:					
Profit for the year	-	-	-	21,888,082	21,888,082
Other comprehensive income for the year, net of income tax	-	-	119,161	-	119,161
Total comprehensive income for the year	-	-	119,161	21,888,082	22,007,243
At 30 June 2021	49,737,832	45,931,670	3,431,315	158,442,540	257,543,357
At 1 July 2021	49,737,832	45,931,670	3,431,315	158,442,540	257,543,357
Comprehensive income:					
Profit for the year				26,284,138	26,284,138
Other comprehensive loss for the year, net of income tax	-	-	(161,616)	-	(161,616)
Total comprehensive (loss)/ income for the year	-	-	(161,616)	26,284,138	26,122,522
Transaction with owners					
Dividends	-	-	-	(4,969,489)	(4,969,489)
<b>At 30 June 2022</b>	<b>49,737,832</b>	<b>45,931,670</b>	<b>3,269,699</b>	<b>179,757,189</b>	<b>278,696,390</b>

\*Fair value reserve represents the cumulative gains and losses arising on the revaluation of investments in equity investments designated at fair value through other comprehensive income, net of cumulative gain/loss reclassified to retained earnings upon disposal.

The notes on pages 47 to 99 form an integral part of these consolidated and separate financial statements.

# Consolidated And Separate Statements Of Cash Flows For The Year Ended 30 June 2022

	Notes	GROUP		COMPANY	
		2022	2021	2022	2021
		Rs	Rs	Rs	Rs
<b>Cash flows from operating activities</b>					
<b>Profit before taxation</b>		99,467,189	60,545,007	26,686,017	22,191,278
Adjustments for:					
Interest expense	17	1,751,863	1,651,700	-	-
Interest income	16	(1,384,439)	(773,899)	-	-
Interest income from subsidiaries		-	-	(601,968)	(601,968)
Dividend income		-	-	(25,000,000)	(20,000,000)
Retirement benefits obligations	21	41,883,385	34,184,731	-	-
Depreciation of property, plant and equipment	5	42,784,510	26,025,884	-	-
Provision for inventory		-	6,000,000	-	-
Profit on disposal of plant and equipment	16	(2,254,957)	(1,029,348)	-	-
Profit on disposal of investment property		(2,945,056)	-	-	-
Depreciation of investment property	6	30,780,339	30,866,373	-	-
<b>Operating profit before working capital changes</b>		210,082,834	157,470,448	1,084,049	1,589,310
Increase in trade and other receivables		71,266,465	(63,221,977)	(126,165)	(71,280)
Decrease in inventories		(16,370,504)	9,189,040	-	-
Increase/(decrease) in trade and other payables		1,271,782	2,653,008	(587,635)	385,981
Movement in current account with subsidiary		-	-	-	-
		56,167,743	(51,379,929)	(713,800)	314,701
<b>Cash generated from operations</b>		266,250,577	106,090,519	370,249	1,904,011
Net tax (paid)/received		(10,339,967)	12,045,472	(384,937)	(170,288)
Retirement benefits paid		(16,077,858)	(24,218,556)	-	-
Interest paid		(1,751,863)	(1,385,002)	-	-
<b>Net cash generated from operating activities</b>		238,080,889	92,532,433	(14,688)	1,733,723
<b>Cash flows from investing activities</b>					
Interest received		1,045,731	13,484	-	-
Dividend received		-	-	-	-
Purchase of financial assets	8	(284,164,300)	(234,652,950)	-	-
Proceeds from matured treasury bills	8	234,834,570	65,000,000	-	-
Purchase of plant and equipment	5	(123,268,501)	(10,287,326)	-	-
Proceeds from disposal of plant and equipment		2,254,957	1,029,348	-	-
Proceeds from disposal of investment property		4,136,772	-	-	-
Purchases of investment property	6	-	(2,410,610)	-	-
<b>Net cash (used in)/generated from investing activities</b>		(165,160,771)	(181,308,054)	-	-
<b>Cash flows from financing activities</b>					
Repayment under finance lease	28	(1,330,786)	(1,483,230)	-	-
Loans repayment	28	(44,230,771)	(2,000,000)	-	-
Loan received	28	-	40,000,000	-	-
<b>Net cash (used in)/generated from financing activities</b>		(45,561,557)	36,516,770	-	-
<b>Net movement in cash and cash equivalents</b>		27,358,561	(52,258,851)	(14,688)	1,733,723
<b>Cash and cash equivalents at 1 July</b>		7,093,040	59,351,891	2,418,749	685,026
<b>Cash and cash equivalents at 30 June</b>		34,451,601	7,093,040	2,404,061	2,418,749

The notes on pages 47 to 99 form an integral part of these consolidated and separate financial statements.

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 1. INCORPORATION AND ACTIVITIES

United Bus Service Limited (the “Company”) is a public company incorporated in Mauritius and listed on the Development & Enterprise Market (DEM) of the Stock Exchange of Mauritius. Its registered office and principal place of business is situated at Royal Road, Les Cassis, Port Louis.

The main activities of the Company and of its subsidiaries (collectively referred to as the “Group”) are:

- United Bus Service Limited is engaged in investment holding.
- UBS Transport Ltd provides bus transport services to the public.
- Orland Ltd is engaged in property development.

### 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRSs)

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

#### 2.1 Changes in accounting policies

The following standards, interpretations or amendments to existing standards that are effective for the first time for the financial year beginning on 1 July 2021 were adopted by the Group and the Company. However, these did not have a material impact on the consolidated and separate financial statements:

##### *New and amended standards and interpretations effective for the current year*

Up to the date of issue of these consolidated and separate financial statements, the IASB has issued a number of amendments, new standards and interpretations which are effective for annual periods beginning on or after 1 July 2021.

Interest Rate Benchmark Reform Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16)

The amendments provide temporary reliefs which address the financial reporting effects when an interbank offered rate (IBOR) is replaced with an alternative nearly risk-free interest rate (RFR). The amendments include the following practical expedients:

- A practical expedient to require contractual changes, or changes to cash flows that are directly required by the reform, to be treated as changes to a floating interest rate, equivalent to a movement in a market rate of interest
- Permit changes required by IBOR reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued
- Provide temporary relief to entities from having to meet the separately identifiable requirement when an RFR instrument is designated as a hedge of a risk component

Interest Rate Benchmark Reform – Phase 2 introduces amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 and is not mandatorily effective until annual periods beginning on or after 1 January 2021, however, many entities were expected to adopt the amendments early.

The Standard did not have any major impact on the consolidated and separate financial statements for the year ended 30 June 2022.



# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRSs) (CONT'D)

#### 2.1 Changes in accounting policies (Cont'd)

##### *New and amended standards and interpretations effective for the current year (Cont'd)*

##### Covid-19-Related Rent Concessions beyond 30 June 2021 (Amendment to IFRS 16)

Effective 1 June 2020, IFRS 16 was amended to provide a practical expedient for lessees accounting for rent concessions that arise as a direct consequence of the COVID-19 pandemic and satisfy the following criteria:

- (a) The change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- (b) The reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- (c) There is no substantive change to other terms and conditions of the lease.

Rent concessions that satisfy these criteria may be accounted for in accordance with the practical expedient, which means the lessee does not assess whether the rent concession meets the definition of a lease modification. Lessees apply other requirements in IFRS 16 in accounting for the concession.

Accounting for the rent concessions as lease modifications would have resulted in the Group and the Company remeasuring the lease liability to reflect the revised consideration using a revised discount rate, with the effect of the change in the lease liability recorded against the right-of-use asset. By applying the practical expedient, the Group and the Company are not required to determine a revised discount rate and the effect of the change in the lease liability is reflected in profit or loss in the period in which the event or condition that triggers the rent concession occurs.

On 31 March 2021, the IASB issued another amendment to IFRS 16: Covid-19-Related Rent Concessions beyond 30 June 2021, which extended the above practical expedient to reductions in lease payments that were originally due on or before 30 June 2022. This amendment is effective for annual periods beginning on or after 1 April 2021 with earlier application permitted. The amendment is to be applied mandatorily by those entities that have elected to apply the previous amendment COVID-19-Related Rent Concessions.

The amendments did not have any major impact on the consolidated and separate financial statements for the year ended 30 June 2022.

##### *New or amended standards and interpretations issued but not yet effective for the year ended 30 June 2022*

Up to the date of issue of these consolidated and separate financial statements, the IASB has issued a number of amendments, new standards and interpretations which are not yet effective for the year ended 30 June 2022 and which have not been adopted in these consolidated and separate financial statements. Those which may be relevant to the Group and the Company are set out below. The Group and the Company do not plan to adopt these standards early. These will be adopted in the period that they become mandatory unless otherwise indicated:

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRSs) (CONT'D)

#### 2.1 Changes in accounting policies (Cont'd)

##### *New or amended standards and interpretations issued but not yet effective for the year ended 30 June 2022 (Cont'd)*

###### *Classification of Liabilities as Current or Non-current – Amendments to IAS 1*

The narrow-scope amendments to IAS 1 Presentation of Financial Statements clarify that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectations of the entity or events after the reporting date (e.g. the receipt of a waiver or a breach of covenant). The amendments also clarify what IAS 1 means when it refers to the 'settlement' of a liability.

The amendments could affect the classification of liabilities, particularly for entities that previously considered management's intentions to determine classification and for some liabilities that can be converted into equity.

They must be applied retrospectively in accordance with the normal requirements in IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors.

In May 2020, the IASB issued an Exposure Draft proposing to defer the effective date of the amendments to 1 January 2023.

The amendment is effective for annual reporting periods beginning on or after 1 January 2023 with earlier application permitted. The amendments are to be applied retrospectively from the effective date. The directors have not yet assessed the impact the standard will have on the consolidated and separate financial statements.

###### *Annual Improvements to IFRS Standards 2018–2020*

- IFRS 9 Financial Instruments - The amendment clarifies that for the purpose of performing the "10 per cent test" for derecognition of financial liabilities – in determining those fees paid net of fees received, a borrower includes only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.
- IFRS 16 Leases – amendment of illustrative example 13 to remove the illustration of payments from the lessor relating to leasehold improvements, to remove any confusion about the treatment of lease incentives.
- IFRS 1 First-time Adoption of International Financial Reporting Standards – allows entities that have measured their assets and liabilities at carrying amounts recorded in their parent's books to also measure any cumulative translation differences using the amounts reported by the parent. This amendment will also apply to associates and joint ventures that have taken the same IFRS 1 exemption.
- IAS 41 Agriculture – removal of the requirement for entities to exclude cash flows for taxation when measuring fair value under IAS 41. This amendment is intended to align with the requirement in the standard to discount cash flows on a post-tax basis.

The amendment is effective for annual reporting periods beginning on or after 1 January 2022 with earlier application permitted. The directors have not yet assessed the impact the standard will have on the consolidated and separate financial statements.

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRSs) (CONT'D)

#### 2.1 Changes in accounting policies (Cont'd)

##### **New or amended standards and interpretations issued but not yet effective for the year ended 30 June 2022 (Cont'd)**

###### *Definition of Accounting Estimates (Amendments to IAS 8)*

The International Accounting Standards Board (IASB) has published 'Definition of Accounting Estimates (Amendments to IAS 8)' to help entities to distinguish between accounting policies and accounting estimates.

- The definition of a change in accounting estimates is replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty".
- Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty.
- The Board clarifies that a change in accounting estimate that results from new information or new developments is not the correction of an error. In addition, the effects of a change in an input or a measurement technique used to develop an accounting estimate are changes in accounting estimates if they do not result from the correction of prior period errors.
- A change in an accounting estimate may affect only the current period's profit or loss, or the profit or loss of both the current period and future periods. The effect of the change relating to the current period is recognised as income or expense in the current period. The effect, if any, on future periods is recognised as income or expense in those future periods.

The amendments are effective for annual periods beginning on or after 1 January 2023 and changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted.

The directors have not yet assessed the impact the standard will have on the consolidated and separate financial statements.

###### *Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2)*

The International Accounting Standards Board (IASB) has issued 'Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2)' with amendments that are intended to help preparers in deciding which accounting policies to disclose in their consolidated and separate financial statements.

Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2) amends IAS 1 in the following ways:

- An entity is now required to disclose its material accounting policy information instead of its significant accounting policies;
- Several paragraphs are added to explain how an entity can identify material accounting policy information and to give examples of when accounting policy information is likely to be material;
- the amendments clarify that accounting policy information may be material because of its nature, even if the related amounts are immaterial;

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRSs) (CONT'D)

#### 2.1 Changes in accounting policies (Cont'd)

**New or amended standards and interpretations issued but not yet effective for the year ended 30 June 2022 (Cont'd)**

*Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2) (Cont'd)*

- the amendments clarify that accounting policy information is material if users of an entity's consolidated and separate financial statements would need it to understand other material information in the consolidated and separate financial statements; and
- the amendments clarify that if an entity discloses immaterial accounting policy information, such information shall not obscure material accounting policy information.

In addition, IFRS Practice Statement 2 has been amended by adding guidance and examples to explain and demonstrate the application of the 'four-step materiality process' to accounting policy information in order to support the amendments to IAS 1.

The amendments are applied prospectively. The amendments to IAS 1 are effective for annual periods beginning on or after 1 January 2023. Earlier application is permitted. Once the entity applies the amendments to IAS 1, it is also permitted to apply the amendments to IFRS Practice Statement 2.

The directors have not yet assessed the impact the standard will have on the consolidated and separate financial statements.

*Property, plant and equipment: Proceeds before intended use - Amendments to IAS 16*

The amendment to IAS 16 Property, Plant and Equipment (PP&E) prohibits an entity from deducting from the cost of an item of PP&E any proceeds received from selling items produced while the entity is preparing the asset for its intended use. It also clarifies that an entity is 'testing whether the asset is functioning properly' when it assesses the technical and physical performance of the asset. The financial performance of the asset is not relevant to this assessment.

Entities must disclose separately the amounts of proceeds and costs relating to items produced that are not an output of the entity's ordinary activities.

*Onerous Contracts – Cost of Fulfilling a Contract Amendments to IAS 37*

The amendment to IAS 37 clarifies that the direct costs of fulfilling a contract include both the incremental costs of fulfilling the contract and an allocation of other costs directly related to fulfilling contracts.

Before recognising a separate provision for an onerous contract, the entity recognises any impairment loss that has occurred on assets used in fulfilling the contract.

*IFRS 3 Business Combinations (Amendment - Reference to the Conceptual Framework)*

IFRS 3 "Business Combinations" outlines the accounting when an acquirer obtains control of a business (e.g. an acquisition or merger). Such business combinations are accounted for using the 'acquisition method', which generally requires assets acquired and liabilities assumed to be measured at their fair values at the acquisition date.

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRSs) (CONT'D)

#### 2.1 Changes in accounting policies (Cont'd)

##### *IAS 12 Income Taxes (Amendment-Deferred Tax related to Assets and Liabilities arising from a Single Transaction)*

The amendments clarify that the initial recognition exemption does not apply to transactions in which equal amounts of deductible and taxable temporary differences arise on initial recognition.

### 3. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies adopted by the Group and the Company are as follows:

#### (a) Basis of preparation

The consolidated and separate financial statements have been prepared under the historical cost basis except for freehold land that are measured at revalued amounts and for investments which are measured at fair value at the end of each reporting period. Revaluations are performed with sufficient regularity.

These consolidated and separate financial statements comply with the requirements of the Mauritius Companies Act 2001.

#### (b) Foreign currencies

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

Items included in the consolidated and separate financial statements are measured using Mauritian rupees, the currency of the primary economic environment in which the Group and the Company operate ("functional currency"). The consolidated and separate financial statements are presented in Mauritian rupees, which is the Group's and Company's functional and presentation currency.

##### (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.

#### (c) Basis of consolidation

The consolidated financial statements incorporate the financial statements of United Bus Service Limited and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### (c) Basis of consolidation (cont'd)

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

When necessary, adjustments are made to the financial statements of the subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intragroup assets and liabilities, equity income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group attributes total comprehensive income or loss of subsidiaries between the owners of the parent and the non-controlling interests based on their respective ownership interests.

#### (d) Investments in subsidiaries

In the separate financial statements, investments in subsidiaries are recognised at cost less impairment. When the recoverable amount of an investment is less than its carrying amount, the investment is written down immediately to its recoverable amount and the impairment loss is recognised as an expense in the statement of profit or loss and other comprehensive income.

#### (e) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances. Traffic receipts and private hire revenue are recognised upon performance of services and represents receipts from sale of tickets and hire of buses.

Revenue is measured based on the consideration to which the Company and the Group expect to be entitled in a contract with a customer. Revenue is recognised when or as the Company and the Group satisfy a performance obligation by transferring control of a promised service or asset to a customer. Control is either transferred over time or at a point in time. The Group derives revenue from sales of shops and apartments which are recognised at point in time. Room revenue derived from rental of apartments are recognised as and when the services are provided and are recognised over time. Syndic fees are recognised as and when the services are provided and are recognised over time. Rental income is recognised on a straight and accrual basis over the lease terms.

Dividend income from investments is recognised when the shareholder's right to receive payment has been established.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Other revenues earned by the Group and the Company are recognised on accrual basis.

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### (f) Government grants

Grants from the National Transport Authority are not recognised until there is reasonable assurance that the Group will comply with the conditions attached to them and that the grants will be received.

Government grants are recognised in consolidated statements of profit or loss and other comprehensive income on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Government grant whose primary condition is that the Group should acquire non-current assets are deducted in calculation of the carrying amount of the asset in which the grant is recognised in consolidated statements of profit or loss and other comprehensive income over the life of a depreciable asset by way of a reduced depreciation expense.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in consolidated statements of profit or loss and other comprehensive income in the period in which they become receivable.

#### (g) Property, plant and equipment

Freehold land is stated at its revalued amounts in the consolidated and separate statements of financial position, being the fair value at the date of revaluation. Revaluations are performed with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair values at the end of the reporting period. Any revaluation increase arising on the revaluation of freehold land is recognised in other comprehensive income and accumulated in equity.

Building on freehold land are carried at cost, less accumulated depreciation and any recognised impairment losses. Cost includes professional fees and borrowing costs capitalised under qualifying assets.

Other items of the property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses.

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. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the consolidated and separate statements of profit or loss and other comprehensive income.

#### (h) Investment property

Investment property is held to earn rentals and/or for capital appreciation.

Investment property is measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at cost less accumulated depreciation and impairment losses.

The annual depreciation rate for investment properties is on a range of 2% to 5% on a straight line basis.

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### (h) Investment property (Cont'd)

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in consolidated and separate statements of profit or loss and other comprehensive income in the period in which the property is derecognised. Freehold land is not depreciated and stated at cost.

#### (i) Depreciation

Freehold land is not depreciated. Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. In the year of purchase, depreciation is calculated on a pro-rata basis.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets.

The annual depreciation rates applied on straight line method are:-

Buildings on leasehold land	10.00%	(2021: 10.00%)
Buses	25.00%	(2021: 15.00%)
Plant and machinery	10.00%	(2021: 10.00%)
Other vehicles	20.00%	(2021: 20.00%)
Furniture, fittings and equipment	10.00%	(2021: 10.00%)
Computer equipment	20% - 33.33%	(2021: 20% - 33.33%)
Ticket issue machines	33.33%	(2021: 33.33%)

#### (j) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in consolidated and separate statements of profit or loss and other comprehensive income in the period in which they are incurred.

#### (k) Inventories

Inventories are stated at the lower of cost (determined on the first-in-first-out (FIFO) basis) and net realisable value. Cost of inventories comprises all costs of purchase and other costs incurred in bringing such inventories to their present condition and location. Net realisable value represents the estimated selling price for inventories less selling expenses.

#### (l) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

##### ***Current tax***

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the consolidated and separate statements of profit or loss and other comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.



# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### (l) **Taxation (Cont'd)**

##### ***Deferred tax***

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated and separate financial statements and the corresponding tax bases in the computation of taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group and the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

##### ***Current and deferred tax for the year***

Current and deferred tax are recognised in consolidated and separate statements of profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

#### (m) **Cash and cash equivalents**

Cash comprises cash at bank and cash in hand. Cash equivalent are short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

#### (n) **Financial instruments**

Financial assets and liabilities are recognised on the consolidated and separate statements of financial position when the Group and the Company become party to the contractual provisions of the financial instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

##### ***Financial assets***

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

##### ***Classification of financial assets***

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

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### (n) Financial instruments (Cont'd)

##### *Financial assets (Cont'd)*

##### *Classification of financial assets (Cont'd)*

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

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

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

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

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

#### (i) *Amortised cost and effective interest method*

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

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial assets other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

For purchased or originated credit-impaired financial assets, the Group and the Company recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition.

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

Interest income is recognised in consolidated and separate statements of profit or loss and is included in the "finance income" line item.

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### (n) Financial instruments (cont'd)

##### *Financial assets (cont'd)*

##### *Classification of financial assets (cont'd)*

##### *(ii) Equity instruments designated as at FVTOCI*

On initial recognition, the Group and the Company may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognised by an acquirer in a business combination.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group and the Company manages together and has evidence of a recent actual pattern of short-term profit-taking; or
- it is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in investment revaluation reserve. The cumulative gain or loss is not reclassified to profit or loss on disposal of the equity investments, instead, it is transferred to retained earnings.

Dividends on these investments in equity instruments are recognised in profit or loss in accordance with IFRS 9, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the 'Investment income' line item in profit or loss.

The Group and the Company have designated its investments in equity instruments that are not held for trading as at FVTOCI on initial application of IFRS 9.

##### *Impairment of financial assets*

The Group and the Company recognise a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost or at FVTOCI and trade receivables. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group and the Company apply the IFRS 9 simplified approach to measure expected credit losses (ECL) which uses a lifetime expected loss allowance for all trade receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's and the Company's historical credit loss experiences, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### (n) Financial instruments (cont'd)

##### *Financial assets (cont'd)*

##### *Impairment of financial assets (cont'd)*

For all other financial instruments, the Group and the Company recognise lifetime ECL until they are derecognised due to short-term nature of the receivables and have been assessed to have credit risk other than low.

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

#### (i) Significant increase in credit risk

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

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

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

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

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### (n) Financial instruments (cont'd)

##### *Financial assets (cont'd)*

##### *Impairment of financial assets (cont'd)*

#### (i) Significant increase in credit risk (cont'd)

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

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

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

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

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

#### (ii) Definition of default

The Group and the Company consider a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group and the Company may also consider a financial asset to be in default when internal or external information indicates that the Group and the Company are unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group and the Company.

#### (iii) Write-off policy

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows. Financial assets written off may still be subject to enforcement activities under the Group's and Company's recovery procedures. Any recoveries made are recognised in profit or loss.

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### (n) Financial instruments (Cont'd)

##### **Financial assets (cont'd)**

##### *Impairment of financial assets (Cont'd)*

#### (iv) Measurement for expected credit losses

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

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

##### *Derecognition of financial assets*

The Group and the Company derecognise a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group and the Company neither transfer nor retain substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group and the Company recognise its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group and the Company retain substantially all the risks and rewards of ownership of a transferred financial asset, the Group and the Company continue to recognise the financial asset and also recognise a collateralised borrowing for the proceeds received. On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. In contrast, on derecognition of an investment in equity instrument which the Group and the Company have elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

##### **Financial liabilities and equity**

##### *Classification as debt or equity*

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

##### **Equity instrument**

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

##### **Financial liabilities**

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

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### (n) **Financial instruments (Cont'd)**

##### *Financial liabilities (Cont'd)*

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

*Financial liabilities measured subsequently at amortised cost.*

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held-for-trading, or (iii) designated as at FVTPL, are measured subsequently at amortised cost using the effective interest method.

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

*Derecognition of financial liabilities*

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

#### (o) **Impairment of assets**

At each end of the reporting period, the Group and the Company review the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. Recoverable amount of an asset is the higher of fair value less costs to sell and value in use. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

#### (p) **Leasing**

Assets held under leases are initially recognised as assets at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statements of financial position as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss.

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### (q) Retirement benefit obligations

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the consolidated and separate statements of financial position with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

Defined benefit costs are categorised as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income;
- Remeasurement.

The Group presents the first two components of defined benefit costs in consolidated statements of profit or loss and other comprehensive income. Curtailment gains and losses are accounted for as past service costs.

#### *Other retirement benefits*

The present value of other retirement benefits in respect of Employment Rights Act 2008 gratuities at the end of the reporting period is also recognised as a non-current liability.

#### *State plan*

Contributions to the National Pension Scheme are recognised in consolidated and separate statements of profit or loss in the year in which they fall due.

#### (r) Provisions

Provisions are recognised when the Group and the Company have a present legal or constructive obligation as a result of past events, it is probable the Group and the Company will be required to settle the 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 end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.



# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(s) **Related parties**

Related parties are individuals and companies where the individual or company has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions or is a member of the key management personnel of the reporting entity. An entity is related to a reporting entity if both of them are members of the same group or one of them is either an associate or joint venture of the other entity. Related party can also arise if the entity is a post-employment benefit plan for the employee of the reporting entity.

(t) **Segmental reporting**

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment that are subject to risks and returns that are different from those of segments operating in other economic environments.

(u) **Comparative figures**

Comparative figures have been regrouped, where necessary, to conform to the current year's presentation.

### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of consolidated and separate 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 consolidated and separate 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 consolidated and separate 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 consolidated and separate 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.

#### ***Critical accounting judgements***

The following are the critical judgements, apart from those involving estimations (which are presented separately below), that the directors have made in the process of applying the Group's and the Company's accounting policies and that have the most significant effect on the amounts recognised in consolidated and separate financial statements.

#### ***Credit risk***

The directors have assessed the credit risk for the financial assets by taking into consideration the quantitative and qualitative reasonable and supporting forward looking information.

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)

#### **Key sources of estimation uncertainty**

##### ***Property, plant and equipment***

The cost of the property, plant and equipment is depreciated over the estimated useful life of the asset. The estimated useful life is based on expected usage of the asset and expected physical wear and tear, which depends on operational factors. Management has not considered any residual value as it is deemed immaterial.

##### ***Revision of useful lives of property, plant and equipment***

During the year the estimated total useful lives of certain items of plant and equipment used by the Group were revised. Following changes being made to grants applicable to transport companies for the purchase of new buses in the Finance Budget, management have approved to upgrade its current bus fleet and will replace with purchase of electrical buses in future. The estimated remaining useful life of existing bus fleet have been reassessed and considered to elapse within next 4 years. The new depreciation rate has been revised to 25% and the net effect of the changes in the current financial year was an increase in depreciation expense of Rs **14.6M**

##### ***Allowance for slow-moving inventories***

Inventories are stated at the lower of cost or net realisable value. Adjustments to reduce the cost of inventory to its realisable value, if required, are made at the product level for estimated excess, obsolescence or impaired balances. Factors influencing these adjustments include changes in demand, technological changes, physical deterioration and quality issues.

##### ***Financial instruments***

The Group and the Company hold financial instruments that are not quoted on active markets and the Company holds investment in subsidiaries. Determining whether the investments in subsidiaries are impaired requires estimate of the value in use of the investments. In considering the value in use, the directors have considered the most recent available audited accounts and actual results achieved. Where impairment indications are identified, the directors have considered future cash flow projections. The actual results could, however, differ from the estimates. Changes in assumptions could affect the reported value of the investment. At 30 June 2022, the directors have concluded that none of the investments in subsidiaries are impaired. With respect to the unquoted investments, the directors have considered the unaudited net asset value of the investee companies at 30 June 2022 for the fair value estimation. The directors consider these net asset value to be reasonable estimate and appropriate.

##### ***Retirement benefit obligations***

Retirement benefit obligations are determined by management on the basis detailed in note 21. Changes in assumptions considered by management about these factors could affect the provision to be made in the consolidated and separate financial statements.

##### ***Calculation of loss allowance***

When measuring ECL, the Group and the Company uses reasonable and supportable forward looking information, which is based on the assumptions for the future movement of economic drivers and how these drivers will affect each other.

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)

#### **Key sources of estimation uncertainty (cont'd)**

##### ***Calculation of loss allowance (cont'd)***

Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

Probability of default constitutes a key input in measuring ECL. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions.

##### **Deferred tax assets**

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.

##### **Investment property**

Management determines the estimated useful lives and related depreciation charge for the Group's and the Company's investment property. Management will revise the depreciation charge where useful lives are different to previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

##### **Functional currency**

The determination of the functional currency of the Group and the Company is critical since recording of transactions and exchange differences arising are dependent on the selected functional currency. As describes the accounting policies, the directors have considered those factors therein and have determined that the functional currency of the Group and the Company is Rupees.

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 5. PROPERTY, PLANT AND EQUIPMENT

#### GROUP

	Freehold land	Buildings on leasehold land	Buses	Plant and machinery
	Rs	Rs	Rs	
<b>COST OR VALUATION</b>				
At 1 July 2020	30,500,000	67,836,783	504,131,968	17,510,785
Additions	-	9,032,916	-	96,608
Disposal	-	-	(3,485,457)	-
At 30 June 2021	30,500,000	76,869,699	500,646,511	17,607,393
Additions	-	74,685,525	46,691,600	643,231
Disposal	-	-	(16,875,735)	-
<b>At 30 June 2022</b>	<b>30,500,000</b>	<b>151,555,224</b>	<b>530,462,376</b>	<b>18,250,624</b>
<b>ACCUMULATED DEPRECIATION</b>				
At 1 July 2020	-	67,290,347	453,938,216	13,766,338
Charge for the year	-	13,910	18,977,514	821,388
Disposal	-	-	(3,485,455)	-
At 30 June 2021	-	67,304,257	469,430,275	14,587,726
Charge for the year	-	-	36,533,186	649,476
Disposal	-	-	(16,875,735)	-
<b>At 30 June 2022</b>	<b>-</b>	<b>67,304,257</b>	<b>489,087,726</b>	<b>15,237,202</b>
<b>NET BOOK VALUE</b>				
<b>At 30 June 2022</b>	<b>30,500,000</b>	<b>84,250,967</b>	<b>41,374,650</b>	<b>3,013,422</b>
At 30 June 2021	30,500,000	9,565,442	31,216,236	3,019,667

## Notes To The Consolidated And Separate Financial Statements

### For the year ended 30 June 2022

Other vehicles	Right-of-use assets	Furniture fittings and equipment	Computer equipment	Ticket issue machines	Total
Rs	Rs	Rs	Rs	Rs	Rs
20,900,029	10,455,500	18,740,476	11,486,094	6,302,260	687,863,895
690,299	-	335,098	132,404	-	10,287,325
(1,092,500)	-	-	-	-	(4,577,957)
20,497,828	10,455,500	19,075,574	11,618,498	6,302,260	693,573,263
-	-	891,038	357,107	-	123,268,501
-	-	-	-	-	(16,875,735)
20,497,828	10,455,500	19,966,612	11,975,605	6,302,260	799,966,029
12,153,110	6,438,249	13,786,348	10,100,018	6,119,280	583,591,906
2,689,922	1,689,199	923,680	740,132	170,139	26,025,884
(1,092,500)	-	-	-	-	(4,577,955)
13,750,532	8,127,448	14,710,028	10,840,150	6,289,419	605,039,835
2,295,038	1,689,200	933,184	671,585	12,841	42,784,510
-	-	-	-	-	(16,875,735)
16,045,570	9,816,648	15,643,212	11,511,735	6,302,260	630,948,610
4,452,258	638,852	4,323,400	463,870	-	169,017,419
6,747,296	2,328,052	4,365,546	778,348	12,841	88,533,428

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

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

#### COMPANY

	Freehold land	
	2022	2021
	Rs	Rs
At 1 July / 30 June	30,500,000	30,500,000

A review of the residual values and useful lives of plant and equipment is carried out by management at each financial year end and are adjusted prospectively, if appropriate.

#### Fair value measurement of the Group's and the Company's freehold land

Details of the Group's and the Company's freehold land and information about the fair value hierarchy as at reporting date are as follows:

	2022			
	Level 1 Rs	Level 2 Rs	Level 3 Rs	Total Rs
Freehold land	-	30,500,000	-	30,500,000

	2021			
	Level 1 Rs	Level 2 Rs	Level 3 Rs	Total Rs
Freehold land	-	30,500,000	-	30,500,000

Had the freehold land been stated at cost, the carrying amount would have been as follows:

	GROUP		COMPANY	
	2022 Rs	2021 Rs	2022 Rs	2021 Rs
Freehold land	9,433,595	9,433,595	9,433,595	9,433,595

The freehold land was fair valued at Rs 36,000,000 and Rs 30,500,000 by an independent valuer, N. Jeetun, for the year ended 30 June 2019. N. Jeetun is a chartered Valuation Surveyor and has appropriate qualifications and experience in the valuation of properties. The valuation which conforms to International Valuation Standards was arrived at based on the market value. The fair value of the freehold land was determined based on the market comparable approach that reflects recent transaction prices for similar properties within close vicinity of the freehold land. The directors consider that the fair value of the freehold land remained unchanged at reporting date. The next valuation will be performed for the year ending 30 June 2024.

The Group's and the Company's property, plant and equipment have been pledged as security for bank facilities which is renewable annually. The directors have assessed the carrying amount of the property, plant and equipment and are of opinion that it has not suffered any impairment as at 30 June 2022.

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 6. INVESTMENT PROPERTY

#### GROUP

#### COST

At 1 July 2020

Additions

At 30 June 2021

Disposal

At 30 June 2022

#### DEPRECIATION

At 1 July 2020

Charge for the year

At 30 June 2021

Charge for the year

At 30 June 2022

#### NET BOOK VALUE

At 30 June 2022

At 30 June 2021

	Freehold land Rs	Freehold building Rs	Total Rs
At 1 July 2020	114,429,686	628,207,316	742,637,002
Additions	-	2,410,610	2,410,610
At 30 June 2021	114,429,686	630,617,926	745,047,612
Disposal	-	(1,191,716)	(1,191,716)
At 30 June 2022	114,429,686	629,426,210	743,855,896
At 1 July 2020	-	98,208,255	98,208,255
Charge for the year	-	30,866,373	30,866,373
At 30 June 2021	-	129,074,628	129,074,628
Charge for the year	-	30,780,339	30,780,339
At 30 June 2022	-	159,854,967	159,854,967
At 30 June 2022	114,429,686	469,571,243	584,000,929
At 30 June 2021	114,429,686	501,543,298	615,972,984

#### Company

At 1 July / 30 June

Freehold land	
2022 Rs	2021 Rs
36,000,000	36,000,000

(i) Amount disclosed in profit or loss for investment properties

Rental and other income from operating leases

Direct expenses from property that generated rental income

Direct expenses from property that did not generate rental income

GROUP		COMPANY	
2022 Rs	2021 Rs	2022 Rs	2021 Rs
84,945,076	83,134,588	1,715,000	2,321,000
45,645,272	50,363,470	-	-
2,755,457	737,182	-	-

The fair value of the investment property at the reporting date was Rs 989.6M (2021: Rs 809.5M) and was determined by the directors based on income approach. The rental contracts are open and cancellable.

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 6. INVESTMENT PROPERTY (CONT'D)

#### (ii) Contractual obligations

The Group and the Company acquired a property at a cost of Rs 2.4M in the financial year ended 30 June 2021 which will be used for the development of real estate project.

As 30 June 2022, the real estate project and the intended start of construction are yet to be finalised.

#### (iii) Leasing arrangements

The investment properties are leased to tenants under operating leases with rentals payable monthly.

Lease payments are fixed over the term of the lease.

Minimum lease payments receivable on leases of investment properties are as follows:

	GROUP	
	2022	2021
	Rs	Rs
<b>Group</b>		
Within 1 year	76,366,771	73,147,964
Between 2 and 5 years	305,467,084	292,591,856
	<u>381,833,855</u>	<u>365,739,820</u>
<b>Company</b>		
Within 1 year	1,440,000	2,196,003
Between 2 and 5 years	5,760,000	8,784,012
	<u>7,200,000</u>	<u>10,980,015</u>

### 7. INVESTMENTS IN SUBSIDIARIES

	COMPANY	
	2022	2021
	Rs	Rs
<b>At cost</b>		
At 30 June	<u>256,182,090</u>	<u>256,182,090</u>



# Notes To The Consolidated And Separate Financial Statements For the year ended 30 June 2022

## 7. INVESTMENTS IN SUBSIDIARIES (CONT'D)

Details of the Company's subsidiaries at 30 June are as follows:-

Name of subsidiary	Country of incorporation and operation	Principal activity	Ownership %		2022 & 2021 Rs
			Direct	Indirect	
UBS Transport Ltd	Mauritius	Bus transport services	100	-	20,000,000
Orland Ltd	Mauritius	Property development	100	-	236,182,090
Pasteur Management and Corporate Services Ltd*	Mauritius	Secretarial support services	-	100	-
Naz Management and Corporate Services Ltd*	Mauritius	Secretarial support services	-	100	-
Queen Mary Heights Ltd*	Mauritius	Property development	-	100	-
Citadel Maintenance Services Ltd*	Mauritius	Office support services	-	100	-
					256,182,090

\*Pasteur Management and Corporate Services Ltd and Naz Management and Corporate Services Ltd and Queen Mary Heights Ltd are dormant companies.

At the reporting date, the directors reviewed the carrying value of the investments in subsidiaries. In their opinion, there is no objective evidence that the investments in subsidiaries are impaired.

## 8. FINANCIAL ASSETS

	GROUP		COMPANY	
	2022 Rs	2021 Rs	2022 Rs	2021 Rs
At fair value through other comprehensive income (FVTOCI)	3,639,719	3,801,335	3,637,719	3,799,335
At amortised cost	284,500,967	234,834,570	-	-
	288,140,686	238,635,905	3,637,719	3,799,335
Included in consolidated and separate financial statements as:				
Non-current assets	3,639,719	3,801,335	3,637,719	3,799,335
Current assets	284,500,967	234,834,570	-	-
	288,140,686	238,635,905	3,637,719	3,799,335

### Investment in equity instrument designated at FVTOCI

	GROUP		COMPANY	
	2022 Rs	2021 Rs	2022 Rs	2021 Rs
At 1 July	3,801,335	3,682,174	3,799,335	3,680,174
Fair value movement	(161,616)	119,161	(161,616)	119,161
At 30 June	3,639,719	3,801,335	3,637,719	3,799,335

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 8. FINANCIAL ASSETS (CONT'D)

The Group and the Company hold unquoted equity investment which were stated at cost less impairment. With the application of IFRS 9, the equity instruments have been classified as fair value through other comprehensive income (FVTOCI). The fair value of the unquoted investments has been based on the net asset value of the investee as at 30 June 2022.

#### Financial assets at amortised cost

	GROUP	
	2022	2021
	Rs	Rs
Treasury bills		
At 01 July	234,834,570	64,421,205
Additions	284,164,300	234,652,950
Interest	336,667	760,415
Disposals	(234,834,570)	(65,000,000)
At 30 June	284,500,967	234,834,570

The treasury bills have a maturity dates ranging between 2 to 10 months and carry fixed rates of interest. The interest rates on these securities are 0.34% and 0.73% per annum. (2021: 0.34% - 0.73%) The treasury bills are held by the Group and the Company within a business model whose objective is to collect their contractual cash flows which are solely payments of principal and interest on the principal amount outstanding. Hence, the treasury bills are classified and presented at amortised cost.

Due to the short term nature of the treasury bills, the directors have assessed and concluded that the carrying amount at the reporting date approximated its fair value. For the purpose of impairment assessment, the treasury bills are considered to have low credit risk as the Government of Mauritius is the counterparty of these bills. Accordingly, the loss allowance for the treasury bills is measured at an amount equal to 12 month expected credit loss. The impairment loss is considered to be immaterial.

### 9. INVENTORIES

	GROUP	
	2022	2021
	Rs	Rs
<b>AT COST</b>		
Citadelle Mall		
- Shops and Mezzanine	31,614,047	22,134,504
- Parking	9,481,780	8,906,780
- Apartments	3,876,249	3,876,249
	44,972,076	34,917,533
Loose tools	1,092,705	7,439,130
Spares and coach work materials	14,062,224	1,259,506
Tyres and tubes	160,125	772,845
Fuel, gas, uniforms, stationery and others	474,547	2,160
	15,789,601	9,473,641
Total	60,761,677	44,391,174

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 9. INVENTORIES (CONT'D)

The cost of inventories recognised as an expense during the year was **Rs 205,661,885** (2021: Rs 208,565,310).

The Group's and the Company's inventories were pledged as security for bank facilities which is renewable annually.

### 10. TRADE AND OTHER RECEIVABLES

	GROUP		COMPANY	
	2022	2021	2022	2021
	Rs	Rs	Rs	Rs
Trade receivables	3,200,083	8,633,498	145,000	54,835
Provision for expected credit loss	(28,600)	(28,600)	-	-
	3,171,483	8,604,898	145,000	54,835
Other receivables and prepayments	6,982,872	72,813,880	7,897,199	7,259,231
Current account with subsidiary	-	-	24,078,660	24,078,660
	10,154,355	81,418,778	32,120,859	31,392,726

Included under Group's other receivables and prepayments are amounts of **Rs 1,660,277** (2021: Rs 165,333) due by related companies. These balances are interest free and are repayable within one year. The Company's prepayments amount to Rs 6,750 as at 30 June 2022 (2021: 6,750).

Group's other receivables and prepayments include loan to staff amounting to **Rs 129,313** (2021: Rs 345,050) which carries interest at 7% (2020: 7%) per annum and repayable within one year. The Company's loan staff amounts to nil as at 30 June 2022 (2021: nil).

Current account with subsidiary is unsecured, repayable on demand and is interest bearing at the rate of an interest of 2.5% per annum (2021: 2.5%). Interest due from subsidiary amounts to **Rs 7,838,004** (2021: Rs 7,236,036).

Before accepting any new customer, the Group and the Company assess the potential customer's credit quality and defines credit limits which are reviewed regularly. The past due debtors at the reporting date have not been provided as the amounts are still considered recoverable.

The average credit period is 30 days. The Group and the Company do not hold any collateral over the trade receivables balances.

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 10. TRADE AND OTHER RECEIVABLES (Cont'd)

#### Ageing of past due but not impaired

	GROUP		
	Gross	Provision for credit losses	Net
	Rs	Rs	Rs
2022			
Neither past due nor impaired	2,427,565	-	2,427,565
1-30 days	98,243	-	98,243
31-60 days	186,576	-	186,576
61-90 days	24,968	-	24,968
Over 90 days	462,731	(28,600)	434,131
	3,200,083	(28,600)	3,171,483
2021			
Neither past due nor impaired	8,333,061	-	8,333,061
31-60 days	65,369	-	65,369
61-90 days	7,200	-	7,200
Over 90 days	227,868	(28,600)	199,268
	8,633,498	(28,600)	8,604,898

The average credit period on sales is 30 days. No interest is charged on outstanding trade receivables. The Group and the Company always measures the loss allowance for trade receivables at an amount equal to lifetime ECL. To measure the expected credit losses, trade receivables have been individually assessed based on their credit risk characteristics and their history of default due to its limited number of trade debtors at the reporting date. 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, whichever occurs earlier.

The Group's historical shows a recoverability of more than 80% of its trade receivables within 90 days. After the reporting date, 64% (2021: 82%) of the trade receivables has been recovered. Therefore, no further provision for expected credit losses is required.

### 11. CASH AND CASH EQUIVALENTS

	GROUP		COMPANY	
	2022	2021	2022	2021
	Rs	Rs	Rs	Rs
Cash at bank	33,214,833	6,255,631	2,404,061	2,418,749
Cash in hand	1,236,768	837,409	-	-
Bank overdraft	-	-	-	-
	34,451,601	7,093,040	2,404,061	2,418,749

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 12. AMOUNTS DUE TO RELATED PARTIES

	GROUP	
	2022	2021
	Rs	Rs
Parties under common management	31,100,000	66,100,000

Amounts due to parties under common management are unsecured, repayable on demand and bear a floating annual interest at the rate ranging between 2.5% - 5.35% (2021: 2.5% - 5.35%) per annum.

### 13. TRADE AND OTHER PAYABLES

	GROUP		COMPANY	
	2022	2021	2022	2021
	Rs	Rs	Rs	Rs
Trade payables	636,972	862,692	-	-
Deferred income	50,842,400	50,842,400	-	-
Other payables and accruals	127,633,729	126,136,227	8,904,798	8,894,982
Current account with subsidiary	-	-	68,030,027	93,627,478
	179,113,101	177,841,319	76,934,825	102,522,460

Deferred income relates to Government subsidy received in respect of free ticket holders consisting mainly of students, pensioners. The grant receipt policy is based on the number of school days during a normal academic year. During the period from October till end of December 2021, as schools were closed, no revenue was generated for school transport hence the subsidy received from the Government has been deferred to the next financial year.

The average credit period is 30 days. No interest is charged on trade payables. The Group and the Company have financial risk management policies in place to ensure that all payables are paid within the credit timeframe.

The current account with subsidiary is interest free with no fixed terms of repayment and is unsecured. Group's other payables includes deposits from clients of **Rs 17,847,404** (2021: Rs21,477,568).

### 14. STATED CAPITAL

	GROUP & COMPANY
	2022 & 2021
	Rs
<b>Issued and fully paid</b>	
4,969,489 Ordinary shares of Rs 10 each	49,694,890
Share premium account	42,942
	49,737,832

The ordinary share is not redeemable, carries voting rights, entitlements to dividends or distributions and on winding up to any surplus on assets of the Company.

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 15.PROFIT FROM OPERATIONS

Profit from operations is arrived at after charging the following items:

	GROUP		COMPANY	
	2022	2021	2022	2021
	Rs	Rs	Rs	Rs
<u>Included in operating expenses</u>				
Cost of inventories expensed:				
- Uniforms and footwears	5,017,023	3,152,344	-	-
- Fuel and lubrication	123,679,570	130,155,713	-	-
- Tyres and tubes	16,182,433	13,360,133	-	-
- Overhauls and spart parts	61,821,344	54,997,621	-	-
- Shops, mezzanine, parking and apartments	-	6,899,498	-	-
Staff cost	398,468,704	381,772,605	-	-
Depreciation of property, plant and equipment	40,018,503	23,186,922	-	-
Depreciation of investment property	30,957,111	30,866,373	-	-
Commission on rental apartment	354,837	-	-	-
Insurances	8,299,213	8,671,786	-	-
Cleaning, repairs, maintenance, fitness and other vehicles expenses	2,847,159	3,679,809	-	-
Telephone, electricity and water	3,392,688	1,928,718	-	-
Legal and professional fees	2,917,354	2,610,504	-	-
Rent	7,279,776	9,383,676	-	-
Security service	1,239,685	1,256,500	-	-
<u>Included in administrative expenses</u>				
Staff cost	22,845,841	22,704,310	-	-
Directors' fees	22,098,450	21,726,336	-	-
Repairs and maintenance	7,003,300	5,559,626	-	-
Electricity, water and telephone	3,813,861	3,567,851	-	-
Rent and rates	2,054,374	2,232,267	-	-
Legal and professional fees	5,369,859	2,989,707	325,592	576,992
Management and secretarial fees	3,811,584	3,691,584	120,000	120,000
Depreciation of property, plant and equipment	2,766,006	2,838,962	-	-
Bad debt written off	277,260	-	-	-
General Expenses	2,671,000	2,449,460	185,359	34,638

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 16. OTHER INCOME

	GROUP		COMPANY	
	2022	2021	2022	2021
	Rs	Rs	Rs	Rs
<i>Finance income:</i>				
Interest income	1,384,439	773,899	-	-
<i>Other income:</i>				
Insurance claims receivable	2,368,348	1,451,154	-	-
Profit on disposal of property, plant and equipment	2,254,957	1,029,348	-	-
Profit on disposal of investment property	-	3,643,200	-	-
Other receipts	67,606,613	27,942,082	-	-
	72,229,918	34,065,784	-	-
	73,614,357	34,839,683	-	-

### 17. FINANCE COSTS

	GROUP		COMPANY	
	2022	2021	2022	2021
	Rs	Rs	Rs	Rs
Interest on:				
- bank loans	553,660	266,698	-	-
- bank overdrafts	162,453	31,911	-	-
- finance lease	52,021	106,807	-	-
- amount due to related companies	983,729	1,246,284	-	-
	1,751,863	1,651,700	-	-

### 18. TAXATION

#### (a) Income tax

Income tax is calculated at the rate of 15% (2021: 15%) on the profit for the year as adjusted for tax purposes and it also includes CSR charge which is calculated at the rate of 2% (2021: 2%) on the chargeable income of the preceding year. At 30 June 2022, the Group and the Company was liable to pay income tax of **Rs 18,854,808** and **Rs 297,629** (2021: Group; Rs 9,261,102 Company; Rs 307,119)

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 18. TAXATION (CONT'D)

#### (a) Income tax (Cont'd)

	GROUP		COMPANY	
	2022	2021	2022	2021
	Rs	Rs	Rs	Rs
<b>Current tax liabilities/(assets)</b>				
At 1 July	9,261,102	(6,615,985)	307,119	164,795
Provision for the year	13,501,273	6,945,208	270,763	290,639
Under/(over)provision of income tax in prior year	(3,000,038)	(9,011,323)	65,932	-
Tax paid	(7,463,663)	15,627,308	(373,051)	(164,795)
Tax Deducted at Source	(2,430,966)	(3,526,859)	-	-
Additional provision	-	990,509	-	-
Corporate Social Responsibility provision for the year	682,684	219,909	38,752	21,973
Corporate Social Responsibility paid	(445,338)	(54,977)	(11,886)	(5,493)
Covid-19 levy	8,749,754	4,687,312	-	-
At 30 June	18,854,808	9,261,102	297,629	307,119
Represented by:				
Current tax liabilities	18,854,808	9,261,102	297,629	307,119
Current tax assets	-	-	-	-
	18,854,808	9,261,102	297,629	307,119

#### (b) Tax expense

	GROUP		COMPANY	
	2022	2021	2022	2021
	Rs	Rs	Rs	Rs
Provision for the year	13,501,273	6,945,208	270,763	290,639
Additional Provision	-	990,509	-	-
Under/(over)provision of income tax in prior year	(3,000,038)	(9,011,323)	65,932	-
Corporate Social Responsibility provision for the year	682,684	219,909	38,752	-
Covid-19 levy	8,749,754	4,687,312	-	21,973
Deferred tax movement	2,923,364	877,736	26,432	(9,416)
Income tax expense recognised in profit or loss	22,857,037	4,709,351	401,879	303,196



# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 18. TAXATION (CONT'D)

#### (c) Deferred tax assets /(Liabilities)

	GROUP		COMPANY	
	2022 Rs	2021 Rs	2022 Rs	2021 Rs
At 1 July	75,796,031	76,673,767	80,036	70,620
Deferred tax income				
- recognised in profit or loss:				
Release for the year	(2,923,364)	(877,736)	(26,432)	9,416
Overprovision in previous year	-	-	-	-
- recognised in other comprehensive income	-	-	-	-
At 30 June	72,872,667	75,796,031	53,604	80,036
Represented by:				
Deferred tax assets	78,319,687	81,351,896	53,604	80,036
Deferred tax liabilities	(5,447,020)	(5,555,865)	-	-
At 30 June	72,872,667	75,796,031	53,604	80,036

At the reporting date, the Group and the Company have recognised deferred tax assets only to the extent of future available taxable profits.

#### Deferred tax assets/(liabilities) arise from:

	GROUP		COMPANY	
	2022 Rs	2021 Rs	2022 Rs	2021 Rs
Retirement benefit obligations	80,142,964	75,735,716	-	-
Provision for credit losses	6,998,203	3,842,809	-	-
Temporary difference arising from tax base and carrying amount of qualifying assets	(14,268,500)	(3,782,494)	53,604	80,036
	72,872,667	75,796,031	53,604	80,036

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 18. TAXATION (CONT'D)

#### (d) Tax reconciliation

	GROUP		COMPANY	
	2022 Rs	2021 Rs	2022 Rs	2021 Rs
Profit before tax	99,645,356	60,545,007	26,686,017	22,191,278
Tax at the rate of 15% (2019: 15%)	14,946,803	9,081,751	4,002,903	3,328,692
Tax effect of:				
- Non-taxable income	(8,604,164)	(5,537,526)	(3,822,236)	(3,072,236)
- Expenses not deductible for tax purposes	18,892,704	16,211,152	90,097	34,183
- Exempt Income	(11,734,070)	(11,123,021)	-	-
- Underprovision of income tax in prior year	(3,000,038)	(9,011,323)	65,932	-
- Under provision in deferred tax in prior year	-	-	-	-
- Corporate Social Responsibility	682,684	219,909	38,752	21,973
- Covid-19 Levy	8,749,754	4,687,312	-	-
- Additional Provision	-	990,509	-	-
- Deferred tax recognised	2,923,364	877,736	26,432	(9,416)
- Tax loss brought forward	-	(1,687,148)	-	-
- Tax loss utilised	(100,086)	-	-	-
Income tax expense recognised in profit or loss	22,857,037	4,709,351	401,879	303,196

### 19. RELATED PARTY TRANSACTIONS

The Group and Company are making the following disclosures in accordance with IAS 24 Related Party Disclosures:

	GROUP		COMPANY	
	2022 Rs	2021 Rs	2022 Rs	2021 Rs
(i) <b>Purchases of tyres and spare parts</b>				
- Significant shareholder	89,609,592	59,878,896	-	-
(ii) <b>Purchases of services</b>				
- Significant shareholder	180,000	186,750	-	-
(iii) <b>Purchases of plant and equipment</b>				
- Significant shareholder	68,446,788	164,082	-	-
(iv) <b>Other income</b>				
- Company under common management	-	7,485	-	-
(v) <b>Investment income</b>				
- Interest income from subsidiary	-	-	601,968	601,968
(vi) <b>Interest expense</b>				
- Company under common management	983,729	1,246,284	-	-

# Notes To The Consolidated And Separate Financial Statements For the year ended 30 June 2022

## 19. RELATED PARTY TRANSACTIONS (CONT'D)

	GROUP		COMPANY	
	2022 Rs	2021 Rs	2022 Rs	2021 Rs
(vii) <b>Management fees</b>				
- Company under common management	3,811,584	3,811,584	120,000	120,000
(viii) <b>Outstanding balances</b>				
<b>Receivables from related parties:</b>				
- Company under common management	-	191,571	-	-
- Subsidiary	-	-	24,078,660	24,078,660
<b>Payables to related parties:</b>				
- Company under common management	31,100,000	66,100,000	-	-
- Subsidiary	-	-	68,030,027	93,627,478
<b>Interest receivable</b>				
- Subsidiary	-	-	7,838,004	7,236,036

The terms and conditions of the above outstanding balances have been disclosed in the respective notes (12 and 13).

(ix) <b>Compensation of key management personnel</b>	22,097,450	21,726,336	-	-
(x) <b>Contribution in welfare fund</b>	600,650	649,150	-	-

## 20. EARNINGS PER SHARE

The earnings and number of ordinary shares used in the calculation of basic earnings per share are as follows:

	GROUP	
	2022 Rs	2021 Rs
Profit for the year	76,610,152	55,835,656
Number of ordinary shares	4,969,489	4,969,489
Earnings per share	15.42	11.24

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 21. RETIREMENT BENEFIT OBLIGATIONS - GROUP

#### Amounts recognised in consolidated statement of financial position

	2022 Rs	2021 Rs
Defined benefit plan (Note(a))	12,572,052	12,572,052
Other retirement benefits (Note(b))	456,684,836	430,879,309
	469,256,888	443,451,361

#### (a) Defined benefit plan

The Group operated a defined benefit plan and was wholly funded. The plan is a defined benefit arrangement, with benefits based on final salary. It provides for a pension at retirement and a benefit on death or disablement in service before retirement. The Group has stopped providing pension benefits to the employees as from 1 July 2012.

For the year ended 30 June 2022 and 30 June 2021, the pension liability estimation were performed by management.

The pension plans typically expose the Group to investment risk and interest rate risk.

Investment risk	The present value of the liabilities of the plan are calculated using a discount rate. Should the returns on the assets of the plan be lower than the discount rate, a deficit will arise.
Longevity risk	The liabilities disclosed are based on the mortality tables PA (92). Should the experience of the pension plans be less favourable than the standard mortality tables, the liabilities will increase.
Interest risk	If the Bond interest rate decreases, the liabilities would be calculated using a lower discount rate, and would therefore increase.

The main actuarial assumptions used for accounting purposes:

	2022 %	2021 %
Discount Rate	5.60%	3.10%
Post retirement mortality	20 years bond yield	

The amount included in the consolidated statements of financial position arising from the entity's obligation in respect of its defined benefit plan is as follows:

	2022 Rs	2021 Rs
Total market value of assets	(5,607,704)	(5,607,704)
Present value of plan liability	18,179,756	18,179,756
	12,572,052	12,572,052

The market value of assets is based on the reserves held for the Deferred Annuity Policies for statutory purposes.

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 21. RETIREMENT BENEFIT OBLIGATIONS (CONT'D)

#### (a) Defined benefit plan (Cont'd)

**Amount recognised in consolidated statements of profit or loss and other comprehensive income:**

	2022 Rs	2021 Rs
Net interest cost	-	-

**Movement in liability recognised in consolidated statement of financial position:**

	2022 Rs	2021 Rs
At 1 July	12,572,052	12,572,052
Actuarial losses recognised in other comprehensive income	-	-
Total expense - net interest cost	-	-
At 30 June	12,572,052	12,572,052

**Change in defined benefit obligation:**

	2022 Rs	2021 Rs
Present value of defined benefit obligation at 1 July	18,179,756	18,179,756
Interest cost	-	-
Actuarial losses	-	-
Benefits paid	-	-
Present value of defined benefit obligation at 30 June	18,179,756	18,179,756

**Change in plan assets**

	2022 Rs	2021 Rs
Fair value of plan assets at 1 July	(5,607,704)	(5,607,704)
Interest income	-	-
Actuarial losses/(gains)	-	-
Benefits paid	-	-
Fair value of plan assets at 30 June	(5,607,704)	(5,607,704)

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 21. RETIREMENT BENEFIT OBLIGATIONS (CONT'D)

#### (a) Defined benefit plan (Cont'd)

##### Analysis of amount recognised in other comprehensive income

	2022	2021
	Rs	Rs
Losses on pension scheme assets	-	-
Experience gains on the liabilities	-	-
Changes in assumptions underlying the present value of the scheme	-	-
Actuarial loss recognised in other comprehensive income	-	-
Cumulative actuarial at 1 July	1,479,234	1,479,234
Actuarial losses recognised this year	-	-
Cummulative actuarial gains at 30 June	1,479,234	1,479,234

	2022	2021
	Rs	Rs
Defined benefit obligation	-	-
Plan assets	-	-
Deficit	-	-
Actuarial losses on plan liabilities	-	-
Actuarial losses on plan assets	-	-

The Group is not expected to make any contribution unless there is a shortfall for a retiring member.

Significant actuarial assumptions for the determination of the defined benefit plan is discount rate. The sensitivity analysis below have been determined based on sensibly possible change of the discount rate occurring at the end of the reporting period if all other assumptions remained unchanged.

- If the discount rate is 1% higher/lower, the defined benefit obligation would decrease/increase by Rs 1,236,189 (2021: Rs 1,236,189).
- If the discount rate is 1% lower/higher, the defined benefit obligation would increase/decrease by Rs 1,096,979 (2021: Rs 1,096,979).

The weighted average duration of the liabilities as at 30 June 2022 is 7 years.

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 21. RETIREMENT BENEFIT OBLIGATIONS (CONT'D)

#### (b) Other retirement benefits

The liability relates to Retirement Gratuities payable under the Workers Rights Act (WRA). The latter provides for a lump sum at retirement based on final salary and years of service. The figures are based on the management estimation for the year ended 30 June 2022.

#### The main actuarial assumptions used for accounting purposes:

	2022	2021
	%	%
Discount rate	5.60	3.20
Future long-term salary increase	5.00	3.50

The amount included in the statement of financial position arising from the entity's obligation in respect of other retirement benefits is as follows:

	2022	2021
	Rs	Rs
Present value of unfunded defined benefit obligation	456,684,836	430,879,309

#### Amount recognised in consolidated statement of profit or loss :

	2022	2021
	Rs	Rs
Service cost	49,484,672	34,184,730
Net interest cost	-	-
	49,484,672	34,184,730

#### Movement in liability recognised in consolidated statements of financial position:

	2022	2021
	Rs	Rs
At 1 July	430,879,309	420,913,135
Total expense as above	49,484,672	34,184,730
Portable retirement gratuity fund contribution	(7,601,287)	-
Benefit paid	(16,077,858)	(24,218,556)
At 30 June	456,684,836	430,879,309

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 21. RETIREMENT BENEFIT OBLIGATIONS (CONT'D)

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

##### Analysis of amount recognised in other comprehensive income:

	2022	2021
	Rs	Rs
Experience losses on the liabilities	-	-
Changes in assumptions underlying the present value of the scheme	-	-
Actuarial loss recognised in other comprehensive income	-	-
Cumulative actuarial at 1 July	162,222,751	162,222,751
Actuarial losses recognised this year	-	-
Cummulative actuarial gains at 30 June	162,222,751	162,222,751
Unfunded defined benefit obligation	456,684,836	430,879,309
Actuarial losses on plan liabilities	-	-

Significant actuarial assumptions for the determination of the defined benefit plan is discount rate. The sensitivity analysis below have been determined based on the sensibly possible changes of the discount rate or salary increase rate occurring at the end of reporting if all other assumption remained unchanged.

The defined benefit obligation is dependent on factors such as age, years of service and compensation and is calculated using the projections till the retirement age of the employees. Management has made the assessment for the financial year ended 30 June 2022 and all gains and losses have been recognised in full in the consolidated statements of profit or loss and other comprehensive income in the year in which they occur.

Sensitivity analysis showing how the defined benefit obligation would affect reasonably changes in line with assumptions considered in projecting the obligation.

The weighted average duration of the defined benefit obligation as at 30 June 2022 is 8 years.

The Group is expected to contribute around Rs 15m to the PRGF for the year ending 30 June 2023.

#### (c) State pension plan

	GROUP		COMPANY	
	2022	2021	2022	2021
	Rs	Rs	Rs	Rs
National pension scheme contributions charged	7,601,287	7,832,664	-	-



# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 22. FINANCIAL INSTRUMENTS

#### Capital risk management

The Group and the Company manage its capital to ensure that it will be able to continue as a going concern while maximising the return to stakeholder. The Group's and the Company's overall strategy remained unchanged. The capital structure of the Group and the Company consist of net debt (which includes borrowings disclosed in note 11,12 and 14, net off by cash and bank balances) and equity comprising issued capital and reserves.

#### Significant accounting policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 3(n) to the financial statements.

#### Gearing ratio

The Group and the Company review the capital structure on a regular basis and as part of this review, management considers the cost of capital and the risks associated with each class of capital.

The gearing ratio of the Group and the Company at the year-end was as follows:

	GROUP		COMPANY	
	2022 Rs	2021 Rs	2022 Rs	2021 Rs
Debt (i)	31,445,154	42,006,711	-	-
Cash and bank balances	(34,451,601)	(7,093,040)	(2,404,061)	(2,418,749)
Net debt	(3,006,447)	34,913,671	(2,404,061)	(2,418,749)
Equity (ii)	484,659,894	413,180,847	278,696,390	257,543,357
Net debt to equity ratio	-1%	8%	N/A	N/A

(i) Debt is defined as long and short term borrowings, as detailed in note 23 and 29.

(ii) Equity includes all capital and reserves of the Group and the Company.

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 22. FINANCIAL INSTRUMENTS (CONT'D)

#### Categories of financial instruments

	GROUP		COMPANY	
	2022	2021	2022	2021
	Rs	Rs	Rs	Rs
<b>Financial assets</b>				
Investments at FVTOCI	3,639,719	3,801,335	3,637,719	3,799,335
Amortised cost:				
Cash and bank balances	34,451,601	7,093,040	2,404,061	2,418,749
Trade and other receivables	5,162,452	25,478,971	32,061,664	31,369,531
Treasury bills	284,500,967	234,834,570	-	-
	<u>327,754,739</u>	<u>271,207,916</u>	<u>38,103,444</u>	<u>37,587,615</u>
<b>Financial liabilities</b>				
Amortised cost:				
Borrowings	30,769,229	40,000,000	-	-
Trade and other payables	108,800,173	104,554,848	76,934,825	102,522,460
Amounts due to related parties	31,100,000	66,100,000	-	-
Dividend payable	4,969,489	-	4,969,489	-
Obligations under finance lease	675,925	2,006,711	-	-
	<u>176,314,816</u>	<u>212,661,559</u>	<u>81,904,314</u>	<u>102,522,460</u>

The following has been excluded from financial assets and financial liabilities:

	GROUP		COMPANY	
	2022	2021	2022	2021
	Rs	Rs	Rs	Rs
<b>Financial assets</b>				
Prepayments	1,660,277	1,643,135	6,750	6,750
Deposits and advances	180,770	53,128,325	52,445	16,445
VAT	1,100,747	-	-	-
TDS	2,050,109	1,168,347	-	-
	<u>4,991,903</u>	<u>55,939,807</u>	<u>59,195</u>	<u>23,195</u>
<b>Financial liabilities</b>				
VAT	1,012,598	439,513	-	-
PAYE	579,015	526,990	-	-
Deferred income	50,842,400	50,842,400	-	-
TDS	31,511	-	-	-
Deposits and advances	17,847,404	21,477,568	-	-
	<u>70,312,928</u>	<u>73,286,471</u>	<u>-</u>	<u>-</u>

#### Market risk

Market risk represent the potential loss that can be caused by a change in market value of financial instruments. The Group's and the Company's activities are exposed primarily to the financial risks of changes in foreign currency exchange rates and interest rates. The Group and the Company make use of proper mix in its financial instruments to manage its exposure to interest rate and foreign currency risk.

#### Foreign currency risk management

The Group and the Company have no financial assets and liabilities denominated in foreign companies and thus are not significantly exposed to foreign currency risk.

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 22. FINANCIAL INSTRUMENTS (CONT'D)

#### Interest rate risk management

The Group and the Company are exposed to risk associated with the effects of fluctuations in the prevailing levels of market interest rates. The risk is managed by the Group and the Company by maintaining an appropriate mix between fixed and floating rate borrowings.

The interest rate profile of the financial assets and financial liabilities of the Group and the Company as at 30 June was:

	GROUP		COMPANY	
	2022	2021	2022	2021
	% p.a.	% p.a.	% p.a.	% p.a.
<b>Financial assets</b>				
Treasury bills (fixed)	0.34 & 0.73	0.34 & 0.73	-	-
Loans to staff (fixed)	7.00	7.00	-	-
Loans to related parties	3.85 - 5.35	3.85 - 5.35	2.50	2.50
<b>Financial liabilities</b>				
Amount due to related and other parties (fixed)	3.85 - 5.35	3.85 - 5.35	-	-
Obligation under finance lease (fixed)	5.35 - 5.85	5.35 - 5.85	-	-

#### Interest rate sensitivity analysis

The Group's and Company's financial instruments bear fixed interest rates. Therefore, the Group and Company are not exposed to interest rate risk.

#### Credit risk management

The Group's and the Company's credit risk are primarily attributable to its trade receivables and cash, bank balances and treasury bills. The concentration of credit risk is limited due to the fact that the customer base being unrelated and the banks are reputable banking institutions. The amounts presented in the consolidated and separate statements of financial position are net of provision for expected credit losses, if any.

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group and the Company. The Group and the Company have adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Group and the Company do not have significant concentration of credit risk.

The Group and the Company have adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Group and the Company do not have significant concentration of credit risk.

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 22. FINANCIAL INSTRUMENTS (CONT'D)

#### Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the board of directors, which has built an appropriate liquidity risk management framework for the management of the Group's and the Company's short, medium and long-term funding and liquidity management requirements. The Group and the Company manage liquidity risk by maintaining adequate reserves and by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The maturity profile of the financial liabilities is summarised as follows:

	GROUP		
	Less than 1 year	More than 1 year	Total
	Rs	Rs	Rs
<b>2022</b>			
<b>Financial liabilities</b>			
Borrowings	12,307,692	18,461,537	30,769,229
Trade and other payables	108,800,173	-	108,800,173
Amounts due to related and other parties	31,100,000	-	31,100,000
Obligations under finance lease	675,925	-	675,925
Dividend payable	4,969,489	-	4,969,489
	<u>157,853,279</u>	<u>18,461,537</u>	<u>176,314,816</u>

#### 2021

##### Financial liabilities

Borrowings	8,205,128	31,794,872	40,000,000
Trade and other payables	104,554,848	-	104,554,848
Amounts due to related and other parties	66,100,000	-	66,100,000
Obligations under finance lease	1,313,322	693,389	2,006,711
	<u>180,173,298</u>	<u>32,488,261</u>	<u>212,661,559</u>

	COMPANY		
	Less than 1 Year	More than 1 Year	Total
	Rs	Rs	Rs
<b>2022</b>			
<b>Financial liabilities</b>			
Other payables and accruals	81,904,314	-	81,904,314
	<u>81,904,314</u>	<u>-</u>	<u>81,904,314</u>

#### 2021

##### Financial liabilities

Other payables and accruals	102,522,460	-	102,522,460
	<u>102,522,460</u>	<u>-</u>	<u>102,522,460</u>

#### Equity price risk

The Group and the Company are exposed to equity price risks arising from equity investments. Equity investments are held for strategic rather than trading purposes. The Group and the Company do not actively trade these investments.

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 22. FINANCIAL INSTRUMENTS (CONT'D)

#### Liquidity risk management (cont'd)

##### Equity price sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity price risks at the reporting date.

If equity prices had been 5% higher/lower:

- Profit for the year ended 30 June 2022 and 30 June 2021 would have been unaffected as the quoted equity investments are classified as FVTOCI; and
- Other comprehensive income would increase/decrease by **Rs 181,885** (2021: Rs 190,067) for the Group and the Company respectively as a result of the changes in fair value of the investments in equity instruments.

The methods and assumptions used in preparing the sensitivity analysis above have not changed significantly from prior year. The Group's and the Company's sensitivity to equity prices have changed significantly due to fair value loss recognised during the year on quoted equity investments.

#### Fair value measurements

Except for financial assets which are measured at fair value at end of each reporting period, the directors consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated and separate financial statements approximate their fair values.

#### Fair value of the Group's and the Company's financial assets that are measured at fair value on a recurring basis

The following table gives information about how the fair values of financial assets are determined for both the Group and the Company:

Financial assets	Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs of fair value	Fair values as at	
					2022	2021
					Rs	Rs
<b>GROUP</b>						
Unquoted investments	Level 3	Net asset value	N/A	N/A	3,639,719	3,801,335
<b>COMPANY</b>						
Unquoted investments	Level 3	Net asset value	N/A	N/A	3,637,719	3,799,335

The directors believe that a 1% change in the reported net asset value of the investee companies will have no significant impact on the reported fair value at the reporting date.

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 23. OBLIGATION UNDER FINANCE LEASE

The Group leased certain of its vehicles and buses under finance leases. The lease term is five years. The Group has option to purchase the equipment for a nominal amount at the end of the lease terms. The Group's obligations under finance leases are secured by the lessor's title to the leased assets. Interest rates underlying all obligations under finance lease at respective contract date from 3.25% - 4.25% per annum (2021: 3.25% to 4.25%).

	Minimum lease payments		Present value of minimum lease payments	
	2022 Rs	2021 Rs	2022 Rs	2022 Rs
<b>Amount payable under finance leases:</b>				
Within one year	683,531	1,506,999	675,925	1,313,322
In the second to fifth years inclusive	-	734,025	-	693,389
	683,531	2,241,024	675,925	2,006,711
<b>Less: Future finance charges</b>	(7,606)	(234,313)	-	-
<b>Present value of minimum lease payments</b>	<b>675,925</b>	<b>2,006,711</b>	<b>675,925</b>	<b>2,006,711</b>

The fair value of the finance lease liabilities is approximately equal to their carrying amount.

Included in financial statements as:-

	Group	
	2022 Rs	2021 Rs
Right of use asset (disclosed within Note 5)		
Vehicles		
Cost	10,455,500	10,455,500
Accumulated depreciation	(9,816,648)	(8,127,450)
	638,852	2,328,050
Lease liabilities		
Current	675,925	1,313,322
Non current	-	693,389
	675,925	2,006,711

# Notes To The Consolidated And Separate Financial Statements For the year ended 30 June 2022

## 23. OBLIGATION UNDER FINANCE LEASE

There has been no additions to the right-of-use assets during the 2021 financial year.

	Group	
	2022	2021
	Rs	Rs
(i) Amount recognised in the consolidated statements of profit or loss		
The consolidated statements of profit or loss shows the following amounts relating to leases:		
Depreciation charge of right-of-use assets	1,689,200	1,689,199
Interest expenses (included in finance costs)	52,021	106,808

### (ii) Cash outflow

The total cash outflow for leases in 2022 was **Rs 1,382,807** (2021: Rs 1,483,230).

The vehicles under lease are depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

## 24. CONTINGENT LIABILITIES

There are contingent liabilities not provided for in the consolidated and separate financial statements in respect of bank guarantees amounting to **Rs 10,000** (2021: Rs 10,000) for the Group and the Company respectively. The directors consider that no liabilities will arise as the probability of default in respect of the guarantee is remote.

## 25. REVENUE

The following is an analysis of the Group's and the Company's revenue for the year from continuing operations:

	GROUP		COMPANY	
	2022	2021	2022	2021
	Rs	Rs	Rs	Rs
Revenue from traffic receipts	472,540,674	448,902,523	-	-
Revenue from private hire	4,458,231	6,891,411	-	-
Support grant	241,584,480	231,096,000	-	-
Rental income	76,641,771	74,766,211	1,715,000	2,321,000
Syndic fees	8,303,305	8,368,377	-	-
Sales of shops, apartments and parkings	2,945,056	8,175,000	-	-
Interest income from subsidiaries	-	-	601,968	601,968
Dividend income	-	-	25,000,000	20,000,000
	<b>806,473,517</b>	<b>778,199,522</b>	<b>27,316,968</b>	<b>22,922,968</b>

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 25. REVENUE (CONT'D)

The following is an analysis of the Group's and the Company's revenue for the year from continuing operations:

	Group		Company	
	2022	2021	2022	2021
	Rs	Rs	Rs	Rs
Timing of revenue recognition:				
- At a point in time	721,528,441	695,064,934	25,000,000	20,000,000
- Over time	84,945,076	83,134,588	2,316,968	2,922,968
	806,473,517	778,199,522	27,316,968	22,922,968

Investment properties are leased to tenants under operating leases with rental payable monthly and derives revenue from provision of public transport services in Mauritius.

Performance obligations and revenue recognition policies

The following table provides information about the revenue recognition policies:

Type of service	Nature and timing of performance obligation, including significant payment terms	Revenue recognition policy
Traffic receipts	Revenue recognised at point in time. Tariffs are set by the local authorities in Mauritius.	Revenue is recognised when the service is rendered.
Private hire	Revenue recognised at point in time as per agreement in place.	Revenue is recognised when the service is rendered.
Rental Income and syndic fees	Rental and syndic fees charged for the usage of investment property.	Revenue is recognised on a monthly basis.
Sale of investment property	Revenue recognised at point in time based on sales deed agreement in place.	Revenue is recognised on disposal of the assets.

Assets and liabilities related to revenue contracts

The Group and the Company has recognised the following assets and liabilities related to contracts with customers.



# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 25. REVENUE (CONT'D)

	Group		Company	
	2022	2021	2022	2021
	Rs	Rs	Rs	Rs
Curent contract assets				
Trade receivables	3,200,083	3,537,513	145,000	-
Less allowance	(28,600)	(28,600)	-	-
Total contract assets	3,171,483	3,508,913	145,000	-

The above contract assets are in respect to receipts to be collected for private hires and rental income. There are no contract assets in respect to Traffic receipts as all revenue are collected in cash at point of providing the service.

	Group		Company	
	2022	2021	2022	2021
	Rs	Rs	Rs	Rs
Contract liabilities				
Deferred income	50,842,400	50,842,400	-	-
Deposits	-	21,477,568	-	-
	50,842,400	72,319,968	-	-

There are no unsatisfied performance obligation at the reporting date.

### 26. SEGMENTAL REPORTING

#### Group

The directors of the Group have chosen to organise the Group into different types of services and products delivered and provided. Specifically, the main Group's reportable segments under IFRS 8 are as follows:

- Bus transport services to the public
- Property development
- Investment holding

#### Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segment:

	Segment assets		Segment liabilities	
	2022	2021	2022	2021
	Rs	Rs	Rs	Rs
Bus transport services to the public	546,447,619	452,283,112	659,756,103	661,676,107
Property development	605,599,156	632,237,943	66,258,441	73,338,150
Investment holding	72,799,579	72,876,150	14,171,916	9,202,101
Consolidated total assets/ liabilities	1,224,846,354	1,157,397,205	740,186,460	744,216,358

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 26. SEGMENTAL REPORTING (CONT'D)

For the purpose of monitoring segment performance and including resources between segments:

- All assets are allocated to reportable segments. There are no assets jointly used by reportable segments; and
- All liabilities are allocated to reportable segments. There are no liabilities for which reportable segments are jointly liable.

### Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable segment:

	SEGMENT REVENUE		SEGMENT RESULTS	
	2022	2021	2022	2021
	Rs	Rs	Rs	Rs
Bus transport services to the public	718,583,385	686,889,934	54,487,060	34,308,902
Property development	86,175,132	88,988,588	21,440,922	20,240,640
Investment holding	1,715,000	2,321,000	520,554	1,286,114
	806,473,517	778,199,522	76,448,536	55,835,656

Segment revenue reported represents revenue generated from external customers. There were no inter-segment sales in the current year (2021: Rs Nil). The accounting policies of the reportable segments are the same as the accounting policies described in note 3(v). Segment profit represents profit after taxation earned by each segment.

### Other segmental reporting

	Bus Transport Services	Property Development	Investment Holding	Total
	Rs	Rs	Rs	Rs
<b>2022</b>				
Interest income	1,384,439	-	-	1,384,439
Interest expense	889,654	862,209	-	1,751,863
Depreciation and amortisation	41,426,012	1,358,498	-	42,784,510
Income tax expense	17,596,631	4,858,527	401,879	22,857,037
Additions to investment property	-	-	-	-
Additions to property, plant and equipment	122,566,882	701,619	-	123,268,501
<b>2021</b>				
Interest income	762,222	11,677	-	773,899
Interest expense	860,223	791,477	-	1,651,700
Depreciation and amortisation	24,700,790	1,325,095	-	26,025,885
Income tax expense	303,196	4,601	4,410,756	4,709,351
Additions to investment property	-	2,410,610	-	2,410,610
Additions to property, plant and equipment	10,186,570	100,756	-	10,287,326

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 26. SEGMENTAL REPORTING (CONT'D)

#### Other segmental reporting

#### Geographical information and information about major customers

Since all the operations are carried out locally, the geographical reporting disclosure is therefore not applicable. There are no single customer which contributes 10% or more to the Group's revenue in either 2022 or 2021.

### 27. NON-CASH TRANSACTION

During the year, the Company entered into the following non-cash transactions which are not reflected in the separate statements of cash flows. There are no non-cash transactions at the Group's level.

	GROUP		COMPANY	
	2022	2021	2022	2021
	Rs	Rs	Rs	Rs
Dividend income	-	-	25,000,000	20,000,000

Dividend income from the subsidiary was net off against the current account with the concerned party; leading to no cash inflow.

### 28. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

	At 1 July 2020	Financing cash flows	At 30 June 2021	Financing cash flows	At 30 June 2022
	Rs	Rs	Rs	Rs	Rs
Loans	-	40,000,000	40,000,000	(9,230,771)	30,769,229
Amounts due to related parties	68,100,000	(2,000,000)	66,100,000	(35,000,000)	31,100,000
Obligations under finance lease	3,489,941	(1,483,230)	2,006,711	(1,330,786)	675,925
	71,589,941	36,516,770	108,106,711	(45,561,557)	62,545,154

The cash flows from bank loans, amounts due to related parties, finance leases and other borrowings make up the net amount of proceeds from borrowings and repayments of borrowings in the consolidated and separate statements of cash flows.

### 29. BORROWINGS

	2022	2021
	Rs	Rs
Bank loan	30,769,229	40,000,000
Repayable as follows:		
- Within one year	12,307,692	8,205,128
- Between one and four years	18,461,537	31,794,872
	30,769,229	40,000,000

# Notes To The Consolidated And Separate Financial Statements

## For the year ended 30 June 2022

### 29. BORROWINGS (CONT'D)

The bank loan carries a fixed interest-rate of 1.5% per annum for a period of 48 months, out of which there will be a moratorium of 9 months on capital and interest payments. The loan is secured by a floating charge in favour of the Bank by UBS Transport Ltd on all its assets for Rs 30,769,229 (2021: Rs 40,000,000) and the continuing guarantee of the State Investment Corporation Ltd in favour of the Bank under the SIC Guarantee Scheme.

### 30. MAJOR EVENTS DURING THE YEAR - IMPACT OF UKRAINE/RUSSIA WAR

The geopolitical situation in Eastern Europe worsened on 24 February 2022 as Ukraine got invaded by Russia. The war between both countries continues to escalate as military activity is sustained and further sanctions are meted to Russia/Belarus due to the invasion of Ukraine by Russia. As the war in Ukraine grinds in, the physical destruction and the effects of sanctions are causing additional shocks to the global economy. The effects are driving higher energy prices and weaker confidence in the economy.

Against an already turbulent backdrop of global inflationary pressures amid rising food and energy prices and disrupted supply chains following the coronavirus pandemic, the war between Russia and Ukraine is exacerbating supply and demand tensions, damaging consumer sentiment and is threatening global economic growth.

Given the current market situation and following increasing energy prices, higher commodity prices and weaker confidence in the economy at large, the directors are still considering the possible events and conditions for the purpose of identifying whether these events and conditions affect or may affect the future performance of the Group. The directors will continue to monitor the impact of the increase in the fuel prices and reflect the consequences as appropriate in its accounting and reporting.

### 31. DIVIDEND PER SHARE

Dividend of Rs 1 per share declared in June 2022 (2021: Rs nil)

2022	2021
Rs	Rs
4,969,489	-

### 32. CONTROLLING PARTY

The directors consider Associated Commercial Co Ltd, a public company incorporated in Mauritius and listed on the Development & Enterprise Market (DEM) of the Stock Exchange of Mauritius, to be the majority shareholder and controlling party.

### 33. EVENTS AFTER REPORTING DATE

Apart from the effect of the unstable economy due to the Russian/ Ukraine war, the Board of directors of the Group and the Company are not aware of any events occurring between the reporting date and the date of approval of the consolidated and separate financial statements that may require any adjustment or disclosure in the consolidated and separate financial statements.



United Bus Service Ltd  
Les Cassis - Port Louis  
Mauritius