Rogers

Energy drives people.

INTEGRATED REPORT

2017

Dear Shareholder,

Your Board of Directors is pleased to present the Integrated Report of Rogers and Company Limited for the year ended 30 June 2017. This report was approved by the Board on 14 September 2017.

Jean-Pierre Montocchio
Chairman

Philippe Espitalier-Noël
Director & CEO

About this report

Integrated Reporting

Over the past years, we have provided our shareholders with Annual Reports that conveyed detailed information on our operating context, performance, corporate governance, risk management & audit and strategy. This year will further innovate with a fully integrated report in line with the International <IR> Framework of the International Integrated Reporting Council (IIRC). This report provides detailed information relating to our strategy and business model, operating context, material risks, shareholders and other stakeholders' interests, performance prospects and governance covering the financial year ended 30 June 2017. For ease of reference, some information may be contained in other relative topics.

Compliance Reporting

This report is in compliance with:

- IFRSs;
- the International <IR> Framework of the Integrated Reporting Council (IIRC);
- the Companies Act 2001;
- the Code of Corporate Governance; and
- the Financial Reporting Act 2004.

Targeted Audience

This report has been prepared primarily for the shareholders of Rogers and Company Limited. It is also relevant to prospective investors, Government authorities and any stakeholder who has an interest in the performance of the Group.

Forward-Looking Statement

Our report contains certain forward-looking statements with respect to the Group's financial conditions, results, operations and businesses. These statements and forecasts involve risk and uncertainty and are based on management assumptions which may change in the future. These could impact on the actual performance that could differ from those expressed or implied by these forward-looking statements.

External Audit and Assurance

An independent audit of the Group's and Company's separate financial statements was performed by BDO & Co. They also report on the extent of compliance with the Code of Corporate Governance. The rest of this integrated report has not been subjected to independent audit or review and is derived from the Group's internal sources or from information available in the public domain.

We firmly believe that a work environment fostering trust and respect enables employees to develop their personal potential and contribute to the success of the Group.

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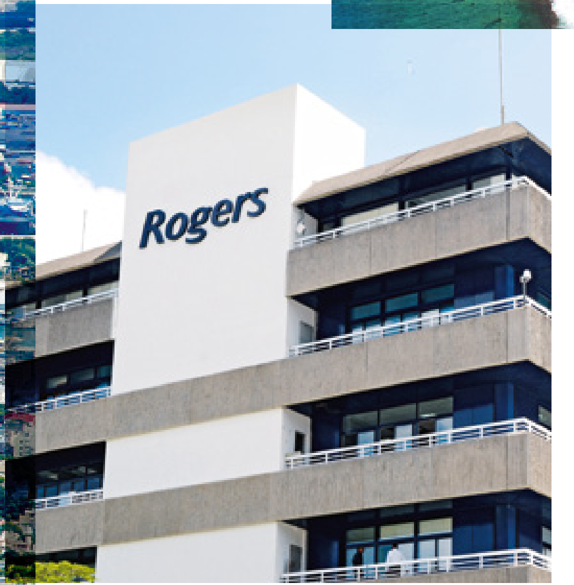
Who we are ?

Rogers and Company Limited is a listed international services and investment company with nearly 120-year history pioneering the economic development of Mauritius. We are one of the country's leading companies and largest employers in the services sectors with a strong commitment to Social and Natural Capital.

Total revenue – Rs m

8,663



What makes Rogers

Our Group is widely acknowledged for its solid asset base, quality network of contacts and partners, recognised expertise with substantial market share in each of the sectors in which we operate, as well as a united, competent and balanced team.

What we do

We conduct our operations in Mauritius and abroad in four served markets, which are FinTech, Hospitality, Logistics and Property, in which we have developed specialist expertise. Our operations within each served market are organised into sectors, all of them with a leading position in their respective industries.

What we value

Our activities at Rogers are based on our core values of Leadership, Dynamism and Agility, which are embedded in our every action and govern how we conduct business every day. We firmly believe that Energy drives Everything within our organisation, from dynamism to inspiration, agility, performance, sustainability and happiness.

Our Regional Presence

Over the years, we have expanded and diversified our footprint around the world, it currently spans three continents, and we employ 4,526 staff.

The presence of the Rogers brand outside Mauritius is detailed below:

- **Rogers Capital** has overseas desks in South Africa, Seychelles and Singapore.
- **VLH** has sales teams in France, UK and Germany.
- **Rogers Aviation** has regional offices in the Comoros, Madagascar, Mozambique, Mayotte, Reunion Island and South Africa.
- **Velogic** has established offices in strategic locations in Reunion, Madagascar, Mozambique, Kenya, France, India and Singapore. We also have representations through agents for UPS in the Seychelles, Comoros and Mayotte. Additionally, an agent operates under the brand name, Velogic in Bangladesh.

53 offices in **13** countries

Our Group Structure

Rogers

	FINTECH	HOSPITALITY	LOGISTICS	PROPERTY
SECTORS	**Corporate Services** **Technology Services** **Financial Services**	**Hotels** **Travel** **Leisure**	**Logistics Solutions**	**Property Investments** **Property Development & Agribusiness**
ACTIVITIES	Rogers Capital	Veranda Leisure & Hospitality (VLH) Rogers Aviation Island Living	Velogic	Ascencia Compagnie Sucrière de Bel Ombre (CSBO) Les Villas de Bel Ombre
KEY INVESTMENTS	Swan General Swan Financial Solutions AXA Customer Services	New Mauritius Hotels Air Mauritius Mautourco White Sand Tours BlueConnect		Mall of Mauritius at Bagatelle Le Morne Development Corporation (LMDC)

Events & Achievements 2016-2017

Product offering enhancement at Domaine de Bel Ombre

Significant upgrades to existing facilities at our hospitality venues on the Domaine de Bel Ombre have been undertaken from 15 May to 15 August 2017 in line with our long-term strategy to celebrate the history and beauty of this more than 250-year-old natural sanctuary. Heritage Le Telfair Golf & Spa Resort has undergone extensive renovation as part of its repositioning as a unique product in style, decoration and identity, in harmony with the Domaine. Le Chateau de Bel Ombre went through major refurbishment to bring out the rich and complex history as well as the authenticity of the place. Landscaping work was also carried out along the walkway linking Heritage Le Telfair Golf & Spa Resort and Le Chateau de Bel Ombre in order to create a much more integrated guest experience together with the Heritage Golf Club.

Veranda Palmar Beach's spa gets a facelift

The spa at Veranda Palmar Beach Hotel has been refreshed in late 2016 with a nice bright facelift to further improve the guest experience. The decor of the two treatment rooms as well as the reception and relaxation areas have been revamped with beige and turquoise blue tones combined with light woodwork. The spa of this Veranda Resorts property also has a sauna.

A fresh look for the Ascencia brand

Ascencia, the premier property investment company in Mauritius with an asset portfolio of Rs 10.7bn and some 100,000m² of lettable space, has unveiled in July 2017 its new brand identity and tagline, "Shaping singular places". The rebranding has been applied across the entire mall portfolio, which includes some of the best shopping and lifestyle destinations on the island, such as Bagatelle Mall, Phoenix Mall, Riche Terre Mall, Les Allées d'Helvetia, Kendra as well as So'Flo, which is slated scheduled to open in November 2017 in Floreal.

Bagatelle Mall celebrates 5th anniversary

Bagatelle Mall put up an activity-packed programme including live window displays, live concerts, a lucky draw and a special decor throughout the month of September 2016 to mark the mall's fifth year in operation. The anniversary celebration of the country's premier shopping venue with a monthly average of 700,000 visitors culminated with a festive evening on 30 September 2016 at La Place du Moulin on the Domaine de Bel Ombre, which brought together tenants, partners, service providers, employees and government officials.

Continued social and environmental commitment

The special purpose vehicle Rogers Foundation, established to implement our Group's Corporate Social Responsibility objectives, has undertaken a number of initiatives in the 2017 financial year. In line with our commitment to the protection of the island's coastal and marine ecosystems, we offered our continued support to the NGO, Reef Conservation's "Bis Lamer". This Mobile Marine Education Unit aims at bringing education about marine and environmental issues closer to the people. A comic book, "Tikoulou, la légende de Bel Ombre" was launched in March 2017 and distributed for free to children in order to provide them with a playful and educational introduction to the rich ecosystems and biodiversity of Bel Ombre. A beach erosion mitigation project is also under way since June in the region. Additionally, the Foundation lent its support to the fundraising efforts to help the victims of cyclone Enawo, which hit Madagascar in early March 2017.

Heritage Resorts awarded Green Key eco-label

Heritage Awali Golf & Spa Resort and Heritage Le Telfair Golf & Spa Resort, our two luxury five-star hotels on the Domaine de Bel Ombre, became in January 2017 the first two establishments in Mauritius to achieve the prestigious Green Key award. They are now part of over 2,500 sites across the globe to have been presented with this certification. The Green Key eco-label is a leading standard of excellence in the field of environmental responsibility and sustainable operations within the tourism industry. It represents a commitment from tourism establishments to adhere to the strict criteria stipulated by the Foundation for Environmental Education (FEE).

Events & Achievements 2016-2017

Heritage properties win accolades at World Golf Awards

The Heritage Golf Club and Heritage Le Telfair Golf & Spa Resort were both rewarded at the third edition of the World Golf Awards Gala Ceremony held on 12 November 2016 in Portugal. For the third year in a row, the Heritage Golf Club was voted Best Indian Ocean Golf Course. Heritage Le Telfair Golf & Spa Resort received the award for the Best Golf Hotel in the Indian Ocean. This award programme forming part of the prestigious World Travel Awards is one of the highest accolades in golf tourism.

Ascencia wins Corporate Reporting Award

The country's largest listed property fund, Ascencia has won in March 2017 the highly coveted PwC Corporate Reporting Award in the category, Listed Companies. This distinction is a tribute to the consistent hard work expended by our Group's Property Investment sector to ensure high-quality reporting. The PwC Corporate Reporting Awards have been established since 1998 to recognize efforts made by companies to improve the presentation and contents of their annual reports.

Encouraging young musicians from Patyatann

The Rogers Group has reiterated its support for the promotion of arts and culture in the country through contributing to the creation of the debut album of Patyatann. This group of four young artists has been honing their art on the local music scene since 2012 prior to releasing "Sanpek" on 6 August 2016 with ten tracks celebrating the cultural diversity of Mauritius.

Veranda Resorts adds a 5th hotel to its portfolio

The VLH Group has strengthened its portfolio of a 'hotel de charme' with the acquisition of Tamarin Hotel in September 2016. Nestled between rolling hills and the preserved bay of Tamarin, this colourful 66-room three-star hotel is the first foray the Veranda Resorts brand on the West coast of the island. Renamed Hotel Tamarin by Veranda Resorts, the property is set to undergo renovation from early 2018 to increase the number of rooms to 100 and take full advantage of its unique location and concept.

Support to the 11th Annual GSSI Conference

Rogers was a proud Platinum Sponsor of the 11th Annual Global Sales Science Institute (GSSI) Conference, which was hosted from 6 June to 9 June 2017 at the Paradis Beachcomber Golf Resort & Spa. The event, themed "New Frontiers in Sales Research & Education in a Global & Sustainable World" was attended by over 80 participants from 16 countries. The Global Sales Science Institute is an international network formed in 2007 by scholars and practitioners from across the world with the aim to unite the study and practice of sales and sales management around the globe.

Strategy Execution for Business Leaders

Some 70 leadership team members of the different business lines of Rogers and Senior Managers of the ENL Group were treated to a masterclass in October 2016 on "Strategy Execution for Business Leaders" with Phil Parker, the Chair Professor of Management Science at INSEAD, the international business school based in Fontainebleau, France. This was an opportunity for them to work on themes such as objectives, audits, strategic models, strategy execution as well as monitoring and evaluation tools. The interaction that took place has prompted a review of the strategic plans and the implementation of action plans for each sector. This intensive five-day seminar has also contributed to strengthen the collaboration between the Group's different sectors. Phil Parker is currently based in Singapore where he teaches business strategy and marketing. He also has teaching experience in Africa, Asia, Latin America, Europe and the Middle East.

Rogers Capital steps into the FinTech arena

Our Group has merged together and consolidated our expertise in the FinTech served market in October 2016 to form a single unified brand, Rogers Capital. Harnessing the power of technology to make financial services more agile, efficient and trustworthy, the entity is organised into three sectors – Corporate Services, Technology Services and Financial Services – combining world-class financial expertise with cutting-edge technology to provide sophisticated business solutions tailored to clients' needs. Ashley Coomar , who has over 10 years' senior management experience with the Group, has taken up the role of Chief Executive Officer of Rogers Capital in February 2017.

Porlwi by Light

Our Group supported this year again, for the second year running, the Festival of Contemporary Culture, Porlwi by Light, which was held from 2 December to 4 December 2016.

Energy drives leadership.

Leadership is about having the audacity to make decisive and thoughtful choices.

Prakash Luchmun and Jordan Ah Kiow are respectively Corporate Manager – Information Systems and Internal Auditor and play with the employees' football team.

For them, Energy drives leadership into everything they do, at work and off work.

Our board of directors

01. Adam Guy
Independent Director

02. Espitalier-Noël Eric
Non –Executive Director

03. Radhakeesoon Aruna
Executive Director and Chief Legal Executive

04. Espitalier-Noël Philippe
Executive Director and Chief Executive Officer

05. Montocchio Jean-Pierre
Chairman and Independent Director

06. Bundhun Ziyad
Non-Executive Director

07. Espitalier-Noël Hector
Non-Executive Director

08. Espitalier-Noël Gilbert
Non-Executive director

09. Ruhee Ashley Coomar
Executive Director and Chief Executive Officer - FinTech

10. Mamet Damien
Executive Director and Chief Finance Executive

11. Forget Philippe
Independent Director

12. Masson Vivian
Independent Director

Our board of directors

ADAM, GUY
(Born in 1950)
Independent Director
CGC – Member

APPOINTED ON
5 October 1994

QUALIFICATIONS
Doctor of Medicine (MD).
Fellowship of the Royal College of Surgeons (FRCS).

PROFESSIONAL JOURNEY
Appointed Fellow of the Association of Surgeons of Great Britain and Ireland.
Practising as a Consultant General Surgeon in Mauritius since 1988.

SKILLS
Broadly-based NED experience across diverse sectors.
Over 20 years with the group with a detailed knowledge of its operations.
Extensive knowledge of corporate governance.

CURRENT EXTERNAL COMMITMENTS
Medical Adviser to Swan Health Insurance
Member of the Board of Directors of the Medical and Surgical Centre and chairs its CG and Ethics Committees

CURRENT EXTERNAL APPOINTMENTS IN LISTED COMPANIES
None

BUNDHUN, ZIYAD
(Born in 1964)
Non-Executive Director

APPOINTED ON
18 October 2012

QUALIFICATIONS
Member of the Institute of Chartered Accountants in England and Wales.

PROFESSIONAL JOURNEY
Articleship and qualification in London with Bright Grahame Murray, Chartered Accountants between 1984 and 1990.
Started his career with Deloitte & Touche in the Middle East and moved to Ernst & Young in Mauritius in 1993.
Joined the Mauritius Office of the International Trust Services Group, Mutual Trust in 1995.
Founded the Mauritius Office of the International Audit and Consulting Group, Mazars in 2002.
Joined the Corporate Banking Division of the Mauritius Commercial Bank in 2005.
Was appointed Managing Director of MCB Capital Partners Ltd, the private equity arm of the MCB Group in 2006.
Joined Rogers and Company Limited as Chief Finance and Investment Executive in October 2011.
Co-Founder and Managing Partner of New Africa Advisors in May 2017, an independent Corporate Finance and Mergers & Advisory firm.

SKILLS
Strategy development and execution experience.
Financial management.
Corporate finance.
Private equity.

CURRENT EXTERNAL COMMITMENTS
None

ESPITALIER-NOËL, ERIC
(Born in 1959)
Non - Executive Director
CGC - Member
RMAC - Member

APPOINTED ON
02 February 1994

QUALIFICATIONS
Bachelor's degree in Social Sciences (University of Natal in South Africa)
Masters degree in Business Administration (University of Surrey, U.K)

PROFESSIONAL JOURNEY
Worked with De Chazal Du Mée & Co, Chartered Accountants in Mauritius and with Indian Ocean Export Co Ltd in South Africa
Joined ENL Group in 1986
Appointed Executive Director of ENL Ltd in 1987
Currently Chief Executive Officer of ENL Commercial Ltd

SKILLS
Well versed in corporate governance matters
Strong marketing portfolio development and commercial skills
Valuable experience across several sectors

CURRENT EXTERNAL COMMITMENTS
Member of the National Committee on Corporate Governance

CURRENT EXTERNAL APPOINTMENTS IN LISTED COMPANIES
Automatic Systems Ltd (Chairman)
ENL Commercial Limited
ENL Limited
ENL Land Ltd
Les Moulins de la Concorde Ltée
Livestock Feed Limited

ESPITALIER-NOËL, GILBERT
(Born in 1964)
Non-Executive Director

APPOINTED ON
15 July 1999

QUALIFICATIONS
BSc (University of Cape Town)
BSc (Hons) (Louisiana State University)
MBA (INSEAD Fontainebleau)

PROFESSIONAL JOURNEY
Joined the ECLOSIA Group in 1990
Was appointed Group Operations Director in 2000
Joined ENL Group in February 2007
Was Chief Executive of ENL Property Ltd

SKILLS
Past President of various private sector institutions (including MCCI, JEC etc...)
Experienced non-executive in several sectors
Detailed knowledge of the Group
Significant M&A experience locally and regionally

CURRENT EXTERNAL COMMITMENTS
CEO of New Mauritius Hotels Ltd

CURRENT EXTERNAL APPOINTMENTS IN LISTED COMPANIES
ENL Commercial Limited
ENL Land Ltd
ENL Limited
New Mauritius Hotels Ltd
Livestock Feed Limited

ESPITALIER-NOËL, HECTOR
(Born in 1958)
Non-Executive Director

APPOINTED ON
22 December 1987

QUALIFICATIONS
Member of the Institute of Chartered Accountants in England and Wales.

PROFESSIONAL JOURNEY
Worked for Coopers and Lybrand in London.
Worked with De Chazal du Mée in Mauritius.
Past Chairman of the Board of Rogers and Company Limited.
Past President of the Mauritius Chamber of Agriculture.
Past President of the Mauritius Sugar Producers' Association.
Past President of the Mauritius Sugar Syndicate.

SKILLS
CEO experience across diversified sectors.
Significant experience in alliances, ventures and partnerships.
Strong financial skills and strategic understanding.

CURRENT EXTERNAL COMMITMENTS
CEO of ENL Group
Chairman of New Mauritius Hotels Ltd
Chairman of Bel Ombre Sugar Estate Ltd

CURRENT EXTERNAL APPOINTMENTS IN LISTED COMPANIES
Ascencia Limited
ENL Limited
ENL Commercial Limited
ENL Land Ltd
New Mauritius Hotels Ltd
Tropical Paradise Co. Ltd
Swan Life Ltd and Swan General Ltd

ESPITALIER-NOËL, PHILIPPE
(Born in 1965)
Executive Director and Chief Executive Officer

APPOINTED ON
6 February 2004
CGC – Member

QUALIFICATIONS
BSc in Agricultural Economics (University of Natal, South Africa)
MBA (London Business School)

PROFESSIONAL JOURNEY
Worked for CSC Index in London as Management Consultant from 1994 to 1997.
Joined Rogers in 1997.
Was appointed Chief Executive Officer in 2007.

SKILLS
Proven experience of mergers and acquisitions, business turnaround and transformation.
Extensive expertise with strategy development and execution.
Inspiring leadership with senior management in the Group's four served markets, FinTech, Hospitality, Logistics and Property.

CURRENT EXTERNAL COMMITMENTS
Chairman of Ascencia Limited
Chairman of the Commission on the promotion of sustainable and inclusive growth in Mauritius of Business Mauritius.

CURRENT EXTERNAL APPOINTMENTS IN LISTED COMPANIES
Air Mauritius Limited
Ascencia Limited
Swan Life Limited and Swan General Limited

Our board of directors

FORGET, PHILIPPE
(Born in 1950)
Independent Director

APPOINTED ON
10 September 2015

RMAC – Member

QUALIFICATIONS
BSc (1st Class Honours) in Computational & Statistical Science (Liverpool University, UK)
MSc (with distinction) in Management & Operational Research (Imperial College, London)

PROFESSIONAL JOURNEY
Started his career at Management & Development Company Ltd ('MADCO'), the holding company of the largest agro-manufacturing group on the island.
Was the first General Manager of Maurilait Ltd.
Worked at the Mauritius Commercial Bank Ltd for 36 years and retired as Deputy Chief Executive – Banking in 2013.
Following his retirement, he joined La Sentinelle Ltd as Executive Chairman.
Founding member, Director and past Chairman of Le Bocage International School, Clavis Primary School and Special Education Needs Society.
Was also a Director of 'RUTH', a home for the elderly.

KEY STRENGTHS
Detailed knowledge of risk assessment and management systems.
Strong international strategic skills.
Extensive experience in both general and financial management.

CURRENT EXTERNAL COMMITMENTS
Executive Chairman at La Sentinelle Ltd

CURRENT EXTERNAL APPOINTMENTS IN LISTED COMPANIES
None

MAMET, DAMIEN
(Born in 1977)
Executive Director and Chief Finance Executive

APPOINTED ON
10 May 2017

QUALIFICATIONS
Member of the Institute of Chartered Accountants in England & Wales

PROFESSIONAL JOURNEY
Started his career with Ernst & Young in London in 1999
In 2003, he moved to BDO De Chazal Du Mée (Mauritius)
In 2006, he was appointed Manager of Corporate Finance of PricewaterhouseCoopers
Joined Rogers Group where he was appointed Managing Director of Foresite Property Fund Management Ltd in 2009 and was appointed Chief Projects & Development Executive of Rogers in 2014
He was appointed Chief Finance Executive of Rogers in 2017

SKILLS
Detailed knowledge of the Company's activities and business having previously occupied the position of Fund Manager
Strategic and commercial understanding
Team management skills

CURRENT EXTERNAL COMMITMENTS
Treasurer of l'Ecole du Centre
Director of the Blue Penny Museum (part of the MCB Group)

CURRENT EXTERNAL APPOINTMENTS IN LISTED COMPANIES
Ascencia Limited

MASSON, VIVIAN
(Born in 1956)
Independent Director

APPOINTED ON
10 September 2015
RMAC – Acting Chairman (from 05 May 2017)

QUALIFICATIONS
Masters in Economics (University of Paris-Assas).
Diplôme d'Etudes Comptables Supérieures (DECS, France).

PROFESSIONAL JOURNEY
Started his career with PriceWaterhouse in Paris and thereafter worked in the Vanuatu and Lyon branches.
Joined Pfizer Medical Technology Group as Finance Director in 1985.
Worked as General Manager of Alliance Spinners Ltd in Mauritius over the four years to 1991.
Was Managing Director of Howmedica France, a company part of the Pfizer Medical Technology Group.
From 1998 to 2015, he was President of Stryker Trauma & Extremities, a division of Stryker Corporation developing, manufacturing and marketing globally technologies for surgical treatment of bone fractures and deformity corrections.

KEY STRENGTHS
Many years of operating within the international businesses with cultural diversity.
Knowledge and experience of acquisition and disposal of businesses in international markets.
Many years of leadership in the medtech industry, creating successful R&D innovation, world-class manufacturing facilities and sales execution excellence.

CURRENT EXTERNAL COMMITMENTS
None

CURRENT EXTERNAL APPOINTMENTS IN LISTED COMPANIES
None

MONTOCCHIO, JEAN-PIERRE
(Born in 1963)
Chairman and Independent Director
CGC- Chairman

APPOINTED
as Director on 25 March 2002
as Chairman on 09 November 2012

QUALIFICATIONS
Notary in Mauritius

PROFESSIONAL JOURNEY
Participated in the first National Committee of Corporate Governance as a member of the Board of Directors' Sub-Committee.

SKILLS
Well versed in corporate governance matters
Broadly based NED experience across the private and public sectors
Significant experience in alliances, ventures and partnerships

CURRENT EXTERNAL COMMITMENTS
Chairman of Promotion and Development Ltd
Chairman of Caudan Development Ltd
Chairman of Fincorp Investment Ltd.

CURRENT EXTERNAL APPOINTMENTS IN LISTED COMPANIES
Caudan Development Ltd
ENL Land Ltd
Fincorp Investment Ltd
Les Moulins de la Concorde Ltée
New Mauritius Hotels Ltd
Promotion and Development Ltd
MCB Group Ltd

RADHAKEESOON, ARUNA
(Born in 1970)
Executive Director and Chief Legal Executive

APPOINTED ON
18 October 2012

QUALIFICATIONS
BA (Honours) in Jurisprudence (Balliol College, Oxford University)
Solicitor of England and Wales (NP)
Attorney-at-Law (Mauritius)

PROFESSIONAL JOURNEY
Two year articleship with Sinclair, Roche and Temperley, a Solicitors' Firm in the city of London
Joined Rogers as Project Analyst in 2001
In July 2001, she was appointed Group Company Secretary
She was appointed Chief Legal Executive in 2007

SKILLS
Transactional lawyer with over 15 years' experience in the Group with a detailed knowledge of its operations
Extensive knowledge of board practices, corporate governance, FSC and stock market requirements
Growing people and inspiring teams successfully

CURRENT EXTERNAL COMMITMENTS
Vice Chairman of the Central Depository & Settlement Co. Ltd
Chairman of the National Committee on Corporate Governance
Member of Care ratings (Africa) Pvt Ltd
Fellow Member of the Mauritius Institute of Directors

CURRENT EXTERNAL APPOINTMENTS IN LISTED COMPANIES
Mauritius Development Trust Company Ltd

RUHEE, ASHLEY COOMAR
(Born in 1977)
Executive Director and Chief Executive Officer – FinTech

APPOINTED ON
20 July 2017

QUALIFICATIONS
First Degree – Mathematics and Physics (Faculté des Sciences de Luminy, Marseilles)
Masters In Engineering – Automatic Control, Electronics and Computer Engineering with specialisation in Real Time Engineering and Systems (Institut National des Sciences Appliquées, Toulouse)
Executive education programmes at London Business School and INSEAD

PROFESSIONAL JOURNEY
Worked as a Senior Engineer and Technical Lead for Capgemini Telecom, Media and Entertainment, Central and Southern Europe, Paris from 2000 to 2004.
Was appointed as Manager (Management and Business Consulting) at DCDM Consulting, a company managed by Accenture in 2005
Joined Rogers in 2007 was appointed Chief Information and Planning Executive of the Cim Group (the then Financial Services investment of Rogers) in 2008 and concurrently Managing Director of Enterprise Information Solutions Ltd in 2009
Held the position of Chief Executive Officer of Rogers Technology sector since 2012, and was concurrently Managing Director of AXA Customer Services Ltd until 2016
Appointed Chief Executive Officer of Rogers Capital in 2017

SKILLS
Strategy development and execution
Strategic information planning and execution
Large scale systems engineering and integration
Business leadership skills - was selected by the Institut Choiseul for international Politics and Geoeconomics as one of the 200 young African Economic Leaders of tomorrow during 3 consecutive years (2014-16)
Business process re-engineering and transformation

CURRENT EXTERNAL COMMITMENTS
Member of Young Presidents' Organisation (YPO) - 2017
Appointed as Honorary Consul of the Republic of Lithuania in Mauritius

CURRENT EXTERNAL APPOINTMENTS IN LISTED COMPANIES
None

Our Executive Team

01 ESPITALIER-NOËL, PHILIPPE
Executive Director and Chief Executive Officer

Please refer to page 21

02 CURE, KARINE
Chief Marketing and Communication Executive

Karine holds an Executive Master (MSc) in Marketing (Hons) from the University of Paris-Dauphine (France) and a BSc. She started her career in the field of communication in Paris and has worked in Mauritius in the tourism, leisure and hotel sectors. She joined the Group's Hotels sector in February 2008 as Marketing and Communication Manager and was subsequently appointed Corporate Manager at Rogers in October 2015 and Chief Marketing and Communication Executive in July 2016.

Other directorships in listed companies: None

03 STEDMAN, RICHARD
Chief Executive Office – Leisure

A 1983 graduate from the "Ecole Hotelière de Lausanne", he had a 21-year career with Hyatt International. After holding various operational management positions, he became an international General Manager, specialising in Hotel openings and Resort Management under the Hyatt brand.
Richard joined the Food and Allied group in 2004 as opening General Manager for Le Telfair Golf & Spa Resort.
As from 2008, Richard joined ENL Property as a Development Manager. From 2011 up to now, Richard has spearheaded the development and growth of ENL Lifestyle, an operational cluster, whose brands include Voilà Hotels, Voilà Meetings, Ocean Basket, Savinia Bistrot and MOKA'Z.

Other directorships in listed companies: None

04 RUHEE, ASHLEY COOMAR
Executive Director and Chief Executive Officer – FinTech

Please refer to page 23

Our Executive Team

05

COTRY, ERIC
Head of Internal Audit & Risk Management

Born in 1975, Eric is a fellow member of the Association of Chartered Certified Accountants (FCCA) with over 15 years of experience in the audit field. He started his career as external auditor with De Chazal du Mée in 1997 and has an extensive experience in various sectors such as property investments, hotels, sugar, retail, logistics and financial. Eric has also worked in Rwanda as acting CFO in a commercial bank, in Bernuda and Guernsey in the hedge fund industry.
Before joining Rogers, Eric was a Senior Manager at BDO in the audit division. He was appointed Head of Internal Audit & Risk Management of Rogers Group in April 2017.

Other directorships in listed companies: None

06

FAYD'HERBE DE MAUDAVE, ALEXANDRE
Chief Executive Officer – Travel

Born in 1967, he holds a BCom (Hons) and is a qualified Chartered Accountant from the South African Institute of Chartered Accountants. He joined Rogers Aviation in 2001 as General Manager – Finance & Administration. Prior to joining Rogers, he worked in South Africa for a period of 7 years with Arthur Andersen. He was appointed Managing Director of Rogers Aviation in October 2006 and Chief Executive Officer in October 2010.

Other directorships in listed companies: None

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KOENIG, RICHARD
Chief Projects and Development Executive – Real Estate portfolio

Born in 1964, he holds a BSc Electronic Engineering as well as an MBA. He started his career as Management Information Consultant with Andersen Consulting in South Africa and moved to Mauritius in 1993. He joined the ENL Group in 1994 as a Corporate Executive and was subsequently appointed Chief Executive Officer of South West Tourism Development in July 2009.

Other directorships in listed companies: None

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MAMET, DAMIEN
Executive Director and Chief Finance Executive

Please refer to page 22

Our Executive Team

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PILOT, MICHEL
Senior Manager – Agribusiness

Born in 1986, Michel holds a Bcom in Finance and Management and a Master of Finance from Curtin University (Australia). In 2014 he also obtained an MBA from INSEAD. He started his career in the financial service industry and was Portfolio Manager for High Net Worth Individuals before joining Rogers in 2016 as Corporate Manager. He is now Senior Manager of the group Agribusiness activities.

Other directorships in listed companies: None

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TYACK, FRÉDÉRIC
Chief Executive Officer – Ascencia

Born in 1969, Frédéric Tyack is a member of the Institute of Chartered Accountants in England and Wales and holds a BSc (Hons) degree in Accounting and Finance from the London School of Economics. He joined the Rogers Group from 1997 to 2004 and was appointed Managing Director of the Logistic Sub Cluster. He joined Plastinax Austral Ltd in 2004 as General Manager before moving to ENL Property Ltd in 2008 and was later appointed Managing Director of EnAtt, the Asset and Property Management Company of the ENL Group, in 2011. Frédéric Tyack is an executive director of ENL Property Ltd and is the Chief Executive Officer of Ascencia since July 2015.

Other directorship in listed companies: Ascencia Limited

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BUNDHUN, MANISH
Chief Human Resources Executive

Born in 1979, he holds a Masters in Business Administration and a B.Sc (Hons) Management. He started his career in the Human Resources field, with a varied exposure in Telecommunications, ICT, and Aviation industries. He joined Rogers in the Logistics sector in January 2006 as Division Manager – Human Resources and was subsequently appointed Chief Human Resources Executive of Rogers in September 2008. He holds a Certified Masters in NLP (Neuro Linguistic Programming) and in Neuro Semantics, and is a certified Agility Coach and Trainer. Manish is also a Co-active Coach from the Coach Training Institute (CTI). He is an Executive Coach and delivers keynotes as well as executive leadership and team coaching workshops. Manish practices as adjunct professor in Human Resources Management and Organisation Development at post graduate level.

Other directorships in listed companies: None

Our Executive Team

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EYNAUD, FRANCOIS
Chief Executive Officer – Hotels

Born in 1961, he holds a "Diplôme d'école de commerce". He started his career with Sagem (France) as Export Director and was subsequently appointed successively Country Manager of Sagem in the Caribbean Islands and in England. He returned to Mauritius in 1991 to join Ciel Textile as Marketing Director and was promoted as Executive Director of Tropic Knits in 2000. He was appointed Managing Director of Veranda Resorts in August 2008 and Chief Executive Officer of VLH Group in October 2010.

Other directorships in listed companies: None

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RADHAKEESOON, ARUNA
Executive Director and Chief Legal Executive

Please refer to page 23

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NUNKOO, NAYENDRANATH
Chief Executive Officer – Logistics

Born in 1969, he holds an MSc in Engineering from the Odessa Technological Institute of Food Industry and a Master's degree in Business Administration from the University of Mauritius. He also followed Executive Training Programs, at the London Business School and INSEAD. He joined Rogers in 1993 and has since been involved in a number of business activities in the Group which allowed him to develop a wide-ranging managerial capability. He has worked as Project Manager, Deputy General Manager of RIDS Madagascar , General Manager of EIS Ltd, the IT subsidiary of the Rogers Group, and Corporate Manager – Strategic Planning. In July 2011, he was appointed Chief Executive Officer of Velogic which is a logistics company employing 1500 people in Mauritius, Reunion Island, Madagascar, Mozambique, Kenya, India and France.

Other directorships in listed companies: None

Luchman Benee is the Pastry Chef at Heritage The Villas.

Hard-working and talented, he engages his team towards excellence. He combines inspiration with invariably local ingredients to bring a new culinary perspective and excitement to Heritage Resorts.

Energy drives creativity.

Board of Directors' Report

Dear Shareholders,

The board of directors of Rogers and Company Limited has the pleasure to present you with the Integrated Report of the Group for the financial year ended 30 June 2017. This has been another eventful year as we advanced our strategy to drive long-term growth and value for our shareholders.

For the first time this year, we have adopted the model of an Integrated Annual Report, which has been prepared in accordance with the guidelines of the Integrated Reporting Framework published by the International Integrated Reporting Council. The primary aim of our approach to reporting is to present a more understandable review of our business and provide a detailed explanation of how we utilize our capital, namely financial, human, social & natural and intellectual, to create value over time.

With regard to the operating environment in the review period, the global economic landscape was, amongst other events, impacted by the Brexit vote, the presidential elections and policy changes in the US and elections in France.

Global growth decelerated from 3.4% in 2015 to 3.1% in 2016. The International Monetary Fund projects world growth to rise to 3.5% this year and 3.6% in 2018, and is likely to stay below 4% over the period 2017-21.

Growth in the domestic economy was 3.8% in 2016 and is projected to grow to 3.9% in 2017, with the main drivers being the financial services and tourism sectors. With respect to the evolution of our main trading currencies, the EUR has been showing encouraging signs of recovery since April 2017 and the GBP is expected to remain weak against the Rupee. The low interest rate in the local environment should persist due to excess liquidity in the monetary system.

Our Group continued to demonstrate its ability to generate meaningful returns for shareholders. Overall turnover grew by 6% to Rs 8.7bn and profit after tax (PAT) for the year, excluding exceptional items, rose by 24% to Rs 975m. This uplift in our operating revenue and profit was largely driven by the Property served market. The FinTech and Logistics served markets recorded better-than-expected performance but the Hospitality results were dampened by the September 2016 year-end New Mauritius Hotels Limited (NMH) adjustments.

All our key performance indicators have improved from the previous reporting period. Earnings per Share (EPS) excluding exceptional items were Rs1.35. Our Group's Net Asset Value (NAV) per share went up from Rs 37.60 last year to Rs 40.83. The dividend per share was Rs 0.92 against Rs 0.88 in 2016, representing a dividend yield of 3.2%. And finally, the Rogers' share price over the financial year upped 3.4% to Rs 29.00 with market capitalization amounting to Rs 7.3bn as at 30 June 2017.

During the financial year the Group increased its stake in NMH, thereby triggering a mandatory offer alongside ENL Land Ltd, following which it acquired an additional 3.4% stake in the hotel group. The Group's current shareholding in NMH stands at 22.76%, and the average price paid for the 5.1% shareholding accumulated during the last two years was Rs 23.66, i.e. 7.8m shares at Rs 231m in 2016 and 16.9m shares at Rs 358m in 2017.

The said NMH transactions were variously commented in the press. To our knowledge a written complaint was made to the Financial Services Commission (FSC) which has initiated an investigation. The Board reiterates that it has complied with all applicable rules and legislation when it transacted in NMH shares in 2016 and 2017.

The stability of the Rogers' share price on the market is a strong indication that the investor community and the stakeholders of the Company are not allowing such intoxicating smoke screens to affect their appreciation of our Company's potential. We recommend that our shareholders continue to exercise caution when interpreting communications that do not emanate directly from our Company and/or regulators.

Throughout the financial year 2017, we fine-tuned our 2020 strategic plan through the incorporation of new dimensions to support our expansion within the described context.

We enter financial year 2017-18 with well-structured businesses equipped with the right mix of leadership skills and dynamism to seize new opportunities and drive organic growth. Nevertheless, we have also identified a number of key challenges which will require attention.

Our appreciation goes to our shareholders for their unflinching confidence in Rogers and their ongoing support for our shared strategy. We would also like to express our sincere gratitude to the Chief Executive Officer, Philippe Espitalier-Noël, the management team and all employees of the Group for their commitment.

Sincerely yours,

The board of directors

In line with the Rogers' strategic roadmap, 2017 was a year that saw the Group delivering solid financial results and continuing to establish the building blocks for future growth, says the CEO, Philippe Espitalier-Noël.

Interview with the CEO Philippe Espitalier-Noël

How would you describe Rogers' performance in the prevailing economic environment?

Growth in the global and national economy in 2016 remained subdued at 3.1% and 3.8% respectively and forecasts for the current calendar year indicate an increase to 3.5% and 3.9% respectively. Mauritius remains among the most investment and business-friendly countries in the world. An improved global investor sentiment has translated into an increase in FDI inflows, and tourist arrivals continue to rise. However, the trade deficit is widening, driving a gradual increase in the current account deficit and our country is yet to meet the debt target of 50% of GDP by end 2018.

Our Group navigated this intricate economic environment with agility to deliver an overall good performance. A year-on-year revenue improvement of 6% to Rs 8,663m was mainly driven by the Property Investments sector on the back of improved rental rates and the Logistics sector, which benefited from better results and inclusion of a full year's profit for the Kenya operation. On a consolidated level, the Group's PAT before exceptional items increased by 24% to Rs 975m in the 2017 financial year against Rs 787m in 2016. Higher fair value gains were recorded following the increased rental rates on both Phoenix Mall and Bagatelle Mall. However, results from our Hotels sector were significantly impacted by a 2016 financial year-end adjustment relating to our associate, New Mauritius Hotels (NMH), as further efforts were made to redress optimistic assumptions made by the previous management. The contribution from our Hospitality served market would otherwise have shown a marked improvement in comparison with the 2016 figures.

What were the main developments that characterized the 2017 financial year?

Over the financial year, we have committed significant time and energy to strategic thinking to scale up our presence in our served markets. The 2017 financial year has seen major investment in resources to support the ongoing development of our FinTech arm as well as major renovations and service enhancement initiatives in our Hotels sector. Our Property Investments arm has also made significant corrections to its business model offering immediate financial performance improvements.

In the FinTech served market, we forged ahead with the rebranding of Rogers Capital, which is now a single brand combining Corporate Services, Financial Services and Technology Services operations. With regard to Corporate Services, we launched new value-add services and opened new overseas desks in South Africa, France and India. The Financial Services segment invested heavily in human capital and is expected to come to the market with new disruptive offerings before calendar year-end.

Our Hotels sector has pursued a strategy to broaden our exposure in the Hospitality served market by increasing our stake in VLH and NMH to 76.18% and 22.76% respectively. During the year, VLH has also acquired a 51% stake in Le Tamarin Hotel. The property was subsequently rebranded as Tamarin Hotel by Veranda Resorts and will undergo renovation from early 2018 to increase room capacity and take full advantage of its unique location and concept. Significant renovations were under way between May and September 2017 at our Heritage Resorts properties and Veranda Paul & Virginie Hotel & Spa.

Renovation works at Le Château de Bel Ombre and its gardens have also been completed and will combine with the Heritage amenities to provide a unique guest experience. At Heritage, our suite of hospitality has suffered from concerning beach erosion. We obtained approval from the relevant authorities to carry out rehabilitation works along the beach stretch in front of the hotel in order to address the issue. Ecologically respectful and breakthrough initiatives were consequently implemented in collaboration with the authorities and the rehabilitation was successfully completed in August 2017.

Interview with the CEO

The combined efforts of refurbishments of all our facilities in Domaine de Bel Ombre has delivered a significant upgrade to the already unique qualities of our Hospitality and Property businesses and our service level. As a result the resulting customer experiences have already been significantly enhanced. The costs of hotel closure associated with all these renovation projects have affected our July and August 2017 results and are expected to deliver their full benefit from the 2018-2019 financial year. It is also worth mentioning that the prestigious AfrAsia Bank Mauritius Open will be back on the Heritage Golf Club's grounds in November this year. The third edition of this tri-sanctioned golf tournament looks once again to be a key event in the country's sporting and tourism calendar.

In the Property served market, Ascencia has completed the renovation of Phoenix Mall in the course of the financial year. Our listed property fund also disposed of some non-core assets with the objective of reinvesting the funds in new projects. A brand refreshing exercise was carried out to further improve the image of the different malls in the portfolio. With the opening of So'Flo Boutique Mall in Floreal in November 2017, rental space available will be increased by 7,400m². Moreover, we are moving forward with addition of 4,000m² to Bagatelle Mall, and the construction of a new 10,000m² mall in the South of the island starting in the next calendar year.

The Logistics served market has undertaken a number of turnaround initiatives, namely in Mauritius, Mozambique and France. New systems and processes were also implemented in the customs brokerage business. In Kenya, we are shifting the focus towards sizing up the freight forwarding activity. Velogic was also quick to respond to the loss of TNT courier business following the international takeover by FedEx, and has obtained the UPS courier representation for six countries in the region.

What are your strategic priorities and objectives for Rogers going forward?

We carried out a strategic planning exercise in the 2017 financial year to establish our priorities and direction for the coming three-year period. Our three main pillars will be the expansion of our FinTech-related activities, the development of a sizeable leisure business as well as the turnaround of agribusiness activities and a review of our real estate business in the Bel Ombre region. The overall objective is to achieve a balanced share of profit contribution from each of our served markets.

We have reviewed the strategic orientation of our FinTech arm with a significant focus on developing new offerings around consumer credit and e-payment through material investment that will allow us to bring in the required competencies and infrastructure. These new disruptive offerings will be launched in the 2018 financial year and are expected to become a major driver of profitability in the next 2-3 years. In addition, we will continue to improve our offering in the Corporate Services segment while pursuing our international diversification strategy.

In order to complement our Hospitality offering, we have acquired ENL Lifestyle on 01 July 2017. Now rebranded as Island Living, the entity will operate under our Leisure sector, overseeing the activities of Ocean Basket, Savinia Bistrot, Moka'Z and Voilà Bagatelle, as well as Leisure activities previously managed by Compagnie Sucrière de Bel Ombre and Case Noyale, such as Le Chamarel Restaurant, the Seven Coloured Earth and Frederica Nature Reserve. Island Living is additionally working on a number of projects that are expected to be launched in the 2018 financial year.

What are the specific challenges that need to be addressed to implement the strategy laid out?

Indeed, over and above broad-scale dynamics, we always have some key challenges to address. The future of our AXA Customer Services joint venture will require attention as the AXA Group reviews its own strategic direction. In the Hospitality served market, the Travel sector is moving forward with the digitalisation of its operations, while our associate, NMH is expected to improve its performance on the back of ongoing efforts to restructure its Moroccan investments.

On the Logistics front, the main challenge remains the improvement of the transport activity, the emerging weakness in the local freight forwarding operating conditions, and the need for scale and resilience of the freight forwarding business in France.

The development of Domaine de Bel Ombre remains an area of intense focus with the continued allocation of significant resources for the future. In the wake of the challenges facing the sugar industry, a turnaround plan is underway for the transformation of the Agribusiness activities of Compagnie Sucrière de Bel Ombre and Case Noyale and a new drive is being spurred into the Leisure sector. With the phasing out of sugar-related activities, we are pursuing our strategy to increase our hospitality and food crop base to mitigate losses attributed to our sugar legacy. A turnaround plan is also under consideration in view of expanding our livestock activity, which utilizes more than 60% of our land bank in the region. We are currently embarking on a second phase to establish another 18-hole championship golf course, and we are reviewing our real estate concept to improve the offering.

How efficient and effective has the Group's new communication campaign been?

Our communication campaign launched last year has provided an additional layer of visibility and awareness of the Rogers brand and its essence. We believe that it is the energy of our teams that drives excellence and performance into our organisation.

As I highlighted in our previous Annual Report, 'Energy drives Everything' is not just another slogan but a reaffirmation of the identity of our Group and our brand's DNA. It embodies our values, our financial strength and vision for the future. This year, we have been placing emphasis on 'Energy drives People' as we are firmly persuaded that a work environment promoting trust and respect gives the opportunity to each of our 4,526 employees to reach their potential, hence contributing to the success of Rogers.

Energy drives everything from dynamism to inspiration, agility, performance, sustainability and happiness. We are also committed to incorporating our values of leadership, dynamism and agility into our actions, namely through our association with the inspirational speaker and blind golf champion, Jeremy Poincenot as part of our "We Swing for our Coast" campaign.

To conclude, how is the Group moving ahead with its Corporate Social Responsibility (CSR) and sustainability agenda?

We have committed the Group's CSR funds to the implementation of a 5-year strategy over the 2013-2018 period to protect the coastal resources of Mauritius. However, following recent changes in the CSR legislation, notably with the requirement to transfer 1% of CSR funds directly to the Mauritius Revenue Authority from January 2018, the Board of our special purpose vehicle, the Rogers Foundation was due to convene on 29 August 2017 to make a decision about any adjustment that may be necessary.

As a consequence of the recent changes in the law, the remaining 1% of our CSR funds will be allocated in priority to funding projects that have already been contracted out towards achieving this goal, which include Bis Lamer, Bel Ombre Pedia, the Eco-School Programme and the sea turtle preservation initiative. We will additionally carry on with our support to the community development programme at Cité Sainte Catherine and the NGO, Passerelle's centre for women in distress.

It is opportune to share that for the second time, the Group's responsible and inclusive approach to development has been singled out by the UN for the good work undertaken at national level. Indeed we are proud to have been included in the Global Compact International Yearbook 2017 for the work done over the past few years with respect to lagoon and marine environment protection. At a time when some parties are questioning the good work done by the private sector, we are comforted by this recognition of our effectiveness and approach toward responsible, sustainable and integrated development.

In conjunction with our different business sectors, we intend to continue integrating the sustainability philosophy into our business strategies. The balance between economic, social and environmental goals has become a constant in all our projects. We are also working hard to reduce our carbon footprint and environmental metrics such as energy, water and waste consumption are now part of our key performance indicators and are monitored and evaluated.

As we move forward with our plans to develop our activities, I remain confident that we are well placed to deliver on our objectives of growing our presence across our served markets. I would like to thank our shareholders and Board, my colleagues on the management team, all employees across the Rogers Group and our other stakeholders for their contribution and support towards enhancing our value creation and performance.

The business world is constantly evolving. With more than a century of experience, we now know how to adapt to change in order to better anticipate the expectations of our customers and thereby ensure the sustainability of our activities.

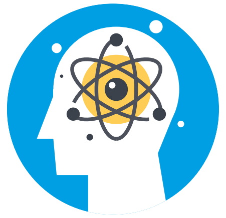
Energy drives agility.

Integrated Reporting

This integrated report includes the capitals identified by the International Integrated Reporting Council (IIRC) that are relevant to Rogers and Company Limited.

The capitals are stocks of value that are increased, decreased or transformed through the activities of the organisation. Throughout this section, we will emphasize the integration of these capitals into our value creation process while taking into account our business model, strategic process, business context, material risks and involvement of our various stakeholders.

Forms of Capital



Financial Capital

Financial capital refers to resources made available to our Group through equity funding, debt and retained earnings.

See Page 50

Human Capital

Human capital relates to competencies, expertise and engagement of our People.

See Page 58

Social and Natural Capital

Social and Natural capital is the relationship with communities, NGOs and other stakeholders on social and environmental matters that are relevant to the sustainability of our organisation within its ecosystem.

See Page 62

Intellectual Capital

Intellectual capital is the intangible value of the organisation such as culture, brand image, systems and expertise.

See Page 66

Our Value Creation Map

Financial
- Equity raising
- Debt financing
- Reinvestment

Human Capital
- Strong leadership team
- Skills and career development
- Engaged workforce

Social and Natural Capital
- Customer relationships
- Stakeholders' confidence
- Corporate Social Responsibility

Intellectual Capital
- Culture shaping
- Brand and reputation
- Systems

VALUE IN

BUSINESS CONTEXT

- World economic growth gaining momentum with growth estimated at 3.5% and 3.8% in 2017 and 2018 respectively, against 3.1% in 2016 ;
- Local economic growth to improve from 3.8% in 2016 to 3.9% in 2017 ;
- Pound Sterling remains weak thereby impacting on the Hospitality served market ;
- Euro is recovering on the back of improvement in growth in the Euro-area and 'softening' Dollar;
- Low interest rates environment continue to prevail due to the excess liquidity in the monetary system ;
- Inflationary pressures are expected to resurge as from this calendar year.

BUILDING A LEADING SERVICES AND INVESTMENT BUSINESS FOCUSED ON FOUR SERVED MARKETS

COMPETITIVENESS
- Productivity
- Pricing
- Process improvement
- Cost Control

RESILIENCE
- Sustainable Leadership
- Integration
- Capability Building
- De-risking

GROWTH
- Organic Focus
- Acquisition
- Disruptive Innovation
- New Ventures

SERVED MARKETS
FinTech | Hospitality | Logistics | Property

GROUP LEVERAGE
Values | Leadership | Financing | Branding | Risk Management

MATERIAL RISKS

Strategic risks
- Lack of innovation or development below expectations ;
- Ineffective strategic partners and acquisitions ;
- Lack of stakeholders' engagement ;

Financial risks
- Financial sustainability ;
- Cash flow constraints ;

Operating risks
- Inadequate adherence to terms and conditions in contractual agreements ;
- Business continuity issues due to major threats ;
- Skills attraction, performance and retention of key staff ;
- Theft, fraud and corruption ;

Compliance risks
- Failure to comply with legal and regulatory requirements.

VALUE OUT

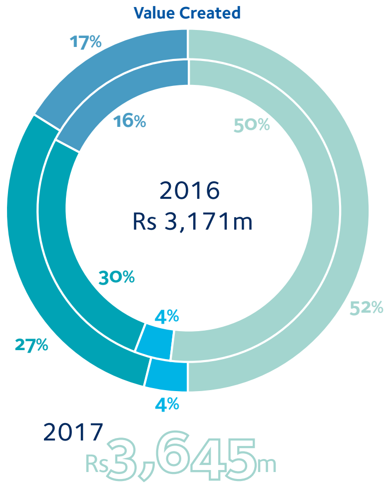
Financial
- Access to competitive financial capital
- Optimisation of resources towards served markets
- Delivering shareholder return

Human Capital
- Top-of-mind employer
- People development (skilled and engaged employee base)
- Positive and empowering climate

Social & Natural Capital
- Sustainable protection of natural resources
- Focused support and monitoring of projects
- Caring community development

Intellectual Capital
- Enabling organisation culture which drives Leadership, Agility and Dynamism
- Strong brand image
- Robust systems supporting our operations

OUTCOMES (Consolidated Value Added Statement)



Rs m	2017	2016
Revenue	8,663	8,167
Bought-in materials & services	(5,018)	(4,996)
Total value added	3,645	3,171
EMPLOYEES, 52%		
Wages, salaries, bonuses, pensions & other benefits	1,908	1,577
GOVERNMENT, 4%		
Income Tax	145	129
PROVIDERS OF CAPITAL, 27%		
Dividends paid to:		
Shareholders of Rogers & Co Ltd	232	222
Outside shareholders of Subsidiary Companies	215	194
Banks & other lenders	539	541
REINVESTED, 17%		
Depreciation & amortisation	353	325
Retained Profit	253	183

Note: The above statement excludes any amount of Value Added tax paid or collected.

Our Served Markets

FinTech

Operating under the Rogers Capital brand, our FinTech platform provides services in the following sectors:

- Corporate Services (Fiduciary, Outsourcing and Consulting);
- Technology Services (Integrated Business Solutions, Cloud Computing and Connectivity Services);
- Financial Services is the emerging sector with consumer credit and electronic payment services.

See Page 70

Hospitality

The Hospitality served market provides a vertical integration of services which includes Hotels, Travel and Leisure. Through operations in VLH and a 22.76% equity investment in NMH, Rogers is a major player in the tourism industry accounting for more than 20% of total rooms available in Mauritius.

See Page 76

Logistics

Our logistics arm, Velogic provides an integrated logistics platform with services consolidated under Port Services, Freight Forwarding, Shipping and Sugar Packaging.

See Page 84

Property

The property portfolio includes our 40.15% equity investment in Ascencia, the largest property fund listed on the Stock Exchange of Mauritius, as well as our agricultural, property and leisure activities carried out at the Domaine de Bel Ombre.

See Page 90

Our Corporate Office

Rogers Corporate Office forms an integral part of the Group's value creation process and is responsible for defining policies and strategy, corporate governance, risk management and the overall success of our organisation. The main functions carried out are Finance, Legal, Risk & Audit, Human Resources and Marketing & Communication.

Finance

The Finance department ensures that the Group's financial reporting and compliance meet the requirements of International Financial Reporting Standards (IFRS) and all relevant legislation. In addition, the department provides support both to the Corporate Office and to our sectors in accounting, taxation and treasury management. The department also proposes corporate finance services to the Group, which include investment appraisal, funding of projects, strategic planning and assistance on mergers and acquisitions.

Legal

Rogers Legal acts as the backbone of the Group with regards to legal, regulatory and compliance matters. It assists the Group on mergers and acquisitions, including advising on investments and disinvestments, drafting and vetting of contractual documents and registration and renewal of marks. In concert with external lawyers, it ensures that the legal interests of the Group are safeguarded.

Risk & Audit

The Risk & Audit department provides assurance to the Board that adequate controls are in place to safeguard the Group's income and assets. In addition, it ensures that risks are identified, assessed and mitigated so as to enable operational and financial success. A risk-based internal auditing approach allows determining the most efficient use of the department's resources and ensures that the most significant residual risks are addressed as a matter of priority. In addition, the department acts as a business advisor and assists Management where possible in achieving its strategic goals.

Human Resources

Rogers and Company Limited employs 4,526 people across 53 offices in 13 countries. A skilled and engaged workforce is a key lever of our business strategy. The Corporate Human Resources (HR) department provides human capital solutions to the business sectors, including acting as assessment centre for recruitment and selection, developing critical skills through the Rogers Academy, sustaining engagement at work and facilitating change initiatives within the Group. The Corporate HR team also delivers external human capital consulting services ranging from learning and development solutions to engagement surveys and organisation development interventions.

Marketing & Communication

The Marketing and Communication department is the voice of the company and its brands. It caters for various internal and external marketing and communications needs, and is responsible for applying the relevant offline and online tactics to maintain an appropriate level of engagement with stakeholders, including business and trade journalists, industry and financial analysts, investors, shareholders, customers, employees and the community at large.

Crafting and implementing marketing strategies, devising branding campaigns, creating advertising and artwork, planning and managing events, conducting public relations or shouldering crisis management are a few of the services that the Marketing and Communication Department provides to our sectors. As of 2017, the Marketing and Communication Department was reorganised to include the Corporate Social Responsibility, Sustainable Development and Project Management.

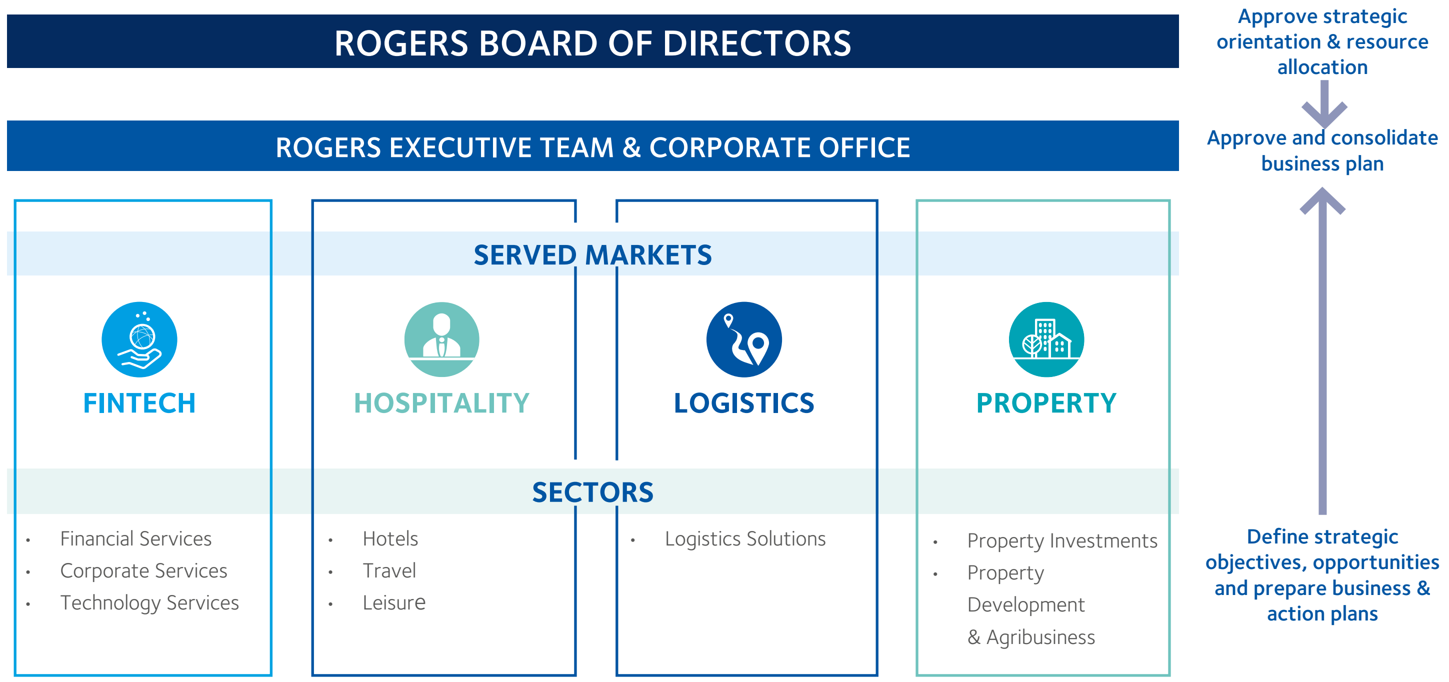
Strategic Plan Process

Our Group carries out a yearly exercise to prepare and approve its budget for the following financial year, and also its 3-year rolling strategic plan. The process starts in the 3rd quarter of the financial year with the Corporate Office providing the assumptions, guidelines and strategic orientation to the respective sectors.

The respective sectors under the leadership of their respective Chief Executive Officers prepare their strategic plan while taking into consideration the business objectives, HR strategy, risks and detailed action plans. The strategic plans are then presented to the Rogers Executive Team (RET) and Corporate Office members. The RET is under the leadership of Philippe Espitalier-Noël and is composed of the sectors' CEOs and Function Executives of Rogers.

The RET and Corporate Office review the budget and strategic plan and provide their recommendations to each sector. Once the strategic plan is validated, it is presented to the Board of Directors of each respective sector, and the financial forecasts and strategic plan are consolidated at Corporate Office level.

The consolidated budget and strategic plan are presented for approval to the Board of Rogers, which reviews the strategic orientation and resource allocation.



Financial Capital

Financial capital refers to resources made available to our Group through equity funding, debt and retained earnings

Stakeholders

- Investors on the Stock Exchange of Mauritius and minorities of subsidiaries;
- Providers of debt capital.

Stakeholder Expectations

- Sustainable growth in shareholders' equity;
- Growth in dividend yield;
- Responsible corporate governance;
- Sustainable interest cover and debt levels;
- Adequate liquidity position.

Strategic Response

- An experienced Board of Directors consisting of Executive and Non-Executive Directors to encompass the whole spectrum of the Group's activities;
- An established Risk Management and Audit Committee (RMAC) which oversees the soundness of financial reporting;
- Financial performance is reported in a timely manner to the authorities and to the public on a quarterly basis. Presentation format is reviewed continuously to align with best international practices. Additional resources have been deployed in the Communication Department to enhance communication through our website and other forms of media;
- An updated medium-term strategic plan guides the resource allocation to sectors, both in terms of investment and working capital needs;
- Our Group operates on a decentralized basis and the Treasury function at the Corporate Office constantly monitors cost of funds to ensure its optimal use;
- We have outsourced competencies to assist with strategic planning.

Outcome

- Communication on a quarterly basis of financial performance, with at-a-glance graphics and salient explanation of sectors' performance and outlook, through the Stock Exchange of Mauritius, the press, our website and social media;
- An update to our Group's 3-year strategic plan to 2020 was carried out and approved by the Board in June 2017;
- We presented our half-yearly and full-year results in our Investors' Briefing which targeted mainly fund managers, stockbrokers, bankers and other financial experts;
- A Review Committee ensures adequate communication of sector performance;
- Use of cheaper short-term debt as opposed to long-term debt;
- We maintain investment in new business activities in the existing served markets.

Financial Capital

HIGHLIGHTS OF FINANCIAL EVENTS

MONTH	FINANCIAL EVENTS
Oct-16	• VLH acquired 51% of Tamarin Hotel; • Investors Briefing – Presentation of Final Results FY 2016;
Nov-16	• Release of First Quarter Results FY 2017;
Dec-16	• Declaration of Interim Dividend of Rs 0.32 per share (2016: Rs 0.32);
Jan-17	• Rogers increased its shareholding in New Mauritius Hotels (NMH) to 19.36% triggering a mandatory offer over NMH;
Feb-17	• Release of Second Quarter Results FY 2017; • Investors Briefing – Presentation of Half-Year Results FY 2017;
Mar-17	• Following the mandatory offer, Rogers acquired an additional 3.4% stake in NMH, thereby increasing its shareholding to 22.76%;
May-17	• Release of Third Quarter Results FY 2017;
Jun-17	• Declaration of Final Dividend of Rs 0.60 per share (2016: Rs 0.56);
Sep-17	• Release of Full-Year Results for FY 2017.

FINANCIAL DATA

Rs m	2017	2016
Revenue	8,663	8,167
EBITDA*	2,014	1,782
Profit after Tax (PAT)*	975	787
Attributable Earnings	485	405
Earnings per Share (EPS)*	1.35	1.35
Dividends per Share (DPS)	0.92	0.88
Net Asset Value per Share	40.83	37.60
Debt/Equity	0.52	0.54

Rs / %	2017	2016
Share Price as at 30 June	29.00	28.00
Market Capitalisation (Rsm)	7,309	7,057
Price Earnings Ratio (PER)*	21.48	20.74
Dividend Yield	3.2%	3.1%
Discount to NAV	29%	26%

* Excluding exceptional items

SHARE PRICE EVOLUTION

Rogers shares are traded on the Official Market of the Stock Exchange of Mauritius.

Share Performance

Base 100: 01 July 2016

Number of shares

252,045,300

Chief Finance Executive Report

Overview

For the financial year 2017, Rogers has produced a good performance with an improved profitability, despite the challenges and uncertainties both locally and internationally. The Group continued with its strategic investment plan with the main objective of securing future growth to shareholders value.

Mamet, Damien
Chief Finance Executive and Executive Director

The main focuses during the year were:

- Consolidating the capital structure of Rogers Capital Ltd, the holding company in the FinTech served market. This will set the right impetus for the company's future investment plan in more diverse and rewarding products;
- Investing Rs 358m in our associate company, NMH, thereby increasing our holding from 19.26% to 22.76%. In the same Hospitality Served market, VLH acquired Le Tamarin Hotel and will position it as a 3 star hotel on the west coast of the island;
- Reducing losses of the warehousing activity in France. In addition, the Logistics sector has taken immediate remedial action to the loss of the TNT courier services and replaced it by UPS representation for the region;
- Increasing investment capabilities in the property served market by negotiating better banking facilities for Ascencia;
- Initiating a major turnaround exercise for the loss-making agribusiness activities;
- Reducing our cost of loans within the Group by reverting to short-term debt and contracting currency debts to hedge against foreign currency fluctuations, as 54% of our revenues are derived in foreign currencies;

Total assets of the Group grew from Rs 29.5bn to Rs 31.4bn with the level of debt increasing by Rs 0.7bn. The Group revalued its land and buildings and recorded an increase in value of Rs 1bn. All the financial ratios remained within the set targets.

Financial Performance

During the financial year 2017, the Group revenue increased by a satisfactory 6% to Rs 8.7bn. This was mainly due to an increase in the business activities of the served markets, where new investments were made by the Corporate Services of FinTech, the full year recording of the logistics Kenyan acquired entities and the renovation and extension of the Property Investments sector. Group EBITDA increased by 13% led by the Property Investments sector and 3% excluding the results of listed associates and before any fair value gains.

Profit after Tax (PAT), excluding exceptional items and the share of our associates and jointly controlled entities, increased by 34% to cross the billion Rupee mark. Major improvements in PAT arose from the Property Investments sector following an increase in the value of its commercial malls after their renovation and extension. However, the Property Development & Agribusiness sector was impacted by the low demand for villa sales and the continuous losses of the agribusiness activities. A number of initiatives has been earmarked to boost the sales of villas and a turnaround plan is underway for the agribusiness activities.

Revenue has improved by

6%

Chief Finance Executive Report (contd)

Served Market Performance

	REVENUE		EBITDA*		PAT*	
Rs m	2017	2016	2017	2016	2017	2016
FinTech	650	609	190	201	139	158
Hospitality	2,573	2,591	321	358	56	136
Logistics	3,491	3,125	295	253	114	100
Property	1,975	1,845	1,265	910	857	509
Corporate Office	241	257	(57)	60	(191)	(116)
	8,930	**8,427**	**2,014**	**1,782**	**975**	**787**
Group Elimination	(267)	(260)	-	-	-	-
Total*	**8,663**	**8,167**	**2,014**	**1,782**	**975**	**787**

**excluding exceptional items*

Cash Generation and Utilisation

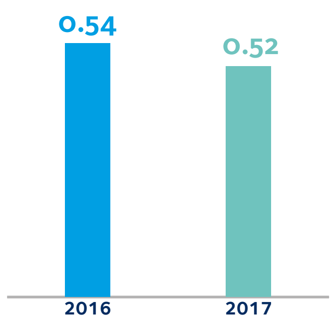
The Group generated Rs 1.2bn of cash from operations with half of the cash used to service the cost of debt and a net of Rs 0.4bn for dividends payment to shareholders. Capital expenditure and investments (net of disposal proceeds) amounted to Rs 1.4bn, mainly for investment in the hospitality served market, and the renovation and extension of shopping malls. Financing needs of Rs 0.7bn, spread equally over the hotels sector, property investments sector and Rogers and Company Limited, have been secured for the new and forthcoming investments. Overall cash and cash equivalents decreased from Rs 0.6bn to Rs 0.4bn and have been applied to working capital movement. All the served markets are operating within their authorized sanctioned limit of borrowings. The newly negotiated financing terms for the property investments sector will further ease the cash flow of the sector and enable bigger expansion.

Financial Risk Management & Group Treasury

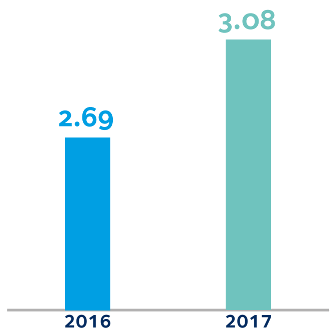
The Group is exposed to risk factors attributable mainly to:

- Foreign currency exchange rates, where the Hospitality served market is impacted by low Pound Sterling and Euro. Currency loans have been contracted on a medium term to hedge against fluctuation. On a shorter term basis, currency forwards contracts are entered into. At 30 June 2017, net exposure for the Group stands at Rs 1.0bn.
- The key repo rate remained stable at 4% for the financial year 2017 and the Group's debt amounted to Rs 9.5bn at 30 June 2017. The interest cover increased by 14% to 3 times, and the Net Debt to EBITDA improved to 4 times. The ratio of debt to equity decreased to 0.52 (2016: 0.54), a comfortable level given the continuing investment programme.

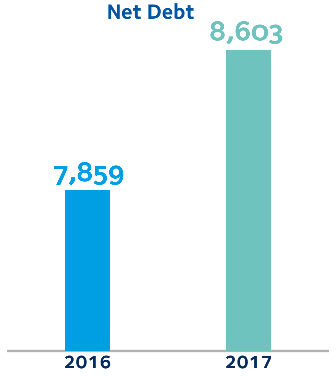
Debt to Equity Ratio



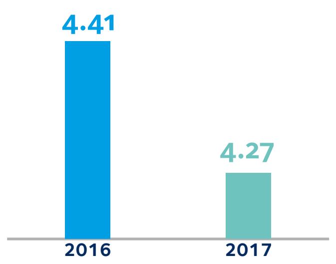
Interest Cover*



Net Debt



Net Debt / EBITDA*



* Excluding exceptional items

Shareholders Return

The Group profit attributable to the shareholders for the year ended 30 June 2017 improved by 20% to Rs 485m (2016: Rs 405m). This translated into an EPS of Rs 1.93 (2016: Rs 1.61) and yielded a Price Earnings Ratio of 15.06x (2016: 17.42x). The NAV per share went up by 9% to Rs 40.83 following the revaluation of our land and buildings, which resulted in the discount to NAV increasing, from 26% to 29%.

Over the year ended 30 June 2017, our share price increased by 4% to Rs 29.00, whilst the all-share index of the Stock Exchange of Mauritius, SEMDEX, progressed by 21% driven principally by a surge in demand for the highly capitalized banking stocks. The market capitalization increased by Rs 250m over the financial year to reach Rs 7.3bn as at 30 June 2017.

The dividend per share rose by 5% to Rs 0.92 (2016: Rs 0.88). This resulted in a dividend yield of 3.2% which is well above the Stock Exchange of Mauritius average market dividend yield of 2.4% as at 30 June 2017.

Long-term Strategy & Outlook

The Group completed its 3-year rolling strategic plan during the financial year. The plan has set the group's ambition and positioning of its served markets. The main actions for the strategic plan 2020 are the expansion of the FinTech with new products, an enhanced leisure offering and the turnaround of the Property Development & Agribusiness sector.

In addition, we remain alert to investment opportunities around our served markets, and continue to invest into the renovation of our hotels, expansion of our commercial property portfolio and extension of our operations in our logistics operations in Kenya. These new projects and our ongoing replacement CAPEX would require substantial investments directly and indirectly through our sectors by way of equity and debt funding. Our sectors operate on a decentralized approach and have the capacity to further gear-up and to finance their projects and CAPEX needs.

Our debt to equity is expected to increase within a reasonable limit. We will continue to review our capital mix in the light of market conditions, and will pursue our hedging of foreign currency through the prudent use of currency loans. In addition, we are currently reviewing our debt structure by converting part of our debt from short-term to long-term.

The outlook for 2018 looks very promising with expected operational improvements across all the sectors but will be impacted by the setup costs for the FinTech projects, and the closure costs for the hotels renovation and expansion.

Human Capital

Human capital relates to competencies, expertise and engagement of our People

Stakeholders

- Our workforce, prospective employees, trainees and alumni.

Stakeholder Expectations

- Career development opportunities;
- Personal and professional development (training, coaching, mentoring and cross-exposure);
- Job satisfaction and recognition;
- Market-related terms of employment and benefits;
- A safe, sound and enabling work environment.

Strategic Response

- Career development opportunities within the Group;
- Internal mobility and career progression philosophy;
- Culture-building programmes across sectors;
- Group-wide skills development initiatives;
- Competitive remuneration and employment conditions;
- Pension benefits, medical plan and insurance cover provided to all employees;
- Group Code of Ethics and personal conduct;
- Annual health & wellness events;
- Group-wide engagement surveys and action plans;
- Rogers Leaders Award and sector-specific recognition programs.

Outcome

Human Capital Demographics

4,526
Employees
13 Countries 4 Served Markets

Mean Age of our workforce =
34 years
Average Tenure = 6 years

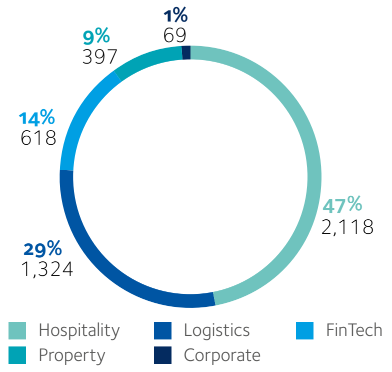
89%
of our workforce
is based in Mauritius

Human Capital

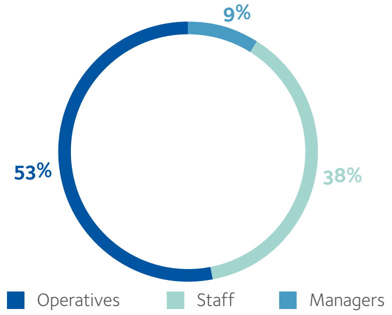
Outcome

Human Capital Demographics

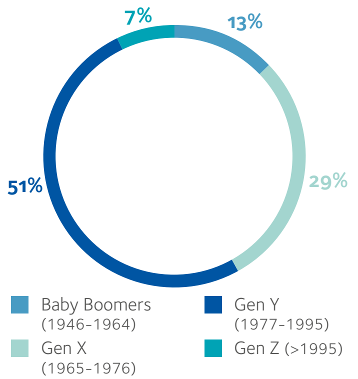
Headcount by Served Market



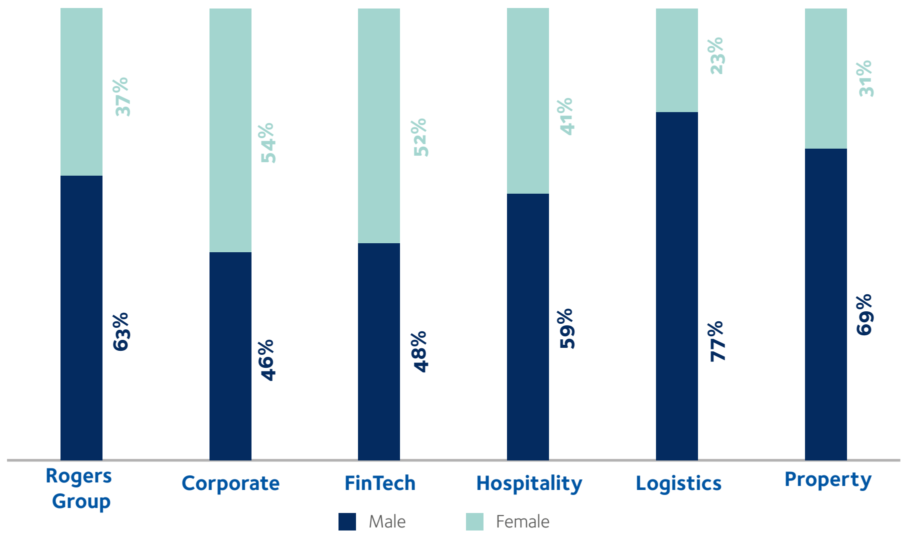
Headcount by Employee Category



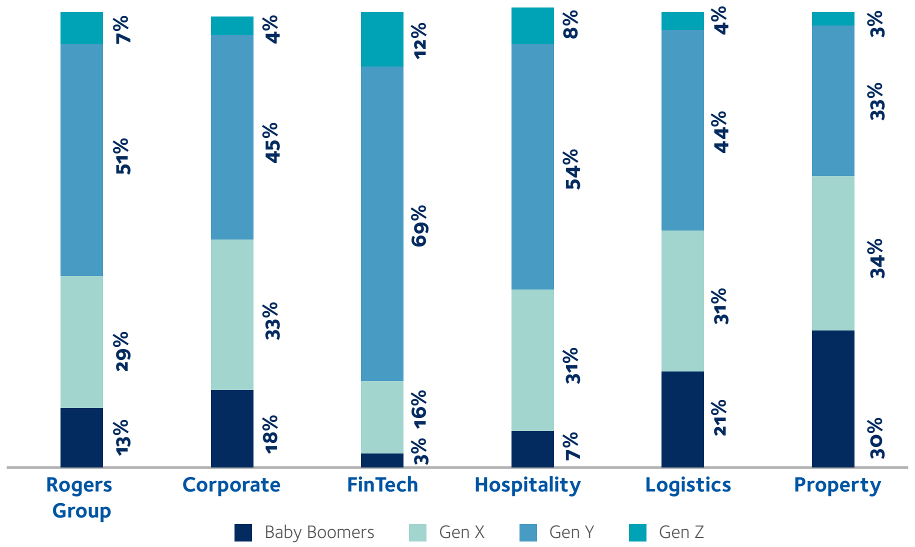
Headcount by Generations



Gender Distribution

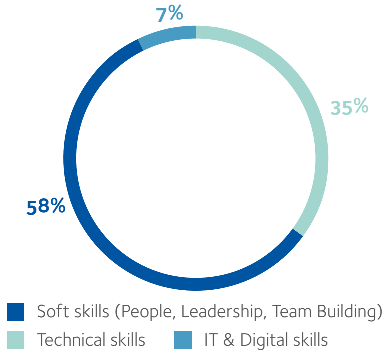


Generations by Served Market

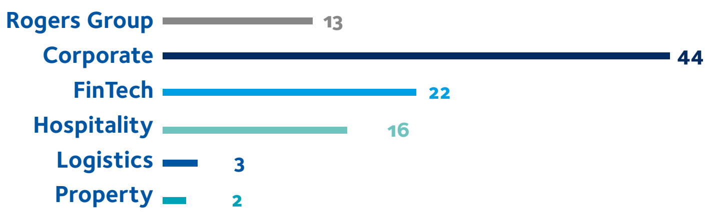


Human Capital Development & Value-Add

Training focus areas



Training Hours per FTE

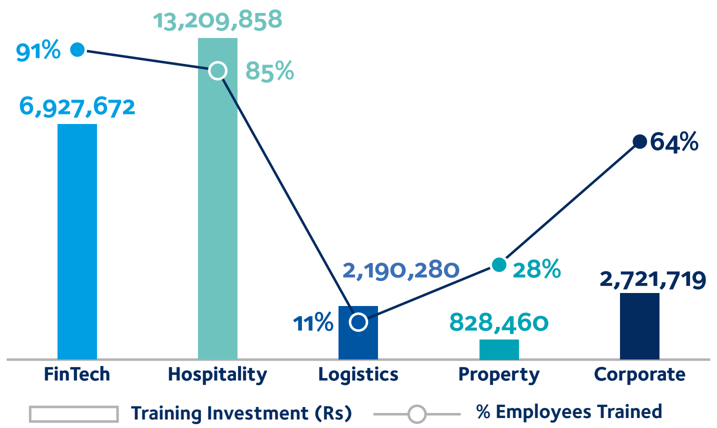


2,480
Employees trained
for a total of
51,800
Man Hours

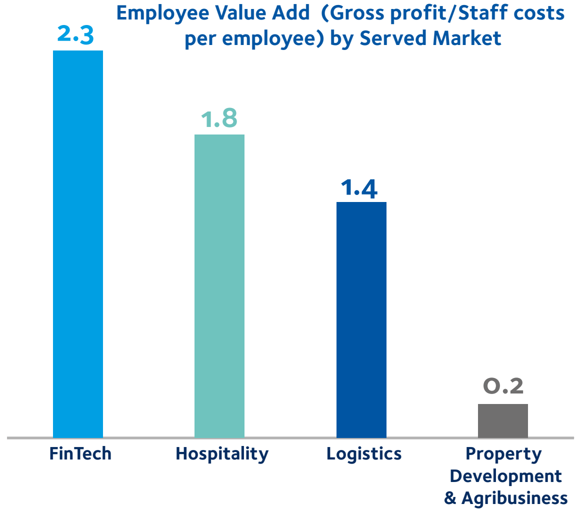
MUR 26M
Invested in Training & Development across the group

Our investments in training covered
55%
of our employee base

Training Investment by Served Market



Employee Value Add (Gross profit/Staff costs per employee) by Served Market



Social and Natural Capital

Social and Natural capital is the relationship with communities, NGOs, and other stakeholders on social and environmental matters that are relevant to the sustainability of our organisation within its ecosystem

Stakeholders

- Communities & NGOs, Government, employees, clients and service providers.

Stakeholder Expectations

- Responsible corporate citizenship, integral to the communities and the environments in which our businesses operate;
- Responsiveness to concerns and impacts on social and environmental issues;
- Access to job and supplier opportunities;
- Operations conducted in a safe and lawful manner;
- Investment in community infrastructure and development;
- Contributing responsibly and transparently to broader societal interests.

Strategic Response

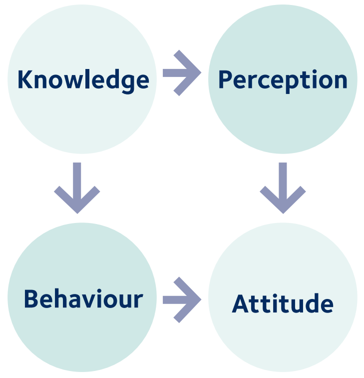
- Cooperation and networking with the authorities and private sector;
- Impact significantly one area of national concern based on wide stakeholder dialogue, e.g. the protection of coastal resources;
- Commitment to finding beneficial solutions to identified social concerns like poverty and education;
- Effective coordination of our CSR initiatives with the aim of improving the socio-economic conditions within neighbouring communities.

Our 2013-2018 Survey

Following the 2013 baseline study, we have carried out in 2016 a mid-term survey analysis of changes in Knowledge, Perception, Attitude and Behaviour of Mauritian citizens based on a Rogers Group Staff survey.

A 50% increase in overall knowledge of respondents on environmental issues

Clear perception that the No. 1 polluters are individuals, and that plants and animals have the same rights as humans to exist



A slow 5% change in behaviour yet 12% of people are more concerned to take part in environmental campaigns, and are more careful in their use and acquisition of transport

94% of respondents are now concerned and are ready to make sacrifices, and 57% will deal with polluters

Outcomes/Actions

Protection of Coastal Resources of Mauritius

Our Group maintains its commitment to reducing the impact of human activities on the coastal areas of the island through various ongoing programmes.

'Bis Lamer' Project with Reef Conservation (Fourth Year)

'Bis Lamer', the class on wheels fitted with interactive tools and laboratory equipment and promoting education about marine and environmental issues has, from July 2014 to this day, reached more than 23,288 students and adults. The Reef Conservation team has visited schools, community centres, shopping malls and beaches.

https://www.youtube.com/watch?v=9lbrKr05Wqs

Eco-School Project (Second Year)

Eco-School Project, which is part of a worldwide initiative, was set up with the help of Reef Conservation in Mauritius. It focuses on environmental education of schoolchildren through fun and action-oriented learning programmes. For the second consecutive year, the Rogers Group rewarded the schools that have implemented the most encouraging programmes.

https://youtu.be/8Z_qAraOMfg

Sea-Turtle Preservation Network (Second Year)

The protection of endangered sea turtles on Mauritian shores is still a major concern for NGOs, the private sector and relevant authorities, among which the Mauritius Marine Conservation Society, Reef Conservation and the Ministry of Ocean Economy, Marine Resources and Fisheries. An educational booklet was produced and released in schools. Furthermore, coastal inhabitants are being sensitized about the dangers of poaching and nesting sites have also been safeguarded.

Bel Ombre Pedia

Reef Conservation biologists and zoologists are gathering comprehensive scientific and pedagogical information about fauna and flora species around the region of Bel Ombre, which will soon be available online, based on the Wikipedia model. This project follows a major land survey undertaken on the southern coastal region. The need to understand the interaction between the fauna and flora species is essential to our ecological goals.

Meda Ayur Yoga Peetha Programme

The Mauritius Education Development Association (MEDA) teaches the community how to use local plants for health purposes derived from Ayurvedic principles and concepts. This programme relies on motivating each learner to share the knowledge they gathered with other members of the community, hence spreading the concept. Till now, 200 citizens have been trained in Goodlands and Chemin Grenier.

Tikoulou

Tikoulou is an inquisitive fictional character created by Henri Koombes for a storybook explaining how to cope with pollution and other human-induced modifications. The fourteenth comic book in the collection, '*La Légende de Bel Ombre'*, was specially designed by REEF Conservation's staff to convey an essential ecological message to schoolchildren and adults alike: our different ecosystems need close and constant monitoring in order to cope with pollution. Learning becomes a fun activity as readers discover wetlands, marshes, forests and rivers.

Other initiatives carried out by our Sectors

FinTech

The FinTech Sector supported a competitive financial education programme for youth with Junior Achievement Mascareignes as well as a programme for children with learning disabilities by the Elle C Nous Association. They also funded a Golf for All project intended for underprivileged children and equipment for La Caverne Athletics Club. Furthermore, employees participated in 4 beach and river bank clean-up activities accompanied by the Belle Verte social enterprise.

Hotels

Both Heritage Resorts hotels received the Green Key label, which is a voluntary eco-labels awarded to hotels that promote sustainable tourism, for example by rationalizing water consumption. Our five-star resorts satisfied the conditions for obtaining this certification, which has to be renewed annually.

Employees further contributed to beach clean-up activities and 'Bis Lamer' awareness sessions. Staff and guests at Heritage Awali Golf & Spa Resort namely participated in a tree planting activity on Earth Day.

Veranda Resorts funded the project launched by the NGO and PAWS to encourage villagers in the Grand Gaube region to participate in a dog sterilization programme. Moreover, the hotel group extended assistance for another year to Jean Eon RCA School, which forms part of the 'Zone d'Éducation Prioritaire' (ZEP). The group also hosted a Belle Verte awareness session at Veranda Paul & Virginie Hotel & Spa as well as a Flower Day in the village of Grand Gaube.

Green Key

Travel

Rogers Aviation set up a CSR/Sustainability Team that developed an action plan with a view to promote and disseminate green habits throughout its various departments. A few of the measures concerned recycling (paper, cell phones, plastic bottle caps) and energy saving (by monitoring the company's energy consumption for air conditioning, computers, etc.). PATS and Yacht Management also set up waste management projects.

Logistics

Velogic made significant contributions to the community by helping the 'Association communautaire de Cité Jonction', Pailles through a youth literacy programme. They supported the fundraising for the Malagasy people who were affected by the cyclone Enawo. The company also set up three sponsoring programmes to support a family whose home was destroyed by a fire, a child with learning disabilities and a women's kickboxing championship.

Property Development & Agribusiness

CSBO was instrumental in the setting up of a 'Centre d'éveil' for toddlers under the aegis of Caritas in Bel Ombre through its participation in improving the infrastructure. The company also funded Saint Jacques RCA, a primary school in Chamarel, and further engaged in a support programme for teenagers from the village.

Intellectual Capital

Intellectual capital is the intangible value of the organisation such as culture, brand image, systems and expertise

Stakeholders

- Clients, suppliers, principals, authorities, financial institutions, media and investors.

Stakeholder Expectations

- Strong brand image and reputation;
- Representation of internationally recognized brands;
- Customer satisfaction through interacting processes;
- Innovating capabilities;
- Adherence to intellectual property rights such as Patents and Trade Marks;
- Staff competencies and skills.

Strategic Response

- Focus on communication with coordination at all levels;
- Establishment of a process to obtain useful information on brand image and customer loyalty;
- Customer Relationship Management in place;
- Investment in skills, processes and technology;
- Strategy for Culture, Brand Positioning and Systems.

Outcome

Culture

'A unique culture which blends Leadership, Agility and Dynamism'

- Culture is the way we act collectively. Culture is intangible and yet it is what defines us as an exceptional organisation;
- Being part of Rogers is about being part of a unique tribe and embracing a culture which blends a diversity of agile and competent people;
- Our culture which we term as 'The Rogers Way' is driven by our core purpose, our values and the Art of Being and Doing.

Brands

'We believe that Rogers remains a strong investment brand'

- Enhanced brand image through the "Energy Drives Everything" campaign;
- Focus on long-term partners;
- Represent some 52 local and international brands;
- Strong sub-brands that are closer to the market.

Systems

'As a listed Company we place much emphasis on robust systems to support our businesses'

- Adopt a decentralized structure with delegation of authorities to the CEOs and Management team of our sectors;
- Our Rogers Management Model focuses on the performance and development of our People;
- Structured Systems and Processes which drives operational excellence across our sectors.

The Velogicians are a music band from Velogic who are driven by their motivation, dynamism and passion for music and fun.

Energy drives dynamism.

Rogers
INTEGRATED REPORT **2017**

FinTech

"Delivering world-class financial expertise with leading edge technology."

Rs m
650
REVENUE

Rs m
190
EBITDA*

Rs m
139
PAT*

Sectors
Corporate Services
Technology Services
Financial Services

Activities
Rogers Capital

Key Investments
Swan General
Swan Financial Solutions
AXA Customer Services

* Excluding exceptional items

FinTech

Delivering world-class financial expertise with leading edge technology

Sector Business

Rogers Capital was officially introduced to the market in September 2016 and operates in the FinTech served market. It stems from our Group's ambition to combine world-class financial expertise with leading edge technology to provide sophisticated solutions to businesses, institutions and individuals in their evolution under a solid and respected brand. It is currently structured around three core pillars:

- **Corporate Services** includes fiduciary services, outsourcing services and consulting services such as tax advisory, captive insurance management, fund administration and actuarial services. These capabilities have an established customer base originating from Europe (United Kingdom and France predominantly), the United States, Southern and Eastern Africa as well as India and China;
- **Technology Services** is an end-to-end provider of integrated business solutions, cloud computing, unified communications and collaboration, mobile and converged connectivity services providing business-to-business customer-centric solutions in Mauritius, the Indian Ocean islands and South Africa;
- **Financial Services** is an emerging, yet pivotal component of Rogers Capital. It is in the process of introducing some disruptive FinTech offerings in respect of credit and electronic payment on the domestic market and is poised for robust growth. It is also launching a niche Corporate Advisory service in the fields of corporate finance, listing services and investor relations management.

The FinTech served market currently employs 300 professionals and produced satisfactory results during the year under review.

Overview

The financial year 2017 was a challenging period for the Global Business industry in Mauritius. The renegotiated Double Taxation Avoidance Agreement with India came into effect with a two-year transition period starting on 1 April 2017. Mauritius maintained its Most Favoured Nation status vis-a-vis Singapore and Cyprus albeit on significantly more diluted terms and conditions.

"Key acquisitions combined with strong organic growth have resulted in better than expected results for the year in spite of adverse exogenous factors"

Moreover, increased pressure from global regulatory institutions as regards information disclosure, tax and reporting (BEPS, CRS, FATCA) has led the Mauritian jurisdiction to revisit its value proposition in order to maintain its position as an international financial centre of substance. The pressing need to move towards more sophisticated products and services is proving to be a daunting challenge for the jurisdiction given the scarcity of experienced professionals in the domestic market.

Demand for ICT products and services was once again mostly driven by public sector initiatives with persistently low investment from the private sector, resulting into a highly competitive market environment. This adversely impacted margins on traditional offerings such as infrastructure and local networks supply and deployment.

In addition, the cloud-related solutions (Infrastructure/Software/Platform as a service) continue to face tough competition from global players. Service differentiation and business continuity requirements with rapid turnarounds and local continuity have nonetheless unlocked niche opportunities for Rogers Capital Technology Services ("RCTS").

The much-regulated telecom industry has seen drastic and artificial price cuts over the past year for internet services, negatively impeding the company's margins in the connectivity services line. AXA Customer Services incurred losses due to the termination of the contract with a major client and the effects of increased overheads further to the move into new premises.

Rogers share of results of associates, Swan General Ltd and Swan Financial Solutions Ltd, recorded a PAT of Rs 90m.

The Board of Directors of Rogers Capital has approved the Management's proposed business plan in respect of the development of two disruptive Fintech offerings around consumer credit and electronic payment. A core team composed of experienced professionals and subject matter experts in those two fields was set up to conduct a feasibility study together with the formulation of an ambitious strategic development plan for the next three years.

Performance Review

During the period under review, the strategic focus of Rogers Capital Corporate Services ("RCCS") was geared towards the consolidation of acquired capabilities, the development of ancillary yet higher value services and the geographical diversification of income sources. Notwithstanding the successful launch of a representative office in Johannesburg, RCCS has set up three foreign desks (French, Indian and South African) which have rapidly generated substantial interest in those jurisdictions. Those dedicated capabilities are also tasked at identifying and transforming cross-selling and upselling opportunities for the wider FinTech served market.

Our Corporate Services produced improved results with total revenue of Rs 302m and after-tax earnings of Rs 83m, representing 19% and 48% growth respectively compared to the previous financial year. Key acquisitions combined with strong organic growth have resulted in better-than-expected results for the year in spite of adverse exogenous factors. The full impact of the acquisition of River Court Administrators as well as the rapid expansion of our tax advisory and captive insurance management capabilities positively contributed to the upside.

Despite a performance shortfall compared to the previous year, RCTS produced satisfactory results, with EBITDA of Rs 18m and PAT of Rs 11m. Reduced demand on the domestic market, drastic and artificial cuts in internet prices as well as the termination of RCTS' management contract with AXA Customer Services adversely affected the results. This year's performance was predominantly fuelled by new product development within our Business Solutions service line and the deployment of high-value ERP projects.

RCTS successfully completed some large-scale and complex infrastructure projects. The company also initiated a business re-engineering and commercial transformation plan, the implementation of which will kick-start early in the new financial year. This transformation plan is expected to further drive efficiency in the business and instil a new commercial and development orientation.

AXA Customer Services reported losses to the tune of Rs 5m. The downfall in performance is attributed to the combined effect of inflated costs arising from relocation of the business to new premises, finance costs pertaining to the refurbishment of those premises and telephony infrastructure upgrade as well as the termination of a contract with a major client. The joint venture partners, AXA Assistance and Rogers Capital, are working together in view of turning the business around.

Our business plan pertaining to the introduction of two new disruptive FinTech offerings (consumer credit and electronic payment) on the domestic market was finalised and approved by the Board of Directors. A completely digitalised customer experience combined with significantly reduced processing time are the major differentiators behind such offerings. Subject to regulatory approvals, Rogers Capital

	REVENUE		PAT	
Rs m	2017	2016	2017	2016
Corporate Services	302	253	83	56
Technology Services	343	343	3	27
Financial Services	5	13	(37)	(19)
Subtotal	**650**	**609**	**49**	**64**
Investments (Swan Financial Solutions & Swan General)	-	-	90	94
Total	**650**	**609**	**139**	**158**

Staff cost ratio of Corporate Services lowered by

7%

FinTech

shall be in a position to bring those products to the market by the first semester of the coming financial year. Significant investment was made with regards to the new offerings, thereby impacting the results for the Financial Services sector in the 2017 financial year and resulting in a loss of Rs 37m.

Outlook

Rogers Capital will significantly enhance its brand awareness and footprint in the markets that it serves in the next financial year. The growth initiatives formulated in our three-year strategic plan 2017-20 bode well for an accelerated value creation roadmap. While the 2018 financial year will remain a year of capability building and enhanced market penetration, our FinTech served market will initiate a series of disruptive offerings that will fuel growth in the years to come.

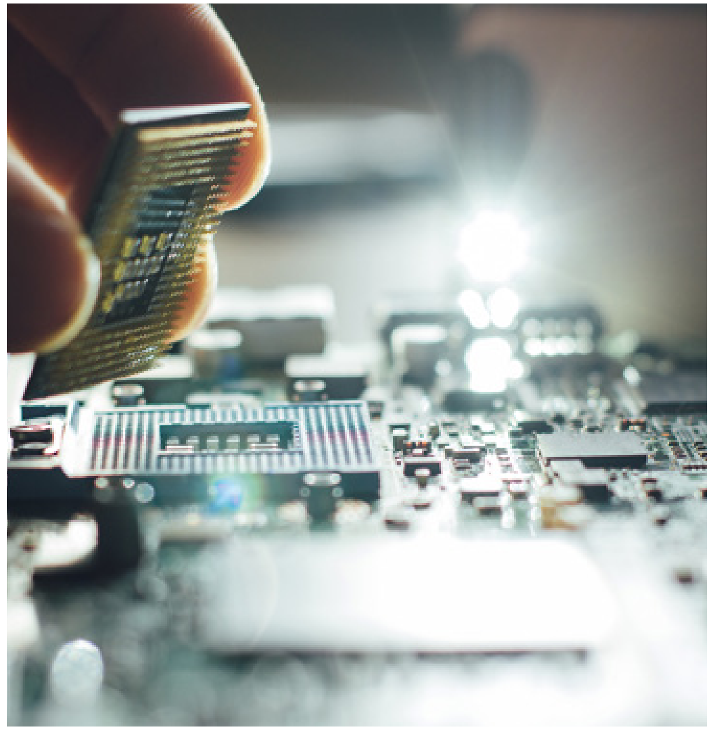
Corporate Services will maintain the growth momentum through acquisition whenever opportunities arise to further sharpen its value proposition. Its drive towards optimised processes and increased efficiency will be enabled through the use of new digital technologies. Besides, it will further deepen its diversification strategy towards Africa and invest into specific expertise, e.g. in Indian Tax issues.

RCTS will proceed with the implementation of a new commercial strategy that revolves around the bundling of products and services, investment into analytics, smart city applications and connectivity solutions while maintaining a leadership position in its traditional core business.

The Financial Services arm of Rogers Capital will unleash one of the very first and most significant Fintech ventures in Mauritius in line with the Government's ambition of positioning our country as a Fintech hub for Africa. A number of ancillary and high-value services will further complement those business-to-customer offerings.

In line with its brand enhancement strategy, Rogers Capital will renew its sponsorship of the forthcoming AfrAsia Bank Mauritius Open golf tournament and will continue to invest into the development and visibility of contemporary arts in our country. Moreover, it will initiate a Chinese desk, open a management company in the Seychelles jurisdiction and set up a representative office in Paris. It also intends to increase its presence into specific jurisdictions, including India, Japan and the United States.

Customer satisfaction rate Technology Services: 92%



Achievements in FY 2017	Targets for FY 2018
Corporate Services • Launching of 3 foreign desks namely South African, French and Indian; • Opening of representative office in South Africa; • Full Integration of River Court Administrators Ltd with RCCS; • Setting up of managed operations in the Seychelles; • Streamlining of business development activities;	**Corporate Services** • Development of representative structures in India & France; • Launch a China Desk; • Increase of the depth of our service offer by further developing new service lines; • Monitor external growth opportunities; • Enhance efficiency of business pipelines;
Technology Services • RCTS was certified ISO 27001 in September 2016; • Introduction of productivity tools (Online engagement survey, BI) was well received by the client community;	**Technology Services** • Improve Technology's value proposition by structuring bundled offerings to offer one stop shop services to our customers; • Development of Smart City applications and connectivity solutions; and
Financial Services • Design of the medium-term strategy and business model; and • Structuration of a dedicated team to implement the new business model.	**Financial Services** • Launch of a new offer of products and services in the payment and consumer credit fields.

"The Board of Directors of Rogers Capital approved Management's proposed business plan in respect of the development of two disruptive Fintech offerings around consumer credit and electronic payment."

Hospitality

"A premier travel and tourism services provider"

Rs m
2,573
REVENUE

Rs m
321
EBITDA*

Rs m
56
PAT*

Sectors
Hotels
Travel
Leisure

Activities
Veranda Leisure & Hospitality (VLH)
Rogers Aviation
Island Living

Key Investments
New Mauritius Hotels
Air Mauritius
Mautourco
White Sand Tours
BlueConnect

* Excluding exceptional items

Hospitality Served Market

A premier travel and tourism services provider

Our Group has been infusing innovation for decades across the entire travel and tourism value chain in Mauritius and beyond. Over the years, we have harnessed our pioneering spirit to open up new possibilities in sectors such as hotels, travel and leisure. We currently hold a significant 20% share of the country's total hotel room capacity and are expanding our leisure offerings to elevate guest experience. We are also a total travel solutions provider in the region for airlines and end users.

Hotels Sector

Veranda Leisure & Hospitality (VLH) portfolio includes two hotel brands, Veranda Resorts and Heritage Resorts, with eight properties totalling 752 hotel rooms in the three- to five-star range and a managed rental pool of 45 luxury villas at Villas Valriche.

Heritage Resorts include:

- Heritage Le Telfair Golf & Spa Resort, 158 rooms/5*+
- Heritage Awali Golf & Spa Resort, 161 rooms/5*
- Heritage The Villas, 45 rental villas

Veranda Resorts consist of five hotels:

- Veranda Grand Baie Hotel & Spa, 94 rooms/3*+
- Veranda Paul & Virginie Hotel & Spa, 81 rooms/3*+
- Veranda Pointe aux Biches Hotel, 115 rooms/4*
- Veranda Palmar Beach Hotel, 77 rooms/3*
- Tamarin Hotel, managed by Veranda Resorts, 66 rooms/3*

Rogers also holds a 22.76% stake in New Mauritius Hotels Ltd, which operates under the brand Beachcomber Resorts & Hotels and is listed on the Stock Exchange of Mauritius.

Travel Sector

Rogers Aviation has been an industry pioneer in Mauritius for more than 70 years and has established itself as a one-stop centre in the region for travel-related solutions with operations in Mauritius, Madagascar, South Africa, Reunion, Comoros, Mayotte and Mozambique with expertise in the following areas:

- Ground handling in Mozambique, and warehousing in Mauritius and Madagascar;
- Airline representation for passenger and cargo services (GSA), GDS representation (Sabre) and visa services;
- Corporate travel management; and
- Leisure services with travel agencies, boat cruises, online tour operating and destination management companies.

Rogers Aviation holds stakes in the destination management companies, Mautourco and White Sand Tours as well as the BlueConnect contact centre, a partnership with a subsidiary of the Air France-KLM Group.

Rogers and Company Limited also holds a 13.5% effective stake in the national airline, Air Mauritius.

Leisure Sector

Our Group provides a diverse range of leisure and recreational experiences for local and foreign guests. A consolidation process is under way with the recent addition to our portfolio of Island Living Ltd (previously ENL Lifestyle Ltd) in order to further expand our position within the Leisure industry in Mauritius.

Hotels Sector

Overview

The tourism industry in Mauritius has performed well in 2016/17 with 9% growth in arrivals and an 11% increase in the total aircraft seat capacity. The national hotel occupancy rate has increased to 73% in 2016 compared to 70% in the previous year. For 2017, arrivals and seat capacity are expected to increase by 7% and 9% respectively.

The drop in EUR and GBP exchange rates, particularly since July 2016, has negatively affected hotel operators' revenue.

On the back of strong demand for Mauritius and the high occupancy level in Veranda and Heritage hotels, VLH has applied a rate optimisation strategy during the year. Our hotels' revenue increased by 2.5% in spite of unfavourable foreign exchange rates and closures for renovation (Veranda Paul & Virginie Hotel & Spa and Heritage Le Telfair Golf & Spa Resort). Total revenue however dropped by 1% to Rs 2,012m following the shift in dates for the AfrAsia Bank Mauritius Open golf from May in 2016 to November this year. Overall occupancy fell by two points to 80% while Guest Night Spending increased by 3%.

During the year under review, VLH has completed the acquisition of Le Tamarin Hotel (66 rooms, 3*) and started operating the resort in November 2016. The hotel will be renovated from early 2018 with the objective of increasing the number of rooms to 100, and taking full advantage of the hotel's unique location and concept.

Heritage Awali Golf & Spa Resort and Heritage Le Telfair Golf & Spa Resort have been awarded the Green Key label, in line with our sustainable development strategy in Bel Ombre. The Heritage Golf Club was also voted Indian Ocean's Best Golf Course for the third consecutive year at the World Golf Awards and Heritage Le Telfair Golf & Spa Resort won the award for the Indian Ocean's Best Golf Hotel.

Occupancy of
80%

The repositioning of Heritage Le Telfair Golf & Spa Resort has started with a major renovation of the property, which will beautifully combine with Le Chateau de Bel Ombre, also under renovation, to provide a unique guest experience.

Performance Review

During the year ended 30 June 2017, the low EUR and GBP rates and the closure of two resorts as from May 2017 negatively impacted the financial results of VLH. This decrease was however minimised by increased contribution from Veranda Pointe aux Biches Hotel, which was closed for two months in the previous year. As a result, VLH has maintained its revenue, EBITDA and PAT compared to last year. EBITDA for the review period was Rs 417m (2016: Rs 428m) while overall profit after tax (PAT) amounted to Rs 184m (2016: Rs 177m). Financial costs were reduced to Rs 50m (2016: Rs 61m). This encouraging financial performance was achieved in conjunction with excellent customers satisfaction indexes for all hotels.

The market evolution over the year reveals that VLH has maintained its position on the big feeder markets in Europe with a rise in Eastern European countries but registered a drop on the South African and Reunion markets.

Continuous development in business-to-customer online channels contributed to a 30% progression in Room Nights, which helped close the gap caused by the regional markets' underperformance and improve average rate.

Veranda Resorts hotels occupancy slightly dropped from 87% to 85% while the total revenue per available room increased by 8% over the previous year. Veranda Pointe aux Biches Hotel confirmed its successful positioning as a 4-star property with a 17% increase in Revenue per Available Room (RevPAR) and EBITDA improved by 77% also due to its two months' closure last year. Veranda Grand Baie Hotel & Spa achieved a 17% increase in EBITDA and the two other Veranda hotels maintained their EBITDA levels despite Veranda Paul & Virginie Hotel & Spa being closed from May 2017.

The Heritage Resorts hotels' rates were again increased. As a result, occupancy fell by 6% and Total Revenue per Occupied Room (TrevPOR) increased by 8%. However, the drop in EUR and GBP rates as well as the closure of Heritage Le Telfair Golf & Spa Resort from May 2017 prompted a 5% drop in revenue. EBITDA for the Heritage Resorts hotels consequently dropped by 25%.

Hotels Sector

"Despite low EUR and GBP exchange rates and closures, VLH recorded a PAT of Rs 184m."

Heritage The Villas, which manages a rental pool of 45 villas, Le Chateau de Bel Ombre and the C Beach Club, has maintained revenue of Rs 148m (2016: Rs 155m) but losses increased to Rs 21m (2016: Rs 7m loss), following the closure of the hotels and Le Chateau de Bel Ombre.

Revenue for the Heritage Golf Club fell by 3% to Rs 94m and as a result, PAT went down to Rs 6m (2016: Rs 10m). This was led by a 7% drop in the number of rounds resulting mainly from the closure of Heritage Le Telfair Golf & Spa Resort and lower occupancy in Heritage Resorts properties.

Seven Colours Spa achieved a revenue and PAT of Rs 16m and Rs 3m respectively, similar to last year and in line with expectations.

The contribution of New Mauritius Hotels to our results was negatively impacted by significant adjustments pertaining to its September 2016 financial year-end.

VLH EBITDA
21%
of Revenue

	REVENUE		PAT	
Rs m	2017	2016	2017	2016
Veranda Resorts	741	634	145	68
Heritage Resorts	1,260	1,320	42	120
Corporate Services	11	86	(3)	(11)
Total Hotels excluding NMH	**2,012**	**2,040**	**184**	**177**
NMH	-	-	(147)	(57)
Total	**2,012**	**2,040**	**37**	**120**

Outlook

The 2018 financial year will be a transition year following significant investment in renovation. Financial performance will hence be affected by the extensive costs associated with the closure of Veranda Paul & Virginie Hotel & Spa, Heritage Le Telfair Golf & Spa Resort and Le Chateau de Bel Ombre, Tamarin Hotel and Heritage Awali Golf & Spa Resort. VLH is investing in its products to reap the benefits of the improving demand which will be reflected in the financial year 2019. The AfrAsia Bank Mauritius Open will be back at the Heritage Golf Club in November 2017. With the change of date and an increased field of players, we expect this unique event to bring even more worldwide visibility to our brands and products.

Following these significant product enhancements, VLH will continue improving its guests' experiences and its revenue optimization strategy. Business development resources are being strengthened in line with our national and regional expansion plans. New activities, events and other projects are also in the pipeline in Bel Ombre including the construction of a second golf course under Louis Oosthuizen signature.

Achievements in FY 2017	Targets for FY 2018
• Acquisition of Tamarin Hotel; • Renovation of Heritage Le Telfair Golf & Spa Resort and Veranda Paul & Virginie Hotel & Spa started in May 2017; • Major beach erosion containment works and closure of Heritage Awali Golf & Spa Resort for renovation, which started in June 2017; • Renovation of Le Chateau de Bel Ombre and its integration with Heritage le Telfair Golf & Spa Resort started in May 2017; and • Successful year for Veranda Pointe aux Biches Hotel in its new 4-star positioning.	• Reopening of Heritage Le Telfair Golf & Spa Resort and Veranda Paul & Virginie Hotel & Spa in September 2017; • Completion of beach erosion containment works as well as renovation of Le Chateau de Bel Ombre and Heritage Awali Golf & Spa Resort by September 2017; • Renovation and extension works at Tamarin Hotel to start in February 2018; • Debt restructuring with EUR debt replacing MUR debt, thereby reducing finance costs and taking advantage of euro hedge; and • Works on a second 18-hole signature golf course will start in 2018.

"VLH is investing in its products to reap the benefits of the improving demand."

Travel Sector

“The 2017 financial year has been a transition period.”

Overview

The strengthening of the world economy during the year has played a key role in stimulating air travel as well as air freight volumes. In Africa, international passenger growth was 7.4% and air freight tonne kilometres (FTKs) grew by 1.8%. Average air fares have continued their downward trend, which has helped growth in demand for air travel. The biggest growth came from China with an 18% year-on-year increase.

The seven territories in which Rogers Aviation operates have witnessed a very dynamic year with new entrants, such as the Lufthansa Group and Air Asia X in Mauritius, Ethiopian Airlines in the Comoros and Madagascar and TAAG Angola Airlines in Mozambique. Overall outbound departures remained constant as the 9% growth in Mauritius and Madagascar was offset by lower performance in South Africa and Mozambique. The main drivers remain Mauritius and Madagascar.

Worldwide inbound tourism increased by 4% year-on-year despite geopolitical events and terrorist attacks in Europe. Destinations perceived as safe, including Mauritius and Africa, largely benefited from this situation and generated an overall 8% increase with a strong comeback for sub-Saharan destinations. ‘Millennials’ represent a large tourism market segment and have special characteristics such as the desire for authentic cultural experiences and intensive use of technology. New accommodation platforms such as Airbnb are generating additional visitors’ volume. The technology giant, Google is rolling out a whole portfolio of travel services to “help travellers dream, plan and book their experience”.

The 2017 financial year has been a transition period for the Travel sector. Several initiatives have been implemented to reinvent the existing businesses in order to face the challenges of an ever-changing global industry. Rogers Aviation successfully implemented new business models in Madagascar and Reunion so as to retain key customers following the termination of the GSA representation with a major airline. Likewise, a restructuring exercise undertaken during the year in South Africa generated positive results.

Performance Review

For the financial year under review, the sector registered a 2% increase in turnover to Rs 561m (2016: Rs 551m) while Profit after Tax (PAT) increased by 19% to Rs19m (2016: Rs 16m). EBITDA stood at Rs 53m (2016: Rs 47m). This improved performance was mainly driven by positive results posted by the associate in the leisure segment compared to the previous year when it was impacted by substantial ‘one-off’ costs.

The Airlines & Systems segment posted good results with the activities in Madagascar putting in a notable performance. Additionally, the successful turnaround of the operations in South Africa and new airline representations in Mozambique contributed positively to profitability.

Rogers Aviation consolidated its position in the Ground Handling operation with a PAT of Rs 11m (2016: Rs 8m). The operations in Mauritius remained stable and similar to the previous year, despite being impacted by part-payment of severance allowance to former employees. The cargo handling activity in Madagascar acquired a major client in May 2017 and is now generating profit. Moreover, the conversion of existing ground handling agreements from local currency to USD was a game changer for our associate in Mozambique.

The performance of the Corporate Travel segment has been challenging. Results in Mauritius and Mayotte were impacted by significant provisions for doubtful debts made during the year while the performance of BlueSky Mozambique was dampened by the substantial depreciation of the MZN, resulting in a translation loss. The associate BlueConnect continued to perform as expected.

The associate companies in the Leisure segment posted good results on the back of an increase in tourist arrivals. Boat sales were significantly lower than the previous year and Yacht Management incurred losses. Results from boat cruises have been below expectations with price dumping by competitors and a negative contribution in the peak season due to the temporary withdrawal from service of one catamaran. Transcontinents returned a stable performance in spite of the geopolitical events and operational challenges in Madagascar. BlueSky Reunion remains a major challenge and despite growth in revenue from the previous year, the operations did not breakeven as expected.

The negative performance of the Online Tour Operating (OTO) business continues to significantly affect overall results. However, an increase was noted in bookings on the back of significant investment in technology and human capital. As a result, revenue increased by more than 30% during review period and the activity is expected to break even in the 2019 financial year.

	REVENUE		PAT	
Rs m	2017	2016	2017	2016
Airlines & Systems	252	253	21	20
Ground Handling	57	53	11	8
Corporate Travel	100	104	(11)	7
Leisure	152	141	(2)	(19)
Total	**561**	**551**	**19**	**16**

Total Sales of
Rs 3.5 bn
on behalf of partners

Tonnage handled by our Warehousing in Mauritius: 24,500

Outlook

Rogers Aviation is in a transformational phase with an evolving role in the fast changing Travel environment. Digitalization of the Travel businesses and alignment of the Human Capital Strategy are critical in meeting the company’s objectives. A key area of focus will be the reshaping of the enterprise culture to make it more transversal across all business units and segments in order to allow the sharing of a common core purpose and corporate values.

The sector is expected to report reasonable and sustainable growth in PAT based on:

- successful retention of key clients in Madagascar and Reunion for the Airline and Systems segment;
- continued improved performance of Ground Handling activities; and
- non-recurrence of exceptional provisions for the Corporate Travel business.

One of the priorities and challenges for the next financial year remains the OTO business, which will continue to negatively affect the sector’s results. However, Management is confident that recent partnerships with third parties and the planned launching of the new concept, ‘Islandian’ will contribute to a much improved performance.

“Digitalization of the Travel business”

Achievements in FY 2017	Targets for FY 2018
• New operating model in some countries; • Turnaround Ground Handling operations in Madagascar and Mozambique; • Strengthening of the Corporate Travel expertise; • Launch Holidays by BlueSky in Mauritius; and • Instilling a leisure-oriented mindset across the sector.	• Focus on freighter opportunities; • Consolidate the cargo handling activities; • Build up a strong network of travel agencies in the Indian Ocean; • Launch the new online tour operating concept: Islandian; and • Reinvent and modernise the Boating activities.

Logistics

"An integrated international logistics platform."

Rs m **3,491** REVENUE

Rs m **295** EBITDA*

Rs m **114** PAT*

Sector
Logistics Solutions

Activities
Velogic

* Excluding exceptional items

Logistics

An integrated international logistics platform

Rogers has over 40 years' experience in the logistics business and more than two decades of presence outside Mauritius. The Group offers an exhaustive range of logistics services under a single brand, Velogic, created in 2009. Headquartered in Mauritius, our company operates 27 offices across major cities in France, India, Madagascar, Mozambique, Reunion Island, Bangladesh, Singapore and Kenya. In addition, our partnership with a network of logistics companies worldwide allows movement of cargo to and from any country in the world. As a total supply chain solutions provider, our objective is to make complex international trade easy through our ability to combine best-in-class logistics solutions worldwide. Amethis Africa Finance Ltd, a private equity Africa-focused fund, took a 34% stake in the holding company, Velogic Holdings Ltd in 2013, with the remainder shareholding held by Rogers.

Velogic uses its industry expertise and experience to provide an extensive range of services including:

- Freight forwarding
- Customs clearing
- Domestic transport
- Warehousing
- Container handling services
- Air cargo GSA
- Parcel & courier services

Velogic Holdings Ltd is also involved through its subsidiaries in the following services:

- Exhibitions through Freeport Operations Mauritius Ltd;
- Shipping operations through Rogers Shipping and Southern Marine in Mauritius as well as its subsidiary, Rogers Shipping Pte Ltd (Singapore); Stevedoring operation in Rodrigues through Papol; and
- Sugar packaging activities operating under the Sukpak brand.

> "The representation of UPS in the region brings the courier activity within the company to another level with the possibility of using Mauritius as a hub."

Overview

The Logistics sector performed better than the previous year despite the difficult global economic and market conditions that have affected Freight Forwarding activities. Sluggish growth in the eurozone continued to dampen the full recovery of the company's French operations whose margins were further impacted. In Mauritius, results were affected by a decline in exports as some major buyers reduced significantly their textiles sourcing from the country and some local textile manufacturers moved their operations to countries with lower production costs. However, revenue growth was achieved by the Reunion, Madagascar, Indian and Kenyan entities, which performed better through customer retention and continuous growth in activities.

The uncertainties surrounding the Brexit decision resulted in a significant depreciation of GBP against MUR, yielding a material impact on the revenue of the sugar packaging entity despite the measures taken.

The turnaround initiatives implemented for the Mauritius haulage business, which focused on cost reduction and better fleet management, have started to deliver upsides, and are expected to continue despite the reduction in the country's sugar production volumes. The logistics services provided for the redevelopment of the St Louis Power Station also brought an additional contribution during the year.

The global shipping industry has been facing strong headwinds given the unpredictability of world trade. Charter costs have kept on increasing during the course of the year and as a result, the bulk chartering investment has struggled with margins on voyages dwindling significantly.

Following the international takeover of TNT by FedEx, the company lost the TNT courier representation in Mauritius in February 2017. However, to be able to continue with this strategic logistic offering, the representation of United Parcel Service (UPS) courier services was secured for six countries in the Indian Ocean region, namely Mauritius, Reunion, Madagascar, the Seychelles, Mayotte and the Comoros. In order to ensure a seamless transition in Reunion Island, the courier entity of the previous representative was acquired. The service was launched in May 2017 and the representation of UPS in the region brings the courier activity within the company to another level with the possibility of using Mauritius as a hub.

PAT increased by

14%

Performance Review

Profit after Tax (PAT) for the Logistics sector in the financial year under review was Rs114m compared to Rs 100m in the previous year. EBITDA for the year increased by 17% to Rs 295m.

Increased profitability for Port Services in Mauritius was mainly driven by better results delivered by the transport business following cost reductions on repairs to equipment and better fleet usage, as well as the discontinuing of unprofitable activities. Transport services provided to the St Louis Power Plant upgrading project also contributed to improving results. Warehousing profitability increased with additional capacity through third-party rental, improved occupancy levels and faster turnarounds. The transport activity in Kenya performed better and a full year's profit was recognized following last year's acquisition. On the other hand, the container depot's results were impacted by downward pressures on margins exercised by shipping lines on the back of their difficult year. Exhibitions revenues remained subdued due to a restriction on the number of months during which fairs can be organised.

Profits for Sugar Packaging decreased due to the significant negative effect of the weak GBP and lower volumes ordered by the UK-based main customer.

This year's performance for Shipping reported the results of the previously associated entity in the bulk chartering business in Singapore as an investment following the loss of significant influence on the Board and on the day-to-day running of the company's financial, operational and commercial decisions. Profit for the local shipping agency and survey activities were in line with last year.

Improved profit in Freight Forwarding was attributed to the following:

- the full-year consolidation and improved results of the Kenyan entity, following its acquisition last year;
- the turnaround of the Mozambique operations following a restructuring exercise; and
- the growth of the Madagascar, India and Reunion entities on the back of increased volumes.

The French entity generated a loss as it included 7 months of the loss-making warehousing activity, which was discontinued in February 2017. The profitability of the Mauritian entity declined due to lower exports on the freight forwarding side and decreased courier revenues following the loss of the TNT representation in February and the UPS representation only starting in May.

Logistics

Rs m	REVENUE 2017	REVENUE 2016	PAT 2017	PAT 2016
Port Services	733	686	49	24
Sugar Packaging	81	98	10	16
Shipping	49	52	7	24
Freight Forwarding	2,628	2,289	55	39
Corporate Services	-	-	(7)	(3)
Total	**3,491**	**3,125**	**114**	**100**

17% EBITDA growth from

Rs 253m

to

Rs 295m

Outlook

The Logistics sector is expected to perform better next year, with continuing dynamism in the transport business in Mauritius and turnaround initiatives implemented by the French entity following the closure of the loss-making warehousing activity. However, systemic risks associated with the Brexit and the decreasing productivity in the country will impact the business environment in Mauritius, thus creating further uncertainty.

In Kenya, general elections might make the business environment more challenging. However, with the systems and processes firmly in place for the customs brokerage activity, the focus will now shift towards further development of the freight forwarding activity as the company leverages its network and experience in this sector.

Growth is expected to be maintained in Madagascar and India. In Reunion, further opportunities for the diversification of the customer base are expected as well as optimization of operations following the acquisition of the courier activity earlier this year. The regional representation of UPS for the courier business is expected to deliver upsides as the company carries on its development in the new territories.

In Mauritius, performance will remain flat in an intensely competitive and low-growth environment.

The completion of the port expansion towards the end of this year will make Mauritius a more efficient and competitive port of call in the region. This development will benefit the Logistics sector and Freeport business activities.

The sugar packaging activity will be subject to the economic conditions arising from the Brexit and is not expected to deliver any upside.

"In Kenya, the focus will now shift towards further development of the freight forwarding activity."

Achievements in FY 2017	Targets for FY 2018
• Cost reduction initiatives and better fleet management implemented during the year; and • New systems and processes implemented for the customs brokerage business in Kenya.	• Completing the turnaround of the transport and France businesses; • Expanding the service offering in Kenya; and • Developing the courier business in the region.

Property

"A solid property operation with a high-quality portfolio."

Rs m
1,975
REVENUE

Rs m
1,265
EBITDA

Rs m
857
PAT*

Sectors
Property Investments
Property Development & Agribusiness

Activities
Ascencia
Compagnie Sucrière de Bel Ombre
Les Villas de Bel Ombre

Key Investments
Mall of Mauritius at Bagatelle
Le Morne Development Corporation (LMDC)

* Excluding exceptional items but including fair value gains

Property Served Market

A solid property operation with a high-quality portfolio

Our Group is widely recognized as a forerunner in the Property sector in Mauritius with assets valued at more than Rs 15.3bn. Our listed subsidiary, Ascencia currently owns and manages an extensive portfolio of high-quality property assets in prime locations around Mauritius. We also conduct property development operations and a small legacy agribusiness activity in Domaine de Bel Ombre and Case Noyale, in the south-west of the island.

Property Investments Sector

Ascencia has been listed since 2008 and is the largest dedicated property investment company on the Stock Exchange of Mauritius, recognised both locally and internationally for the quality of its assets. The company's principal activity is to acquire, invest and manage investments in commercial properties primarily located in Mauritius.

Ascencia actively manages a portfolio of investment properties through regular acquisition, development and disposal to optimise shareholder returns. It holds the majority share in three of the largest shopping malls in Mauritius.

As at 30 June 2017, Rogers and Company Limited also owns 25% of Mall of Mauritius, one of the largest ready-to-develop land banks at Bagatelle, which is set to become an office park to complement the country's premier shopping destination situated nearby.

Property Development & Agribusiness Sector

The Domaine de Bel Ombre has more than 250 years of history which started with the establishment of economic activites in Bel Ombre in 1765. To-day the Domaine covers some 3,200-hectares in the unspoilt south-west region of Mauritius.

Our Group holds a controlling interest in South West Tourism Development, which owns two estates, Compagnie Sucrière de Bel Ombre (CSBO) and Case Noyale (CN). Cane cultivation was the sole business activity of the sector till 1960 when the sugar estate diversified into coffee plantation and deer farming. With the decline of the sugar activity in the late 1990s, the sugar mill was closed and further diversification was pursued. The Domaine de Bel Ombre was relaunched as a Hospitality destination and includes to-day, 5 hotels, the Villas Valriche and Belle Riviere IRS projects, , a golf course, the Frederica Nature Reserve and the Seven-Coloured Earth while a small sugar legacy is maintained.

Property Investments Sector

Overview

The domestic economy performed well during the 2017 financial year. According to Statistics Mauritius, GDP has grown from 3.5% in 2015 to 3.8% in 2016 and is expected to rise to 3.9% in 2017. Furthermore, we noticed a 5.8% increase in consumer spending and final consumption expenditure per household grew by 2.8% during the year. The inflation rate stood at 2.4% (2016: 0.9%) while the MCB prime lending rate remained unchanged during the year at 6.25%.

The operating environment is not expected to change considerably over the next 12 months. Hence the need to continue to consolidate our market position and remain alert to opportunities that may occur, both locally and internationally.

Ascencia recorded an increase in PAT of 49% to Rs 974m and remains, this year again, the main profit contributor to our Group.

Performance Review

Over the financial year ended 30 June 2017, Ascencia has delivered a strong financial and operational performance. Gross revenue totalled Rs 1,160m compared to Rs 1,081m in the previous year and was mainly driven by the Bagaprop properties.

On a comparable basis, EBITDA grew by 8% to reach Rs 676m. The significant increase in net operating income for almost every property demonstrates the solidity of the company's retail asset portfolio, which in addition has improved upon the already commendable performance of last year. These results were achieved through the combination of an increase in revenue and cost containment measures initiated. Phoenix Mall has met with fantastic success following completion of renovation work in November 2016.

During the 2017 financial year, the Board of Ascencia decided to dispose of non-core assets comprising mainly of Gardens of Bagatelle and other single-tenanted properties.

"Ascencia recorded an increase in PAT of 49%."

Ascencia's total investment property portfolio was valued at Rs 10.7bn (2016: Rs 9.8bn) by the international and independent commercial property valuers. The company was the second-largest listed entity on the Development and Enterprise Market of the Stock Exchange of Mauritius as at 30 June 2017 with a total market capitalisation of Rs 4.9bn. Net Asset Value grew by 14% for the year.

The refinancing of Ascencia's debt has contributed to release additional cash flow and allowed the company to reward its shareholders with Rs 211m in distributable income. Dividend per Class A share increased to Rs 0.50 compared to Rs 0.31 in the previous year.

The revenue of the property portfolio (excluding Ascencia) was lower in 2017, amounting to Rs 79m against Rs 83m in the previous year. This was mainly due to additional vacant space at Rogers House. However, PAT has improved from the previous year's figure, which was weighed down by one-off finance costs related to the acquisition of a 25% share of Mall of Mauritius Ltd by Foresite Property Holding Ltd.

Our investment from associates delivered a PAT of Rs 13m compared to a Rs 44m negative figure in 2016, mainly due to one-off losses incurred by So'Flo. EnAtt maintained its performance during the year under review.

The vacancy rate for Ascencia went down to

1.8%

(2016: 5.2%)

Property Investments Sector

"Ascencia's total investment property portfolio was valued at Rs 10.7bn by the international and independent valuers."

Rs m	REVENUE 2017	REVENUE 2016	PAT 2017	PAT 2016
Ascencia	1,160	1,081	974	654
Other Properties	79	83	1	(16)
Investments	-	-	13	(44)
Total	**1,239**	**1,164**	**988**	**594**

Outlook

The prospect for the forthcoming year looks very promising with an expected increase in net operating income exceeding the 5% contractual rental escalation, a fully operational Phoenix Mall and the opening in November 2017 of So'Flo Boutique Mall in Floreal. After encountering some construction issues in 2016, the latter is now well on track and is nearing completion. The Mall will bring an additional 7,400 square metres to Ascencia's retail offering.

Moreover, Ascencia is working on major initiatives such as the extension of Bagatelle Mall with some 4,000 additional square metres, and the construction of a new mall with a Gross Lettable Area of 10,000 square metres in the South of the island. The project will start in 2018 and is expected to be operational from the third quarter of 2019.

For the other properties not falling within Ascencia, we expect an improvement in operations with better occupancy at Rogers House. Mall of Mauritius was amalgamated with Moka City Ltd on 01 July 2017and in consideration of this transaction, Rogers will hold 9.4% of the amalgamated entity, Moka City Ltd. As part of the Property restructuring, Rogers is also considering the sale of its 21.32% stake in EnAtt.

Average monthly footfall increased to

1.7m

(2016: 1.6m)

Achievements in FY 2017

- Rebranding exercise completed and launched on 1 July 2017;
- Sale of most of the single-tenanted properties owned, including Spar Manhattan, Windsor and Orchard, among others;
- Sale of Gardens of Bagatelle and other single-tenanted properties;
- Completion of debt restructuring exercise with banks; and
- Reopening of Phoenix Mall in November 2016.

Targets for FY 2018

- New retail property project in the South;
- Construction of Photovoltaic farms in Phoenix & Bagatelle Malls;
- Considering a listing on the Official List of the Stock Exchange of Mauritius Ltd.
- Free Wi-Fi access at Phoenix Mall; and
- Opening of So'Flo Boutique Mall in November 2017.

Property Development & Agribusiness Sector

Overview

The Property Development & Agribusiness sector is putting much effort and energy into the turnaround of its agribusiness activities while continuing to focus on its leisure and property segments. The reopening of Le Chamarel Restaurant with an increased capacity during the second quarter of the financial year 2017 and the planned initiatives for the Seven-Coloured Earth confirmed the willingness to enhance our Group's leisure product offerings. This strategic intention is further supported by the 9% growth in tourist arrivals for the 2017 financial year. The Leisure activities have been the highest contributor to PAT for the sector.

Market conditions have remained difficult for the Villas Valriche IRS with a limited number of off-plan villa sales and delays in construction milestones during last financial year. Whilst the market remains very competitive both locally and internationally, the newly launched Vista Collection targeting the upmarket segment is drawing a fair amount of interest, which is encouraging for the coming financial year. The cane cultivation and livestock activities remained fragile and the sector has engaged in a turnaround exercise with focus on cost reductions.

The cane cultivation and livestock activities remained fragile and the sector has engaged in a turnaround exercise with focus on cost reductions.

The financial year has also been marked by the disposal of CSBO's investment in Bioculture.

"A villa sale was concluded in the upmarket segment of the new Vista Collection area"

A 16%

increase in footfall for Seven-Coloured Earth in financial year 2017

Performance Review

The performance of the sector has been impacted by the results of the real estate and agricultural activities. Although revenue has increased to Rs 736m for the year ended June 2017 (2016: Rs 681m), a loss of Rs 131m was recorded (2016: Rs 85m).

The financial performance of Les Villas de Bel Ombre for the year has been affected by delays in sales and construction milestones. This resulted in a 57% reduction of gross profit to Rs 19m (2016: Rs 46m) and the company reported a loss of Rs 84m (2016: Rs 60m) for the year.

The result from the agricultural activities has been stable compared to the year ended June 2016 with a loss of Rs 59m. Le Café de Chamarel performed better with 20% growth in revenue. An improved performance was also achieved by the Tourist Hunting business activities, which bodes well for the coming financial year.

Rs m	REVENUE 2017	REVENUE 2016	PAT 2017	PAT 2016
Real Estate	420	401	(88)	(64)
Agribusiness	185	183	(59)	(59)
Leisure	131	97	12	16
Investments	-	-	4	22
Total	**736**	**681**	**(131)**	**(85)**

Property Development & Agribusiness Sector

30% increase in revenue for Frederica Nature Reserve activities

The Leisure business line has again posted a commendable performance with a significant increase in contribution from Frederica Nature Reserve activities and the Seven-Coloured Earth where the number of visitors for the year exceeded 400,000 (+16%) at . In addition, the increased capacity of Le Chamarel Restaurant, combined with planned marketing initiatives, is expected to generate further positive contribution. Revenue for the segment increased by 35% to reach Rs 131m (2016: Rs 97m). However, PAT decreased to Rs 12m (2016: Rs 16m) due to the write off of the remaining Net Book Value of Le Chamarel Restaurant before renovation.

The investment portfolio recorded a reduced PAT of Rs 4m for the year compared to Rs 22m in 2016. This is mainly attributable to the performance of the Bioculture Group, which was impacted by the losses posted by its operations in the US. The sector disposed of its investment in the Bioculture Group in April 2017. The performance of the other associates was similar to 2016.

Outlook

The financial year 2018 will mark the beginning of the turnaround plan for the agricultural activities, mainly cane cultivation and livestock. The core focus will be to streamline the current organisational structure and reduce the operational losses of the business line.

The enhancement of our Leisure product offerings will continue. A new structure will be put in place to enable us to fully exploit the opportunities of the Leisure segment. With our leisure assets and the synergies with the other sectors of the Rogers Group, we are confident in further expanding our leisure activities.

Further marketing and sales initiatives are planned in the coming financial year for the Real Estate segment to improve the product offering and be more client-centric. These initiatives are expected to generate significant growth in revenue.

The investment portfolio is not expected to change materially. Several projects are in the pipeline and will be completed in the next few years. These developments will further contribute to positioning the Domaine de Bel Ombre as a premium leisure, hospitality and real estate destination in Mauritius.

"Financial year 2018 will mark the beginning of the turnaround plan for the agricultural activities"

Achievements in FY 2017	Targets for FY 2018
• Board approval received for an investment of Rs 50m for the phase one of the coffee hub; • Plans for the construction of a second golf course have been finalised; • Investments of Rs 100m in the upgrading of Place du Moulin and Chateau Precinct; and • CSBO and CN leisure activities now being operated by the new leisure sector of the group.	• Start the construction of the phase 1 of the coffee hub; • Start the construction of the second golf course; • Launch the second phase of property development in Bel Ombre; • Implement turnaround measures in the agribusiness; • Create a common platform of collaboration for all actors of the Domaine; and • Launch a common brand for the Domaine.

Energy drives happiness every day and is the source of our success. It is not inexhaustible and must occasionally be revived.

Energy drives happiness.

Statement of Compliance

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

Name of PIE: **ROGERS AND COMPANY LIMITED**

Reporting Period: 01 July 2016 - 30 June 2017

We, the directors of Rogers and Company Limited, confirm that to the best of our knowledge, the PIE has not complied with Section 2.10 of the *Report on Corporate Governance for Mauritius. Reasons* for non-compliance are set out in Paragraphs 1 and 3.3 of the Corporate Governance Report of the PIE.

SIGNED BY:

Jean-Pierre Montocchio
Chairman

Philippe Espitalier-Noël
Director & CEO

14 September 2017

Corporate Governance Report

1. COMPLIANCE STATEMENT

For the year under review, Rogers and Company Limited ("Rogers" or the "Company") has complied with the provisions of the Code of Corporate Governance for Mauritius (the "Code") save that no board or director evaluation was conducted. The Board had previously resolved that such exercise be carried out once every two years. The last board evaluation was conducted in June 2016.

2. ABOUT THE COMPANY

2.1 Shareholders

2.1.1 Holding structure and common directors

As at 30 June 2017, the substantial shareholders of Rogers were Rogers Consolidated Shareholding Limited ("RCSL"), ENL Land Limited ("ENLL") and the National Pensions Fund, which respectively held 53.00%, 6.73%, and 5.50% of the issued share capital of the Company. RCSL is wholly owned by ENLL, which is itself a subsidiary of ENL Ltd.

The ultimate holding entity of ENL Ltd is Société Caredas, a "société civile" registered in Mauritius.

The common directors at each level are set out in Table 1.

Table 1: Common directors

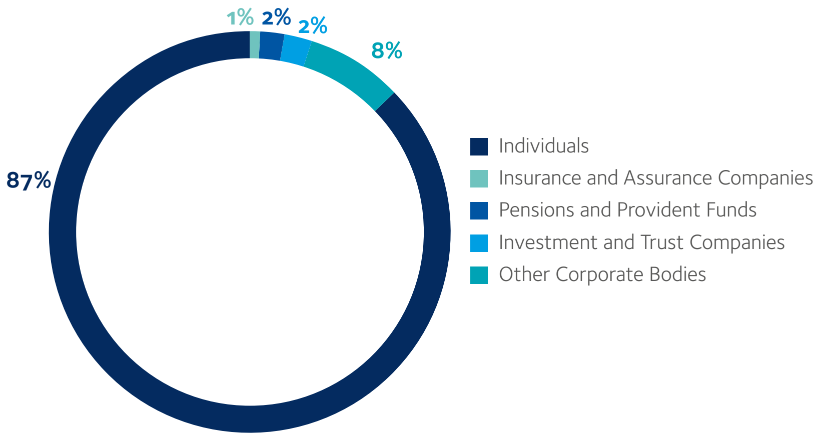
Directors	Société Caredas	ENL Ltd	ENLL	RCSL
Eric Espitalier-Noël	*	*	*	*
Gilbert Espitalier-Noël	*	*	*	-
Hector Espitalier-Noël	*	*	*	*
Philippe Espitalier-Noël	*	*	-	*
Jean-Pierre Montocchio	-	-	*	-

2.1.2 Share Ownership

As at 30 June 2017, the Company had 2,607 shareholders.

A breakdown of the categories of shareholders and the share ownership as at 30 June 2017 are set out below:

Breakdown by category



Number of shares	Number of shareholders	Number of shares owned	% of total issued shares
1 - 5000	1,500	2,126,223	0.84
5,001 - 10,000	302	2,325,427	0.92
10,001 - 100,000	643	17,745,627	7.04
100,001 - 500,000	81	16,648,448	6.61
500,001 - 1000,000	17	10,887,651	4.32
1,000,001 - 4,000,000	14	26,391,804	10.47
4,000,001 - 6,000,000	1	4,097,620	1.63
6,000,001 - 10,000,000	1	7,423,650	2.95
Over 10,000,000	3	164,398,850	65.23
TOTAL	**2,562***	**252,045,300**	**100.00**

* Note: The above number of shareholders is indicative, due to consolidation of multi - portfolios for reporting purposes. The total number of active shareholders as at 30 June 2017 was 2,607.

2.1.3 Constitution

The salient features of the Company's constitution are highlighted below:

Ownership restrictions

- No shareholder, other than those existing before its adoption, shall hold more than 10% of the issued share capital of the Company without the prior authorisation of the Board.

Number of directors

- The number of directors shall not be less than twelve (12) or more than fifteen (15) and the directors shall be appointed by the Company in General Meeting.
- The Company may, from time to time, by ordinary resolution increase or reduce the number of directors in office and may alter their qualifications, if any.

No share qualification is required for a directorship

- It shall not be necessary for a director to hold any share in the Company for the purpose of qualifying him for appointment as a director of the Company.

Power to increase capital

- The Company may from time to time by ordinary resolution increase the share capital by such sum to be divided into shares of such amount as the Resolution shall prescribe.

Rights to Dividends and Apportionment

- All dividends shall be apportioned and paid proportionately to the amount paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.

Unclaimed Dividends

- All dividends unclaimed for a period of five years after having been declared shall be forfeited and shall revert to the Company.

How far new shares to rank with shares in original capital

- Except so far as otherwise provided by the conditions of issue, or by the Company's constitution, any capital raised by the creation of new shares shall be considered part of the original capital, and shall be subject to the provisions herein contained with reference to the payment of calls and installments, transfer and transmission, forfeiture, lien, surrender and otherwise.

Proceedings at General Meetings - Special Business

- All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the directors and Auditors, the election of directors in place of those retiring and the appointment of, and the fixing of the remuneration of the Auditors.

Casting Vote

- In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands has taken place or at which the poll is demanded shall be entitled to a casting vote.

2.1.4 Shareholder communication and events

Rogers communicates with its shareholders through its Annual Report, Investors' News, published unaudited quarterly results, dividend declarations and yearly Annual Meeting of Shareholders. The Executive Team of Rogers meets the investor community twice yearly to brief them on the Company's strategy, financial performance, investments and disinvestments.

For the year under review, the key events and shareholder communication of Rogers are set out below:

October 2016
Annual Meeting of Shareholders

November 2016
First quarter results

December 2016
Declaration of Interim dividend

January 2017
- Payment of Interim dividend
- Joint communiques by ENLL and Rogers on acquisition of effective control of NMH and mandatory offer to minority shareholders of NMH

February 2017
- Second quarter results
- Investors' Briefing

March 2017
Joint communique by ENLL and Rogers on the number of shares acquired in NMH further to the mandatory offer made to minority shareholders.

May 2017
Third quarter results

June 2017
Declaration of Final dividend

July 2017
Payment of Final dividend

2.1.5 Dividend Policy

Rogers has no formal dividend policy. Payment of dividend is subject to the profitability of Rogers, its foreseeable investment, capital expenditure and working capital requirements.

For the year under review, the Company declared an interim dividend of Rs 0.32 per share and a final dividend of Rs 0.60 per share (as compared to Rs 0.32 and Rs 0.56 respectively for the previous year).

2.1.6 Share price information

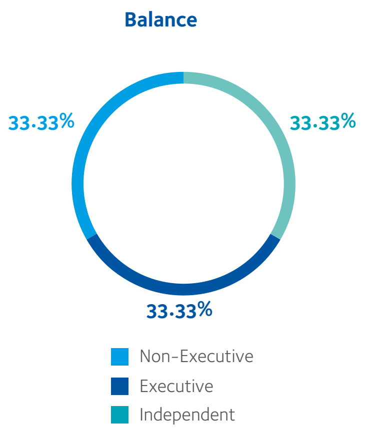
For more information on the share price of Rogers, please refer to pages 52 & 53.

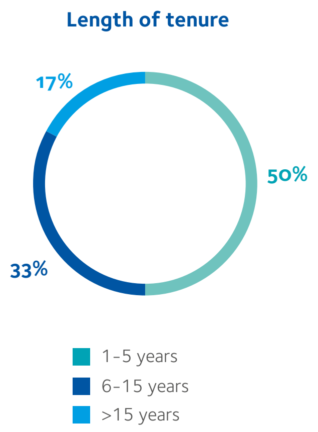
2.2 The board of directors

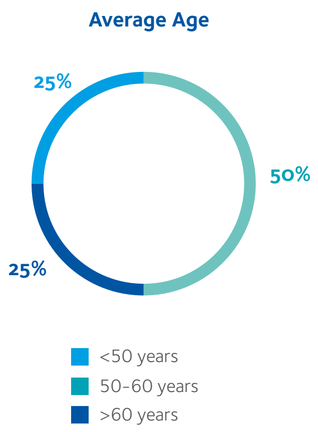
2.2.1 Composition of the Board

Rogers is headed by a unitary board comprising twelve directors, under the chairmanship of Mr Jean-Pierre Montocchio, who has no executive responsibilities.

The board composition is as follows:







For the year under review, Messrs Alain Rey and Patrick Labauve D'Arifat resigned as directors of the Company on 15 February 2017 and 14 March 2017 respectively.

The Corporate Governance Committee, acting in its capacity as Nomination Committee, reviewed the composition of the Board in April 2017 and July 2017 respectively and upon its recommendation, the board of directors appointed:

(i) Mr Damien Mamet as executive director of the Company to fill up the casual vacancy arising out of Mr Rey's resignation; and

(ii) Mr Ashley Coomar Ruhee as executive director of the Company to fill up the casual vacancy arising out of Mr Labauve D'Arifat's resignation.

Messrs Mamet and Ruhee will stand for re-election at the Annual Meeting of Shareholders scheduled on 31 October 2017.

The Board has a broad range of skills, expertise and experience ranging from accounting, banking and commercial to tourism, logistics, financial and legal matters.

In line with the Code, all directors stand for re-election on a yearly basis. The names of all current directors, their profiles and categories as well as their directorships in other listed companies are set out from pages 20 to 23.

The Chairman of the Board is elected by his fellow directors and is responsible for leading the Board and its effectiveness. The functions and responsibilities of the Chairman and Chief Executive are separate.

The Chief Executive is contractually responsible for:

a) developing and recommending the long-term vision and strategy of the Group;
b) generating shareholder value;
c) maintaining positive, reciprocal relations with relevant stakeholders;

d) creating the appropriate human resources framework to identify the right resources, train them, make them excel in performance and maintain a positive team spirit;

e) formulating and monitoring budgets and financials of the Group; and

f) establishing the optimum internal control and Risk Management framework to safeguard the assets of the Group.

2.2.2 Role of the Board

The Board is accountable and responsible for the performance and affairs of the Group. Its role includes the determination, review and monitoring of the Group's strategic plan, monitoring of the Group's financial performance against budget, approval of key acquisitions/disposals and capital expenditure. The Board is also responsible for the Group's Risk Management and internal control processes.

2.2.3 Board deliberations

(a) Meeting Schedule

The Board meets at least six times yearly and additional meetings are convened as and when required. The Board promotes, encourages and expects open and frank discussions at meetings. Board meetings provide a forum for challenging and constructive debate. Directors are expected to attend each board meeting and each meeting of the committees of which they are members, unless there are exceptional circumstances that prevent them from so doing. The Chairman and the Chief Executive, in collaboration with the Company Secretaries, agree the meeting agendas to ensure adequate coverage of key issues during the year.

(b) Composition and attendance at board and committee meetings and Annual Meeting of Shareholders

Directors	Board	Corporate Governance Committee	Risk Management & Audit Committee ('RMAC')	Annual Meeting of Shareholders
Dr Guy Adam	9/11	3/3	n/a	1/1
Ziyad Bundhun	11/11	n/a	2/3	1/1
Aruna Radhakeesoon	11/11	n/a	n/a	1/1
Patrick de Labauve d'Arifat [1]	3/7	n/a	2/3	1/1
Eric Espitalier-Noël [2]	11/11	3/3	2/3	1/1
Gilbert Espitalier-Noël [3]	9/11	n/a	1/1	1/1
Hector Espitalier-Noël	11/11	n/a	n/a	0/1
Philippe Espitalier-Noël	11/11	3/3	n/a	1/1
Philippe Forget	9/11	n/a	6/6	1/1
Damien Mamet [4]	4/4	n/a	3/3	n/a
Vivian Masson	9/11	n/a	6/6	1/1
Jean-Pierre Montocchio	11/11	3/3	n/a	1/1
Alain Rey [5]	7/7	n/a	3/3	1/1

[1] Resigned as director of the Company on 14 March 2017
[2] Appointed as Member of the RMAC on 18 April 2017
[3] Co-opted to attend the RMAC meeting held on 5 May 2017 given the unavailability of Mr Eric Espitalier-Noël
[4] Appointed as director of the Company on 10 May 2017
[5] Resigned as director of the Company on 15 February 2017

(c) Main decisions for the year under review

- the acquisition of 1.97% shares disposed in VLH Holding Ltd by Grangewell Holdings Limited
- the consolidation of the technology cluster with Rogers Capital and the creation of the FinTech served market
- the disposal of 9% of the Company's shareholding in Rogers Capital to ENL Ltd for a total consideration of Rs 47,767,000/-
- the acquisition of the additional shares in New Mauritius Hotels Limited
- the acquisition of an additional 14.4% stake in Bioculture (Mauritius) Limited for a total consideration of Rs 90,000,000/-
- the appointment of Mr Damien Mamet to fill up the casual vacancy arising out of the resignation of Mr Alain Rey, to hold office until the Annual Meeting of Shareholders scheduled 31 October 2017.
- the transfer of shares held by Foresite Property Holding Ltd in Mall of (Mauritius) at Bagatelle Ltd and Motorcity Ltd to Rogers Corporate Services Ltd
- the amalgamation of Mall of (Mauritius) at Bagatelle Ltd with and into Moka City Limited, thereby holding 9.4% in Moka City Limited
- the acquisition of 606,135 shares in ENL Lifestyle Limited for a consideration of Rs 127.7m
- its wholly-owned subsidiary, Rogers Corporate Services Ltd ('RCS'), holds 9.4% of Moka City Limited ('MCL') in exchange for its current stake of 25% in Mall of (Mauritius) at Bagatelle Ltd ('MoM'), subsequent to the amalgamation of MDA Properties, MoM, Telfair Development Limited and MCL (MCL being the amalgamated company).
- a number of transactions by its subsidiary, Ascencia Limited, namely: (a) the sale of 24,544,572 ordinary shares held in The Gardens of Bagatelle Ltd, a wholly-owned subsidiary of Ascencia Limited; (b) the sale of Stitch Building situated at Lot No. 10 of "State Land Plaine Lauzun" at Vallijee, Port Louis; and (c) the sale of 17,132.87m2 of residential land at Domaine Sam. The buyer in the aforementioned transactions is The Old Factory Limited, a wholly-owned subsidiary of ENL Property Ltd.

3. GOVERNANCE STRUCTURE

The Board has set up a Corporate Governance Committee ('CGC') and a Risk Management and Audit Committee ('RMAC') to assist in the discharge of its duties.

The functions and responsibilities of each committee are outlined in their respective written terms of reference which have been approved by the Board. These terms of reference meet the requirements of the Code and are reviewed each year. These are available on the Rogers' website (www.rogers.mu).

The chairmen of both committees report orally on the proceedings of their respective committees at the board meetings of the Company. The minutes of proceedings of the meetings of the RMAC are included in the board pack distributed to the board members in advance of board meetings.

With a view to improving the decision-making process and accountability within the Group, Rogers has adopted the following governance framework with regards to its subsidiaries:

a) separate sub-holding boards have been set up at sectorial level;

b) separate Corporate Governance and Risk Management and Audit Committees have also been set up at the level of Ascencia Limited due to the nature, size and specificity of its business; and

c) the governance, risk and audit issues relating to the business activities of the subsidiaries of Rogers operating in the Fintech, Hospitality, Logistics, Property (excluding Ascencia Limited) sectors are overseen by the CGC and the RMAC.

A summary of the key mandate of these committees as well as their composition is set out below:

Board of directors

	Corporate Governance Committee ('CGC')	Risk Management and Audit Committee ('RMAC')
Mandate	**Also acts as Remuneration and Nomination Committees** • Makes recommendations to the Board on all corporate governance provisions to be adopted so that the Board remains effective and complies with prevailing corporate governance principles and practices. • Ensures that the disclosure requirements with regard to corporate governance, whether in the Annual Report or other reports on an ongoing basis, are in accordance with the principles of the applicable Code. • Makes recommendations to the Board on all new Board appointments. • Reviews through a formal process the balance and effectiveness of the Board • Develops a policy on executive remuneration and for fixing the remuneration and benefit packages of individual directors, within agreed terms of reference, to avoid potential conflicts of interest. • Makes recommendations to the Board in respect of remuneration of non-executive directors.	Ensures that: • All risks are reviewed and managed to an acceptable level in the business • All internal accounting, administrative and risk control procedures are designed to provide ongoing assurance that assets are safeguarded • Transactions are executed and recorded in accordance with the Company's policy Reviews: • Important accounting issues • Changes in the legislation that will give rise to changes in practice • Compliance with regard to specific disclosures in the financial statements • Quarterly, preliminary and annual reports as well as any other financial reports.
Composition as per Terms of Reference	The Committee shall be composed of 4 non-executive members of the Board and the CEO. As far as possible: (a) the Committee shall be substantially composed of independent non-executive directors; and (b) the aspiration is that the chairperson of the Committee should be an independent non-executive director.	The members shall consist of not less than three nor more than five Directors appointed by the Board, who shall be non-executive Directors and preferably independent non- executive Directors. The Chairperson of the Board shall not be the Chairperson of the RMAC.
Members	Up to 30 June 2017: • Jean Pierre Montocchio (Chairman) • Dr Guy Adam • Eric Espitalier-Noël • Philippe Espitalier-Noël	Up to 30 June 2017: • Vivian Masson (Acting Chairman) • Eric Espitalier-Noël • Philippe Forget Messrs Alain Rey and Patrick Labauve D'Arifat resigned on 15 February 2017 and 14 March 2017 respectively. Attendees: • Riaz Chitamun, Head of Internal Audit and Risk Management (up to 31 January 2017) • Eric Cotry, Head of Internal Audit and Risk Management (as from 17 April 2017) • Ziyad Bundhun, Chief Finance and Investment Executive (up to 30 April 2017) • Damien Mamet, Chief Finance Executive (as from 1 April 2017)

3.1 Board Charter

The Board is of the view that the responsibilities of the directors are already set out in the Company's constitution, the Companies Act 2001, the respective terms of reference of the CGC and RMAC as well as the Code. Hence, adopting a board charter is deemed a redundant administrative layer. The Board has consequently resolved not to adopt a charter.

3.2 Director Induction and Board Access to Information and Advice

On appointment to the Board and/or its committees, directors receive a comprehensive induction pack from the Company Secretaries and an induction programme is organised to introduce the newly elected non-executive directors to the Group's businesses and Senior Executives.

All directors have access to the Company Secretaries and to the Senior Executives to discuss issues or to obtain information on specific areas or items to be considered at board meetings or any other area they consider appropriate.

Furthermore, the directors have access to the records of the Company and they have the right to request independent professional advice at the expense of the Company. The Board and its committees also have the authority to secure the attendance at meetings of third parties with relevant experience and expertise as and when required.

3.3 Board Performance Review

For the year under review, no board or director evaluation was conducted as the Board had previously resolved that such exercise be carried out once every two years. The last board evaluation was conducted in June 2016.

3.4 Indemnities and Insurance

A directors' and officers' liability insurance policy has been subscribed to and renewed by Rogers. The policy provides cover for the risks arising out of the acts or omissions of the Directors and Officers of Rogers Group. The cover does not provide insurance against fraudulent, malicious or wilful acts or omissions.

3.5 Share Option Scheme

There is no employee share option scheme at the level of the Company.

3.6 Employee Remuneration

Salaries are generally determined by a combination of internal equity, external competitiveness and performance of the employee. Every two years, remuneration surveys are carried out so as to benchmark with practices in the relevant industries. This is used to review and update internal salary scales and benefits bands across the Group.

4. DIRECTORS' INTERESTS AND REMUNERATION PHILOSOPHY

4.1 Interests of Directors

All directors, including the Chairman, declare their direct and indirect interests in the shares of Rogers. They moreover follow the Model Code for Securities Transactions as detailed in Appendix 6 of the Stock Exchange of Mauritius Listing Rules whenever they deal in the shares of the Company.

There were no dealings in the shares of the Company by the directors for the year under review.

4.2 Non-Executive Directors' Remuneration

The fees paid to non-executive directors have been recommended to the Board by the CGC (acting as the Remuneration Committee) based on a survey carried out by an independent consultant in 2004. Such fees have since been reviewed in 2007 and anew in December 2012.

The fees are calculated in the following manner: (a) a basic monthly fee; and (b) an attendance fee. Committee members are paid a monthly fee only. The Chairman of the Board and the chairmen of the board committees are paid a higher monthly fee.

4.3 Executive Directors' Remuneration

The executive directors are not remunerated for serving on the Board and its committees. Their remuneration package as employees of the Company, including their performance bonus, which are aligned to market rates, are disclosed in the table below.

The performance bonuses which are payable are subject to the performance of the Company as well as the job holder and could go up to 50% of the annual basic salary.

As at 30 June 2017, the direct and indirect interests of the directors in the shares of the Company and the fees paid to the directors of the Company are as set out below.

Interests of Directors in the Shares of Rogers

Directors	Remuneration and benefits (in Rs)	Shares	
		Direct interest %*	Indirect interest %*
Dr Guy Adam	510,000	0.9998	Nil
Ziyad Bundhun	6,949,500	0.0159	Nil
Patrick de Labauve d'Arifat[1]	268,182	Nil	Nil
Eric Espitalier-Noël [2]	560,000	Nil	3.7200
Gilbert Espitalier-Noël	450,000	0.0073	3.6653
Hector Espitalier-Noël	460,000	Nil	3.9730
Philippe Espitalier-Noël	17,811,938	0.0094	3.8397
Philippe Forget	560,000	0.0004	Nil
Damien Mamet	1,116,099	Nil	Nil
Vivian Masson[3]	670,000	0.0140	Nil
Jean-Pierre Montocchio[4]	950,000	0.0209	0.0351
Aruna Radhakeesoon	7,271,853	0.0214	0.0189
Alain Rey [5]	550,000	Nil	Nil

* Figures rounded up to 4 decimal places
NB: Number of issued shares as at 30 June 2017 is 252,045,300
[1] Ceased to be a member of the RMAC as from 14 March 2017
[2] Appointed as member of the RMAC in December 2015
[3] Acting Chairman of the Risk Management and Audit Committee as from 5 May 2017
[4] Chairman of the Board and Corporate Governance Committee
[5] Chairman of the Risk Management and Audit Committee until 15 February 2017

5. INTERNAL CONTROL, INTERNAL AUDIT AND RISK MANAGEMENT

The internal control systems of Rogers, the activities of the Risk and Audit Department and the Risk Management process of the Group are explained from pages 116 to 130.

6. OTHER GOVERNANCE MATTERS

6.1 Profiles of Senior Executives

For the profiles of Senior Executives, please refer to pages 24 to 31.

6.2 Statement of interests of Senior Officers (excluding Executive Directors)

The table below sets out the direct and indirect interests of senior officers (excluding Executive Directors) as at 30 June 2017 as required by the Securities Act 2005.

Statement of Interests of Senior Officers (excluding Executive Directors)

SURNAME	OTHER NAMES	Direct Interest (%)	Indirect Interest (%)
BUNDHUN	Manish	-	-
CHITAMUN*	Riaz	-	-
COTRY**	Eric	0.000004	
CURÉ	Karine	-	-
EYNAUD	Francois	0.000873	-
FAYD'HERBE DE MAUDAVE	Alexandre	-	-
KOENIG	Richard	-	-
NUNKOO	Nayendranath	-	-
RUHEE	Ashley Coomar	0.000794	-
TYACK	Frederic	-	-

* Until 31 January 2017

** From 17 April 2017

6.3 Policies

(a) Code of Ethics

Rogers has adopted a Code of Ethics which spells out the general obligations and business etiquette employees are encouraged to abide by. No breach of ethics was reported for the year under review.

(b) Equal Opportunities

In line with section 9 of the Equal Opportunities Act 2008 and the Guidelines issued by the Equal Opportunities Commission pursuant to Section 27(3)(f) of the Act, Rogers has adopted an Equal Opportunities Policy with the aim of:

- creating an environment that promotes equal opportunities for its employees and potential employees;
- minimising the risks of discrimination towards employees and potential employees; and
- promoting selection, recruitment, employment, promotion, learning and development on the basis of merit.

No complaints were recorded on the above matters for the year under review.

(c) Malpractice Reporting

A Malpractice Reporting Policy setting out the process whereby information relating to questionable practices within the Company is disclosed in good faith by employees was adopted in 2010.

No malpractice was reported for the year under review.

(d) Data Protection

Rogers Group adopted a Data Protection Policy in 2010 setting out the obligations of data controllers and data processors within the Group in handling personal data as well as compliance with data protection procedures under the Data Protection Act 2004.

No breach of data protection was recorded for the year under review.

(e) Health and Safety

The ANSI/AIHA Z10-2012 safety management system (SMS) is being used currently across the Group. As there are demands for more internationally recognised SMS from partners abroad, the Company is evaluating the impact and relevancy of switching to ISO 450000 standard.

6.4 Related Party Transactions

For details on related party transactions, please refer to page 215.

6.5 Management Agreements

There are no management agreements between third parties (where such third party is a director of Rogers, or a Company owned or controlled by a director of Rogers) and Rogers.

6.6 Donations

For political and charitable donations, please refer to page 132.

Aruna Radhakeesoon
Company Secretary
14 September 2017

Energy drives sustainability.

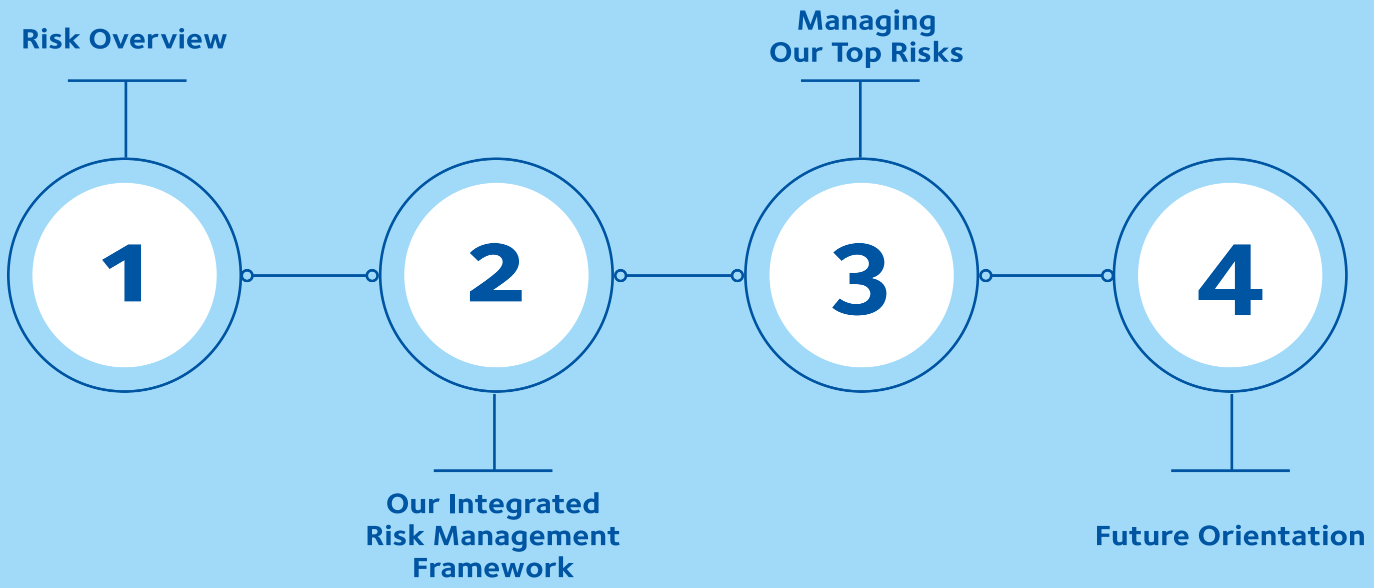
The team from Heritage Resorts during a beach clean-up at Bel Ombre, showing that it is our duty to contribute to the sustainable development of our economy.

We regularly conduct regional and national actions to raise awareness of the importance of protecting our coasts and lagoon.

Integrated Risk Management

"The **foundation** for an **integrated risk management framework** has been laid. Its **implementation** is in progress and its completion remains a **priority**. Rogers continues to be more focused and **proactive** in anticipating changes and mitigating risks, hence reinforcing its **strong risk awareness** culture."

Vivian Masson
Acting Chairman
Risk Management and Audit Committee



Independent Chairman's Statement

Risk Management & Audit Committee (RMAC)

Approach

At Rogers, Energy is focused on the pursuit of defined strategic objectives with the aim of accelerating sustainable shareholder value creation. During this financial year, the Group has continued to evolve its approach towards more effective governance and risk management. The foundation for an integrated risk management framework has been laid. Its implementation is in progress and its completion remains a priority. Rogers continues to be more focused and proactive in anticipating changes and mitigating risks, hence reinforcing its strong risk awareness culture. Emphasis is being placed on embedding risk management, where risks are identified at an early stage and integrated into key decision-making processes in line with the strategic objectives.

Employees have been empowered, motivated and encouraged to take initiatives and be proactive, thus enhancing their capability to anticipate risks. Proactive risk management enables Rogers' talented teams to act in a coordinated manner and to grasp opportunities, which is the backbone of the integrated risk management framework.

The RMAC believes that risk awareness and risk management are fundamental to all actions given the diversified activities in different geographical locations and legal frameworks within which the Group operates.

Focus of the RMAC

The RMAC is governed by a charter which sets out the objectives and terms of reference. The Committee has continued to play an important oversight role in the risk management activities of the Group. During the year, the RMAC has focused on the evaluation of the effectiveness of internal control and risk management system and reviewed the financial reporting, audit issues and health and safety environment.

There was no material shortcoming in the design and effectiveness of internal controls, governance and risk management reported during the year. Moreover, no other significant events occurred which prevented the RMAC from discharging its responsibilities according to its mandate.

The new Code of Corporate Governance has been issued in January 2017 and will be implemented across the Group in conjunction with the update of the RMAC charter where appropriate.

After having spent 5 years as Chairman of the RMAC, Mr. Alain Rey has resigned and I have been appointed as the Acting Chairman. I would like to thank the former Chairman as well as former member, Mr. Patrick de Labauve d'Arifat, for their involvement and valuable contribution over the years.

Last but not least, a special thank you to the RMAC members, the Group's Chief Executive Officer, the Management team, the External Auditors, and the Risk & Audit team for their constant support and commitment throughout the year.

Vivian Masson
Acting Chairman
Risk Management and Audit Committee

Our Integrated Risk Management Framework

The Board of Rogers and sectorial Boards are responsible for ensuring that risks are managed effectively within the Group. The RMAC is mandated by the Board for the review of the effectiveness of the risk management process.

Our Framework

We have set our main objectives and defined our aims which would guide us through our journey of implementing a fully integrated approach in risk management within the Group.

The integrated risk management process is clearly defined and a well established structure is in place whereby assurance is obtained through our four lines of defence.

The governance of risks involves achieving an appropriate balance between realising strategic opportunities for value creation while minimising adverse impacts. As indicated in our value creation map on page 44 to 45, effective risk management is critical for the achievement of strategic objectives.

Significant inherent risks that need to be managed are identified by Chief Executive Officers (CEOs), Chief Finance Officers (CFOs) and Management team at sectorial level.

Workshops are carried out annually in each sector to review and assess the risks based on the probability of occurrence and their likely impact. Current inherent and residual risks are determined and the risk appetite set is taken into consideration based on options available to manage or mitigate the risks. Options available are discussed, evaluated and consequently, Business Risk Registers (BRRs) are updated.

Three year strategic plans are prepared and reviewed yearly by CEOs and Management at sector level. Risks associated with strategies are incorporated in the plans which are presented for approval by the sectorial Boards and by the Rogers Executive Team (RET). The RET committee includes sectorial CEOs and the Group CEO.

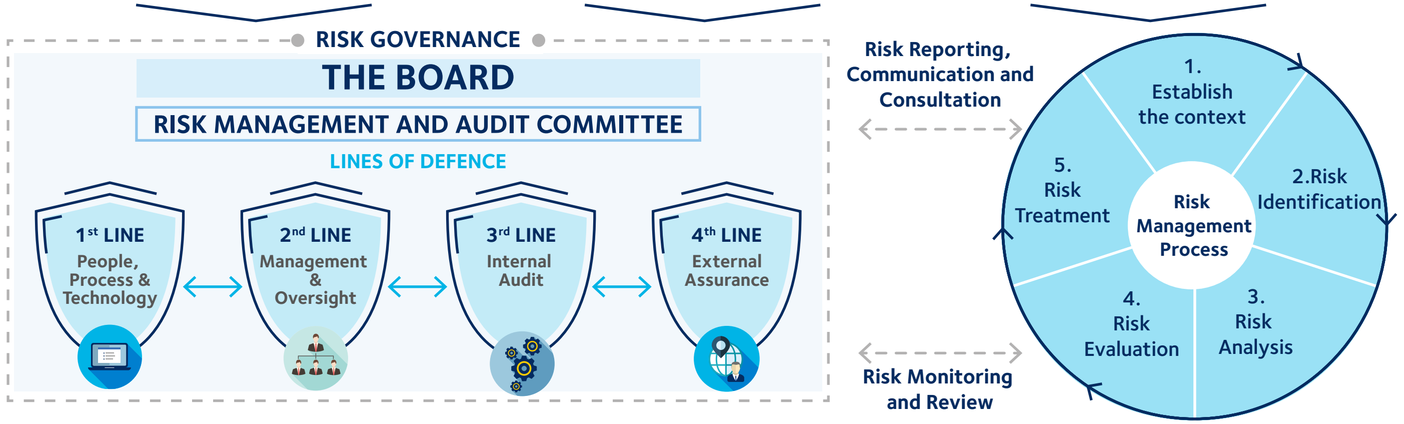
Possible events that may impact significantly on earnings, liquidity, reputation or strategies are reported to Rogers Executive team (RET), RMAC and ultimately to the Board.

MAIN OBJECTIVE

To provide assurance to the Board in creating an effective and integrated framework for the identification and management of the key risks and related processes

AIMS

Contribute to Value Creation	Strengthen the risk management culture	Improve Stakeholder's confidence and trust
Align risk management with strategic planning and critical success factors, which imply a focus on risks or uncertainties that could impede the successful achievement of the Group's goals	Allow various types of risks to be monitored together under one framework and to increase awareness of risk across the Group	Demonstrate Management's engagement by ensuring high quality reporting and communication in terms of clarity and transparency



Risk Management and Audit Committee

6 Meetings Held

60 Average Age Directors

2/3 Independent Directors

20 Reports Reviewed during the year

The composition, attendance and how the RMAC spent its time during the year were as follows:

COMPOSITION AND ATTENDANCE

Members	Member since	Attendance
Vivian Masson (Acting Chairman)*	(2015 – to date)	6/6
Alain Rey (Former Chairman)	(2012 - 2017)	3/3
Philippe Forget	(2015 – to date)	6/6
Eric Espitalier-Noel	(2017 – to date)	2/3
Patrick de Labauve d'Arifat	(2013 - 2017)	2/3
Gilbert Espitalier-Noel (co-opted)	(2017)	1/1

*Appointed as Acting Chairman as from May 2017

TIME SPENT

64% Financial Reporting and External audit

36% Risk Governance and Internal Audit

Lines of Defence

Our four lines of defence form part of our integrated risk management framework (page 118) and provide comfort and assurance on risk management. People, process, technology, Management and oversight (committees) focus on internal controls, whilst assurance provided by internal audit and external independent parties focuses on other specific areas.

People, Process and Technology

Processes, systems and controls in place are designed to manage risks and exploit opportunities. These controls are operated by employees involved in day to day activities.

Management & Oversight

Management teams of each sector within the Group meet on a regular basis. They are responsible for the assessment and management of risk including the identification, escalation of new/emerging events, the monitoring and reporting on risk and control effectiveness.

New/emerging risks pertaining to specific projects or new strategies are reported to the sectorial Boards every quarter. The Group's Chief Finance Executive (CFE) reports significant new/emerging risks to the RMAC. This approach is in line with the principles of the Corporate Governance Code and involves reporting to the Board. This allows the latter to:

- determine the nature and extent of the principal risks it is willing to take in achieving its strategic objectives;
- oversee the management of those risks and provide challenge to Executive Management where appropriate; and
- express an informed opinion on the long-term viability of the sectors.

Internal Audit

Internal audit is an independent in-house function with the Head of Internal Audit & Risk Management reporting to the Chairman of the RMAC and administratively to the Group CEO. Our Risk & Audit department is made up of dynamic professionals who are affiliated to and are members of professional bodies (ICAEW, ACCA and IIA). The internal audit plan is prepared using a risk-based approach. Risk based audits carried out during the year were in line with the established internal audit methodology. The plan is set for three years, reviewed on an annual basis by the RMAC, to incorporate the changing risk landscape. Jointly controlled entities and associates are excluded from the internal audit plan.

Internal audit findings are reported to the RMAC and Board of the relevant sectors.

Progress on implementation of recommendations are also reported on a quarterly basis to the individual sector Boards and RMAC to ensure continuous improvement within the Group and at the same time give assurance on the effectiveness of internal control systems.

During the year there were no major limitations or restrictions in the audit scope and access to records, Management and employees.

External Assurance

External assurance is obtained from the appointment of independent experts and their opinions provide additional assurance on:

- property valuation for correct fair value of investment properties;
- valuation of retirement benefit obligations;
- financial statements; and
- Group's risk management and internal control environment.

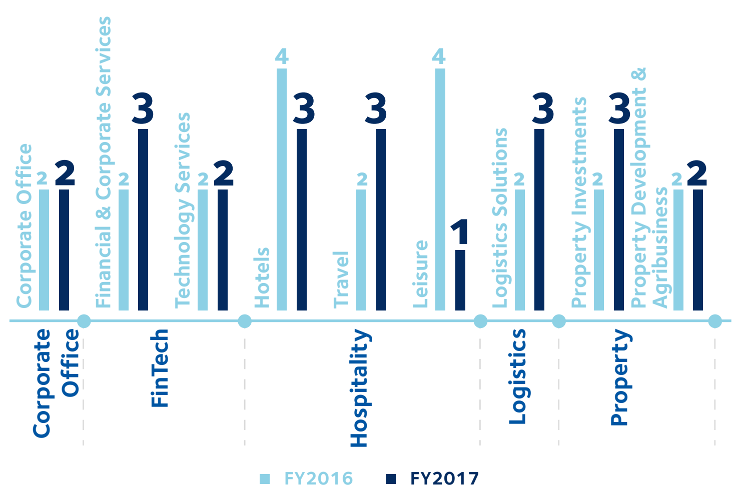
Progress and Achievements

Internal Audit

The number of internal audits performed is in line with the level of activities and acquisition of new businesses by the Group. During the year, the focus was on emerging risks and high-risk areas. The Risk & Audit department continuously aims at providing quality audits and recommendations toward more efficiency and productivity. This value-added exercise helps the Group as a whole to achieve its strategic business objectives. To maintain the level of quality and standard of our audits, the team has been reinforced through recruitment. The team has also attended several trainings including 'Data Analytics, Ethics and Fraud', 'Money Laundering detection skills' and 'Cyber Security Seminar'.

Our Key Performance Indicators (KPIs) are as follows:

Number of audits



Audit Focus for FY 2017

FOUNDATIONAL ATTRIBUTES	PERFORMANCE INDICATORS		FY 2017	FY 2016	FY 2015
COST EFFECTIVENESS	Number of audits performed	>	22	22	18
QUALITY	"Unsatisfactory" or "Major improvement needed" audit opinion	>	12%	5%	20%
PEOPLE & TALENT	Qualified staff	>	50%	43%	38%
	Number of staff		10	7	8
PROCESS & TECHNOLOGY	Number of courses/training attended	>	20	23	16

Progress and Achievements (cont'd)

Risk Management

Achievements during the year in respect of top 5 residual risks identified last year were as follows:

1. SKILLS ATTRACTION, PERFORMANCE AND RETENTION RISK

Objective:	Actions taken:
To keep a low key staff turnover ratio	• Recruitment needs constantly being reviewed. • Leaders Awards Programme has been launched whereby senior leaders and team who exceeded performance will be rewarded. • Hospitality Sector organised job fairs. • In-house trainings provided on a regular basis. • Conducted engagement survey to measure the pulse of our employees and obtain valuable feedback about their satisfaction with various components of their work and working environment.

Key Staff Turnover Ratio

13% Corporate Office

9% LOGISTICS

12% PROPERTY

HOSPITALITY

6% Hotels

6% Travel

FINTECH

20% Financial Services

5% Technology Services

1 Risk Overview | 2 Our Integrated Risk Management Framework | 3 Managing Our Top Risks | 4 Future Orientation

Progress and Achievements (cont'd)

2. MARKET INTELLIGENCE RISK

Objective:	Actions taken:
To maintain our competitive advantage	• Benchmarking is a continuous exercise which is carried out throughout sectors, for example, incentives and promotions were offered during the year. • SWOT analysis performed and incorporated in the strategic plan.

3. INNOVATION RISK

Objective:	Actions taken:
To improve on what we do well while introducing new ways of doing things	**FinTech** • Rogers Capital Fund Services Ltd has been awarded the ISAE (Type I) certification and a new representative office opened in Johannesburg. **Hospitality** • Opening of new BlueSky lounge at Bagatelle Mall of Mauritius. • Acquisition of Hotel Tamarin. • Renovation of Veranda Paul et Virginie. • Renovation of Heritage Le Telfair Golf & Spa Resort and Le Chateau de Bel Ombre started. **Property** • Property Development: Renovation of Le Chamarel Restaurant, offering new Mauritian cuisine in a modern and comfortable set up. • Property Investments: Renovation completed for Phoenix Mall by Ascencia and construction of new commercial centre So'Flo by Ascencia. **Logistics** • Transport of exceptionally sized and heavy goods and strategic partnership agreement with worldwide brand United Parcel Services (UPS). **Corporate office** • Implementation of a Business Intelligence software is under study.

Progress and Achievements (cont'd)

4. LIQUIDITY RISK

Objective:

To effectively manage our cash flow

Actions taken:

- Monthly, quarterly, yearly, three-year and five-year cash flow forecasts are prepared by CFOs and Finance Managers and reviewed by CEOs, Group CFE and Group CEO.
- Sufficient cash and marketable securities are maintained.
- Gearing of the Group and current ratio are being monitored on a regular basis.

Current Ratio

0.85*
Group

	PROPERTY	HOSPITALITY	FINTECH
0.2 CORPORATE OFFICE	1.0 Property Investments	1.0 Hotels	0.9 Financial Services
1.4 LOGISTICS	0.7 Property Development & Agribusiness	1.2 Travel	1.3 Technology

5. LEGAL & COMPLIANCE RISK

Objective:

To keep abreast of new and existing laws and regulations

Actions taken:

- Collaborated with the sectors on several projects to assess the legal and compliance aspect.
- Worked closely with regulators for development of the new Code of Corporate Governance and staff in compliance department were subsequently updated. Staff of other sectors attended seminars on the new code.
- Compliance reporting performed on a quarterly basis for Financial Services Sector.

*: Includes assets and liabilities classified as held for sale.

Our inherent risks

Each sector of the Group maintains its own Business Risk Register (BRR) which are reviewed and updated regularly. A review of strategic risks was undertaken whereby top risks were identified and reported. The Group's significant inherent risks were reassessed during the year and are as follows:

STRATEGIC RISK	FINANCIAL RISK	OPERATIONAL RISK	COMPLIANCE RISK
• Innovation and Development • Market Intelligence • Projects, strategic partnerships and acquisitions (domestic and international) • Stakeholder engagement	• Financial Sustainability • Foreign Exchange • Fund Raising • Interest Rate • Liquidity	• Business Continuity • Contracting • Health and Safety • Information Technology • Skills attraction, performance and retention • Theft, fraud and corruption	• Legal and regulatory compliance

New and emerging risks

Cyber threats

Technological advances give rise to greater risks, one of them being cyber attacks which has been on the rise this year. At Rogers, we believe that being proactive and providing training to our people is critical to counter cyber threats. In that context, IT Managers from Corporate Office, Rogers Capital Technology Services, Hotels as well as Managers from Risk & Audit department attended a Cyber Security Awareness Seminar and subsequently the Group IT policy is being reviewed to incorporate additional measures to reinforce cyber security.

Uncertainties impacting on economic growth

Uncertainties in global financial markets, including the Brexit, policy changes in the United States of America and change in Government in some countries in Europe may impact on economic growth and various sectors such as Hotels, Travel and Financial Services Sector. Potential changes in the Deemed Foreign Tax Credit system may lead to loss of clients and investors in the Financial Services Sector.

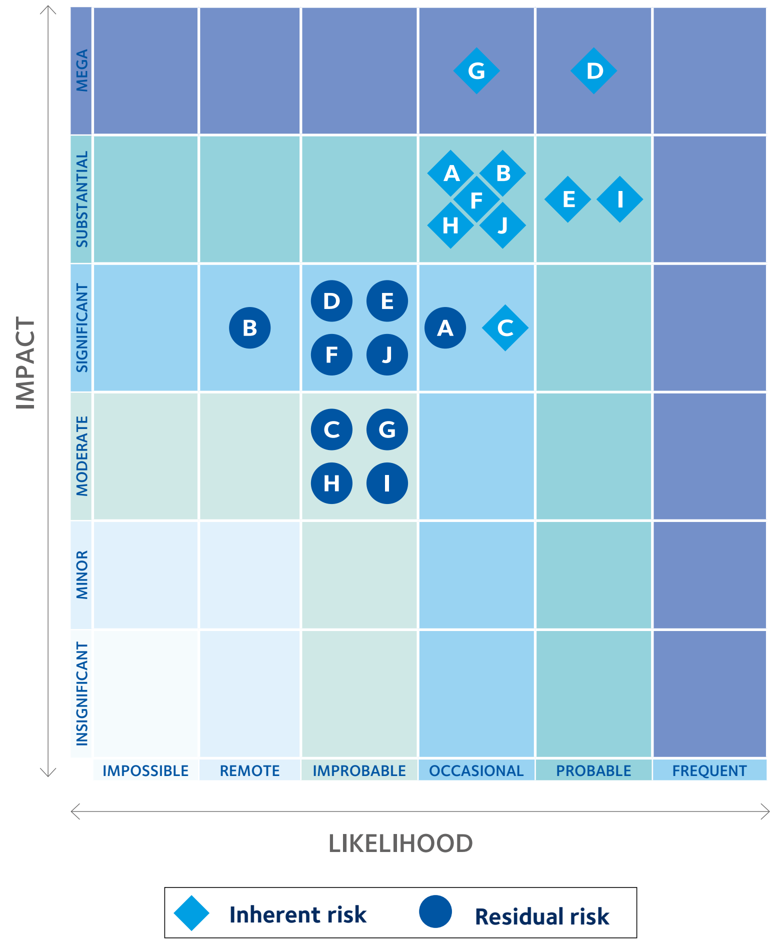
1 Risk Overview | 2 Our Integrated Risk Management Framework | 3 Managing Our Top Risks | 4 Future Orientation

Risks, opportunities and strategic response

The top ten inherent risks and opportunities were assessed in workshops by Management of each sector. Opportunities, responses and capital impacted were identified.

The Risk Heat Map provides an overview of the top 10 Inherent risks and their respective residual risks when existing mitigating controls are applied.

Risk Heat Map



TOP RISKS	DESCRIPTION & RISK CONTEXT	OPPORTUNITIES	RESPONSE TO RISKS	STRATEGIES IMPACTED*	SERVED MARKET CONCERNED	CAPITAL IMPACTED*
Strategic risks						
A Innovation and Development	• Inability to diversify and add new services to the existing business • Limited resources • Being risk averse • Inability to sustain competitive advantage	Improve on what we do well while introducing new ways of doing things. Encourage leaders of sectors to innovate and take risks. Provide business solutions that exceed expectations and create a unique selling proposition	• Regular update and alignment of strategic plans with market trends. • Regular client surveys and investment in new systems / technologies as well as the implementation of a quality management system.		FinTech Property Corporate Office	
B Projects, strategic partnerships and acquisitions	• Inefficient or ineffective alliance • Lack of information on legal & regulatory framework and/or political situation in targeted countries • Limited network of partners	Pursue our strategy to grow and expand businesses locally and regionally through strategic alliances and acquisitions	• Proper due diligence checks to be carried out to review the financial, technical, risk and legal aspects of each project and careful selection of strategic partners. • To draw up proper contractual agreements between all parties involved.		The Group	
C Stakeholder engagement	• Quality of service not up to standard • Lack of clarity in communication • Lack of common vision and standards • Conflict with stakeholders	Ensure existence of effective lines of communication with our stakeholders and maintain a constructive relationship with them	• Ensure continuous upgrade in the quality of services. • Continue to hold feedback meeting with investors and employees. • Continue to promote the brand name of the Group and of other sectors and continue to communicate with stakeholders.		The Group	
Financial risks						
D Financial Sustainability	• Political issues • Lack of resources • Lack of entrepreneurship • Market volatility	Keep abreast of new technologies and market trends to integrate them in the existing processes and services delivered	• Continuous monitoring of strategic plans via reviews of budgets versus forecasts. • Constantly monitor the strengths, weaknesses, opportunities and threats affecting the sectors.		Hospitality Property Corporate Office FinTech	
E Liquidity	• Delay in receiving money from debtors • Inability to meet obligations	Optimise working capital and maintain strategic liquidity.	• Treasury function to be considered at corporate level and strategic measures to be developed to manage the Group liquidity position. • Negotiation with bankers for most favourable rates for the Group.		The Group	

*: refer to pages 43 to 45 for definitions.

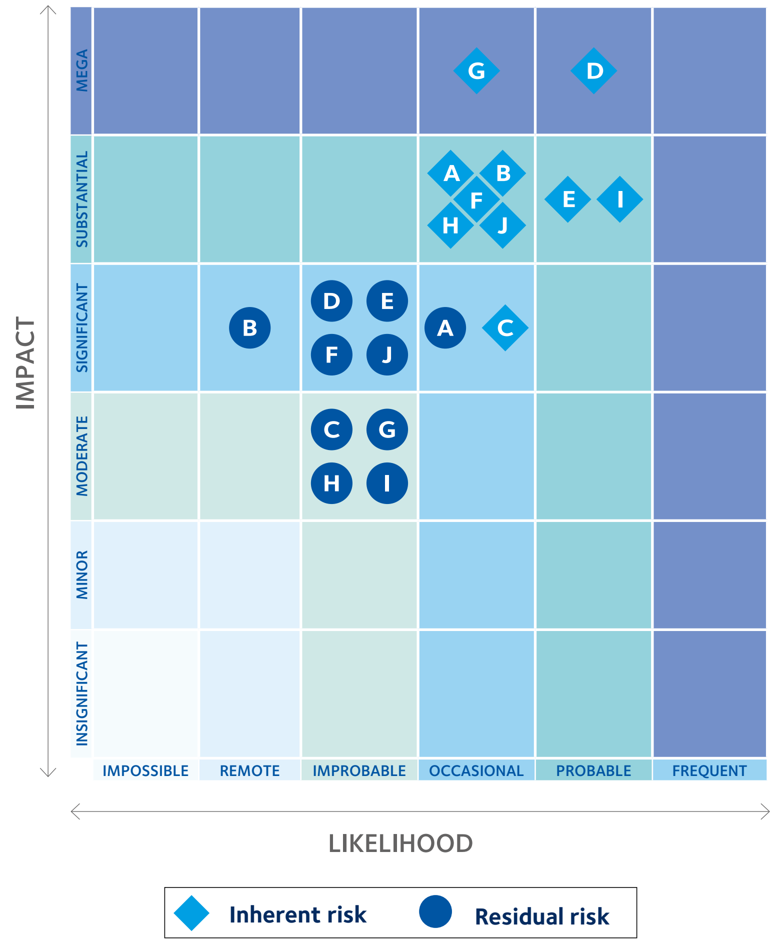
1 Risk Overview | 2 Our Integrated Risk Management Framework | 3 Managing Our Top Risks | 4 Future Orientation

Risks, opportunities and strategic response (cont'd)

The top ten inherent risks and opportunities were assessed in workshops by Management of each sector. Opportunities, responses and capital impacted were identified.

The Risk Heat Map provides an overview of the top 10 Inherent risks and their respective residual risks when existing mitigating controls are applied.

Risk Heat Map (cont'd)



TOP RISKS	DESCRIPTION & RISK CONTEXT	OPPORTUNITIES	RESPONSE TO RISKS	STRATEGIES IMPACTED*	SERVED MARKET CONCERNED	CAPITAL IMPACTED*
Operational Risks						
F Contracting	• Inadequate contract management for clients and subcontractors • Disputes between parties	Strengthen our brand and enhance our competitive advantage	• Systematic vetting of contractual agreements entered with partners by a legal advisor to ensure that adequate terms and conditions are included. • Continue to improve our services to remain competitive. • Reviewing contracts and ensuring compliance to contractual agreements.		FinTech Property Corporate Office Hospitality	
G Business Continuity	• Breakdown of operations due to unforeseen major events • No proper Business Continuity Plan	Expansion to local and international markets	• Develop, approve and implement a business continuity plan including a disaster recovery site/plan over a defined period. • Reassess strategic plan every year.		The Group	
H Skills attraction, performance and retention	• Talent shortage to support growth • Low staff engagement • Remuneration not aligned to market • Non retention of adequate skills and talents • No proper succession planning	Continuing to enhance our recognition programme and improving communication towards existing and potential employees to retain and attract best talents	• Communicate more on Rogers brand. • Employee survey. • Recognition & Rewards. • Benchmarking of remuneration. • Employee welfare and wellness.		The Group	
I Theft, fraud and corruption	• Misappropriation of assets • Fake bank transfer instructions received by email • Collusion • Inability to implement and communicate ethics and controls	Identification of high risk areas and enhancing the control environment	• Ensure proper segregation of duties and adequate controls. • Constant review of work processes, perform regular quality control checks and regular intervention by internal audit. • Malpractice reporting policy uploaded on the Group's website.		The Group	
Compliance Risks						
J Legal and regulatory compliance	• Lack of information on legal & regulatory framework and/or political situation in targeted countries • Internal and external compliance procedures not being adhered to by relevant parties	Strengthen our brand and enhance our competitive advantage	• Vetting of legal documents by legal advisors, and constant monitoring of the litigation registers. • Updates on changes in legislations and regulations. • Regular review and update of the Rogers Guidelines and Policies Manual.		The Group	

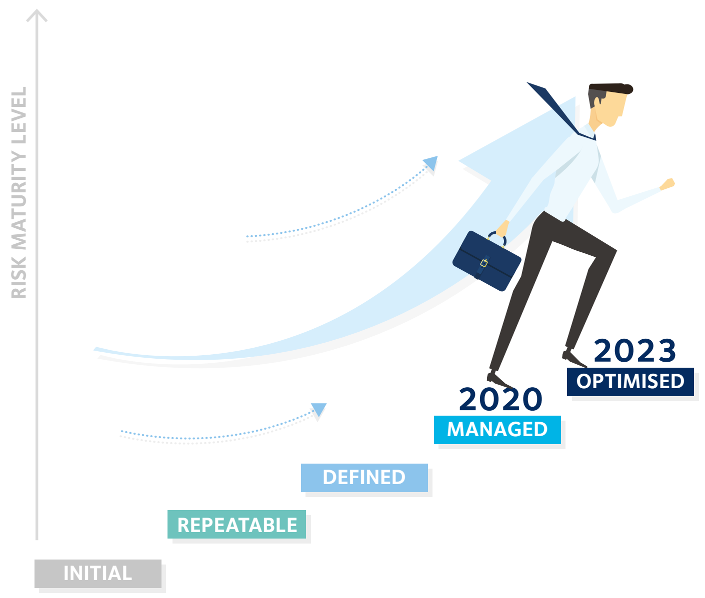
*: refer to pages 43 to 45 for definitions.

Beyond 2017

Risk Journey

To enhance our ability to respond appropriately to the changing business and risk landscape, we have started and aim to fully integrate our strategy, value chain, operating model, structure, technology, and high-performance culture. This will enable us to grow shareholders' value sustainably. The implementation of a fully integrated risk management framework is a permanent journey on which the Group has embarked.

On the Risk Maturity level, the Group positions itself at the "Defined" maturity stage and our aim is to continuously climb the ladder as we believe that Rogers has not yet reached its optimum level. Embedding risk management 'in everything we do' is a lengthy and meticulous process that requires constant monitoring and fine-tuning of the framework. We are engaged as a Group to work towards our set milestones: the 2020 goal and the 2023 goal. Our aim is to reach the "Managed" maturity level by 2020 and following succession, we will strive to reach the "Optimised" level.



Outlook

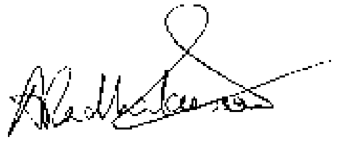
The pace of growth and changes in business model such as new technology, require the internal audit team to adapt by using more sophisticated audit tools. To get ahead of the curve, the Risk & Audit team needs to continuously keep abreast of changes in environment, legislations, risks, uncertainties, new services provided and new businesses acquired. RMAC will continue to provide oversight and guidance to the internal audit team.

Our challenges and action plans for the financial year 2018 will be:

- Continue to strengthen the risk awareness culture across the Group, and ensure a closer monitoring of emerging risks.
- Ensure new or changes in risks are reported to RMAC and Board on a timely basis.
- Use of data analytic tools for audit of companies with big volume of data.
- Perform IT audits such as general and application controls and review preparedness of IT Management team in case of cyber attacks.
- Review of internal controls in the first year for all new businesses acquired.
- Implement the new Code of Corporate Governance.
- Prepare the internal audit charter and secure its approval by the RMAC.
- Develop and retain talents with the requisite skills set through continuous professional development programs and trainings.
- Encourage our team to be Certified Internal Auditors.

Secretary's Certificate

In my capacity as Company Secretary of Rogers and Company Limited (the "Company"), I hereby confirm that, to the best of my knowledge and belief, the Company has filed with the Registrar of Companies, for the financial year ended 30 June 2017, all such returns as are required of the Company under the Companies Act 2001.



Aruna Radhakeesoon
Company Secretary
14 September 2017

DIRECTORS

A list of directors of the subsidiary companies of Rogers is given on pages 133 to 139.

CONTRACT OF SIGNIFICANCE

During the year under review, there was no contract of significance to which Rogers, or one of its subsidiaries, was a party and in which a director of Rogers was materially interested either directly or indirectly.

DIRECTORS' SERVICE CONTRACTS

None of the directors of the Company and of the subsidiaries have service contracts that need to be disclosed under Section 221 of the Companies Act 2001

In Rs million	30 June 2017	30 June 2016
DIRECTORS' REMUNERATION & BENEFITS		
Remuneration and benefits paid by the Company and subsidiary companies to :		
Directors of Rogers & Company Limited		
Executive - full time	33.9	34.4
Non-executive	4.4	4.0
Directors of subsidiary companies		
42 executive - full time (33 in 2016)	172.5	147.8
80 non-executive (81 in 2016)	0.3	1.8

In Rs million	30 June 2017	30 June 2016	30 June 2017	30 June 2016
DONATIONS				
Donations made during the year				
Political	1.6	0.7	1.6	0.7
Corporate Social Responsibility				
Statutory	7.9	6.7	-	-
Voluntary	0.3	1.0	1.0	1.0
Number of institutions	33	24	8	14
AUDITORS' REMUNERATION				
Audit fees paid to :				
BDO & Co	10.4	10.1	0.8	0.7
Other firms	7.6	7.4	-	-
Fees paid for other services provided by :				
BDO & Co	3.1	2.5	0.2	0.2
Other firms	7.0	8.5	-	-

Fees paid for other services to BDO & Co are in respect taxation and consultancy services.

Directors of Subsidiary Companies

HOTELS

	Berman Laurence Marie	Bundhun Ziyad Abdool Raouf	Baudot Jean Marie Francois	Cisneros Gilbert Jean Antoine	Cisneros Maria Antoinette Yolande	Dupont Danielle Christine	Charles Jacques Jean Francois	Espitalier-Noël M.A. Eric	Espitalier-Noël M. H. Philippe	Eynaud Francois Paul Philippe	Faydherbe de Maudave Alexandre	Hugnin Guy	Hugnin De Loppinot Brigitte	Koenig J. H. V. Richard Roger	Mamet Jeremy Alan	Mamet Jean Evenor Damien	Menteath Jonathan Lawrence	Montocchio Francois Thierry	Motet Joseph Jacques	Stedman Richard Sohrab
Heritage Golf Club Ltd			R			X	X			C				X	X			X		
Heritage Events Company Ltd										C							X	X		
Rogers Hospitality Ltd									A											
VLH Ltd	X	R						X	X	X	X	X	X			A		X	X	X
Seven Colours Spa Ltd								X		X		X	X							
VLH Training Ltd								X		C		X	x							
Adnarev Ltd								X		C		X	x							
Veranda Tamarin Ltd				A	A															
VLH Holding Ltd (amalgamated 30 dec 2016)	X	R						X	C	X	X	X	x					X	X	X

C- Chairman X-In office as director A-Appointed as director R-Resigned as director

Directors of Subsidiary Companies

LOGISTICS

	Abraham Bertrand Denis	Arrowsmith Sarah Carmen	Avrillon Francis Vincent	Bathfield P R Sydney	Bhatt Mehul Hitesh Kumar	Bosch Josep Oriol	Bundhun Ziyad Abdool Raouf	Cayeux Joseph Maxime Bruno	De Comarmond Marie Maurice André	Driver H. W. Anthony	Elysee David	Elysee Louis Jacquelin	Espitalier-Noël M.E. Gilbert	Espitalier-Noël M. H. Philippe	Evard Christoph	Galea Marie Henri Dominique	Girard Sylvain	Gobindram Shah Nawaz	Harel Antoine Louis	Hugnin Thierry	Hung Hang Hun Denis	Kone-Dicoh Khady-Lika	Lagesse Raymond	Lallchand Jawaharlall	Mamet Jean Evenor Damien	Merrick Raymond	Merven Jean Didier	Mokar Shah Kirtikumar	Nunkoo Nayendranath	Olivier Vivian	Piat Jean Evenor	Rigouzzo Luc Andre Emmanuel	Rivalland Louis Joseph Michel	Ronoowah Rishi Kapoor	Sangeelee Naveen	Yue Chi Ming Tony
Cargo Express Madagascar S.A.R.L.									X																											X
F.O.M Warehouses Ltd	X		X						X												X								X							
Freeport Operations (Mauritius) Ltd	X								X												X								X						X	
Logistics Solutions Ltd							R						X	C											A				X							
Velogic Ltd							R		X				R	R															X						X	
Velogic Holding Company Ltd							R						X	C								X			A				X			X				
P.A.P.O.L.C.S. Ltd.										X		X												X					C	X				X	X	
Papol Holding Ltd										X	X	X																	X						X	
Velogic Depot & Warehouse Ltd									X																				X							
Rogers IDS (France) SA																	X																			
Rogers IDS Madagascar SA									X																											X
Rogers IDS Limitada Mozambique									X																				X							
VSR SA									X																				X						X	
Velogic Express Reunion SAS									X																				X						X	
Velogic India Private Limited									R									X											X						X	
VK Logistics Ltd					X	X														X									X						X	
General Cargo Services Limited					A	A									A													A	A						A	
Gencargo (Transport) Limited					A	A									A													A	A						A	
Rogers Logistics International Ltd														X															X						X	
Rogers Logistics Services Company Ltd	X								X												X								X						X	
Rogers Shipping Ltd																													X	X					X	
Southern Marine & Co Ltd																													X						X	
Sukpak Ltd		X												C												X			X						X	
Transworld International Ltd.									X																				X							
Thermoil Company Limited			X																											X						
Societe Du Port				X										C		X			X								X				X		X			
Velogic Haulage Services Ltd	X							X	X																				X						X	
Velogic Garage Services Ltd	X							X	X												X								X						X	
MTL Logistics & Distribution Co. Ltd																							R												X	
Associated Container Services Limited	R								X												X								C						X	

C- Chairman X-In office as director A-Appointed as director R-Resigned as director

TRAVEL

	Almeida James	Artur Magalhaes	Bhoyroo Mohammad Yashinn	Breiner Marc Francois Stephane	Bouic Joseph Guillaume Karl	Bundhun Ziyad Abdool Raouf	Cassam Raficq	Radhakeesoon Aruna Lata Vidia	Corroy Marie Sybil Anick	De Laubier Tanguy Hubert Joachim	Espitalier-Noël Philippe	Eynaud Francois Paul Philippe	Faydherbe de Maudave Alexandre	Giraud Paul France	Granger Gilles	HARDY Emmanuel Michel Laurent	HARDY Jean Marie Bertrand	Laulloo Mohammad Faiz Hafiz	Leal Stephane G P	Lorent Francoise Jeanne Marie	Masrani Hasu	Omarjee Zakaria	Papet Mathias	Patel Kiran	Peretti Lacombe Frederique Anne	Poonisami Jean Yan Cedric	Ramchurn - Oogarah Soorya Devi	Rivalland Robert	Ruhee Ashley Coomar	Schaub Dimitri	Tchamo Jeremias	Tyack Frederic Gerard	U King Im Marie Guylette Nicole	Yon Germain Joseph
Rogers Aviation Comores S.A.R.L													X																					
Ario Seychelles Ltd																												X		X				
Rogers Aviation France S.A.R.L													X																					
Rogers Aviation Reunion SARL													X									X												
Rogers Aviation Kenya Ltd							X						X					X																
Beavia Kenya Limited									X				X								X			X			X							
Rogers Aviation International Ltd (ex Ario Ltd)			A			R			X				X					X								X	X							
Rogers Aviation Madagascar S.A.R.L			R										X									R				X	X							
Rogers Aviation Mayotte SARL													X									X												
Rogers Aviation Mozambique LDA.									X				X					R								X	X							
Rogers Aviation (Mauritius) Ltd			A			R			R				C					R								X	X							
Blue Connect Ltd				X						C			X					R		R					A	X								
BlueAlizé Ltd					X				R				C				X	R								X								A
BS Travel Management Ltd			R						X				X					X								X	X							A
BS REUNION (Run Tourisme)													X									X												
BS Travel Management Limitada									X				X					R								X	X							
Bluesky Mayotte SARL													X																					
Croisières Australes Ltée													X				X		R							X							A	X
GS Africa Airline Services Ltd													X					R								A								
Mozambique Airport Handling Services Lta(MAHS)	X	X											X																		X			
Plaisance Air Transport Services Ltd.													C					X								X								X
Rogers Aviation South Africa (Proprietary) Limited													X													X	X							
Rogers Aviation Holding Co Ltd			A			R		X			C	X	X													X						X		
Transcontinent S.A.R.L.													X	X																				
Travelia													X																					
Resaplanet Ltd											X		X		X								X			X			X					X
Yacht Management Ltd													X			X	X									X								X

C- Chairman X-In office as director A-Appointed as director R-Resigned as director

Directors of Subsidiary Companies

PROPERTY INVESTMENTS

	Ah Ching Cheong Shaow Woo	Boyramboli Bojrazsingh	Bhoyroo Mohammad Yashinn	Bundhun Manish	Bundhun Ziyad Abdool Raouf	Radhakeesoon Aruna Lata Vidia	Espitalier Noël M. M. Hector	Espitalier Noël M.H. Philippe	Galea Marie Henri Dominique	Hardin Ravi Prakash	Louw Lucille Helen	Mamet J. E. Damien	Pather Soopramanien Kandasamy	Rey Alfred Joseph Gerard Robert Alain	Tyack Frederic Gerard	Van Der Watt Louis Lukas Stephanus	Veerasamy Naderasen Pillay	Wilken Morne Cornelius	Wong Leung Pak Vacher Belinda
FPHL Infra Ltd												X							
Foresite Property Holding Ltd						X		C				X							
Ascencia Limited	X	A			R		X	C	X			X	R	R	X		X		A
Motor Traders Ltd			A																
Reliance Facilities Ltd				X				C		R									
Reliance Security Services Ltd				X				C		R									
Reliance Systems Ltd				X						R									
The Gardens of Bagatelle Ltd							X					X			X				X
Bagaprop Ltd								X			X	X			X	X		R	

C- Chairman X-In office as director A-Appointed as director R-Resigned as director

PROPERTY DEVELOPMENT & AGRIBUSINESS

	Antelme G.Robert	Bhoyroo M. Yashinn	Blandin de Chalain Jean-Marie Nicolas	Bundhun Ziyad A.. R.	Caine Russell Glenn	De Waal Anton	Descroizilles Marcel Vivian	D'Hotman De Villiers Audrey	Doger De Speville Robert	Dupont Jacques Desire Dominic	Espitalier-Noël M.A. Eric	Espitalier-Noël M.M.Hector	Espitalier-Noël M. H. Philippe	Eynaud Francois	Koenig J. H. V. R. Richard	Lenoir Gustave E. Jean Pierre	Mc Nally Kevin Garth	Tribolet Paul	Wiehe L. H. Georges
South West Tourism Development Company Limited									R		X	X	X						
Le Marche Du Moulin Ltd					X														
Bel Ombre Foundation For Empowerment		A						R							C				
Case Noyale Limitée				R			X		R		X	C	X	A	X	X			X
Compagnie Sucrière De Bel Ombre Limited				R			X		R		X	C	X	A	X	X			X
Les Villas De Bel Ombre Ltee	X								R		X	X	X	A					X
Villas Valriche Resort Ltd			A			X				X							X	X	

C- Chairman X-In office as director A-Appointed as director R-Resigned as director

Directors of Subsidiary Companies

FINTECH

	Ah Ching Cheong Shaow Woo	Bhoyroo Mohammad Yashinn	Boullé Fabrice Francois	Bundhun Ziyad Abdool Raouf	Calisse Louis Michael Kirsley	Chung Kai To Cyril Yin Choon	Chung Tick Kan Georges	Cornelliet Virginie Anne	Espitalier-Noël M.M. Hector	Espitalier-Noël M.H.Philippe	Jingree Jayachund	Li Ting Chung Richard	Lenette Louis Jean Vincent Didier	Mamet Damien	Nuckchedee Kaviraj Gossagne	Quek Hung Guan	Randera Taher Mowlooda Ismael	Ruhee Ashley Coomar	Shah Sharmil Dhanraj	Toraub Mohammad Reeyaz	ujoodha Dhanun	Wong Leung Pak Vacher Belinda
Rogers Capital Nominee 2 Ltd													X				X	X			X	
Roger Capital City Executives Ltd													X				X	X			X	
Rogers Capital Nominee Ltd													X				X	X			A	
Rogers Capital Accounting Services Ltd													X				X				X	
Rogers Capital Actuarial Services Ltd												X	X					C		R	A	
Rogers Capital Business Services Ltd													X				X				X	
Rogers Capital Corporate Services Ltd	A			R			X	X		C	X		X					X				
Rogers Capital Corporate Services (Singapore) Pte Limited												X	X			X		X				
Rogers Capital Specialist Services Ltd												X	X					X			A	
Rogers Capital Captive Insurance Management Services Ltd												X	X					A			A	
Rogers Capital Fund Services Ltd							R				R		X				X	X			X	
Rogers Capital Finance Ltd	A			R		A												A				A
Rogers Capital Nominee 1 Ltd													X				X	X			X	
Rogers Capital Investment Advisors Ltd				R				X	X	C								X				
Rogers Capital Ltd	A		X	R			A	X	X	C	A							X				
Rogers Capital Wealth Management Ltd				R										X								
Rogers Capital Payroll Services Ltd		R		R									A				A	X			A	
River Court Nominees Limited					R								X								X	
Rogers Capital Trustees Services Limited											X		A		R				X		A	

C- Chairman X-In office as director A-Appointed as director R-Resigned as director

FINTECH

	Ah Ching Cheong Shaow Woo	Andre Emmanuel Rene	Allagapen Gary Deva	Bundhun Ziyad Abdool Raouf	Radhakeesoon Aruna Lata Vidia	Creutzer Corinne Guillemin	Depierre Yvan	Espitalier-Noël M.H.Philippe	Lenette Didier	Morelli Serge Henri René	Nunkoo Nayendranath	Quintin Remi Herve Jean	Regnbeau Franz	Ruhee Ashley Coomar
AXA Customer Services Ltd					X	X		C		X		R	A	X
Rogers Capital Outsourcing Ltd			X					C						X
Rogers Capital Technology Services Ltd	A	X		R			X	C	R		X			X

OTHER INVESTMENTS

	Bhoyroo Mohammad Yashinn	Chummun Dipak	Radhakeesoon, Aruna Lata Vidia	Curé Karine Marie	D'Hotman De Villiers Marie Joseph Bernard	D'Hotman De Villiers Audrey	De Comarmond Louis Marie Maurice Andre	Espitalier-Noël M.M. Hector	Espitalier-Noël M.H.Philippe	Gunness Lilladhur	Kanhama Denise Do N. Cornelio	Koenig J. H. V. Richard	Leclézio J. M. René	Mamet Jean Evenor Damien	Martins Edmilson De Jesus	Rogers Francois Michel	Wilain Jean-Luc Vincent Marie
Rogers Foundation Ltd				A		X	A		C			X		X		X	
Mauritian Coal & Allied Services Co. Ltd		X	X						X	X			X				C
Fleet Investment Supply and Husbandry Ltd	X																
Rogers Corporate Services Ltd	X																
Jacotet Bay Limited					X			X			X	X			X		

C- Chairman X-In office as director A-Appointed as director R-Resigned as director

Jean Benoit Marie is a trail runner.
Overcoming obstacles demands training,
determination and performance.

FINANCIAL
PERFORMANCE – CONTENTS

DIRECTORS' REPORT

FINANCIAL STATEMENTS

The Directors of Rogers are responsible for the integrity of the audited financial statements of the Group and the Company and the objectivity of the other information presented in these statements.

The Board confirms that, in preparing the audited financial statements, it has:

(i) selected suitable accounting policies and applied them consistently;
(ii) made judgements and estimates that are reasonable and prudent;
(iii) stated whether applicable accounting standards have been followed, subject to any material departures explained in the financial statements;
(iv) kept proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company;
(v) safeguarded the assets of the Company by maintaining internal accounting and administrative control systems and procedures; and
(vi) taken reasonable steps for the prevention and detection of fraud and other irregularities.

GOING CONCERN STATEMENT

On the basis of current projections, we are confident that the Group and the Company have adequate resources to continue operating for the foreseeable future and consider that it is appropriate that the going concern basis in preparing the financial statements be adopted.

INTERNAL CONTROL AND RISK MANAGEMENT

The Board is responsible for the system of Internal Control and Risk Management for the Company and its subsidiaries. The Group is committed to continuously maintain a sound system of risk management and adequate control procedures with a view to safeguarding the assets of the Group. The Board believes that the Group's systems of Internal Control and Risk Management provide reasonable assurance that control and risk issues are identified, reported on and dealt with appropriately.

DONATIONS

For details on political and charitable donations made by the Company, please refer to page 132.

GOVERNANCE

The Board strives to apply principles of good governance within the Company and its subsidiaries.

AUDITED FINANCIAL STATEMENTS

The audited financial statements of the Group and the Company which appear on pages 151 to 224 were approved by the Board on 14 September 2017 and are signed on their behalf by:

Jean-Pierre Montocchio	Philippe Espitalier-Noël
Chairman	Director and CEO

INDEPENDENT AUDITOR'S REPORT

This report is made solely to the members of Rogers and Company Limited (the "Company"), as a body, in accordance with Section 205 of the Companies Act 2001. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Report on the audit of the financial statements

Opinion

We have audited the consolidated financial statements of Rogers and Company Limited and its subsidiaries (the Group), and the Company's separate financial statements on pages 151 to 224 which comprise the Statements of Financial Position as at 30 June 2017, and the Statements of Profit or Loss and Other Comprehensive Income, Statements of Changes in Equity and Statements of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements on pages 151 to 224 give a true and fair view of the financial position of the Group and of the Company as at 30 June 2017, and of their financial performance and their cash flows for the year then ended in accordance with International Financial Reporting Standards and comply with the 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 of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Mauritius, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We provide below our description of how our audit was addressed for each key audit matter identified.

Report on the Financial Statements (contd)

Key Audit Matters (contd)

1. LAND AND BUILDINGS AND INVESTMENT PROPERTIES

As at 30 June 2017, the Group had property, plant and equipment which included land and buildings amounting to Rs 9,010m and investment properties amounting to Rs 11,194m. The significance of the land, buildings and investment properties on the Statements of Financial Position resulted in them being identified as a key audit matter.

Land and buildings are stated at their fair value based on periodic valuations by directors of the Group subsequent to valuation carried out by external valuers, less subsequent depreciation for buildings. The fair value of land and buildings is arrived by using the market value approach.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are carried at fair value as determined annually by the directors subsequent to the valuation carried out by external valuers which is based on the discounted cash flow model and open-market basis as appropriate.

Related Disclosures

Refer to notes 10 and 11 of the accompanying financial statements.

Audit Response

Our audit procedures include testing of design, existence and operating effectiveness of internal control procedures implemented as well as test of details to ensure completeness and accuracy of the land and building through the following:

- Ensured the estimated remaining useful lives and residual values of land and buildings is reasonable, by comparing the directors' estimates to the useful lives of assets with similar characteristics.
- Reviewed the Group's depreciation policy for land and building and verified the inputs to the calculation.
- Performed predictive tests on depreciation charge.
- Checked consistency and reasonableness of the component allocation with previous years.

We tested the key inputs to the valuation of the Group's land and building and investment properties as follows:

- Assessment and discussion of management's process for the valuation exercise and appointment of the external valuers. We also assessed the competence, independence and integrity of the external valuers.
- Obtained the external valuation reports and discussed with the external valuers about the results of their work on a sample of properties. We discussed and challenged the valuation process, performance of the portfolio, significant judgments and assumptions applied to the valuation model, including yields, occupancy rates, capitalisation rates and lease incentives. We benchmarked and challenged the key assumptions to external industry data and comparable property valuation.
- Testing the integrity of a sample of the data provided to the external valuers. This included verifying a sample of information provided to the external valuers to underlying lease agreements.
- Testing land values by comparing the values used by the valuers to land values of similar characteristics.

Report on the Financial Statements (contd)

Key Audit Matters (contd)

2. VALUATION OF GOODWILL

Goodwill amounts to Rs 625m as at 30 June 2017. Management tests goodwill for impairment annually and whether there are indications of impairment. This test and assessment are largely based on expected future cash flows from the latest management planning, extrapolated on the basis of long term revenue expected growth rates and assumptions with regard to terminal values and discount rates. The judgements and the estimates applied in these calculations result in the carrying value of the goodwill being identified as a key audit matter.

Related Disclosures

Refer to note 12 of the accompanying financial statements.

Audit Response

- We checked the validity and reasonableness of the forecasts in line with the assumptions used.
- We performed procedures relating to the disclosures on impairment testing included in the financial statements, looking specifically at the disclosure of assumptions that have the most significant effect on the determination of the recoverable amount of goodwill. In connection with this, we verified whether these disclosures are adequate and provide sufficient insight into the disclosed assumptions and sensitivities of the assumptions underlying the valuation.
- We reviewed the latest management decision with regards to the business model to assess whether the assumptions are in line with the valuation assumptions made.

3. REVENUE RECOGNITION

The Group's revenue is made up of sales of goods and services, management fees, interest, dividend and rental income and revenue from sales of villas. Revenue is measured at the fair value of the consideration received or receivable after eliminating sales within the Group. We focussed on this area due to the significance value of revenue for the Group and the risk attached to the timing of recognition of revenue.

Related Disclosures

Refer to note 3 of the accompanying financial statements.

Audit Response

Our audit procedures to address the risk of material misstatement relating to revenue recognition include:

- An understanding of key controls management has in place to ensure that revenue is recognised in the appropriate period and in line with the respective terms and conditions.
- Testing the operating effectiveness of the key controls, the information used and management's review and approval of revenue recognised.
- Ensuring completeness of income through substantive tests performed, analytical review procedures and cut off tests on the revenue recognised.
- Obtained explanation from management on major variations noted.
- Obtained confirmation from component auditors on the revenues accounted at Group level and any major unadjusted items and weaknesses were reported.
- Ensure all intergroup revenue are eliminated.

INDEPENDENT AUDITOR'S REPORT (CONTD)

Other information

The Directors are responsible for the other information. The other information comprises the information included in the Board of Directors Report; Integrated Reporting including the Chief Finance Executive Report, Served Market Performance; Statement of Compliance; Integrated Risk Management; Other Statutory Disclosures and Directors Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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.

When we read the Integrated Report, if we conclude there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Directors and those charged with governance for the financial statements

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

In preparing the 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 and the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

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

Auditor's responsibilities for the audit of the financial statements (contd)

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

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

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

INDEPENDENT AUDITOR'S REPORT (CONTD)

Report on other legal and regulatory requirements

Companies Act 2001

We have no relationship with, or interests in, the Company or any of its subsidiaries, other than in our capacity as auditors, and dealings in the ordinary course of business.

We have obtained all information and explanations we have required.

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

Financial Reporting Act 2004

The Directors are responsible for preparing the Corporate Governance Report. Our responsibility is to report the extent of compliance with the Code of Corporate Governance as disclosed in the Integrated Report and on whether the disclosure is consistent with the requirements of the Code.

In our opinion, the disclosure in the Integrated Report is consistent with the requirements of the Code.

BDO & Co.
Chartered Accountants
Port Louis,
Mauritius
14 September 2017

Ameenah Ramdin FCCA, ACA
Licensed by FRC

FINANCIAL STATEMENTS

These financial statements have been approved for issue by the board of directors on 14 September 2017.

Jean-Pierre Montocchio
Chairman

Philippe Espitalier-Noël
Director & CEO

STATEMENTS OF PROFIT OR LOSS

Year ended 30 June 2017

		GROUP		COMPANY	
In Rs million	NOTES	2017	2016	2017	2016
Revenue	3	8,663.0	8,167.4	515.8	597.5
Profit from operations before finance costs	4	1,044.8	1,033.6	193.1	294.0
Finance costs	5	(538.7)	(541.4)	(180.2)	(173.6)
Fair value gain on investment properties	11	637.9	385.2	2.8	-
Share of results of jointly controlled entities	14	(16.6)	(49.7)	-	-
Share of results of associated companies	14	(8.2)	88.0	-	-
Profit before exceptional items		1,119.2	915.7	15.7	120.4
Exceptional items					
Excess of fair value of net assets over consideration price	6	144.5	100.5	-	-
(Loss) profit on disposal of financial assets	6	(3.0)	(3.5)	117.7	(3.4)
Profit on sale of properties	6	9.3	6.2	-	-
Profit before taxation		1,270.0	1,018.9	133.4	117.0
Taxation	7	(145.5)	(129.2)	-	-
Profit for the year		1,124.5	889.7	133.4	117.0
Attributable to					
Owners of the parent		485.2	405.1		
Non-controlling interests		639.3	484.6		
Profit for the year		1,124.5	889.7		
Earnings per share	8	Rs1.93	Rs1.61		

The explanatory notes on pages 157 to 224 form an integral part of these financial statements.
Auditor's report on pages 145 to 150.

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year ended 30 June 2017

		GROUP		COMPANY	
In Rs million	NOTES	2017	2016	2017	2016
Profit for the year		1,124.5	889.7	133.4	117.0
Other comprehensive income					
Gains on property revaluation	9	936.0	-	-	-
Remeasurements of post employment benefit obligations	9	28.1	6.2	10.6	(21.8)
Share of other comprehensive income of associated companies	9	(52.6)	(21.1)	-	-
Items that will not be reclassified to profit or loss		911.5	(14.9)	10.6	(21.8)
Exchange differences on translating foreign entities	9	(17.7)	(18.5)	-	-
Gains arising on fair value of available-for-sale financial assets	9	40.1	50.7	57.9	51.4
Share of other comprehensive income of jointly controlled entities	9	(0.3)	(0.6)	-	-
Share of other comprehensive income of associated companies	9	13.6	(11.8)	-	-
Items that may be reclassified subsequently to profit or loss		35.7	19.8	57.9	51.4
Other comprehensive income for the year		947.2	4.9	68.5	29.6
Total comprehensive income for the year		2,071.7	894.6	201.9	146.6
Attributable to					
Owners of the parent		1,081.7	397.4		
Non-controlling interests		990.0	497.2		
Total comprehensive income for the year		2,071.7	894.6		

The explanatory notes on pages 157 to 224 form an integral part of these financial statements.
Auditor's report on pages 145 to 150.

STATEMENTS OF FINANCIAL POSITION

30 June 2017

In Rs million	NOTES	GROUP 2017	GROUP 2016	COMPANY 2017	COMPANY 2016
ASSETS					
Non-current assets					
Property, plant and equipment	10	9,009.9	7,790.4	26.8	22.6
Investment properties	11	11,193.9	10,617.9	128.0	-
Intangible assets	12	836.0	796.8	4.2	5.2
Investment in subsidiary companies	13	-	-	3,773.1	3,308.3
Investment in jointly controlled entities	14	157.2	135.5	-	33.2
Investment in associated companies	14	5,036.6	4,817.4	3,427.2	3,131.2
Investment in financial assets	15	676.8	627.0	661.1	613.2
Non-current receivables	16	68.6	84.7	469.7	1,015.3
Deferred expenditure	17	212.7	150.2	-	-
Total non-current assets		27,191.7	25,019.9	8,490.1	8,129.0
Current assets					
Consumable biological assets	18	86.5	90.7	-	-
Inventories	19	278.3	288.9	-	-
Trade and other receivables	20	2,461.1	3,106.4	41.1	123.1
Amounts receivable from group companies	21	-	-	285.8	395.9
Bank balances and cash	32	888.1	944.1	166.2	18.1
Total current assets		3,714.0	4,430.1	493.1	537.1
Assets classified as held for sale	38	453.1	-	-	-
Total assets		31,358.8	29,450.0	8,983.2	8,666.1
EQUITY AND LIABILITIES					
Capital and reserves					
Share capital	22	1,260.2	1,260.2	1,260.2	1,260.2
Reserves		9,031.0	8,216.9	3,915.3	3,945.3
Equity attributable to owners of the parent		10,291.2	9,477.1	5,175.5	5,205.5
Non-controlling interests	23	7,878.4	6,942.8	-	-
Total equity		18,169.6	16,419.9	5,175.5	5,205.5
Non-current liabilities					
Borrowings	26	7,575.6	7,152.5	2,198.1	1,868.9
Deferred tax liabilities	27	518.7	368.9	-	-
Retirement benefit obligations	28	163.8	180.9	16.1	25.1
Total non-current liabilities		8,258.1	7,702.3	2,214.2	1,894.0
Current liabilities					
Borrowings	26	1,915.6	1,650.2	1,027.5	1,073.6
Trade and other payables	29	2,680.2	3,496.9	182.4	237.7
Amounts payable to group companies	31	-	-	232.4	114.2
Income tax liabilities		17.2	32.2	-	-
Provisions	30	7.4	7.4	-	-
Dividends payable	25	151.2	141.1	151.2	141.1
Total current liabilities		4,771.6	5,327.8	1,593.5	1,566.6
Liabilities directly associated with assets classified as held for sale	38	159.5	-	-	-
Total liabilities		13,189.2	13,030.1	3,807.7	3,460.6
Total equity and liabilities		31,358.8	29,450.0	8,983.2	8,666.1

The explanatory notes on pages 157 to 224 form an integral part of these financial statements.
Auditor's report on pages 145 to 150.

STATEMENTS OF CHANGES IN EQUITY

Year ended 30 June 2017

GROUP In Rs million	NOTES	Share capital	Capital reserves	Revaluation reserves	Translation reserves	Retained earnings	Attributable to owners of the parent	Non-controlling interests	Total
At 1 July 2015		1,260.2	144.7	2,816.5	(97.6)	5,203.1	9,326.9	5,723.0	15,049.9
Effect on issue of shares		-	-	-	-	-	-	548.8	548.8
Dividends	25	-	-	-	-	(221.8)	(221.8)	(193.9)	(415.7)
Profit for the year		-	-	-	-	405.1	405.1	484.6	889.7
Other comprehensive income for the year	9	-	-	51.2	29.7	(88.6)	(7.7)	12.6	4.9
Transfers		-	64.6	(24.8)	-	(39.8)	-	-	-
Changes in ownership interests in subsidiaries that do not result in a loss of control		-	-	-	-	6.3	6.3	10.9	17.2
Acquisition and deconsolidation of group companies		-	1.5	(6.3)	1.7	(28.6)	(31.7)	356.8	325.1
At 30 June 2016		1,260.2	210.8	2,836.6	(66.2)	5,235.7	9,477.1	6,942.8	16,419.9
At 1 July 2016		1,260.2	210.8	2,836.6	(66.2)	5,235.7	9,477.1	6,942.8	16,419.9
Effect on issue of shares		-	-	-	-	-	-	137.2	137.2
Dividends	25	-	-	-	-	(231.9)	(231.9)	(214.8)	(446.7)
Profit for the year		-	-	-	-	485.2	485.2	639.3	1,124.5
Other comprehensive income for the year	9	-	-	607.1	55.4	(66.0)	596.5	350.7	947.2
Transfers		-	(9.5)	(11.7)	10.0	11.2	-	-	-
Movement in reserves		-	7.7	-	-	(14.4)	(6.7)	-	(6.7)
Changes in ownership interests in subsidiaries that do not result in a loss of control		-	-	-	-	(48.1)	(48.1)	26.0	(22.1)
Acquisition and deconsolidation of group companies		-	1.6	4.8	0.4	12.3	19.1	(2.8)	16.3
At 30 June 2017		1,260.2	210.6	3,436.8	(0.4)	5,384.0	10,291.2	7,878.4	18,169.6

COMPANY In Rs million	NOTES	Share capital	Revaluation reserves	Retained earnings	Total
At 1 July 2015		1,260.2	125.9	3,894.6	5,280.7
Dividends	25	-	-	(221.8)	(221.8)
Profit for the year		-	-	117.0	117.0
Other comprehensive income for the year	9	-	51.4	(21.8)	29.6
Transfers		-	(15.3)	15.3	-
At 30 June 2016		1,260.2	162.0	3,783.3	5,205.5
At 1 July 2016		1,260.2	162.0	3,783.3	5,205.5
Dividends	25	-	-	(231.9)	(231.9)
Profit for the year		-	-	133.4	133.4
Other comprehensive income for the year	9	-	57.9	10.6	68.5
At 30 June 2017		1,260.2	219.9	3,695.4	5,175.5

The explanatory notes on pages 157 to 224 form an integral part of these financial statements.
Auditor's report on pages 145 to 150.

STATEMENTS OF CASH FLOWS

Year ended 30 June 2017

		GROUP		COMPANY	
In Rs million	NOTES	2017	2016	2017	2016
OPERATING ACTIVITIES					
Cash generated from (absorbed by) operations	33	1,177.8	1,256.4	(148.5)	(255.0)
Income tax paid		(68.4)	(40.7)	-	-
Net cash flow from (used in) operating activities		1,109.4	1,215.7	(148.5)	(255.0)
INVESTING ACTIVITIES					
Dividends received		123.1	129.2	264.2	213.7
Purchase of financial assets		(571.0)	(957.0)	(693.6)	(618.0)
Proceeds from sale of financial assets		210.9	74.2	117.0	69.5
Interest received		7.8	21.8	45.5	81.6
Difference in exchange		(5.8)	4.8	-	-
Purchase of investment property and property, plant and equipment		(1,008.1)	(835.4)	(140.6)	(13.4)
Proceeds from sale of investment property and property, plant and equipment		61.2	36.5	1.1	1.2
Purchase of intangible assets		(48.3)	(8.8)	(0.2)	(0.2)
Loans granted		(16.2)	(114.9)	(70.5)	(527.2)
Loans recovered		198.9	273.8	743.5	912.7
Acquisition of subsidiaries net of cash	34	(7.2)	(1,497.8)	-	-
Acquisition related costs		-	(52.6)	-	-
Net cash flow (used in) from investing activities		(1,054.7)	(2,926.2)	266.4	119.9
FINANCING ACTIVITIES					
Proceeds from borrowings		2,538.9	3,729.9	606.8	1,131.8
Repayment of borrowings		(1,806.9)	(1,546.1)	(327.1)	(600.3)
Interest paid		(528.9)	(558.6)	(175.7)	(150.2)
Dividends paid to shareholders of Rogers and Company Limited		(221.8)	(216.8)	(221.8)	(216.8)
Dividends paid to outside shareholders of subsidiary companies		(304.1)	(145.9)	-	-
Proceeds from issue of shares by subsidiary companies to non-controlling interests		78.4	486.6	-	-
Net cash flow (used in) from financing activities		(244.4)	1,749.1	(117.8)	164.5
Net (decrease) increase in cash and cash equivalents		(189.7)	38.6	0.1	29.4
Cash and cash equivalents - opening		616.5	590.6	-	(29.4)
Cash and cash equivalents of subsidiary classified as held for sale		3.6	-	-	-
Effects of exchange rate on cash and cash equivalents		1.0	(12.7)	-	-
Cash and cash equivalents - closing	32	431.4	616.5	0.1	-

The explanatory notes on pages 157 to 224 form an integral part of these financial statements.
Auditor's report on pages 145 to 150.

EXPLANATORY NOTES

30 June 2017

1. PRINCIPAL ACCOUNTING POLICIES

The principal accounting policies adopted are as follows:

(a) Basis of preparation

The financial statements comply with the Companies Act 2001 and have been prepared in accordance with International Financial Reporting Standards (IFRS). These policies have been consistently applied to all the periods presented, unless otherwise stated and where necessary, comparative figures have been amended. The financial statements include the consolidated financial statements of the parent company and its subsidiary companies (The Group) and the separate financial statements of the parent company (The Company). The financial statements are presented in Mauritian Rupees and all values are rounded to nearest million (Rs million), except when otherwise indicated.

The financial statements are prepared under the historical cost convention except that:

- land and buildings are carried at revalued amounts
- investment properties are stated at fair value
- investments held-for-trading and available-for-sale financial assets are stated at fair value
- held-to-maturity financial assets are carried at amortised cost
- consumable biological assets are valued at fair value

Note 1 sets out the Group's accounting policies that relate to the financial statements as a whole. Where an accounting policy is specific to one note the policy is described in the note to which it relates.

Standards, Amendments to published Standards and Interpretations effective in the reporting period

The following Standards, Amendments to published Standards and Interpretations are effective in the reporting period and are not expected to have any impact on the Group's financial statements, except for disclosure requirement with regards to Agriculture: Bearer plants (Amendments to IAS 16 and IAS 41):

IFRS 14 Regulatory Deferral Accounts provides relief for first-adopters of IFRS in relation to accounting for certain balances that arise from rate-regulated activities ('regulatory deferral accounts'). IFRS 14 permits these entities to apply their previous accounting policies for the recognition, measurement, impairment and derecognition of regulatory deferral accounts.

Accounting for Acquisitions of Interests in Joint Operations (Amendments to IFRS 11). The amendments clarify the accounting for the acquisition of an interest in a joint operation where the activities of the operation constitute a business. They require an investor to apply the principles of business combination accounting when it acquires an interest in a joint operation that constitutes a business. Existing interests in the joint operation are not remeasured on acquisition of an additional interest, provided joint control is maintained. The amendments also apply when a joint operation is formed and an existing business is contributed.

Clarification of Acceptable Methods of Depreciation and Amortisation (Amendments to IAS 16 and IAS 38). The amendments clarify that a revenue-based method of depreciation or amortisation is generally not appropriate. Amendments clarify that a revenue-based method should not be used to calculate the depreciation of items of property, plant and equipment. IAS 38 now includes a rebuttable presumption that the amortisation of intangible assets based on revenue is inappropriate. This presumption can be overcome under specific conditions.

Equity method in separate financial statements (Amendments to IAS 27). The amendments allow entities to use the equity method in their separate financial statements to measure investments in subsidiaries, jointly controlled entities and associates. IAS 27 currently allows entities to measure their investments in subsidiaries, jointly controlled entities and associates either at cost or at fair value in their separate financial statements. The amendments introduce the equity method as a third option. The election can be made independently for each category of investment (subsidiaries, jointly controlled entities and associates). Entities wishing to change to the equity method must do so retrospectively.

EXPLANATORY NOTES

30 June 2017

1. PRINCIPAL ACCOUNTING POLICIES (CONTD)

(a) Basis of preparation (contd)

Standards, Amendments to published Standards and Interpretations effective in the reporting period (contd)

Agriculture: Bearer plants (Amendments to IAS 16 and IAS 41). IAS 41 now distinguishes between bearer plants and other biological asset. Bearer plants must be accounted for as property, plant and equipment and measured either at cost or revalued amounts, less accumulated depreciation and impairment losses. The Group accounts for bearer plants amounting to Rs 21,9m as property, plant and equipment under IAS 16.

Annual Improvements to IFRSs 2012-2014 cycle

IFRS 5 is amended to clarify that when an asset (or disposal group) is reclassified from 'held for sale' to 'held for distribution' or vice versa, this does not constitute a change to a plan of sale or distribution and does not have to be accounted for as such.

IFRS 7 amendment provides specific guidance for transferred financial assets to help management determine whether the terms of a servicing arrangement constitute 'continuing involvement' and, therefore, whether the asset qualifies for derecognition.

IFRS 7 is amended to clarify that the additional disclosures relating to the offsetting of financial assets and financial liabilities only need to be included in interim reports if required by IAS 34.

IAS 19 amendment clarifies that when determining the discount rate for post-employment benefit obligations, it is the currency that the liabilities are denominated in that is important and not the country where they arise.

IAS 34 amendment clarifies what is meant by the reference in the standard to 'information disclosed elsewhere in the interim financial report' and adds a requirement to cross-reference from the interim financial statements to the location of that information.

Disclosure Initiative (Amendments to IAS 1). The amendments to IAS 1 provide clarifications on a number of issues. An entity should not aggregate or disaggregate information in a manner that obscures useful information. Where items are material, sufficient information must be provided to explain the impact on the financial position or performance. Line items specified in IAS 1 may need to be disaggregated where this is relevant to an understanding of the entity's financial position or performance. There is also new guidance on the use of subtotals. Confirmation that the notes do not need to be presented in a particular order. The share of other comprehensive income arising from equity-accounted investments is grouped based on whether the items will or will not subsequently be reclassified to profit or loss. Each group should then be presented as a single line item in the Statements of Other Comprehensive Income.

Investment entities: Applying the consolidation exception (Amendments to IFRS 10, IFRS 12 and IAS 28). The amendments clarify that the exception from preparing consolidated financial statements is also available to intermediate parent entities which are subsidiaries of investment entities. An investment entity should consolidate a subsidiary which is not an investment entity and whose main purpose and activity is to provide services in support of the investment entity's investment activities. Entities which are not investment entities but have an interest in an associate or jointly controlled entity which is an investment entity have a policy choice when applying the equity method of accounting. The fair value measurement applied by the investment entity associate or jointly controlled entity can either be retained, or a consolidation may be performed at the level of the associate or jointly controlled entity, which would then unwind the fair value measurement.

1. PRINCIPAL ACCOUNTING POLICIES (CONTD)

(a) Basis of preparation (contd)

Standards, Amendments to published Standards and Interpretations issued but not yet effective

Certain standards, amendments to published standards and interpretations issued are effective for accounting periods beginning on or after 1 July 2017, but which the Group has not early adopted.

At the reporting date of these financial statements, the following were in issue but not yet effective:

IFRS 9 Financial Instruments

IFRS 15 Revenue from Contract with Customers

Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 and IAS 28)

IFRS 16 Leases

Recognition of Deferred Tax Assets for Unrealised Losses (Amendments to IAS 12)

Amendments to IAS 7 Statements of Cash Flows

Clarifications to IFRS 15 Revenue from Contracts with Customers

Classification and Measurement of Share-based Payment Transactions (Amendments to IFRS 2)

Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts (Amendments to IFRS 4)

Annual Improvements to IFRSs 2014–2016 Cycle

IFRIC 22 Foreign Currency Transactions and Advance Consideration

Transfers of Investment Property (Amendments to IAS 40)

IFRS 17 Insurance Contracts

IFRIC 23 Uncertainty over Income Tax Treatments

Where relevant, the Group is still evaluating the effect of these Standards, amendments to published Standards and Interpretations issued but not yet effective, on the presentation of its financial statements.

IFRS 9 is of particular importance to the Group. In July 2014, the IASB issued IFRS 9 'Financial Instruments', which is the comprehensive standard to replace IAS 39 'Financial Instruments: Recognition and Measurement', and includes requirements for classification and measurement of financial assets and liabilities, impairment of financial assets and hedge accounting.

EXPLANATORY NOTES

30 June 2017

1. PRINCIPAL ACCOUNTING POLICIES (CONTD)

(a) Basis of preparation (contd)

Standards, Amendments to published Standards and Interpretations issued but not yet effective (contd)

Classification and measurement

The classification and measurement of financial assets will depend on how these are managed (the entity's business model) and their contractual cash flow characteristics. These factors determine whether the financial assets are measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVPL'). In many instances, the classification and measurement outcomes will be similar to IAS 39, although differences will arise. For example, under IFRS 9, embedded derivatives are not separated from host financial assets and equity securities are measured at FVPL or, in limited circumstances, at FVOCI. The combined effect of the application of the business model and the contractual cash flow characteristics tests may result in some differences in the population of financial assets measured at amortised cost or fair value compared with IAS 39. The classification of financial liabilities is essentially unchanged. For certain liabilities measured at fair value, gains or losses relating to changes in the entity's own credit risk are to be included in other comprehensive income.

Impairment

The impairment requirements apply to financial assets measured at amortised cost and FVOCI, and lease receivables and certain loan commitments and financial guarantee contracts. At initial recognition, allowance (or provision in the case of commitments and guarantees) is required for expected credit losses ('ECL') resulting from default events that are possible within the next 12 months ('12-month ECL'). In the event of a significant increase in credit risk, allowance (or provision) is required for ECL resulting from all possible default events over the expected life of the financial instrument ('lifetime ECL'). Financial assets where 12-month ECL is recognised are considered to be 'stage 1'; financial assets which are considered to have experienced a significant increase in credit risk are in 'stage 2'; and financial assets for which there is objective evidence of impairment so are considered to be in default or otherwise credit impaired are in 'stage 3'.

The assessment of whether credit risk has increased significantly since initial recognition is performed for each reporting period by considering the change in the risk of default occurring over the remaining life of the financial instrument, rather than by considering an increase in ECL.

The assessment of credit risk, and the estimation of ECL, are required to be unbiased and probability-weighted, and should incorporate all available information which is relevant to the assessment including information about past events, current conditions and reasonable and supportable forecasts of future events and economic conditions at the reporting date. In addition, the estimation of ECL should take into account the time value of money. As a result, the recognition and measurement of impairment is intended to be more forward-looking than under IAS 39 and the resulting impairment charge will tend to be more volatile. It will also tend to result in an increase in the total level of impairment allowances, since all financial assets will be assessed for at least 12-month ECL and the population of financial assets to which lifetime ECL applies is likely to be larger than the population for which there is objective evidence of impairment in accordance with IAS 39.

Hedge accounting

The general hedge accounting requirements aim to simplify hedge accounting, creating a stronger link between it and risk management strategy and permitting the former to be applied to a greater variety of hedging instruments and risks. The standard does not explicitly address macro hedge accounting strategies, which are being considered in a separate project. To remove the risk of any conflict between existing macro hedge accounting practice and the new general hedge accounting requirements, IFRS 9 includes an accounting policy choice to remain with IAS 39 hedge accounting.

Transition

The classification and measurement and impairment requirements are applied retrospectively by adjusting the opening Statements of Financial Position at the date of initial application, with no requirement to restate comparative periods.

The mandatory application date for the standard as a whole is 1 January 2018, but it is possible to apply the revised presentation for certain liabilities measured at fair value from an earlier date.

1. PRINCIPAL ACCOUNTING POLICIES (CONTD)

(b) Principles of consolidation

The consolidated financial statements include the Company, its subsidiaries, jointly controlled entities and associated companies. The results of subsidiaries, jointly controlled entities and associated companies acquired or disposed of during the year are included in the consolidated Statements of Profit or Loss and Statements of Profit or Loss and Other Comprehensive Income from the date of their acquisition or up to the date of their disposal. The consolidated financial statements have been prepared in accordance with the acquisition method. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred. Acquisition-related costs are expensed as incurred. The excess of the cost of acquisition over the fair value of the net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets acquired, the difference is recognised in the Statements of Profit or Loss of the current year. The consideration for the acquisition includes contingent consideration arrangement. Where a business combination is achieved in stages, the Group's previously held interests in the acquired entity are remeasured to fair value, with the resulting gain or loss recognised in Statements of Profit or Loss. Amounts previously recognised in other comprehensive income are reclassified to profit or loss, where such treatment would be appropriate if that interest were disposed. Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised in equity attributable to owners of the Company. When the Group disposes or loses control of a subsidiary, the profit or loss is calculated as the difference between the consideration received, grossed up for any non-controlling interest, and the fair value of assets (including goodwill) and liabilities. Amounts previously recognised in other comprehensive income are reclassified to profit or loss.

In preparing consolidated financial statements, the Group combines the financial statements of the parent and its subsidiaries on a line by line by adding together like items of assets, liabilities, equity, income and expenses. Intragroup balances and transactions, including income, expenses and dividends are eliminated in full.

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

(c) Impairment of non-financial assets

If the recoverable amount of an asset is estimated to be less than the carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount in which case the impairment loss is treated as a revaluation decrease to the extent of the corresponding revaluation surplus. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, provided 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 as income immediately, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

(d) Foreign currency translation

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (functional currency). The consolidated financial statements are presented in Mauritian Rupees, which is the Group's functional and presentation currency. Foreign currency transactions are translated into Mauritian Rupees using exchange rates prevailing at 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 the Statements of Profit or Loss. Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available-for-sale, are included in other comprehensive income.

EXPLANATORY NOTES

30 June 2017

1. PRINCIPAL ACCOUNTING POLICIES (CONTD)

(d) Foreign currency translation (contd)

The results and financial position of the Group entities that have a functional currency different from Mauritian Rupee are translated into the presentation currency as follows:

- Assets and liabilities for each Statements of Financial Position presented are translated at the closing rate at the reporting date.
- Income and expenses for each Statements of Profit or Loss are translated at average exchange rates.

All resulting exchange differences are recognised in other comprehensive income.

On disposal of foreign entities, such translation differences are recognised in the Statements of Profit or Loss as part of the gain or loss.

(e) Derivative financial instruments

Derivative which comprise of foreign exchange forward contracts are initially recognised at fair value on the dates the derivatives contracts are entered into and are subsequently re-measured at their fair value. These derivatives do not qualify for hedge accounting.

Changes in the fair value of derivatives are recognised immediately in the profit or loss. These derivatives are trading derivatives and are classified as current asset or liability. Changes in fair values of derivatives are included in the profit or loss within finance costs.

(f) Assets classified as held for sale

Assets classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell if their carrying amount is recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only, when the sale is highly probable and the asset is available for immediate sale in its present condition. When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale.

(g) Comparatives

Where necessary, comparative figures have been amended to conform with changes in presentation or in accounting policies in the current year.

(h) Significant accounting judgements and estimates

The preparation of the financial statements requires that management make estimates, judgements and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

Revisions to accounting estimates are recognised in the period in which the estimates are incorporated and in any future periods affected.

Significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are outlined in the relevant note.

2. FINANCIAL RISK MANAGEMENT

Financial risk factors

The Group's activities expose it to a variety of financial risks, including the effects of changes in debt and equity market prices, foreign currency exchange rates and interest rates.

The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group covers to the extent possible exposures through certain hedging operations. Written principles have been established for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and investing excess liquidity.

The Group operates internationally and is exposed to foreign exchange risk arising from various major currencies. Group's entities use forward contracts, whenever possible, to hedge their exposure to foreign currency risk. Each subsidiary is responsible for hedging the net position in each currency by using currency borrowings.

Exposure in major currencies are as follows:

	GROUP					COMPANY
In Rs million	EURO	USD	GBP	Rs & others	Total	Rs & others
30 June 2016						
Non-current financial assets	-	53.9	-	657.8	711.7	1,628.5
Non-current financial liabilities	(179.7)	(261.4)	-	(6,947.9)	(7,389.0)	(1,894.0)
Long term exposure	(179.7)	(207.5)	-	(6,290.1)	(6,677.3)	(265.5)
Current financial assets	967.9	296.9	6.6	2,658.3	3,929.7	535.6
Current financial liabilities	(757.7)	(338.5)	-	(4,135.9)	(5,232.1)	(1,566.6)
Short term exposure	210.2	(41.6)	6.6	(1,477.6)	(1,302.4)	(1,031.0)
Total exposure	30.5	(249.1)	6.6	(7,767.7)	(7,979.7)	(1,296.5)
30 June 2017						
Non-current financial assets	-	52.1	-	693.3	745.4	1,130.8
Non-current financial liabilities	(448.3)	(256.1)	-	(7,035.0)	(7,739.4)	(2,214.2)
Long term exposure	(448.3)	(204.0)	-	(6,341.7)	(6,994.0)	(1,083.4)
Current financial assets	755.0	304.6	5.6	2,126.9	3,192.1	491.1
Current financial liabilities	(827.7)	(589.1)	-	(3,330.2)	(4,747.0)	(1,593.5)
Short term exposure	(72.7)	(284.5)	5.6	(1,203.3)	(1,554.9)	(1,102.4)
Total exposure	(520.9)	(488.5)	5.6	(7,545.0)	(8,548.9)	(2,185.8)

The sensitivity of the net result for the year and equity with regards to the Group's financial assets and liabilities and the EURO to Rupee, USD to Rupee and GBP to Rupee exchange rate is shown in note 2(a).

(a) Foreign exchange risk

If Rupee had strengthened / weakened by 1% against EURO, USD and GBP the financial impact will be as follows:

GROUP In Rs million	2017	2016
Net result for the year (+ / -)	10.0	2.1
Equity (+ / -)	10.0	2.1

EXPLANATORY NOTES

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2. FINANCIAL RISK MANAGEMENT (CONTD)

(b) Interest rate risk

The Group's income and operating cash flows are influenced by changing market interest rates. The Group's borrowings and lendings are contracted at variable rates. The sensitivity of the net result for the year and equity to a possible change in interest rates of + or - 0.25%, with effect from the beginning of the year is shown below.

	GROUP		COMPANY	
In Rs million	2017	2016	2017	2016
Net result for the year (+ / -)	23.7	22.0	8.0	7.0
Equity (+ / -)	23.7	22.0	8.0	7.0

(c) Credit risk

The Group has policies in place to ensure that credit sales of products and services are made to customers after a credit assessment has been carried out and credit terms agreed (Refer to notes 20 and 21). The Group has no significant concentration of credit risk, with exposure spread over a large number of local and overseas customers.

Credit facilities to customers are monitored and the Group has policies in place to identify defaults and recover amounts due. The maximum exposure to credit risk at the reporting date is the fair value of the receivables. Specific provision and portfolio provision are made accordingly.

(d) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities from financial institutions. Due to the dynamic nature of the underlying businesses, Group treasury aims at maintaining flexibility in funding by keeping committed credit facilities with banks.

(e) Derivative financial instruments

The Group entered into foreign exchange contracts for a notional amount of Rs 250.3m (2016 - Rs 563.0m) and a corresponding fair value of Rs 252.2m (2016 - Rs 548.5m).

(f) Capital risk management

The Group and the Company aim at distributing an adequate dividend whilst ensuring that sufficient resources are maintained to continue as a going concern and for expansion. The ratio of debt to equity is used to manage capital risk and is kept below 0.75.

	GROUP		COMPANY	
In Rs million	2017	2016	2017	2016
Debt	9,491.2	8,802.7	3,225.6	2,942.5
Equity	18,169.6	16,419.9	5,175.5	5,205.5
Debt / equity ratio	0.52	0.54	0.62	0.57

(g) Sensitivity analysis - equity price risk

The Group / Company is exposed to equity-price risk mainly because of its strategic investments in equity listed companies on the Stock Exchange of Mauritius. The investments are held for medium term and are exposed to fluctuations in the equity market. A 5% increase (decrease) in the relevant equity prices will increase (decrease) equity by Rs 28.3m (2016 - Rs 25.8m).

Our process as regards to the risk associated with these investments is a monitoring of the entities' annual financial performance and the analysis of their return on investment.

3. REVENUE

Accounting policy

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is shown net of value added tax, returns, rebates and discounts after eliminating sales within the Group.

The Group recognises revenue when it can reliably be measured, it is probable that future economic benefits will flow to the entity and when specific criteria described below are met.

Sales of goods are recognised on the transfer to the customer of the significant risks and rewards of ownership of the goods which generally coincides with delivery date.

Sales of services are recognised when the services have been performed and title have passed.

Management fees are recognised as and when the services are provided.

Interest income is accrued on a time proportion basis using the effective interest method.

Dividend income accrues when the shareholders' right to receive payment is established.

Rental income is recognised in accordance with the substance of the relevant agreement.

Revenue from sale of villas is recognised using the percentage of completion method as construction progresses.

Sale of villas is net of rebates and discounts and is accounted for as follows:

- 30% on signature of sales deed;
- 5% on completion of foundation stage;
- 35% on completion of building envelope;
- 25% on completion of testing of mechanical and electrical works; and
- 5% on submission of key.

	GROUP		COMPANY	
In Rs million	2017	2016	2017	2016
Revenue is made up of				
Sales of goods	902.8	900.5	-	-
Sales of services	7,205.6	6,683.2	-	-
Total sales	8,108.4	7,583.7	-	-
Commission	287.3	301.2	-	-
Other income	189.1	207.9	211.4	202.5
Rent	33.8	31.5	45.5	37.7
Investment income - Quoted	24.0	19.8	52.6	77.0
- Unquoted	8.0	4.3	154.5	196.8
Interest income	12.4	19.0	51.8	83.5
Total revenue	8,663.0	8,167.4	515.8	597.5

EXPLANATORY NOTES

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4. PROFIT FROM OPERATIONS BEFORE FINANCE COSTS

	GROUP		COMPANY	
In Rs million	2017	2016	2017	2016
Revenue (note 3)	8,663.0	8,167.4	515.8	597.5
Sundry income	18.1	9.7	1.5	0.1
Total income	8,681.1	8,177.1	517.3	597.6
Changes in inventories of finished goods and work in progress	(10.6)	76.9	-	-
Cost of raw materials, consumables and outsourced services	(3,817.3)	(3,773.1)	-	-
Employee benefits expense:				
Wages, salaries and related expense	(1,804.0)	(1,472.5)	(159.2)	(155.0)
Pension plans and other retirement benefit costs	(104.4)	(104.5)	(17.5)	(14.9)
Depreciation and amortisation	(352.5)	(324.7)	(12.3)	(12.2)
Foreign exchange differences	68.4	71.3	-	-
Other expenses and services including professional services	(1,615.9)	(1,616.9)	(135.2)	(121.5)
Profit from operations before finance costs	1,044.8	1,033.6	193.1	294.0

5. FINANCE COSTS

Accounting policy

Finance costs comprise of interest on borrowings using the effective interest method or the contractual rate and accrue to the period end.

	GROUP		COMPANY	
In Rs million	2017	2016	2017	2016
The finance costs are on				
Bank overdrafts	28.5	22.6	2.6	4.0
Bank loans & other loans repayable by instalments	303.3	284.1	8.2	4.1
Bank loans & other loans not repayable by instalments	197.8	223.3	169.3	165.4
Finance leases	9.1	11.4	0.1	0.1
Total finance costs	538.7	541.4	180.2	173.6

6. EXCEPTIONAL ITEMS

Accounting policy

Exceptional items are material items of income or expense that have been disclosed separately in the Statements of Profit or Loss to clarify understanding of financial performance.

	GROUP		COMPANY	
In Rs million	2017	2016	2017	2016
Excess of fair value of share of net assets over consideration price (see a)	144.5	100.5	-	-
(Loss) profit on disposal of financial assets (see b)	(3.0)	(3.5)	117.7	(3.4)
Profit on sale of properties (see c)	9.3	6.2	-	-
Total exceptional items	150.8	103.2	117.7	(3.4)

Profit (losses) in 2017 arose mainly from:

(a) (i) the acquisition by Rogers and Company Limited of an additional holding of 3.5% in its associated company, New Mauritius Hotels Ltd.

(ii) an excess of value over net assets of an associated company upon a share buyback transaction.

(b) (i) the restructuration of the share capital and investments of Rogers Capital Ltd, whereby the Company disposed of its holding in Rogers Capital Technology Services Ltd and Axa Customer Services Ltd to Rogers Capital Ltd.

(ii) the disposal of its holding in SWTD Bis Ltd by the Company.

(c) the disposal of properties by Cie. Sucrière de Bel Ombre Ltd, a subsidiary company.

7. TAXATION

Accounting policy

The tax expense comprises of current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current tax

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

Deferred tax

Deferred income tax is recognised on temporary differences arising between the expected tax bases of assets and liabilities and their carrying amounts in the financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction which affects neither the accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets have been recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

For the purposes of measuring deferred tax liabilities and deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

EXPLANATORY NOTES

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7. TAXATION (CONTD)

Significant accounting judgements and estimates

In determining the amount of current and deferred tax the Group relies on estimates and assumptions and may involve a series of judgements about future events. Assumptions are made about the application of income tax legislation. These assumptions are subject to risk and uncertainty and there is a possibility that changes in circumstances will alter expectations which may impact the amount of deferred tax assets, liabilities and provision for income taxes recorded in the Statements of Financial Position. In these circumstances the carrying amount of deferred tax assets, liabilities and provision for income taxes may change impacting the profit or loss of the Group.

	GROUP		COMPANY	
In Rs million	2017	2016	2017	2016
Provision for the year (15% - 35%) - (2016: 15% - 35%)	71.1	69.5	-	-
Under (over) provision in previous years	0.6	(5.1)	-	-
Movement in deferred taxation (note 27)	73.8	64.8	-	-
Taxation for the year	145.5	129.2	-	-

The effective tax rate differs from that determined by applying the statutory income tax rate to profit before taxation. This is due primarily to different tax rates, investment allowance, non-deductible expenses, tax exempt income, tax credit income and unused tax losses.

	GROUP		COMPANY	
	2017	2016	2017	2016
	%	%	%	%
Reconciliation of effective tax rate is as follows				
Tax rate applicable	15.0	15.0	15.0	15.0
Allowable and non-allowable tax items	(12.9)	(11.1)	(16.8)	(0.4)
Recognised tax losses	(4.5)	(5.4)	-	(14.6)
Unrecognised tax losses	7.5	7.2	1.8	-
Difference between local tax rate and other rates	1.2	1.7	-	-
Deferred tax impact	6.4	7.4	-	-
Effective tax rate	12.7	14.8	-	-

8. EARNINGS PER SHARE

Accounting policy

Basic earnings per share (EPS) is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

GROUP In Rs million	2017	2016
Profit attributable to owners of the parent	485.2	405.1
Adjustments for exceptional items	(145.0)	(64.2)
Profit attributable to the owners of the parent before exceptional items	340.2	340.9
Number of shares in issue	252,045,300	252,045,300
Earnings per share (in Rs)	1.93	1.61
Earnings per share (excluding exceptional items) (in Rs)	1.35	1.35

EXPLANATORY NOTES

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9. OTHER COMPREHENSIVE INCOME

GROUP In Rs million	Revaluation reserves	Translation reserves	Retained earnings	Attributable to owners of the parent	Non-controlling interests	Total
30 June 2017						
Gains arising during the year	624.8	-	-	624.8	388.7	1,013.5
Deferred tax on revaluation of properties	(59.9)	-	-	(59.9)	(17.6)	(77.5)
Gains on property revaluation	564.9	-	-	564.9	371.1	936.0
Gains arising during the year (note 28)	-	-	24.5	24.5	4.5	29.0
Income tax	-	-	(0.9)	(0.9)	-	(0.9)
Remeasurement of post employment benefit obligations	-	-	23.6	23.6	4.5	28.1
Share of other comprehensive income of associated companies	(40.0)	-	(12.6)	(52.6)	-	(52.6)
Other comprehensive income that will not be reclassified to profit or loss	524.9	-	11.0	535.9	375.6	911.5
Exchange differences on translating foreign entities	-	(3.4)	-	(3.4)	(14.3)	(17.7)
Gains (losses) arising on fair value of available-for-sale financial assets	50.7	-	-	50.7	(10.6)	40.1
Share of other comprehensive income of jointly controlled entities	-	(0.3)	-	(0.3)	-	(0.3)
Share of other comprehensive income of associated companies	31.5	59.1	(77.0)	13.6	-	13.6
Other comprehensive income that may be reclassified subsequently to profit or loss	82.2	55.4	(77.0)	60.6	(24.9)	35.7
Other comprehensive income for the year ended 30 June 2017	607.1	55.4	(66.0)	596.5	350.7	947.2
30 June 2016						
Gains arising during the year (note 28)	-	-	2.7	2.7	6.3	9.0
Income tax	-	-	(1.9)	(1.9)	(0.9)	(2.8)
Remeasurement of post employment benefit obligations	-	-	0.8	0.8	5.4	6.2
Share of other comprehensive income of associated companies	56.0	-	(77.1)	(21.1)	-	(21.1)
Other comprehensive income that will not be reclassified to profit or loss	56.0	-	(76.3)	(20.3)	5.4	(14.9)
Exchange differences on translating foreign entities	-	(25.4)	-	(25.4)	6.9	(18.5)
Gains (losses) arising on fair value of available-for-sale financial assets	50.9	-	-	50.9	(0.2)	50.7
Share of other comprehensive income of jointly controlled entities	(0.7)	(0.2)	-	(0.9)	0.3	(0.6)
Share of other comprehensive income of associated companies	(55.0)	55.3	(12.3)	(12.0)	0.2	(11.8)
Other comprehensive income that may be reclassified subsequently to profit or loss	(4.8)	29.7	(12.3)	12.6	7.2	19.8
Other comprehensive income for the year ended 30 June 2016	51.2	29.7	(88.6)	(7.7)	12.6	4.9

9. OTHER COMPREHENSIVE INCOME (CONTD)

COMPANY In Rs million	Revaluation reserves	Retained earnings	Total
30 June 2017			
Gains arising on remeasurement of post employment benefit obligations	-	10.6	10.6
Other comprehensive income that will not be reclassified to profit or loss	-	10.6	10.6
Gains arising on fair value of available-for-sale financial assets	57.9	-	57.9
Other comprehensive income that may be reclassified subsequently to profit or loss	57.9	-	57.9
Other comprehensive income for the year ended 30 June 2017	57.9	10.6	68.5
30 June 2016			
Losses arising on remeasurement of post employment benefit obligations	-	(21.8)	(21.8)
Other comprehensive income that will not be reclassified to profit or loss	-	(21.8)	(21.8)
Gains arising on fair value of available-for-sale financial assets	51.4	-	51.4
Other comprehensive income that may be reclassified subsequently to profit or loss	51.4	-	51.4
Other comprehensive income for the year ended 30 June 2016	51.4	(21.8)	29.6

EXPLANATORY NOTES

30 June 2017

10. PROPERTY, PLANT AND EQUIPMENT

Accounting policy

Property, plant and equipment is stated at cost, except for land and buildings, net of accumulated depreciation and accumulated impairment losses, if any.

Such cost includes the cost of replacing part of the property, plant and equipment and borrowing costs for long term construction projects if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation, respectively. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the Statements of Profit or Loss as incurred.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statements of Profit or Loss when the asset is derecognised.

Land and buildings held for use in the production or supply of goods or services or for administrative purposes, are stated in the Statements of Financial Position at fair value based on valuation performed normally every three years.

The Group accounts for land and buildings at fair value based on revaluation exercise carried out by qualified independent valuers in June 2017. All fair valuations are categorised in 'level 3' as per IFRS 13 definition.

The fair value of land and buildings is arrived by using the Market Value Approach.

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

Bearer biological assets comprise of replantation costs relating to bearer canes and anthurium plants. Cane replantation costs are capitalised and amortised over a period of seven years, one year after the expenses have been incurred. Anthurium plants are valued at cost less amortisation.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposal are determined by comparing the proceeds with the carrying amount and are recognised in the Statements of Profit or Loss.

When revalued assets are sold, the corresponding amounts included in revaluation reserves are transferred to retained earnings.

Depreciation

Freehold land is not depreciated. Depreciation on property, plant and equipment is calculated on the straight line method to write off the cost or revalued amounts of the assets to their residual values as follows:

	%
Buildings	2 - 4
Plant & equipment	15 - 100
Vehicles	15 - 25
Hotel buildings	3 - 4
Bearer plants	14

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

Borrowing costs

Interest costs on borrowings to finance the construction of property, plant and equipment are capitalised during the period of time that is required to complete and prepare the asset for its intended use, as part of the cost of the asset.

All other borrowing costs are expensed in the year they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

10. PROPERTY, PLANT AND EQUIPMENT (CONTD)

Significant accounting judgements and estimates

Revaluation exercise is normally carried out every 3 years by Independent Qualified Valuers. Their assumptions are generally based on the value determinants affecting market conditions at the relevant time.

The techniques used are as follows:

- Where there are a significant number of similar transactions on the market, the market sales comparison approach are usually based upon to determine the open market values of both the land, freehold or leasehold and the buildings as well as the built-up improvements.
- For properties which are not regularly transacted on the open market, more particularly specialised properties, the depreciated replacement cost approach are used for the buildings and built-up improvements and the market sales comparison approach for the land component.
- For the unimproved sites, the basis of valuation remains the market sales approach, assuming the amount for which this asset could be exchanged between knowledgeable willing parties in an arm's length transaction.
- The estimates in relation to bearer biological assets include the cost of land preparation and planting costs of bearer canes and anthurium plants.

Estimate of useful lives and residual value

The depreciation and amortisation charge calculation require an estimate of the economic useful lives of the different assets. The Group uses historical experience and comparable market available data to determine useful lives.

EXPLANATORY NOTES

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10. PROPERTY, PLANT AND EQUIPMENT (CONTD)

GROUP In Rs million	Land and buildings	Plant and equipment	Vehicles	Bearer plants	Total
Cost or valuation					
At 1 July 2015 (Restated) (note c)	7,308.2	2,273.9	316.5	80.0	9,978.6
Additions	120.5	266.6	45.1	2.9	435.1
Disposals	-	(60.5)	(27.9)	-	(88.4)
Exchange differences	-	(5.9)	(2.3)	-	(8.2)
Acquisition of subsidiaries	23.3	124.5	6.4	-	154.2
At 30 June 2016 (Restated) (note c)	7,452.0	2,598.6	337.8	82.9	10,471.3
Additions	364.8	285.5	62.0	6.1	718.4
Disposals	(121.3)	(154.2)	(51.0)	-	(326.5)
Revaluation adjustment	550.1	-	-	-	550.1
Exchange differences	(9.8)	(6.4)	3.4	-	(12.8)
Impairment	(18.6)	-	-	-	(18.6)
Transfer to assets classified as held for sale (note 38)	(0.9)	(0.5)	-	-	(1.4)
Acquisition of subsidiaries	-	3.3	1.6	-	4.9
At 30 June 2017	8,216.3	2,726.3	353.8	89.0	11,385.4
Depreciation and impairment					
At 1 July 2015 (Restated) (note c)	338.2	1,808.1	202.1	61.4	2,409.8
Charge for the year	88.7	180.6	37.3	2.7	309.3
Disposal adjustment	-	(58.5)	(23.1)	-	(81.6)
Exchange differences	0.2	(3.6)	(2.0)	-	(5.4)
Acquisition of subsidiaries	-	45.1	3.7	-	48.8
At 30 June 2016 (Restated) (note c)	427.1	1,971.7	218.0	64.1	2,680.9
Charge for the year	105.5	172.5	47.2	3.0	328.2
Disposal adjustment	-	(124.1)	(43.9)	-	(168.0)
Revaluation adjustment	(463.4)	-	-	-	(463.4)
Exchange differences	-	(2.9)	(0.2)	-	(3.1)
Impairment	(2.2)	-	-	-	(2.2)
Transfer to assets classified as held for sale (note 38)	(0.3)	(0.2)	-	-	(0.5)
Acquisition of subsidiaries	-	2.0	1.6	-	3.6
At 30 June 2017	66.7	2,019.0	222.7	67.1	2,375.5
Carrying value					
At 30 June 2017	8,149.6	707.3	131.1	21.9	9,009.9
At 30 June 2016 (Restated) (note c)	7,024.9	626.9	119.8	18.8	7,790.4
Carrying value of assets pledged					
At 30 June 2017	8,108.3	625.2	129.6	-	8,863.1
At 30 June 2016 (note c)	6,969.4	590.1	124.6	-	7,684.1

10. PROPERTY, PLANT AND EQUIPMENT (CONTD)

(a) Additions include Rs 94.5m (2016 - Rs 52.1m) of assets held under finance leases.

(b) The Group accounts for land and buildings at revalued amounts derived from a revaluation exercise carried out by independent valuers in June 2017.

(c) The Group has adopted the amendments made to IAS 16 and IAS 41 in relation to bearer plants. Bearer plants were reclassified to property, plant and equipment during the year ended 30 June 2017 along with comparative figures.

COMPANY In Rs million	Land and buildings	Plant and equipment	Vehicles	Total
Cost or valuation				
At 1 July 2015	3.7	172.9	40.0	216.6
Additions	-	2.7	10.4	13.1
Disposals	-	(3.0)	(7.8)	(10.8)
At 30 June 2016	3.7	172.6	42.6	218.9
Additions	-	1.8	13.5	15.3
Disposals	-	(1.5)	(13.2)	(14.7)
At 30 June 2017	3.7	172.9	42.9	219.5
Depreciation and impairment				
At 1 July 2015	1.8	169.0	24.8	195.6
Charge for the year	0.1	3.3	6.7	10.1
Disposal adjustment	-	(3.0)	(6.4)	(9.4)
At 30 June 2016	1.9	169.3	25.1	196.3
Charge for the year	0.9	2.9	7.3	11.1
Disposal adjustment	-	(1.5)	(13.2)	(14.7)
At 30 June 2017	2.8	170.7	19.2	192.7
Carrying value				
At 30 June 2017	0.9	2.2	23.7	26.8
At 30 June 2016	1.8	3.3	17.5	22.6
Carrying value of assets pledged				
At 30 June 2017	0.9	2.2	23.7	26.8
At 30 June 2016	1.8	3.3	17.5	22.6

EXPLANATORY NOTES

30 June 2017

10. PROPERTY, PLANT AND EQUIPMENT (CONTD)

	In Rs million	GROUP 2017	GROUP 2016	COMPANY 2017	COMPANY 2016
(i)	Land and buildings represent				
	Freehold land and buildings	7,648.3	6,947.8	3.7	3.7
	Buildings standing on leasehold land	568.0	504.2	-	-
	Land and buildings	8,216.3	7,452.0	3.7	3.7
	On the Cost basis, these properties would have been as follows:				
	Cost	2,804.7	2,439.9	3.7	3.7
	Accumulated depreciation	(880.8)	(775.3)	(2.8)	(1.9)
	Carrying value	1,923.9	1,664.6	0.9	1.8
(ii)	**Leased assets**				
	Plant and equipment	115.7	115.6	-	-
	Vehicles	153.9	153.0	4.0	4.0
	Cost	269.6	268.6	4.0	4.0
	Plant and equipment	64.9	61.2	-	-
	Vehicles	74.4	82.9	4.0	3.7
	Accumulated depreciation	139.3	144.1	4.0	3.7
	Plant and equipment	50.8	54.4	-	-
	Vehicles	79.5	70.1	-	0.3
	Carrying value	130.3	124.5	-	0.3

11. INVESTMENT PROPERTIES

Accounting policy

Investment properties which are held for rental outside the Group, capital appreciation or both are stated at fair value at the end of each reporting year. The Group accounts for land and buildings at fair valuation, based on revaluation exercises carried out by qualified independent valuers. Gains or losses arising from changes in fair value are included in Statements of Profit or Loss in the year in which they arise. Properties that are being constructed or developed for future use as investment properties are treated as investment properties.

Investment properties are derecognised when they are disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the Statements of Profit or Loss in the year of derecognition.

Significant accounting judgements and estimates

Commercial properties

(a) The investment properties were valued at year end by Messrs Jones Lang Lasalle as independent valuers, except for land at Domaine Sam with a carrying amount of Rs 28.3m. The Directors estimate that the carrying amount of Land at Domaine Sam reflects the fair value.

(b) The investment properties are classified as level 3 on the fair value hierarchy.

The basis of valuation is 'Market Value' and this is defined by the Royal Institute of Chartered Surveyor, South African Institute of Valuers and International Valuation Standards Committee.

The fair value of the properties have been computed using the discounted cash flow method (DCF). The expected future net income for 5 years has been discounted at an appropriate discount rate and added to the estimated reversionary value. The reversionary value has been computed by capitalising the net income prevailing at the end of the cash flow projections and discounting at an appropriate rate.

The DCF valuation is also the approach by which private, institutional, local and overseas investors analyse property for investment purposes to estimate the market value. This methodology also takes into account the time value of money between the valuation date and the date when the income stream theoretically reverts to market levels.

Main input used in the valuation of commercial properties is as follows:

Reversionary rate	7.50% - 12.25%
Discount rate	12.50% - 16.75%
Market rental growth	5%
Expense growth	5%
Net operating income from properties	Rs 1.2m - Rs 452m
DCF period	5 years

Real estate properties

The investment property is valued at fair value on an open-market basis by Gexim Real Estate Ltd. The valuation methodology is the open-market value basis and the fair value is classified as level 2.

The valuation consideration takes into account the following:
- the location of the property;
- existing new tarred road and utilities;
- that this area forms part of an established IRS development with clearances and permits in hand;
- the existing facilities that it will enjoy; and
- a stable market.

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11. INVESTMENT PROPERTIES (CONTD)

Industrial properties

The investment property was valued at year end by Noor Dilmohamed and Associates as independent valuer. The valuation methodology is the open-market value basis and the fair value is classified as level 2.

The valuation consideration takes into account the following:
- the location of the site;
- the quality of immediate surroundings;
- the physical conditions of the buildings;
- the extent of wear and tear; and
- the level of maintenance.

GROUP In Rs million	Level 2	Level 3	2017	2016
At 1 July	348.6	10,269.3	10,617.9	4,051.1
Additions	-	419.8	419.8	380.9
Disposals	-	(18.3)	(18.3)	(20.5)
Gains from fair value adjustment	1.7	636.2	637.9	385.2
Exchange differences	(11.7)	(1.4)	(13.1)	2.3
Transfer	-	-	-	(75.2)
Transfer to assets classified as held for sale	-	(450.3)	(450.3)	-
Acquisition of subsidiaries	-	-	-	5,894.1
At 30 June	338.6	10,855.3	11,193.9	10,617.9
Value of assets pledged			3,959.0	3,753.0
Rental income			766.1	723.6
Direct operating expenses arising from investment properties that generate rental income			309.7	291.9
Direct operating expenses that did not generate rental income			28.2	26.6

COMPANY In Rs million	2017
At 1 July	-
Additions	125.2
Gains from fair value adjustment	2.8
At 30 June	128.0
Value of assets pledged	-
Rental income	12.9
Direct operating expenses arising from investment properties that generate rental income	10.1
Direct operating expenses that did not generate rental income	0.1

12. INTANGIBLE ASSETS

Accounting policy

Goodwill

Goodwill on acquisition of subsidiaries is included in intangible assets. Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non controlling interest in the acquiree and the fair value of previously held equity interest in the acquiree over the amounts of identifiable assets acquired and liabilities assumed. If, after reassessment, the Group's interest in the fair value of the acquiree's identifiable net assets exceeds the sum of consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree the excess is recognised immediately in the Statements of Profit or Loss. Differences from non-controlling interests acquired after control has been obtained, are set-off against equity. Goodwill is carried at cost less accumulated impairment losses.

Annual impairment tests applied to goodwill are carried out using discounted cash flow methods. This is done on the basis of expected future cash flows from the latest management planning, which are extrapolated on the basis of long-term revenue growth rates and assumptions with regard to margin development, and discounted for the capital costs of the business unit. Tests are performed at the cash generating unit (CGU) level. This test is applicable to all goodwill, except for one investment where fair value less cost to sell is used.

On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the gains and losses on disposal.

Other purchased goodwill consists mainly of premium paid by certain subsidiaries for acquiring agencies. This goodwill is either tested for impairment or amortised over a finite period of time to determine its carrying amount at the end of the year.

Computer software

Costs that are directly associated with identifiable software which will generate economic benefits beyond one year are recognised as intangible assets and are amortised over their estimated useful lives using straight line method.

Amortisation rates: 12% - 50%

Significant accounting judgements and estimates

Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. For acquired goodwill the value of the investment is based on a five year discounted cash flow method. The discount rate is estimated by management using a risk free rate of 5.05% based on the currently available interest rate and an estimated risk premium of 6.39%. This test is applicable to all goodwill, except for one investment where fair value less cost to sell is used.

At the end of the reporting year, the Group assessed the recoverable amount of goodwill and determined that there is no impairment to goodwill.

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12. INTANGIBLE ASSETS (CONTD)

GROUP In Rs million	Goodwill on acquisition	Software	Others	Total
Cost				
At 1 July 2015	308.8	184.8	164.2	657.8
Additions	56.6	10.7	-	67.3
Disposals	-	(5.1)	-	(5.1)
Excess of fair value of net assets over consideration price	(119.1)	-	-	(119.1)
Impairment	-	(2.3)	-	(2.3)
Exchange differences	-	0.1	0.3	0.4
Deconsolidation of subsidiaries	(1.7)	-	(2.0)	(3.7)
At 30 June 2016	244.6	188.2	162.5	595.3
Additions	3.3	9.1	40.2	52.6
Disposals	-	(0.8)	-	(0.8)
Impairment	-	(2.2)	-	(2.2)
Exchange differences	-	0.2	(1.4)	(1.2)
Acquisition of subsidiaries	-	1.4	2.9	4.3
At 30 June 2017	247.9	195.9	204.2	648.0
Amortisation				
At 1 July 2015	(258.2)	162.3	9.3	(86.6)
Charge for the year	-	10.7	1.2	11.9
Disposal adjustment	-	(3.4)	-	(3.4)
Excess of fair value of net assets over consideration price	(119.1)	-	-	(119.1)
Impairment	-	(1.8)	-	(1.8)
Exchange differences	-	-	(0.5)	(0.5)
Deconsolidation of subsidiaries	-	-	(2.0)	(2.0)
At 30 June 2016	(377.3)	167.8	8.0	(201.5)
Charge for the year	-	8.2	2.7	10.9
Disposal adjustment	-	(0.8)	-	(0.8)
Transfer	-	(0.5)	0.5	-
Acquisition of subsidiaries	-	0.5	2.9	3.4
At 30 June 2017	(377.3)	175.2	14.1	(188.0)
Carrying value				
At 30 June 2017	625.2	20.7	190.1	836.0
At 30 June 2016	621.9	20.4	154.5	796.8

12. INTANGIBLE ASSETS (CONTD)

COMPANY In Rs million	Software	Others	Total
Cost			
At 1 July 2015	23.8	3.7	27.5
Additions	0.2	-	0.2
At 30 June 2016	24.0	3.7	27.7
Additions	0.2	-	0.2
At 30 June 2017	24.2	3.7	27.9
Amortisation			
At 1 July 2015	20.4	-	20.4
Charge for the year	2.1	-	2.1
At 30 June 2016	22.5	-	22.5
Charge for the year	1.2	-	1.2
At 30 June 2017	23.7	-	23.7
Carrying value			
At 30 June 2017	0.5	3.7	4.2
At 30 June 2016	1.5	3.7	5.2

13. INVESTMENT IN SUBSIDIARY COMPANIES

Accounting policy

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

	COMPANY In Rs million	2017	2016
(a)	At 1 July	3,308.3	3,253.5
	Additions	519.1	58.5
	Disposals	(77.4)	-
	Reversal of provision	23.1	-
	Impairment	-	(3.7)
	At 30 June	3,773.1	3,308.3

EXPLANATORY NOTES

30 June 2017

13. INVESTMENT IN SUBSIDIARY COMPANIES (CONTD)

(b) The financial statements of the following subsidiaries have been included in the consolidated financial statements.

	Issued capital	Proportion of ownership interests Direct	Indirect	Proportion of effective ownership interests held by non-controlling interests	Principal activity
	Rs 000	%	%	%	
FINTECH					
Enterprise Information Systems Ltd (Kenya)	-	-	100.0	49.4	IT services
River Court Nominees Limited	100	-	100.0	49.4	Global business
Rogers Capital Accounting Services Ltd	-	-	100.0	49.4	Global business
* Rogers Capital Actuarial Services Ltd	1,100	-	100.0	49.4	Actuarial services
Rogers Capital Business Services Ltd	-	-	100.0	49.4	Global business
Rogers Capital Captive Insurance Management Services Ltd	2,215	-	100.0	49.4	Global business
Rogers Capital City Executives Ltd	50	-	100.0	49.4	Global business
Rogers Capital Corporate Services (Singapore) Pte Ltd	238	-	100.0	49.4	Global business
Rogers Capital Corporate Services Ltd	782	-	100.0	49.4	Global business
* Rogers Capital Finance Ltd	1	-	100.0	49.4	Dormant
Rogers Capital Fund Services Ltd	500	-	100.0	49.4	Global business
Rogers Capital Investment Advisors Ltd	8,000	-	100.0	49.4	Asset management
Rogers Capital Ltd	449,739	50.6	-	49.4	Investment
Rogers Capital Nominee 1 Ltd	-	-	100.0	49.4	Global business
Rogers Capital Nominee 2 Ltd	-	-	100.0	49.4	Global business
Rogers Capital Nominee Ltd	-	-	100.0	49.4	Global business
Rogers Capital Outsourcing Ltd	15,000	-	100.0	49.4	IT services
* Rogers Capital Payroll Services Ltd	10	-	100.0	49.4	Payroll services
Rogers Capital Specialist Services Ltd	100	-	100.0	49.4	Global business
Rogers Capital Technology Services Ltd	15,977	-	100.0	49.4	IT services
Rogers Capital Trustees Services Ltd	1,400	-	100.0	49.4	Global business
Rogers Capital Wealth Management Ltd	601	-	100.0	49.4	Investment
HOSPITALITY					
Adnarev Ltd	76,464	-	100.0	22.0	Hotel
Ario (Seychelles) Ltd	47	-	100.0	-	GSA of airlines
BEAVIA Kenya Limited	36	-	70.0	30.0	Travel agency
Blue Alize Ltd	-	-	80.0	20.0	Catamaran sightseeing
Blue Sky Réunion SAS	2,813	-	100.0	-	Travel agency
BS Travel Management Limitada	216	-	100.0	-	GSA of airlines
BS Travel Management Ltd	25,000	-	100.0	-	Travel agency
BS Travel Mayotte	325	-	100.0	-	Travel agency
Croisières Australes Ltée	3,225	-	100.0	-	Catamaran sightseeing
GSAfrica Airline Services (Pty) Ltd	6,509	-	100.0	-	GSA of airlines
Heritage Events Company Ltd	100	-	100.0	22.0	Investment
Heritage Golf Club Ltd	310,350	-	100.0	35.6	Golf course
Plaisance Air Transport Services Ltd	1,500	-	100.0	-	Warehousing
Resaplanet Ltd	19,094	-	90.5	9.5	Online tour operating
Rogers Aviation (Mauritius) Ltd	2,525	-	100.0	-	GSA of airlines
Rogers Aviation Comores S.A.R.L.	824	-	100.0	-	GSA of airlines
Rogers Aviation France S.A.R.L.	20,760	-	100.0	-	Investment
Rogers Aviation Holding Company Ltd	115,410	100.0	-	-	Investment
Rogers Aviation International Ltd	51,390	-	100.0	-	GSA of airlines
Rogers Aviation Kenya Ltd	396	-	100.0	-	GSA of airlines

13. INVESTMENT IN SUBSIDIARY COMPANIES (CONTD)

(b) The financial statements of the following subsidiaries have been included in the consolidated financial statements.

	Issued capital	Proportion of ownership interests Direct	Indirect	Proportion of effective ownership interests held by non-controlling interests	Principal activity
	Rs 000	%	%	%	
HOSPITALITY (CONTD)					
Rogers Aviation Madagascar S.A.R.L.	1,910	-	100.0	-	GSA of airlines
Rogers Aviation Mayotte S.A.R.L.	490	-	100.0	-	GSA of airlines
Rogers Aviation Mozambique Limitada	54	-	100.0	-	GSA of airlines
Rogers Aviation Reunion	20,001	-	100.0	-	GSA of airlines
Rogers Aviation Senegal S.A.R.L.	-	-	100.0	-	GSA of airlines / Travel / Tour operator
Rogers Aviation South Africa (Pty) Ltd	524	-	100.0	-	GSA of airlines
Seven Colours Spa Ltd	20,025	-	100.0	22.0	Management services
Transcontinent S.A.R.L.	617	-	66.6	33.4	Travel agency
Travelia S.A.R.L.	461	-	90.5	9.5	Online tour operating
* Veranda Tamarin Ltd	160,000	-	51.0	60.2	Hotel
VLH Ltd	278,329	76.2	4.8	22.0	Hotel
VLH Training Ltd	1,015	-	100.0	22.0	Training
Yacht Management Ltd	10	-	51.0	49.0	Boat cruises
LOGISTICS					
Associated Container Services Ltd	18,301	-	100.0	33.3	Port related services
Cargo Express Madagascar S.A.R.L.	168	-	100.0	33.8	Freight forwarding
Express Logistics Solutions Ltd	1	-	100.0	33.8	Dormant
FOM Warehouse Ltd	100	45.7	54.3	17.0	Port related services
Freeport Operations (Mtius) Ltd	133,447	-	100.0	34.7	Port related services
General Cargo Services Limited	889	-	100.0	66.2	Transport and port related services
Gencargo (Transport) Limited	1,422	-	80.0	73.0	Transport services
Logistics Solutions Ltd	360,483	1.4	98.6	33.3	Investment
MTL Logistics and Distribution Co Ltd	1,688	-	100.0	33.3	Dormant
P.A.P.O.L.C.S. Ltd	100	-	80.0	68.2	Stevedoring
Papol Holding Limited	100	-	60.0	60.3	Investment
Rogers International Distribution Services Limitada	63	-	100.0	33.8	Freight forwarding
Rogers International Distribution Services S.A.	43,655	-	100.0	33.8	Freight forwarding
Rogers International Distribution Services Madagascar S.A.R.L.U	8	-	100.0	33.8	Freight forwarding
Rogers Logistics International Ltd	2,358	-	100.0	33.8	Freight forwarding
Rogers Logistics Services Company Ltd	100	-	100.0	33.8	Freight forwarding
Rogers Shipping Ltd	721	-	100.0	54.5	Shipping services
Rogers Shipping Pte Ltd	3	-	51.0	66.2	Investment
Société du Port	207,223	96.1	3.9	-	Dormant
Southern Marine & Co Ltd	500	-	100.0	54.5	Shipping services
Sukpak Ltd	1,200	-	70.0	53.6	Packing of special sugars
Thermoil Company Ltd	100	80.0	-	20.0	Dormant
Transworld International Ltd	25	-	100.0	33.8	Dormant
Velogic Depot and Warehouse Ltd	300	-	100.0	33.8	Dormant
* Velogic Express Reunion	8,341	-	100.0	33.8	Courier
Velogic Garage Services Ltd	50	-	100.0	46.6	Transport company
Velogic Haulage Services Ltd	975	-	80.0	46.6	Transport services
Velogic Holding Company Ltd	1,019,294	66.2	-	33.8	Investment
Velogic India Private Ltd	11,156	-	100.0	33.8	Freight forwarding

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13. INVESTMENT IN SUBSIDIARY COMPANIES (CONTD)

(b) The financial statements of the following subsidiaries have been included in the consolidated financial statements.

	Issued capital	Proportion of ownership interests Direct	Indirect	Proportion of effective ownership interests held by non-controlling interests	Principal activity
	Rs 000	%	%	%	
LOGISTICS (CONTD)					
Velogic Ltd	83,985	-	100.0	33.8	Freight forwarding
Velogic Sea Frigo R'Frigo S.A.	4,085	-	100.0	33.8	Freight forwarding
VK Logistics Ltd	163,814	-	51.0	66.2	Investment
PROPERTY					
Ascencia Limited	3,699,506	-	40.2	59.8	Property investment
Bagaprop Limited	1,252,101	-	85.0	65.9	Property investment
Case Noyale Ltée	7	1.3	52.3	62.7	Agriculture and leisure
Cie. Sucrière de Bel Ombre Ltd	33,300	1.2	52.3	62.7	Agriculture and investment
Foresite Property Holding Ltd	1,028,269	100.0	-	-	Investment
Le Marché du Moulin Ltd	1	-	100.0	77.6	Retail
Les Villas de Bel Ombre Ltée	291,135	-	60.0	77.6	Construction and sales of villa
Motor Traders Ltd	500	100.0	-	-	Property
South West Tourism Development Co. Ltd	4,950	68.9	2.0	31.1	Investment
The Gardens of Bagatelle Ltd	245,446	-	100.0	59.8	Property investment
Villas Valriche Resorts Ltd	1	-	100.0	77.6	Rental pool management company
CORPORATE OFFICE					
Fleet Investment Supply and Husbandry Ltd	1	100.0	-	-	Dormant
Rogers Corporate Services Ltd	289,431	100.0	-	-	Investment
* Rogers Hospitality Ltd	-	100.0	-	-	Dormant

Note: Ordinary shares are issued for the above subsidiaries and the statutory reporting date is 30.06.2017 for the companies.

* Not Consolidated in 2016

13. INVESTMENT IN SUBSIDIARY COMPANIES (CONTD)

(c) The above subsidiaries are incorporated and operate in Mauritius except for:

	Country of incorporation / place of business
Ario (Seychelles) Ltd	Republic of Seychelles
BEAVIA Kenya Limited	Republic of Kenya
Blue Sky Réunion SAS	Reunion Island
BS Travel Management Limitada	Republic of Mozambique
BS Travel Mayotte	Mayotte
Cargo Express Madagascar S.A.R.L.	Republic of Malagasy
Enterprise Information Systems Ltd (Kenya)	Republic of Kenya
Gencargo (Transport) Limited	Republic of Kenya
General Cargo Services Limited	Republic of Kenya
GSAfrica Airline Services (Pty) Ltd	Republic of South Africa
Rogers Aviation Comores S.A.R.L.	Republic of Comores
Rogers Aviation France S.A.R.L.	Reunion Island
Rogers Aviation Kenya Ltd	Republic of Kenya
Rogers Aviation Madagascar S.A.R.L.	Republic of Malagasy
Rogers Aviation Mayotte S.A.R.L.	Mayotte
Rogers Aviation Mozambique Limitada	Republic of Mozambique
Rogers Aviation Senegal S.A.R.L.	Republic of Senegal
Rogers Aviation South Africa (Pty) Ltd	Republic of South Africa
Rogers Capital Corporate Services (Singapore) Pte Ltd	Republic of Singapore
Rogers International Distribution Services Limitada	Republic of Mozambique
Rogers International Distribution Services Madagacar S.A.R.L.U	Republic of Malagasy
Rogers International Distribution Services S.A.	French Republic
Rogers Shipping Pte Ltd	Republic of Singapore
Transcontinent S.A.R.L.	Republic of Malagasy
Travelia S.A.R.L	Reunion Island
Velogic Express Reunion	Reunion Island
Velogic India Private Ltd	Republic of India
Velogic Sea Frigo R'Frigo SA	Reunion Island

(d) The financial statements of Ascencia Limited have been consolidated at 40.15% equity interests:

Foresite Property Holding Ltd, a subsidiary of Rogers and Company Limited ('Rogers'), and ENL Property Ltd ('EPL') have respectively an effective holding of 40.15% and 27.99% in the share capital of Ascencia Limited;

ENL Ltd is the majority shareholder of both Rogers and EPL;

Both ENL Ltd and EPL hereby confirm that the Board of Ascencia Limited will systematically have a minimum of half of its Board members nominated by Rogers which shall also have the chairmanship and a casting vote;

Furthermore, for all shareholder matters concerning Ascencia Limited, EPL shall vote in the same manner as Rogers.

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14. INVESTMENT IN JOINTLY CONTROLLED ENTITIES AND ASSOCIATED COMPANIES

Accounting policy

Jointly controlled entities are joint arrangements whereby the parties that have joint control of the arrangement have rights to the net assets and obligations for the liabilities of the joint arrangement. It is the contractually agreed sharing of control of an arrangement which exists only when decisions about relevant activities require unanimous consent of the parties sharing control.

Associated companies are entities over which the Group has significant influence but not control, or joint control, generally accompanying a shareholding between 20% and 50% of the voting rights.

Investments in jointly controlled entities and associated companies are accounted for using the equity method. Under this method, the investment is initially recognised at cost and the carrying amount is increased or decreased to recognise the Group's share of the profit or loss of the jointly controlled entity and associate after the date of acquisition. The Group's share of its jointly controlled entity and associate's post acquisition profits or losses is recognised in the Statements of Profit or Loss and its share of post acquisition movements in reserves in other comprehensive income.

Goodwill arising on the acquisition of a jointly controlled entity or an associate is included with the carrying amount of the jointly controlled entity or associate and tested annually for impairment. When the Group's share of losses exceeds the carrying amount of the investment, the latter is reported at nil value. Recognition of the Group's share of losses is discontinued except to the extent of the Group's legal and constructive obligations contracted on behalf of the jointly controlled entity or associate. If the jointly controlled entity or associate subsequently reports profits, the Group resumes recognising its share of those profits after accounting for its share of unrecognised past losses. Unrealised profits and losses are eliminated to the extent of the Group's interest in the jointly controlled entity or associate.

If the ownership interest in an associated company is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate. Dilution of gains and losses arising in investments in associates are recognised in profit or loss.

The Group discontinues the use of the equity method from the date when it ceases to have significant influence and the investment will then be measured at fair value. The Group recognises in the Statements of Profit or Loss the difference between the fair value of retained investment including any proceeds from disposal and the carrying amount of the investment at the date when significant influence is lost.

In the separate financial statements of the Company, investments in jointly controlled entities and associated companies are carried at cost. The carrying amount is reduced to recognise any impairment in the value of individual investments.

Significant accounting judgements and estimates

Significant judgements and assumptions are made in determining whether an entity has joint control or significant influence over another entity and the type of joint arrangement. In considering the classification management considers whether control exists, the nature and structure of the relationship and other facts and circumstances.

14. INVESTMENT IN JOINTLY CONTROLLED ENTITIES AND ASSOCIATED COMPANIES (CONTD)

	GROUP In Rs million	2017	2016
	Investment in jointly controlled entities		
(a)	Cost of investment in jointly controlled entities	232.5	193.9
	Share of reserves	(75.3)	(58.4)
	Carrying amount of the Group's interest in jointly controlled entities	157.2	135.5
(b)	Movement of share of net assets:		
	At 1 July	135.5	1,818.4
	Additions	38.6	120.8
	Transfer to investment in subsidiary companies	-	(1,676.6)
	Disposals	-	(71.6)
	Share of loss for the year	(16.6)	(49.7)
	Share of other comprehensive income for the year	(0.3)	(0.6)
	Dividends	-	(5.2)
	At 30 June	157.2	135.5
(c)	Summarised financial information for jointly controlled entities is set out below:		
	Loss for the year	(33.2)	(99.8)
	Other comprehensive income for the year	(2.5)	2.2
	Total comprehensive income for the year	(35.7)	(97.6)
	Share of loss for the year	(16.6)	(49.7)
	Share of other comprehensive income for the year	(0.3)	(0.6)
	Share of total comprehensive income for the year	(16.9)	(50.3)
	Carrying amount of the Group's interest in jointly controlled entities	157.2	135.5

(d)

	Country of incorporation / place of business	Statutory reporting year	% Effective holding 2017	% Effective holding 2016	Principal activity
Axa Customer Services Ltd	Mauritius	31.12.16	25.3	50.0	Business process outsourcing
Floreal Commercial Centre Ltd	Mauritius	30.09.16	20.2	20.2	Property
Jacotet Bay Ltd	Mauritius	30.06.17	11.2	11.2	Property

The above jointly controlled entities are private companies and there is no quoted market price available for these shares. For jointly controlled entities having different reporting date, management accounts have been prepared at 30 June 2017.

	COMPANY In Rs million	2017	2016
(e)	At 1 July	33.2	101.8
	Disposals	(33.2)	(69.5)
	Reversal	-	0.9
	At 30 June	-	33.2

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14. INVESTMENT IN JOINTLY CONTROLLED ENTITIES AND ASSOCIATED COMPANIES (CONTD)

	GROUP In Rs million	2017	2016
	Investment in associated companies		
(f)	Cost of investment in associated companies	3,740.1	3,507.9
	Share of reserves	1,296.5	1,309.5
	Carrying amount of the Group's interest in associated companies	5,036.6	4,817.4
(g)	Movement of share of net assets:		
	At 1 July	4,817.4	4,352.1
	Additions	395.2	554.8
	Share of (loss) profit for the year	(8.2)	88.0
	Excess of fair value of share of net assets over consideration price	144.5	50.2
	Share of other comprehensive income for the year	(39.0)	(32.9)
	Dividends	(90.2)	(107.5)
	Effect of share buy back	(163.0)	-
	Transfer	(19.6)	-
	Deconsolidation adjustments	(0.5)	(87.3)
	At 30 June	5,036.6	4,817.4

(h) Summarised financial information in respect of the Group's major associated companies is set out below:

GROUP In Rs million	Year ended 30 June 2017 NMH	 Swan
Statements of Profit or Loss and Other Comprehensive Income		
Revenue	9,510.5	6,515.7
(Loss) profit for the year	(764.9)	252.3
Other comprehensive income for the year	(249.7)	115.0
Total comprehensive income for the year	(1,014.6)	367.3
Share of (loss) profit	(147.2)	65.0
Share of other comprehensive income	(76.6)	35.5
Share of total comprehensive income for the year	(223.8)	100.5
Statements of Financial Position		
Non-current assets	27,587.7	39,729.2
Current assets	8,386.8	3,116.8
Total assets	35,974.5	42,846.0
Capital and reserves	12,218.3	2,848.5
Non-current liabilities	15,498.2	39,714.1
Current liabilities	8,258.0	283.4
Total equity and liabilities	35,974.5	42,846.0
Carrying amount of the Group's interest in the associated companies	2,770.2	1,411.7

14. INVESTMENT IN JOINTLY CONTROLLED ENTITIES AND ASSOCIATED COMPANIES (CONTD)

GROUP In Rs million	Year ended 30 June 2016 NMH	 Swan
Statements of Profit or Loss and Other Comprehensive Income		
Revenue	9,810.6	6,251.4
(Loss) profit for the year	(45.3)	238.2
Other comprehensive income for the year	40.1	(168.9)
Total comprehensive income for the year	(5.2)	69.3
Share of (loss) profit	(56.7)	69.5
Share of other comprehensive income	54.2	(74.9)
Share of total comprehensive income	(2.5)	(5.4)
Statements of Financial Position		
Non-current assets	28,029.1	34,954.8
Current assets	8,945.9	3,017.7
Total assets	36,975.0	37,972.5
Capital and reserves	13,719.5	2,673.1
Non-current liabilities	14,870.8	34,922.5
Current liabilities	8,384.7	376.9
Total equity and liabilities	36,975.0	37,972.5
Carrying amount of the Group's interest in the associated companies	2,637.9	1,346.6

(i) Summarised financial information for immaterial associated companies is set out below:

GROUP In Rs million	2017	2016
Profit for the year	193.2	280.3
Other comprehensive income for the year	7.4	(44.3)
Total comprehensive income for the year	200.6	236.0
Carrying amount of the Group's interest in the immaterial associated companies	474.5	832.9

(j)

COMPANY In Rs million	2017	2016
At 1 July	3,131.2	2,838.0
Additions	357.9	293.2
Disposals	(61.9)	-
At 30 June	3,427.2	3,131.2

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14. INVESTMENT IN JOINTLY CONTROLLED ENTITIES AND ASSOCIATED COMPANIES (CONTD)

The following associated companies have been included in the consolidated financial statements:

	Country of incorporation / place of business	Statutory reporting year	% Effective holding 2017	2016	Principal activity
Air Cargo Service Madagascar Ltd	Madagascar	31.12.16	50.0	50.0	Ground handling services
Bioculture (Mauritius) Ltd	Mauritius	31.12.16	25.4	16.4	Breeding and export of primates
Blue Connect Ltd	Mauritius	30.09.16	30.0	30.0	Business process outsourcing
Blue Frog Limited	Mauritius	30.06.17	27.3	27.3	Procurement management
Enatt Ltd	Mauritius	30.06.17	21.3	21.3	Property management company
* ESP Landscapers	Mauritius	30.06.17	7.5	7.5	Landscaping services
* Espral Co Ltd	Mauritius	30.06.17	7.5	7.5	Property development
FPHL Infra Ltd	Mauritius	30.06.17	49.0	49.0	Investment
** Indian Ocean Network News Ltd	Mauritius	31.12.16	27.0	-	Media and communication
Lagoona Cruise Ltd	Mauritius	30.06.17	33.0	33.0	Boat cruises activities
Le Morne Development Corporation Ltd	Mauritius	30.09.16	20.0	20.0	Property
Mall of (Mauritius) at Bagatelle Ltd	Mauritius	30.06.17	25.0	25.0	Property
Mauritian Coal and Allied Services Company Ltd	Mauritius	30.09.16	25.6	25.6	Coal supplier
Mautourco Ltd	Mauritius	30.09.16	49.0	49.0	Vehicle rental and tours
Motor City Ltd	Mauritius	30.06.17	25.0	-	Property
Mozambique Airport Handling Services Limitada	Mozambique	30.09.16	29.0	29.0	Ground handling services
New Mauritius Hotels Limited	Mauritius	30.09.16	22.8	19.3	Hospitality
Reliance Facilities Ltd	Mauritius	30.06.17	49.0	49.0	Security services
Reliance Security Services Ltd	Mauritius	30.06.17	49.0	49.0	Security services
Reliance Systems Ltd	Mauritius	30.06.17	49.0	49.0	Security services
* Sainte Marie Crushing Plant Ltd	Mauritius	30.06.17	8.8	8.8	Manufacture and sale of building materials
Société Grande Castagnole	Mauritius	30.09.16	49.0	49.0	Investment
Société Pur Blanca	Mauritius	30.09.16	49.0	49.0	Investment
Swan Financial Solutions Ltd	Mauritius	31.12.16	20.0	20.0	Insurance
Swan General Ltd	Mauritius	31.12.16	28.8	28.8	Insurance
White Palm Ltd	Mauritius	30.09.16	49.0	49.0	Vehicle rental and tours

All the above associates are accounted for using the equity method.

As at 30 June 2017, the fair value of the Group interest in NMH and Swan General Ltd which are listed on the Stock Exchange of Mauritius were Rs 2,457.9m and Rs 745.2m respectively (2016 - Rs 1,884.2m and Rs 723.1m respectively) based on the quoted market price available, which is a level 1 input in terms of IFRS 13.

*Significant influence obtained through subsidiaries

**Associate consolidated in 2017

15. INVESTMENT IN FINANCIAL ASSETS

Accounting policy

Classification

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables originated by the enterprises and the classification depends on the purpose of the financial asset.

- Available-for-sale investments

Available-for-sale assets are non-derivative investments and other assets that are either designated in this category or not classified in any of the other categories. Available-for-sale assets are included in non-current assets unless management intends to dispose of them within 12 months of the period-end date.

- Loans and receivables originated by the enterprises

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivable. They are included in current assets, except for maturities greater than 12 months after the period-end date where these are classified as non-current assets.

Recognition and measurement

Purchases and sales of financial assets are recognised on their trade date, which is the date when the Group contracts with the purchaser or seller. Financial assets are initially recognised at cost. Transaction costs are included for all financial instruments not carried at fair value through profit or loss. Financial assets are derecognised when the rights to receive cash have expired or have been transferred and the Group has transferred substantially all risks and rewards.

Financial assets classified as available-for-sale are subsequently carried at fair value. Unrealised gains and losses arising from changes in the fair value are recognised in other comprehensive income. When available-for-sale assets are sold or impaired, the accumulated fair value adjustments are included in the Statements of Profit or Loss as gains and losses from investments.

Financial instruments classified as loans and receivables and amortised cost are subsequently measured using the effective interest method.

The Group assesses at each period-end date whether there is objective evidence that a financial asset is impaired. A financial asset is impaired and impairment losses are recognised only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset that can be reliably measured.

Level 1 financial assets are those with unadjusted quoted prices in active markets for identical investments.

Level 2 financial assets include quoted prices for similar investments in active markets, quoted prices for identical or similar assets in markets that are not active, inputs other than quoted prices that are observable for the asset (ie, interest rates or yields) and inputs that are derived from or corroborated by observable market data.

Level 3 includes unobservable inputs that reflect directors' assumptions about what factors market participants would use in pricing such investments. These inputs are based on the best information available including the Group's own information.

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15. INVESTMENT IN FINANCIAL ASSETS (CONTD)

(a)

GROUP In Rs million	Level 1	Level 3	2017 Total	2016 Total
Non-current				
Available-for-sale investments				
At 1 July	418.6	208.4	627.0	242.6
Additions	0.1	-	0.1	333.2
Disposals	-	(10.0)	(10.0)	(1.2)
Transfer	-	19.6	19.6	-
Change in fair value	27.6	12.5	40.1	52.4
At 30 June	446.3	230.5	676.8	627.0
Current				
Loans and receivables originated by the enterprises				
At 1 July	-	-	-	200.0
Loans repaid	-	-	-	(200.0)
At 30 June	-	-	-	-
Total investment in financial assets	446.3	230.5	676.8	627.0

(b)

COMPANY In Rs million	Level 1	Level 3	2017 Total	2016 Total
Non-current				
Available for sale investments				
At 1 July	414.2	199.0	613.2	228.7
Additions	0.1	-	0.1	333.1
Disposals	-	(10.1)	(10.1)	-
Change in fair value	25.9	32.0	57.9	51.4
At 30 June	440.2	220.9	661.1	613.2
Current				
Loans and receivables originated by the enterprises				
At 1 July	-	-	-	200.0
Loans repaid	-	-	-	(200.0)
At 30 June	-	-	-	-
Total investments in financial assets	440.2	220.9	661.1	613.2

16. NON-CURRENT RECEIVABLES

Accounting policy

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method, less any impairment.

16. NON-CURRENT RECEIVABLES (CONTD)

	GROUP		COMPANY	
In Rs million	2017	2016	2017	2016
Loan receivable from subsidiary companies	-	-	469.7	987.1
Loan receivable from other companies	68.6	84.7	-	28.2
Total non-current receivables	68.6	84.7	469.7	1,015.3

The carrying amount of long term loans receivable approximates their fair values. The loans are unsecured and are repayable by instalments after more than one year.

17. DEFERRED EXPENDITURE

Accounting policy

Voluntary Retirement Scheme (VRS)

VRS costs (net of receipts from Sugar Reform Trust), together with the costs of land and provision for infrastructure costs have been capitalised and amortised over a maximum period of five years. Any profit realised on sale of land under VRS is credited to the deferred expenditure account up to the total standing on this account. Any surplus is credited to the Statements of Profit or Loss.

Premium on Leasehold Land

Premium paid on leasehold land is accounted for as deferred expenditure and is debited to the Statements of Profit or Loss over the number of years remaining on those leases.

Others

In order to match cost and revenue of providing services over the period of the contract, certain expenditure related thereto is deferred. Professional fees are included in other deferred expenditure and will be released over the contract period.

GROUP In Rs million	Sugar industry Voluntary Retirement Scheme	Premium on leasehold land	Others	Total
Cost				
At 1 July 2016	50.4	29.9	251.3	331.6
Additions	-	-	81.0	81.0
Exchange differences	-	-	(5.7)	(5.7)
At 30 June 2017	50.4	29.9	326.6	406.9
Amortisation				
At 1 July 2016	50.4	10.8	120.2	181.4
Charge for the year	-	-	13.4	13.4
Exchange differences	-	0.8	(1.4)	(0.6)
At 30 June 2017	50.4	11.6	132.2	194.2
Carrying value				
At 30 June 2017	-	18.3	194.4	212.7
At 30 June 2016	-	19.1	131.1	150.2

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18. CONSUMABLE BIOLOGICAL ASSETS

Accounting policy

Consumable biological assets are stated at their fair values less costs to sell and relate to the value of standing crop, deer farming and palm trees.

Significant accounting judgements and estimates

The fair value of consumable biological assets has been arrived at by discounting the present value of expected net cash flows from standing canes at the relevant market determined pre-tax rate. The expected cash flows have been computed by estimating the expected crop and the sugar extraction rate and the forecasts of sugar prices which will prevail in the coming year. The harvesting costs and other direct expenses are based on the yearly budgets.

The fair value measurements for standing canes have been categorised as Level 3 fair values based on the inputs to the valuation techniques used.

GROUP In Rs million	2017	2016
At 1 July	90.7	96.5
Movement in fair value	(4.2)	(5.8)
At 30 June	86.5	90.7

At 30 June 2017, standing canes comprised approximately 552 hectares of cane plantations (2016 - 601 hectares).

During the year, the Group harvested approximately 41,147 tonnes of canes (2016 - 42,484 tonnes of canes).

19. INVENTORIES

Accounting policy

Inventories are valued at lower of cost and net realisable value.

Cost is determined at the weighted average method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads, but excludes interest expenses.

Net realisable value is the estimate of the selling price in the ordinary course of business, less the costs of completion and selling expenses.

GROUP In Rs million	2017	2016
Raw materials and consumables	85.0	86.5
Goods for resale	167.0	194.3
Work in progress	26.3	8.1
Total inventories	278.3	288.9
Carrying value of inventories pledged	278.3	288.9
Value of inventories at cost	278.3	288.9

Work in progress relates mainly to costs incurred to date on the construction of villas in Les Villas de Bel Ombre Ltée.

20. TRADE AND OTHER RECEIVABLES

Accounting policy

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for impairment.

The Group has an established credit policy under which new customers are analysed individually for credit worthiness for each business activity before the Group's standard payment, delivery terms and conditions are offered. Customers that fail to meet the Group's benchmark creditworthiness may transact with the Group upon lodging of a Bank Guarantee as a security document or on a strictly pre-paid (cleared funds) only basis.

20. TRADE AND OTHER RECEIVABLES (CONTD)

Accounting policy

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written-off. An impairment provision for receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivable. The amount of the provision is recognised in profit or loss.

Other debtors are reviewed on an ongoing basis and are written down to their recoverable amount when this amount is in excess of their carrying value.

	GROUP		COMPANY	
In Rs million	2017	2016	2017	2016
Trade receivables	1,664.4	1,878.1	5.5	7.5
Less impairment	(160.8)	(197.1)	(3.6)	(3.6)
Carrying value of trade receivables	1,503.6	1,681.0	1.9	3.9
Prepayments	157.1	120.8	2.0	1.5
Receivable from associated companies	18.8	19.5	4.6	3.8
Other receivables	781.6	1,285.1	32.6	113.9
Total trade and other receivables	2,461.1	3,106.4	41.1	123.1
The carrying amount of the receivables is considered as a reasonable approximation of fair value.				
Ageing of trade receivables				
Less than 3 months	1,384.5	1,559.8	0.7	3.9
Impairment	-	-	-	-
Carrying value of trade receivables less than 3 months	1,384.5	1,559.8	0.7	3.9
More than 3 months	85.5	85.1	-	-
Impairment	(0.3)	(5.1)	-	-
Carrying value of trade receivables more than 3 months	85.2	80.0	-	-
More than 6 months	194.4	233.2	4.8	3.6
Impairment	(160.5)	(192.0)	(3.6)	(3.6)
Carrying value of trade receivables more than 6 months	33.9	41.2	1.2	-
Carrying value of trade receivables	1,503.6	1,681.0	1.9	3.9
Impairment of trade receivables				
At 1 July	(197.1)	(109.0)	(3.6)	(3.8)
Provision made during the year	(24.2)	(20.9)	-	-
Written off during the year	60.5	-	-	-
Release of provision	-	0.2	-	0.2
Acquisition of subsidiaries	-	(67.4)	-	-
At 30 June	(160.8)	(197.1)	(3.6)	(3.6)

21. AMOUNTS RECEIVABLE FROM GROUP COMPANIES

COMPANY In Rs million	2017	2016
Subsidiary companies	285.8	395.9

22. SHARE CAPITAL AND RESERVES

Accounting policy

Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as deduction, net of tax, from proceeds. Where the Company purchases its equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued. When such shares are subsequently reissued, any net consideration received, is included in equity attributable to the Company's equity holders.

Capital reserves

The capital reserves include movement in reserves resulting from statutory obligations.

Revaluation reserves

The revaluation reserves comprise the cumulative net change in the fair value of available-for-sale financial assets until the assets are derecognised or impaired and the gains / losses arising on revaluation of properties.

Translation reserves

The foreign currency translation reserves record the foreign currency differences arising from the translation of the financial statements of foreign operations. The effective portion of the cumulative net change in fair value of hedging instruments related to cash flow hedged transactions that have not yet occurred are recorded in translation reserves.

COMPANY	Issued and fully paid	
In Rs million	2017	2016
Authorised		
At 30 June	1,260.2	1,260.2
Issued and fully paid		
At 30 June	1,260.2	1,260.2

23. NON-CONTROLLING INTERESTS

Accounting policy

On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance. The Group accounts for transaction with non-controlling interests as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share of the carrying value of the net assets of the subsidiary acquired is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

(a) Substantial Non-Controlling Interests (NCI) are in:

GROUP		NCI % holding	
Name of entity	Segment	2017	2016
Rogers Capital Ltd (RC)	FinTech	49.41%	40.00%
VLH Ltd (VLH)	Hospitality	22.02%	23.99%
Velogic Holding Company Ltd (VHL)	Logistics	33.77%	33.77%
Ascencia Limited (Ascencia)	Property	59.85%	59.55%
Cie. Sucrière de Bel Ombre Ltd (CSBO)	Property	62.74%	62.74%

23. NON-CONTROLLING INTERESTS (CONTD)

(b) Summarised financial information before intra-group elimination:

GROUP In Rs million	RC	VLH	VHL	Ascencia	CSBO
30 June 2017					
Statements of Profit or Loss and Other Comprehensive Income					
Revenue	809.5	2,157.2	4,076.1	1,308.7	759.2
Profit (loss) for the year	49.7	183.7	113.7	968.5	(130.9)
Other comprehensive income for the year	(4.2)	506.2	18.2	-	383.2
Total comprehensive income for the year	45.5	689.9	131.9	968.5	252.3
Profit (loss) attributable to NCI	24.2	42.4	57.1	614.2	(104.4)
Other comprehensive income attributable to NCI	(2.1)	113.4	2.6	-	238.1
Total comprehensive income attributable to NCI	22.1	155.8	59.7	614.2	133.7
Dividends paid to NCI	11.8	16.7	18.3	152.3	18.0
Statements of Financial Position					
Non-current assets	757.0	4,749.0	3,264.7	3,861.1	5,584.7
Current assets	318.3	3,875.8	1,938.0	448.4	580.4
Non-current liabilities	209.1	1,185.1	1,079.1	4,518.5	400.2
Current liabilities	319.7	3,816.9	1,421.8	496.2	776.3
Accumulated NCI	(29.7)	831.2	403.6	4,267.2	2,689.2
Statements of Cash Flows					
Net cash flow from (used in) operating activities	24.6	266.6	292.3	505.8	(125.3)
Net cash flow from (used in) investing activities	17.7	(1,168.9)	(44.2)	(294.9)	(19.8)
Net cash flow (used in) from financing activities	(92.8)	926.1	(152.1)	(279.6)	(10.9)
Net (decrease) increase in cash and cash equivalents	(50.5)	23.8	96.0	(68.7)	(156.0)
30 June 2016					
Statements of Profit or Loss and Other Comprehensive Income					
Revenue	354.2	2,240.4	3,824.4	1,174.8	724.0
Profit (loss) for the year	36.5	177.2	99.9	713.5	(79.3)
Other comprehensive income for the year	0.5	9.4	(3.3)	-	13.3
Total comprehensive income for the year	37.0	186.6	96.6	713.5	(66.0)
Profit (loss) attributable to NCI	25.1	45.0	50.5	417.8	(57.6)
Other comprehensive income attributable to NCI	0.3	2.3	(0.9)	-	10.3
Total comprehensive income attributable to NCI	25.4	47.3	49.6	417.8	(47.3)
Dividends paid to NCI	27.0	18.5	27.9	82.4	35.6
Statements of Financial Position					
Non-current assets	385.0	5,489.7	3,252.7	12,777.0	5,092.7
Current assets	188.0	3,518.8	1,971.9	593.0	615.4
Non-current liabilities	158.4	988.0	1,125.6	4,401.6	409.7
Current liabilities	231.6	3,598.1	1,517.8	667.7	675.7
Accumulated NCI	(78.9)	660.9	365.7	1,168.5	2,173.2
Statements of Cash Flows					
Net cash flow from (used in) operating activities	100.8	368.0	50.1	363.8	(80.8)
Net cash used in investing activities	(2.3)	(312.3)	(472.7)	(1,867.8)	(25.8)
Net cash flow (used in) from financing activities	(69.8)	(66.3)	509.9	1,647.0	(65.3)
Net increase (decrease) in cash and cash equivalents	28.7	(10.6)	87.3	143.0	(171.9)

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24. CHANGES IN OWNERSHIP INTERESTS IN SUBSIDIARIES THAT DO NOT RESULT IN A LOSS OF CONTROL

During the year the Group effected the following changes in proportion of effective ownership interests in subsidiaries that do not result in a loss of control. The net impact of these changes in shareholding resulted in a decrease of Rs 48m in retained earnings and an increase of Rs 26m in non-controlling interests.

Name of entity	From %	To %
FINTECH		
Enterprise Information Solutions Limited (Kenya)	100.0	50.6
River Court Nominees Limited	42.6	50.6
Rogers Capital Business Services Ltd	42.0	50.6
Rogers Capital Accounting Services Ltd	42.0	50.6
Rogers Capital Captive Insurance Management Services Ltd	42.0	50.6
Rogers Capital City Executives Limited	42.6	50.6
Rogers Capital Corporate Services (Singapore) Pte Ltd	42.0	50.6
Rogers Capital Corporate Services Ltd	42.6	50.6
Rogers Capital Fund Services Ltd	42.6	50.6
Rogers Capital Investment Advisors Ltd	60.0	50.6
Rogers Capital Ltd	60.0	50.6
Rogers Capital Nominee 1 Limited	42.6	50.6
Rogers Capital Nominee 2 Limited	42.6	50.6
Rogers Capital Nominee Ltd	42.6	50.6
Rogers Capital Outsourcing Ltd	100.0	50.6
Rogers Capital Specialist Services Ltd	42.0	50.6
Rogers Capital Technology Services Ltd	100.0	50.6
Rogers Capital Trustees Limited	42.6	50.6
Rogers Capital Wealth Management Ltd	60.0	50.6
HOSPITALITY		
Adnarev Ltd	76.0	78.0
Blue Alize Ltd	60.5	80.0
Croisières Australes Ltée	75.7	100.0
Heritage Events Company Ltd	76.0	78.0
Heritage Golf Club Ltd	63.1	64.4
Resaplanet Ltd	80.5	90.5
Seven Colours Spa Ltd	76.0	78.0
Travelia S.A.R.L	80.5	90.5
VLH Ltd	76.0	78.0
VLH Training Ltd	76.0	78.0
Yacht Management Ltd	38.6	51.0
PROPERTY		
Ascencia Limited	40.5	40.2
Bagaprop Limited	34.4	34.1
The Gardens of Bagatelle Ltd	40.5	40.2

25. DIVIDENDS

COMPANY In Rs million	2017	2016
Declared and paid		
Interim dividend of Rs 0.32 per ordinary share (2016 - Rs 0.32)	80.7	80.7
Declared and payable		
Final dividend of Rs 0.60 per ordinary share (2016 - Rs 0.56)	151.2	141.1
Total dividends	231.9	221.8

A final dividend of Rs 0.60 per share was declared on 21 June 2017 and paid on 26 July 2017. An amount of Rs 151.2m has been included in current liabilities at 30 June 2017.

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26. BORROWINGS

Accounting policy

Borrowings are recognised initially at fair value and subsequently measured at amortised cost. Transaction costs incurred are included for those not held at fair value through profit or loss. Transaction costs are incremental costs that are directly attributable to the initiation of the borrowings. Borrowings are subsequently stated at amortised cost, with any difference between the proceeds (net of transaction costs) and the redemption value recognised in the Statements of Profit or Loss over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the period-end date.

Finance leases are capitalised at the lease's inception at the lower of the fair value of the leased asset and the present value of the minimum lease payments. Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged to the Statements of Profit or Loss unless they are attributable to qualifying assets in which case, they are capitalised in accordance with the policy of borrowing costs.

		GROUP		COMPANY	
	In Rs million	2017	2016	2017	2016
(a)	Non-current				
	Bank borrowings - Secured (note b)	5,212.2	4,639.1	380.0	50.0
	- Unsecured	208.2	338.4	-	-
	Secured floating rate notes (note d)	1,500.0	1,500.0	1,500.0	1,500.0
	Convertible preference shares (note e)	71.5	128.3	-	-
	Debentures (note f)	210.7	154.8	-	-
	Loans from subsidiary companies	-	-	14.0	14.0
	Loans from other companies	304.1	304.1	304.1	304.1
	Finance lease obligations (note g)	68.9	87.8	-	0.8
	Total non-current borrowings	7,575.6	7,152.5	2,198.1	1,868.9
	Current				
	Bank overdrafts	456.7	327.6	3.6	0.2
	Bank borrowings (note b)	1,265.9	1,149.8	880.0	960.0
	Convertible preference shares (note e)	55.6	55.6	-	-
	Loans from subsidiary companies	-	-	46.5	39.0
	Loans from other companies	96.6	73.8	96.6	73.9
	Finance lease obligations (note g)	40.8	43.4	0.8	0.5
	Total current borrowings	1,915.6	1,650.2	1,027.5	1,073.6
	Total borrowings	9,491.2	8,802.7	3,225.6	2,942.5

26. BORROWINGS (CONTD)

(b) These loans are secured by fixed and floating charges on the assets of the borrowing companies. The carrying amount of long term loans approximates their fair values and the rates of interest vary between 3.0% and 8.0% (2016 - 3.0% and 8.0%).

The carrying amounts of borrowings are not materially different from their fair values, which are based on cash flows discounted using the borrowings rate and are within level 2 of the fair value hierarchy.

		GROUP		COMPANY	
	In Rs million	2017	2016	2017	2016
(c)	Repayable otherwise than by instalments				
	After one year and before two years	6.5	306.0	-	300.0
	After two years and before five years	304.1	4.1	318.1	18.1
	- Secured floating rate notes	500.0	500.0	500.0	500.0
	After five years				
	- Secured bank loans	350.0	-	350.0	-
	- Secured floating rate notes	1,000.0	1,000.0	1,000.0	1,000.0
	Repayable by instalments				
	After one year and before two years	475.6	593.5	30.0	-
	After two years and before five years	638.6	1,339.5	-	50.0
	After five years	4,160.4	3,191.3	-	-
	Total non-current borrowings*	7,435.2	6,934.4	2,198.1	1,868.1

* Excluding finance lease obligations and convertible preference shares.

(d) Secured floating rate notes

On 16 March 2015, the Company issued 30,000 secured floating rate notes on private placement as follows:

Note description	Maturity	Interest rate
Tranche A (10,000 notes at Rs50,000 per note)	16 March 2021	Reference Bank of Mauritius repo rate + 1.35% p.a
Tranche B (10,000 notes at Rs50,000 per note)	16 March 2023	Reference Bank of Mauritius repo rate + 1.85% p.a
Tranche C (10,000 notes at Rs50,000 per note)	16 March 2025	Reference Bank of Mauritius repo rate + 2.35% p.a

These notes are secured by a floating charge over all the assets of the Company and the subsidiaries being financed .

(e) Convertible preference shares to non-group entities

On 30 June 2017, preference shares have been converted to Class A ordinary shares for an amount of Rs 71.5m (2016 - Rs 71.5m).

Salient features of the convertible preference shares are as follows:

Preference shares shall be converted mandatorily on the 30th June of every financial year over 5 consecutive years into Class A ordinary shares of the subsidiary company without paying any additional fee.

The preference shares yield a dividend of 6.0% per financial year over 5 consecutive years, payable out of the profits of the subsidiary company and in priority to dividends payable to Class A ordinary shareholders. Dividend distribution shall be paid in June of each financial year.

Preference shareholders will not have the right to receive notice of, or attend, or vote on a poll at the shareholders' meetings of the subsidiary company.

The right to an equal share in the distribution of surplus assets among non-convertible preference shareholders on winding up, payable in priority to the holders of ordinary shares.

The convertible non-voting preference shares shall constitute unsecured and subordinated obligations of the subsidiary company and shall accordingly rank junior to all secured and unsubordinated creditors of the subsidiary company but ahead of Class A ordinary shares.

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26. BORROWINGS (CONTD)

(f) Debentures to non group entities

During the year under review, Ascencia Limited, a subsidiary company has in issue 17,556,676 redeemable bonds at an issue price of Rs 12.00 each, totalling Rs 210.7m.

Salient features of the debentures are as follows:

A coupon rate of 6.0% per annum in respect of each financial year over 10 consecutive years, will be paid to Bondholders out of the profits of the entity. This will be paid in priority to dividends payable to Class A ordinary shareholders and preference shareholders. Coupon payment shall be paid in June of each financial year.

Bondholders will not have the right to receive notice of, or attend, or vote on a poll at the shareholders' meetings of the entity.

Bonds shall be redeemed automatically on the 30th June of every financial year over 5 consecutive years starting 30 June 2021, without paying any additional fee.

	GROUP		COMPANY	
In Rs million	2017	2016	2017	2016
(g) Finance lease obligations				
Within one year	43.4	42.3	0.8	0.5
After one year and before two years	34.1	41.3	-	0.8
After two years and before five years	37.1	54.7	-	-
After five years	2.7	6.0	-	-
Finance lease liabilities - minimum lease payments	117.3	144.3	0.8	1.3
Future finance charges	(7.6)	(13.1)	-	-
Present value of finance lease obligations	109.7	131.2	0.8	1.3
Within one year	40.8	43.4	0.8	0.5
After one year and before two years	32.4	38.0	-	0.8
After two years and before five years	34.8	43.9	-	-
After five years	1.7	5.9	-	-
Present value of finance lease obligations	109.7	131.2	0.8	1.3

Finance lease arrangement includes contract for the leasing of motor vehicles and equipment. At the expiry of the lease period, the lessee may purchase the equipment upon payment of the residual value. The lessor will have recourse to repossession of the asset upon default. No other restriction is stipulated.

27. DEFERRED TAX LIABILITIES

Accounting policy

Deferred tax

Deferred tax liabilities are provided in respect of taxable temporary differences, using tax rates that have been enacted or substantively enacted at the reporting date and are expected to apply in the year when the related deferred income tax asset is realised or the deferred income tax liability is settled. Deferred tax assets arising from unused tax losses are recognised only to the extent that realisation of the related tax benefit is probable.

For the purposes of measuring deferred tax liabilities and deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

Significant accounting judgements and estimates

For the purposes of measuring deferred tax liabilities or deferred tax assets arising from fair value of investment properties the directors reviewed the Group's investment property portfolio and concluded that none of the Group's investment properties are held under a business model whose objective is to consume substantially all economic benefits embodied in the investment properties over time, rather than through sale. As a result, the Group has not recognised any deferred taxes on changes in fair value of investment properties as the Group is not subject to any capital gain taxes on disposal of its investment properties.

		GROUP	
	In Rs million	2017	2016
(a)	At 1 July	368.9	240.2
	Charged to Statements of Profit or Loss	73.8	64.8
	Charged to Statements of Profit or Loss and Other Comprehensive Income	78.4	-
	Acquisition of subsidiary companies	(2.4)	63.9
	At 30 June	518.7	368.9

(b) The movement in deferred tax liabilities during the year is as follows:

GROUP In Rs million	Accelerated capital allowance	Retirement benefit obligation	Impairment loss / fair value	Total
At 1 July 2015	127.3	(6.0)	118.9	240.2
Charged to Statements of Profit or Loss	14.5	1.8	48.5	64.8
Acquisition of group companies	13.1	-	50.8	63.9
At 30 June 2016	154.9	(4.2)	218.2	368.9
Charged to Statements of Profit or Loss	34.4	12.2	27.2	73.8
Charged to Statements of Profit or Loss and Other Comprehensive Income	77.5	0.9	-	78.4
Acquisition of subsidiary companies	(2.4)	-	-	(2.4)
At 30 June 2017	264.4	8.9	245.4	518.7

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28. RETIREMENT BENEFIT OBLIGATIONS

Accounting policy

Defined benefit pension plans and other retirement benefits

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

The present value of retirement benefit obligations is recognised in the Statements of Financial Position as a non-current liability after adjusting for the fair value of plan assets. The assessment of these obligations is carried out annually by an independent firm of consulting actuaries, using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using rates on government bonds.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest) is recognised immediately in the Statements of Profit or Loss and Other Comprehensive Income in the year in which they occur. Remeasurements recognised in the Statements of Profit or Loss and Other Comprehensive Income shall not be reclassified to the Statements of Profit or Loss in subsequent year.

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

Service costs comprising current service cost, past service cost as well as gains and losses on curtailments and settlements are recognised immediately in the Statements of Profit or Loss.

State plan and defined contribution pension plans

Contributions to the National Pension Scheme and the Group's defined contribution pension plan are expensed to the Statements of Profit or Loss in the year in which they fall due.

Gratuity on retirement

For employees who are not covered (or who are insufficiently covered by the above pensions plans), the net present value of gratuity on retirement payable under the Employment Rights Act 2008 is calculated by a qualified actuary and provided for. The obligations arising under this item are not funded.

Significant accounting judgements and estimates

The present value of retirement benefit obligations is recognised in the Statements of Financial Position as a non-current liability after adjusting for the fair value of plan assets, any unrecognised actuarial gains and losses and any unrecognised past service cost. The assessment of these obligations is carried out annually by an independent firm of consulting actuaries. The actuarial valuation involves making assumptions on discount rates, future pension increases, mortality rates, salary increases and expected rates of return on plan assets.

	GROUP		COMPANY	
In Rs million	2017	2016	2017	2016
Amounts recognised in the Statements of Financial Position				
Pension plan (note a)	23.6	18.4	(30.0)	(28.5)
Other retirement benefits (note b)	140.2	162.5	46.1	53.6
Total retirement benefit obligations	163.8	180.9	16.1	25.1

(a) Pension plan

The Group runs a defined contribution plan, the Rogers Money Purchase Retirement Fund (RMPRF), to which have been transferred the pension benefits of all employees who were members of a self-administered defined benefit superannuation fund (DBSF). These employees, subject to them contributing regularly to the RMPRF, have been given the guarantee by their respective employers that their benefits at the age of sixty, under the RMPRF would not be less than the benefits provided under the ex DBSF. The potential liability under the above guarantee is funded by additional employers' contributions and has been included in the provision made for retirement benefit obligations.

In addition to the above, some companies have defined benefit plans which are funded and where the plan assets are held by The Swan Life Ltd and The Sugar Industry Pension Fund.

28. RETIREMENT BENEFIT OBLIGATIONS (CONTD)

	GROUP		COMPANY	
In Rs million	2017	2016	2017	2016
Amounts recognised in the Statements of Financial Position				
Present value of funded obligations	1,612.4	1,341.1	1,435.3	1,170.3
Fair value of plan assets	(1,697.9)	(1,431.8)	(1,559.9)	(1,293.3)
Excess of fair value of plan assets over present value of funded obligations	(85.5)	(90.7)	(124.6)	(123.0)
Impact of minimum funding requirement / asset ceiling	109.1	109.1	94.6	94.5
Liability (asset) in the Statements of Financial Position	23.6	18.4	(30.0)	(28.5)
Reconciliation of net defined benefit liability (asset)				
At 1 July	18.4	(9.1)	(28.5)	(51.6)
Amount recognised in profit or loss	8.2	11.0	1.4	0.1
Amount recognised in other comprehensive income	2.4	26.7	(2.7)	23.2
Less employer contributions	(5.4)	(10.2)	(0.2)	(0.2)
At 30 June	23.6	18.4	(30.0)	(28.5)
Reconciliation of fair value of plan assets				
At 1 July	1,431.8	1,583.7	1,293.3	1,438.3
Interest income	107.8	99.2	95.1	94.8
Employer contributions	5.4	10.2	0.2	0.2
Employee contributions	0.5	0.9	-	-
Benefits paid	(66.0)	(186.3)	(52.2)	(172.1)
Return on plan assets excluding interest income	218.4	(75.9)	223.5	(67.9)
At 30 June	1,697.9	1,431.8	1,559.9	1,293.3
Reconciliation of present value of defined benefit obligation				
At 1 July	1,341.1	1,574.6	1,170.3	1,386.7
Current service cost	9.5	12.0	3.5	3.7
Employee contributions	0.5	0.9	-	-
Interest expense	99.8	98.2	85.8	91.2
Past service cost	(0.4)	-	-	-
Other benefits paid	(66.0)	(186.3)	(52.2)	(172.1)
Liability experience loss (gain)	229.0	(130.8)	231.3	(128.8)
Liability gain due to change in demographic assumptions	-	(13.3)	-	-
Liability gain due to change in financial assumptions	(1.1)	(14.2)	(3.4)	(10.4)
At 30 June	1,612.4	1,341.1	1,435.3	1,170.3
Reconciliation of the effect of the asset ceiling				
At 1 July	109.1	-	94.5	-
Amount recognised in profit or loss	7.1	-	7.1	-
Amount recognised in other comprehensive income	(7.1)	109.1	(7.0)	94.5
At 30 June	109.1	109.1	94.6	94.5

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28. RETIREMENT BENEFIT OBLIGATIONS (CONTD)

In Rs million	GROUP 2017	GROUP 2016	COMPANY 2017	COMPANY 2016
Components of amount recognised in profit or loss				
Current service cost	9.5	12.0	3.5	3.7
Past service cost	(0.4)	-	-	-
Service cost	9.1	12.0	3.5	3.7
Net interest on net defined benefit assets	(0.9)	(1.0)	(2.1)	(3.6)
Amounts recognised in profit or loss	8.2	11.0	1.4	0.1
Components of amount recognised in other comprehensive income				
Return on plan assets excluding interest income	(218.4)	75.9	(223.5)	67.9
Liability experience loss (gain)	229.0	(130.8)	231.3	(128.8)
Liability gain due to change in demographic assumptions	-	(13.3)	-	-
Liability gain due to change in financial assumptions	(1.1)	(14.2)	(3.4)	(10.4)
Change in effect of asset ceiling	(7.1)	109.1	(7.1)	94.5
Amounts recognised in other comprehensive income	2.4	26.7	(2.7)	23.2
Allocation of Plan assets at End of Year (%)				
Equity - Overseas quoted	18 - 29	18 - 29	29	29
Equity - Overseas unquoted	0 - 2	0 - 2	-	-
Equity - Local quoted	29 - 39	29 - 39	37	39
Debt - Overseas quoted	0 - 7	0 - 7	-	-
Debt - Local unquoted	21 - 24	21 - 24	24	24
Property - Overseas	0 - 2	0 - 2	-	-
Property - Local	2 - 21	2 - 21	2	2
Cash and other	0 - 6	0 - 6	7	6
Allocation of Plan Assets at End of Period				
- Reporting entity's own transferable financial instruments	0 - 2	0 - 2	2	2
- Property occupied by reporting entity	-	-	-	-
- Other assets used by reporting entity	-	-	-	-
Principal Assumptions used at End of Period				
Discount rate	6.5%	7.5%	6.5%	7.5%
Rate of salary increases	4.5 - 5.5%	5.0 - 6.5%	4.5%	6.0%
Rate of pension increases	0.0 - 0.5%	1.5%	0.5%	1.5%
Average retirement age (ARA)	60 years	60 years	60 years	60 years
Average life expectancy for:				
- Male	19.5 - 23.2 years	19.5 years	19.5 years	19.5 years
- Female	24.2 - 26.2 years	24.2 years	24.2 years	24.2 years
Sensitivity Analysis on Defined Benefit Obligation at End of Period				
Increase due to 1% decrease in discount rate	142.6	140.6	127.1	125.5
Decrease due to 1% increase in discount rate	116.5	113.7	105.0	102.4
Expected employer contribution for the next year	8.0	10.5	0.3	0.2
Weighted average duration of the defined benefit obligation	8 - 13 years	9 - 12 years	8 years	10 years

The above sensitivity analysis has been carried out by recalculating the present value of obligation at end of period after increasing or decreasing the discount rate while leaving all other assumptions unchanged. Any similar variation in the other assumptions would have shown smaller variations in the defined benefit obligations.

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

The defined contribution pension plan exposes the Group to actual risks, such as investment, interest, longevity and salary risks.

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

28. RETIREMENT BENEFIT OBLIGATIONS (CONTD)

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

Longevity risk: The plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan liability.

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

Future cashflows

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

	In Rs million	GROUP 2017	GROUP 2016	COMPANY 2017	COMPANY 2016
	Defined contribution plan				
	Contributions to Rogers Money Purchase Retirement Fund	58.0	52.6	8.9	8.7
(b)	Other retirement benefits				
	Other retirement benefits comprise of retirement gratuity and unfunded pensions paid to ex-employees of the Group				
	At 1 July	162.5	175.8	53.6	56.2
	Amount recognised in profit or loss	21.5	30.7	4.9	4.8
	Amount recognised in other comprehensive income	(30.5)	(32.9)	(7.9)	(1.4)
	Less employer contributions	(13.3)	(11.1)	(4.5)	(6.0)
	At 30 June	140.2	162.5	46.1	53.6
	Reconciliation of present value of defined benefit obligations				
	At 1 July	162.5	175.8	53.6	56.2
	Current service cost	8.5	16.7	1.1	1.1
	Interest expense	10.7	12.2	3.9	3.7
	Past service cost	2.3	1.8	(0.1)	-
	Benefits paid on settlement	(13.3)	(11.1)	(4.5)	(6.0)
	Liability experience (gain) loss	(0.7)	(6.0)	(0.3)	1.8
	Liability gain due to change in demographic assumptions	(30.0)	(18.8)	(7.0)	(1.8)
	Liability loss (gain) due to change in financial assumptions	0.2	(8.1)	(0.6)	(1.4)
	At 30 June	140.2	162.5	46.1	53.6
	Components of amount recognised in Profit or Loss				
	Current service cost	8.5	16.7	1.1	1.1
	Past service cost	2.3	1.8	(0.1)	-
	Service cost	10.8	18.5	1.0	1.1
	Net interest on net defined benefit liability	10.7	12.2	3.9	3.7
	Amounts recognised in profit or loss	21.5	30.7	4.9	4.8
	Components of amount recognised in other comprehensive income				
	Return on plan assets excluding interest income				
	Liability experience (gain) loss	(0.7)	(6.0)	(0.3)	1.8
	Liability gain due to change in demographic assumptions	(30.0)	(18.8)	(7.0)	(1.8)
	Liability loss (gain) due to change in financial assumptions	0.2	(8.1)	(0.6)	(1.4)
	Amounts recognised in other comprehensive income	(30.5)	(32.9)	(7.9)	(1.4)

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28. RETIREMENT BENEFIT OBLIGATIONS (CONTD)

In Rs million	GROUP 2017	GROUP 2016	COMPANY 2017	COMPANY 2016
Principal Assumptions used at End of Period				
Discount rate	6.5%	7.0%	6.5%	8.0%
Rate of salary increases	4.0 - 6.0%	5.5 - 6.0 %	4.5%	6.0%
Rate of pension increases	0 - 2.0%	0 - 5.0%	0.5%	2.0%
Average retirement age (ARA)	60-65 years	60 years	60-65 years	60 years
Average life expectancy for:				
- Male at ARA	15.9 - 19.5 years	19.5 years	15.9 years	19.5 years
- Female at ARA	20.0 - 24.2 years	24.2 years	20 years	24.2 years
Sensitivity Analysis on Defined Benefit Obligation at End of Period				
- Increase due to 1% decrease in discount rate	37.9	25.2	6.5	4.3
- Decrease due to 1% increase in discount rate	23.7	19.8	4.5	3.7
The above sensitivity analysis has been carried out by recalculating the present value of obligation at end of period after increasing or decreasing the discount rate while leaving all other assumptions unchanged. Any similar variation in the other assumptions would have shown smaller variations in the defined benefit obligation.				
Future cashflows				
- Expected employer contribution for the next year	10.1	16.0	-	0.7
- Weighted average duration of the defined benefit obligation	2 - 34 years	6 - 13 years	16 years	13 years
Retirement benefit obligations have been based on the report dated June 2017 submitted by Aon Hewitt Limited.				
(c) State pension plan				
National Pension Scheme contributions expensed	33.1	29.8	0.8	0.8

29. TRADE AND OTHER PAYABLES

Accounting policy

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

In Rs million	GROUP 2017	GROUP 2016	COMPANY 2017	COMPANY 2016
Trade payables	753.7	949.2	11.8	12.4
Payable to associated companies	1.9	1.9	-	-
Accruals	773.4	755.8	76.3	71.4
Other payables	1,151.2	1,790.0	94.3	153.9
Total trade and other payables	2,680.2	3,496.9	182.4	237.7

The carrying amount of the payables is considered as a reasonable approximation of fair value.

30. PROVISIONS

Accounting policy

Provisions are recognised when the Group has a present or constructive obligation as a result of past events and when it is probable that this obligation will result in an outflow of economic benefits that can be reasonably estimated. Provisions for restructuring costs are recognised when the Group has a detailed formal plan for the restructuring which has been notified to affected parties and comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

In Rs million	GROUP 2017	GROUP 2016	COMPANY 2017	COMPANY 2016
At 1 July	7.4	42.9	-	35.5
Amounts used	-	(35.5)	-	(35.5)
At 30 June	7.4	7.4	-	-

The carrying amount of the provisions is considered as a reasonable approximation of fair value.

31. AMOUNTS PAYABLE TO GROUP COMPANIES

In Rs million	COMPANY 2017	COMPANY 2016
Subsidiary companies	232.4	114.2

EXPLANATORY NOTES

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32. CASH AND CASH EQUIVALENTS

Accounting policy

Cash and cash equivalents comprise cash in hand, amounts repayable on demand from banks and financial institutions and short-term highly liquid investments which were within three months of maturity when acquired, less bank overdrafts.

	GROUP		COMPANY	
In Rs million	2017	2016	2017	2016
Bank balances and cash	888.1	944.1	166.2	18.1
Short term loans receivable and deposits	-	-	2.0	95.0
Short term loans payable	-	-	(164.5)	(112.9)
Bank overdrafts	(456.7)	(327.6)	(3.6)	(0.2)
Total cash and cash equivalents	431.4	616.5	0.1	-
The bank overdrafts are secured by floating charges on the assets of the borrowing companies. The rate of interest varies between 5.25% and 28.0%, inclusive of foreign denominated overdrafts.				
Non cash transactions	25.3	21.0	-	-

Non cash transactions relate to the purchase of equipment and motor vehicles by means of finance leases.

33. CASH GENERATED FROM (ABSORBED BY) OPERATIONS

	GROUP		COMPANY	
In Rs million	2017	2016	2017	2016
Profit before taxation	1,270.0	1,018.9	133.4	117.0
Share of results of jointly controlled entities	16.6	49.7	-	-
Share of results of associated companies	8.2	(88.0)	-	-
Exceptional items	(150.8)	(103.2)	(117.7)	3.4
Profit from operations	1,144.0	877.4	15.7	120.4
Depreciation	328.2	306.6	11.0	10.1
Amortisation	24.3	18.0	1.2	2.1
Fair value adjustment	(635.6)	(392.5)	(2.8)	-
Profit on sale of property, plant and equipment and investment properties	(17.5)	(9.6)	(1.1)	-
Profit on sale of intangible assets	0.5	-	-	-
Profit on disposal of financial assets	(1.1)	(0.1)	(0.4)	-
Impairment of property, plant and equipment	16.4	-	-	-
Reversal of provision of investments in subsidiary companies	-	-	(23.1)	-
Investment income	(32.0)	(24.2)	(207.1)	(273.8)
Interest expense	538.7	543.5	180.2	173.6
Interest income	(12.3)	(21.1)	(51.8)	(83.5)
Retirement benefit obligations	10.6	7.4	1.6	-
Cash generated from (used in) operations before working capital changes	1,364.2	1,305.4	(76.6)	(51.1)
Changes in working capital (excluding the effects of acquisition and disposal of subsidiaries)				
Inventories	(64.5)	(40.1)	-	-
Trade and other receivables	570.6	(145.4)	(81.1)	(3.1)
Trade and other payables	(692.5)	136.5	9.2	(200.8)
Cash generated from (absorbed by) operations	1,177.8	1,256.4	(148.5)	(255.0)

34. ACQUISITION OF SUBSIDIARIES

During the year, Rogers Logistics International Ltd, a subsidiary company, acquired 100% holding in Velogic Express Reunion.

The fair value of assets acquired and liabilities assumed were as follows:

GROUP	
In Rs million	
Property, plant and equipment	1.3
Intangible assets	0.9
Trade and other receivables	32.4
Cash and cash equivalents	22.8
Trade and other payables	(30.0)
Deferred tax liability	(2.4)
	25.0
Goodwill acquired	3.3
	28.3
Non-controlling interests	1.7
	30.0
Cash and cash equivalents acquired	(22.8)
Cash outflow on acquisition net of cash and cash equivalents	7.2
Satisfied by:	
Cash	30.0

The revenue and profit consolidated in the Group's Statement of Profit or Loss for the year ended 30 June 2017 amounted to Rs 17m and Rs 2m respectively.

EXPLANATORY NOTES

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35. COMMITMENTS

In Rs million	GROUP 2017	GROUP 2016	COMPANY 2017	COMPANY 2016
Capital commitments				
Authorised by the Board of Directors				
(i) but not contracted for	500.0	811.3	220.0	122.3
(ii) contracted for but not provided in the financial statements	601.6	30.2	–	–

36. CONTINGENT LIABILITIES

In Rs million	GROUP 2017	GROUP 2016	COMPANY 2017	COMPANY 2016
Pending legal matters	62.4	69.8	5.2	5.2
Guarantees given	1,608.6	1,424.4	454.5	413.5
Total contingent liabilities	1,671.0	1,494.2	459.7	418.7

Pending legal matters relate to a court case against some subsidiary companies, the outcome of which is unknown.

37. EVENTS AFTER THE REPORTING DATE

The Board of Rogers and Company Limited approved the following related party transactions per the Listing Rules 13.27(d) with an effective date of 1 July 2017.

(a) On 10 May 2017, following evaluation carried out by Gexim Real Estate Ltd, the transfer of 21,511,547 shares of the associated company, Mall of Mauritius Ltd, held by its subsidiary Rogers Corporate Services Ltd (RCS) to Moka City Ltd for amalgamation. In consideration for this transaction RCS will hold 9.43% of the amalgamated entity, Moka City Ltd. On the effective date, the Group will discontinue the equity accounting of Mall of Mauritius Ltd and report its holding in the amalgamated entity as a financial investment.

(b) On 21 June 2017:

(i) The acquisition of 606,135 shares of ENL Lifestyle Ltd, the wholly owned subsidiary of ENL Ltd. ENL Lifestyle Ltd has a wholly owned subsidiary, namely Cap d'Abondance Ltd and controlling interests in Seafood Basket Ltd, Bagatelle Hotel Operations Company Ltd and CCC LAH Ltd.

(ii) The acquisition of the remaining 8,285,150 shares of Seafood Basket Ltd, 6,588,370 shares of Bagatelle Hotel Operations Company Ltd to bring the effective holding to 100%. Considerations for the above transactions were arrived at following a valuation carried out by EY Mauritius. ENL Lifestyle Ltd, Cap d'Abondance Ltd, Seafood Basket Ltd, Bagatelle Hotel Operations Company Ltd and CCC LAH Ltd will be consolidated as subsidiaries as from 1 July 2017.

(iii) The disposal of 5,861 shares (21.32% holding) of its associated company, Enatt Ltd to ENL Land Ltd. The value of this transaction is based on the valuation report of EY Mauritius. Discontinuance of equity accounting will be as from 1 July 2017.

EXPLANATORY NOTES

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38. ASSETS CLASSIFIED AS HELD FOR SALE

Accounting policy

Assets classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell if their carrying amount is recovered principally through a sale transaction rather than through a continuing use. This condition is regarded as met only, when the sale is highly probable and the asset is available for immediate sale in its present condition.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria describe above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale.

As at 30 June 2017, Ascencia Limited, a subsidiary company entered into a sale agreement to dispose one of its wholly owned subsidiary, The Gardens of Bagatelle Ltd. The disposal was effected in order to generate cash flow for the expansion of the entity's main business. The completion date is expected by 1 July 2017 on which date control will pass to the acquirer.

GROUP In Rs million	2017	2016
Property, plant and equipment	0.9	-
Investment property	450.3	-
Trade and other receivables	1.6	-
Bank balances and cash	0.3	-
Assets classified as held for sale	453.1	-
Borrowings	153.1	-
Trade and other payables	6.4	-
Liabilities directly associated with assets classified as held for sale	159.5	-

39. ULTIMATE HOLDING ENTITY

The ultimate holding entity is Société Caredas, a "société civile" registered in Mauritius.

40. RELATED PARTIES TRANSACTIONS

Accounting policy

Parties are considered to be related to the Group if they have the ability to, directly and indirectly, control the Group or exercise significant influence over the Group's financial and operating decisions, or vice versa, or if they and the Group are subject to common control. Goods and services are sold at market related prices in force and terms that would be available to third parties.

(a) During the year, the Group transacted with related parties. Transactions which are not dealt with elsewhere in the financial statements are as follows:

	GROUP		COMPANY	
In Rs million	2017	2016	2017	2016
Sales of goods & services to				
Associates	180.7	131.2	-	-
Jointly controlled entities	16.0	-	-	-
Other related parties	120.4	83.7	-	-
Dividend and other income from				
Subsidiaries	-	-	355.5	404.2
Associates	-	-	80.7	88.0
Jointly controlled entities	-	-	0.9	6.6
Other related parties	-	-	4.4	-
Purchase of goods & services from				
Subsidiaries	-	-	14.4	11.5
Associates	160.8	94.4	15.3	14.8
Jointly controlled entities	0.8	-	0.4	-
Other related parties	296.8	68.0	13.1	5.4
Loans payable to				
Subsidiaries	-	-	60.6	53.0
Associates (see note b below)	19.2	140.4	19.2	11.4
Jointly controlled entities (see note b below)	5.0	-	-	35.0
Other related parties	20.0	-	5.1	-
Loans receivable from				
Subsidiaries	-	-	611.5	1,256.4
Associates (see note b below)	-	19.9	-	-
Amount owed by				
Subsidiaries	-	-	143.9	126.6
Associates	28.1	34.3	14.3	0.7
Jointly controlled entities	0.1	-	-	0.2
Other related parties	22.6	20.4	1.2	-
Amount owed to				
Subsidiaries	-	-	232.4	114.2
Associates	3.9	14.5	0.1	10.0
Other related parties	26.0	11.0	0.1	-
Remuneration of key management personnel				
Short term employee benefit	92.4	80.6	47.9	45.9
Post employment benefits	5.0	5.8	2.5	3.4
Termination benefits	-	5.6	-	5.6

(b) These represent loans receivable from and payable to associates and jointly controlled entities for which there is no fixed repayment terms, security or guarantee. All other transactions have been made on commercial terms and in the normal course of business.

(c) There has been no guarantees provided or received for any related party receivables or payables.

(d) For the year ended 30 June 2017, the Group has not recorded any impairment of receivables relating to amounts owed by related parties (2016 - Nil).

EXPLANATORY NOTES

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41. BUSINESS SEGMENTS

Accounting policy

Operating segments are components of the Group about which separate financial information is available. They are reported in a manner consistent with the internal reporting provided to the Chief Executive Officers, for both performance measuring and resource allocation.

Operating segments that do not meet any of the quantitative thresholds of 10% reported revenue or profit or assets are included if management believes that information about these would be useful to users to better appraise financial information.

Year ended 30 June 2017

In Rs million	FinTech	Hospitality	Logistics	Property	Corporate Office	Corporate Treasury	Group Elimination	Total
Revenue	650	2,573	3,491	1,975	242	-	(268)	8,663
Profit (loss) from operations before finance costs	81	257	185	544	(72)	50	-	1,045
Finance costs	(11)	(24)	(35)	(296)	-	(173)	-	(539)
Fair value gain on investment properties	-	-	-	638	-	-	-	638
Share of results of associated companies	84	(125)	-	12	4	-	-	(25)
Profit (loss) before exceptional items	154	108	150	898	(68)	(123)	-	1,119
Exceptional Items	-	80	-	74	(3)	-	-	151
Profit (loss) before taxation	154	188	150	972	(71)	(123)	-	1,270
Taxation	(15)	(52)	(36)	(42)	-	-	-	(145)
Profit (loss) for the year	139	136	114	930	(71)	(123)	-	1,125
Assets	2,213	9,051	2,957	16,958	1,980	-	(1,800)	31,359
Liabilities	492	2,673	1,603	6,441	3,780	-	(1,800)	13,189
Capital expenditure	(32)	(364)	(157)	(704)	(15)	-	-	(1,272)
Depreciation & amortisation	(25)	(155)	(106)	(57)	(10)	-	-	(353)

(a) Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Executive Officers.

(b) Product description of above:

FinTech - Acturial services, asset management, global business, investment in Swan General Ltd & Swan Financial Solutions Ltd, IT services and payroll services;

Hospitality - Boat cruises, catamaran sightseeing, golf course, GSA of airlines, hotel and spa services, investment in New Mauritius Hotels Ltd, online tour operators and travel agency;

Logistics - Courier services, freight forwarding, packing of special sugars, port related and transport services, shipping services and warehousing;

Property - Agriculture and leisure, construction and sales of villas, property investment and rental pool management company;

Corporate Office - Performance monitoring, statutory reporting, strategy monitoring and support to SBUs; and

Corporate Treasury - Net financing cost.

EXPLANATORY NOTES

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41. BUSINESS SEGMENTS (CONTD)

Year ended 30 June 2016

In Rs million	FinTech	Hospitality	Logistics	Property	Corporate Office	Corporate Treasury	Group Elimination	Total
Revenue	609	2,591	3,125	1,845	257	-	(260)	8,167
Profit (loss) from operations before finance costs	77	266	149	509	(48)	81	-	1,034
Finance costs	(6)	(24)	(27)	(319)	-	(165)	-	(541)
Fair value gain on investment properties	-	-	-	385	-	-	-	385
Share of results of associated and jointly controlled entities	102	(68)	13	(25)	16	-	-	38
Profit (loss) before exceptional items	173	174	135	550	(32)	(84)	-	916
Exceptional Items	-	-	(1)	107	(3)	-	-	103
Profit (loss) before taxation	173	174	134	657	(35)	(84)	-	1,019
Taxation	(14)	(38)	(35)	(42)	-	-	-	(129)
Profit (loss) for the year	159	136	99	615	(35)	(84)	-	890
Assets	2,073	8,707	2,867	15,881	2,356	-	(2,434)	29,450
Liabilities	477	3,167	1,608	6,709	3,503	-	(2,434)	13,030
Capital expenditure	(37)	(160)	(140)	(486)	(12)	-	-	(835)
Depreciation & amortisation	(22)	(161)	(91)	(41)	(10)	-	-	(325)

EXPLANATORY NOTES

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42. FINANCIAL ASSETS / LIABILITIES BY CATEGORY

Accounting policy

Financial assets and financial liabilities are recognised in the Group's Statement of Financial Position when the Group has become a party to the contractual provisions of the instrument.

The Group's accounting policies in respect of the financial instruments are as follows:

Investment in financial assets

Purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Investments are initially measured on fair value plus transaction costs for all financial assets except those that are carried at fair value through profit or loss.

Held-to-maturity financial assets

Financial assets that the Group intends to hold to maturity are measured at amortised cost, less impairment loss recognised to reflect irrecoverable amounts.

Held-for-trading financial assets

Financial assets held-for-trading are measured at fair value. Unrealised gains and losses are recognised in the Statements of Profit or Loss. On disposal the profit or loss recognised in the Statements of Profit or Loss is the difference between the proceeds and the carrying amount of the asset.

Available-for-sale financial assets

Available-for-sale financial assets are those financial assets that are not held-for-trading or held-to-maturity.

They are carried at fair value. Unrealised gains and losses arising from change in fair value are recognised in other comprehensive income. On disposal of available-for-sale financial assets, the gain or loss arising from the difference between the sale proceeds and the previous carrying amount adjusted for any prior adjustment that had been reported in other comprehensive income to reflect the fair value of that asset, is recognised in the Statements of Profit or Loss.

Fair value for quoted financial assets is based on market quotation. If the market for a financial asset is not active, and for unquoted financial assets the Group establishes fair value by using recognised and acceptable valuation techniques. Financial assets are categorised according to a fair value hierarchy as follows:

Level 1 financial assets are those with unadjusted quoted prices in active markets for identical investments.

Level 2 financial assets include quoted prices for similar investments in active markets, quoted prices for identical or similar assets in markets that are not active, inputs other than quoted prices that are observable for the asset (ie, interest rates or yields) and inputs that are derived from or corroborated by observable market data.

Level 3 includes unobservable inputs that reflect directors' assumptions about what factors market participants would use in pricing such investments. These inputs are based on the best information available including the Group's own information.

Non-current receivables

Non-current receivables are measured at amortised cost using the effective interest rate method, less provision for impairment. The amount of loss is recognised in the Statements of Profit or Loss.

Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for impairment. A provision for trade receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables.

The amount of provision is recognised in the Statements of Profit or Loss.

Cash and cash equivalents

Cash and cash equivalents include cash at bank, cash in hand, deposits with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the Statements of Financial Position.

Bank borrowings

Interest bearing bank loans and overdrafts are recorded at the proceeds received. Finance charges are accounted for on an accrual basis.

Trade and other payables

Trade and other payables are stated at fair value and subsequently measured at amortised cost using the effective interest method.

42. FINANCIAL ASSETS / LIABILITIES BY CATEGORY (CONTD)

Significant accounting judgements and estimates

A number of assets and liabilities included in the Group's financial statements are measured at fair value and utilises market observable inputs and data. Inputs used in determining fair value are categorised into:

Level 1: Quoted prices in active market for identical items (unadjusted).

Level 2: Observable inputs other than level 1.

Level 3: Unobservable inputs that are not derived from market data.

In assessing the fair value of financial instruments in level 3, the Group uses a variety of methods and makes assumptions that are based on market conditions existing at the end of each reporting date. The carrying value less any estimated credit adjustments for financial assets and financial liabilities with a maturity of less than one year are assumed to approximate their fair values. The fair values of those assets and liabilities not presented in the Group's and the Company's Statements of Financial Position at their fair values are not materially different from their carrying amounts. The fair value of securities not quoted in active market is determined by using valuation techniques including third party transaction values, earnings, net asset value or discounted cash flows, whichever is appropriate.

(a) Financial assets by category

GROUP In Rs million	Available-for-sale	Loans and receivables	Other financial assets	Total
Per Statements of Financial Position				
At 30 June 2016				
Investment in financial assets (note 15)	627.0	-	-	627.0
Non-current receivables (note 16)	-	84.7	-	84.7
Trade and other receivables (note 20)	-	2,985.6	-	2,985.6
Bank balances and cash (note 32)	-	-	944.1	944.1
Total financial assets	627.0	3,070.3	944.1	4,641.4
At 30 June 2017				
Investment in financial assets (note 15)	676.8	-	-	676.8
Non-current receivables (note 16)	-	68.6	-	68.6
Trade and other receivables (note 20)	-	2,304.0	-	2,304.0
Bank balances and cash (note 32)	-	-	888.1	888.1
Total financial assets	676.8	2,372.6	888.1	3,937.5

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42. FINANCIAL ASSETS / LIABILITIES BY CATEGORY (CONTD)

COMPANY In Rs million	Available-for-sale	Loans and receivables	Other financial assets	Total
Per Statement of Financial Position				
At 30 June 2016				
Investment in financial assets (note 15)	613.2	-	-	613.2
Non-current receivables (note 16)	-	1,015.3	-	1,015.3
Trade and other receivables (note 20)	-	121.6	-	121.6
Amounts receivable from group companies (note 21)	-	395.9	-	395.9
Bank balances and cash (note 32)	-	-	18.1	18.1
Total financial assets	613.2	1,532.8	18.1	2,164.1
At 30 June 2017				
Investment in financial assets (note 15)	661.1	-	-	661.1
Non-current receivables (note 16)	-	469.7	-	469.7
Trade and other receivables (note 20)	-	39.1	-	39.1
Amounts receivable from group companies (note 21)	-	285.8	-	285.8
Bank balances and cash (note 32)	-	-	166.2	166.2
Total financial assets	661.1	794.6	166.2	1,621.9

(b) Financial liabilities by category

GROUP In Rs million	Financial liabilities at amortised costs
Per Statement of Financial Position	
At 30 June 2016	
Borrowings (note 26)	8,802.7
Retirement benefit obligations (note 28)	180.9
Trade and other payables (note 29)	3,496.9
Dividend payable (note 25)	141.1
Total financial liabilities	12,621.6
At 30 June 2017	
Borrowings (note 26)	9,491.2
Retirement benefit obligations (note 28)	163.8
Trade and other payables (note 29)	2,680.2
Dividend payable (note 25)	151.2
Total financial liabilities	12,486.4

COMPANY In Rs million	Financial liabilities at amortised costs
Per Statement of Financial Position	
At 30 June 2016	
Borrowings (note 26)	2,942.5
Retirement benefit obligations (note 28)	25.1
Trade and other payables (note 29)	237.7
Amounts payable to group companies (note 31)	114.2
Dividend payable (note 25)	141.1
Total financial liabilities	3,460.6
At 30 June 2017	
Borrowings (note 26)	3,225.6
Retirement benefit obligations (note 28)	16.1
Trade and other payables (note 29)	182.4
Amounts payable to group companies (note 31)	232.4
Dividend payable (note 25)	151.2
Total financial liabilities	3,807.7

43. FINANCIAL SUMMARY

In Rs million		2017	2016	2015
Statements of Profit or Loss and Other Comprehensive Income				
Revenue		8,663.0	8,167.4	7,151.0
Profit from operations before finance costs		1,044.8	1,033.6	577.8
Finance costs		(538.7)	(541.4)	(287.4)
Fair value gain on investment properties		637.9	385.2	170.2
Share of results of jointly controlled entities		(16.6)	(49.7)	383.3
Share of results of associated companies		(8.2)	88.0	238.0
Profit before exceptional items		1,119.2	915.7	1,081.9
Exceptional items		150.8	103.2	76.4
Profit before taxation		1,270.0	1,018.9	1,158.3
Taxation		(145.5)	(129.2)	(108.8)
Profit for the year		1,124.5	889.7	1,049.5
Attributable to				
Owners of the parent		485.2	405.1	544.1
Non-controlling interests		639.3	484.6	505.4
Profit for the year		1,124.5	889.7	1,049.5
Number of shares in issue		252,045,300	252,045,300	252,045,300
Earnings per ordinary share (EPS)	Rs	1.93	1.61	2.16
Profit attributable to owners of the parent from operations (excluding exceptional items)	Rs	340.2	340.9	469.6
Number of shares in issue		252,045,300	252,045,300	252,045,300
EPS (excluding exceptional items)	Rs	1.35	1.35	1.86
Other comprehensive income for the year	Rs	947.2	4.9	(22.0)
Cash dividends per ordinary share	Rs	0.92	0.88	0.84

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30 June 2017

43. FINANCIAL SUMMARY (CONTD)

In Rs million	2017	2016	2015
Assets and Liabilities			
Non-current assets	27,191.7	25,019.9	19,011.9
Current assets	3,714.0	4,430.1	3,622.7
Assets classified as held for sale	453.1	-	-
Total assets	31,358.8	29,450.0	22,634.6
Share capital	1,260.2	1,260.2	1,260.2
Reserves	9,031.0	8,216.9	8,066.7
Non-controlling interests	7,878.4	6,942.8	5,723.0
Non-current liabilities	8,258.1	7,757.9	3,889.8
Current liabilities	4,771.6	5,272.2	3,694.9
Liabilities directly associated with assets classified as held for sale	159.5	-	-
Total equity and liabilities	31,358.8	29,450.0	22,634.6
Share Capital			
Authorised			
Number of ordinary shares	252,045,300	252,045,300	252,045,300
Ordinary shares of (Rs m)	1,260.0	1,260.0	1,260.0
Issued and fully paid			
Number of ordinary shares	252,045,300	252,045,300	252,045,300
Ordinary shares of (Rs m)	1,260.0	1,260.0	1,260.0

FREQUENTLY ASKED QUESTIONS

1. What is an Annual Meeting of Shareholders (AMS)?

An AMS is a meeting of the shareholders of a company. The law provides that it should be held not more than once in each calendar year and not later than 6 months after the balance sheet date of a company.

2. Who may attend the AMS?

In compliance with S120(3) of the Companies Act, the Board has resolved that only the shareholders of the Company registered in the share register of the Company as at 03 October 2017 are entitled to attend the AMS.

3. Why should a shareholder attend the AMS?

Shareholders are encouraged to attend the AMS as it:

- provides them with a direct contact with the Board and Management of the Company;
- enables them to have more insight in the operations, strategy and performance of the Company;
- provides them with reasonable opportunity to discuss and comment on the management of the Company; and
- allows them to participate in the election of the directors of the Company.

4. What matters are discussed at the AMS?

Usually, the following business is transacted at the AMS:

- the approval of the audited accounts of the Company;
- the receiving of the auditor's report;
- the consideration of the annual report/Integrated Report; and
- the appointment of directors.

5. 5 What if a shareholder cannot attend the AMS?

An individual shareholder who cannot attend the meeting may appoint a proxy.

A corporate shareholder may, on the other hand, appoint a representative to attend the AMS and to act on its behalf.

6. What is a proxy?

A proxy is the person appointed by an individual shareholder to represent him/her at the AMS. Such person, who need not necessarily be a shareholder of the Company, may be heard at the meeting as if he/she were the shareholder.

7. How does a shareholder appoint a proxy/representative?

Individual shareholders are requested to fill in the Proxy Form sent to them with the notice convening the meeting. Corporate shareholders are requested to fill in the Corporate Resolution form to appoint their representative.

Should a shareholder wish his/her proxy/representative to vote at the meeting in a particular manner, he/she is requested to fill in the resolution boxes featuring on the appropriate forms.

The appropriate forms should reach the Company Secretary no later than 24 hours before the start of the meeting.

FREQUENTLY ASKED QUESTIONS

8. **Once a proxy/representative has been appointed, can another proxy/representative be appointed?**

   A shareholder can change the proxy/representative appointed by him/her, provided such amended Proxy Form/Corporate Resolution reaches the Company Secretary no later than 24 hours before the start of the meeting. Shareholders are advised to attach an explanatory note to such amended Proxy Form/Corporate Resolution to explain the purpose of the amended document and expressly revoke the Proxy Form/Corporate Resolution previously signed by them.

9. **After appointing a proxy, can a shareholder still attend the AMS?**

   Yes, but he/she is requested to make himself/herself known to the Company Secretary as soon as he/she attends the meeting. The proxy will consequently have no right to be heard and to vote at the meeting.

10. **How many votes does a shareholder have?**

    Every shareholder, present in person or by proxy/representative, shall have one vote on a show of hands.

    Where a poll is taken, each shareholder shall have the number of votes that corresponds to the number of shares held by him/ her in the Company.

11. **What is the voting procedure?**

    Voting at the AMS is generally by show of hands. However, if a poll is demanded for a particular resolution, then ballot papers shall be distributed and shareholders will be requested to cast their votes thereon.

12. **How are the votes counted?**

    On a show of hands, the Chairman shall count the votes. However, if a poll is demanded, the counting will be done by management under the supervision of the auditor of the company who will be acting as scrutineer.

13. **How to obtain a copy of the minutes of proceedings of the last AMS of the Company?**

    A shareholder may make such a request to the Company Secretary prior to the AMS.

14. **How to put questions to the Board and/or Management at the AMS?**

    Before each resolution is put to the vote, the Chairman may invite shareholders to put questions on that particular resolution. When all the items on the Agenda of the AMS have been tackled, there will be a question time when the Chairman shall invite shareholders to put questions to the Board and/or to Management if they so wish.

15. **What should a shareholder do if he/she would like to propose a candidate for appointment to the board of directors of the Company?**

    Shareholders are encouraged to forward their request in writing to the Chairman of the Rogers Board Nomination Committee via the Company Secretary as early as the first week of June.

GLOSSARY OF TERMS

BEPS	Base Erosion and Profit Sharing
CEO	Chief Executive Officer
CFE	Chief Finance Executive
CN	Case Noyale
CRS	Common Reporting Standard
CSBO	Compagnie Sucrière de Bel Ombre
CSR	Corporate Social Responsibility
DPS	Dividends per share
EBITDA	Earnings before interest, taxes, depreciation and amortisation
EPS	Earnings per share
ERP	Enterprise Resource Planning
FATCA	Foreign Account Tax Compliance Act
FDI	Foreign Direct Investment
FSC	Financial Services Commission
GSA	General Sales Agent
GSSI	Global Sales Science Institute
HR	Human Resources
IFRS	International Financial Reporting Standards
IIRC	International Integrated Reporting Council
IR	Integrated Reporting
IRS	Integrated Resort Scheme
Net Debt	Total borrowings less cash and cash equivalents
NGO	Non-Governmental organisation
NMH	New Mauritius Hotels
OTO	Online Tour Operating
PAT	Profit after tax
RCCS	Rogers Capital Corporate Services
RCTS	Rogers Capital Technology Services
RevPAR	Revenue per available room
RMAC	Risk Management & Audit Committee
SEM	Stock Exchange of Mauritius
TrevPOR	Total Revenue per occupied room
UN	United Nations
VLH	Veranda Leisure & Hospitality
VWAP	Volume weighted average price

NOTES

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