



GOVERNANCE AND LEADERSHIP

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SALT of Palmar redefines service excellence with the SALT experience mobile app, which includes a digital room key, a map of the hotel, a faster check-in and check-out process, and the option to book beach activities, spa treatments, dining reservations and immersive cultural experiences.

Chairman's Message

6.4 min

Setting the standard



Dear Shareholders,

On behalf of the Board of Directors, I am honoured to present to you IBL Group's Integrated Report for the financial year 2018-19, during which we recorded another year of solid growth.

After the adoption of its strategic plan, IBL has continued to progress on a path of sustained growth through the reinforcement of its local, regional, and global footprints. Its portfolio of subsidiaries and associated companies achieved strong performance, underpinned by operational excellence and sound strategic priorities.

Though some of our operations experienced a slight downturn in profitability in the short term due to unfavourable market conditions and the initial adverse impacts of new strategic initiatives, these investments are expected to bear fruit and increase our overall profitability in the longer term.

As a result, the Group was able to maintain stable growth in 2018-19, in large part due to our Group's diversification across geographical markets and industries.

Building on a sound and clear strategy

During the year, IBL continued to deploy its strategic plan adopted in June 2017. Though it is reviewed and adjusted on a regular basis in order to keep IBL at the forefront of the industries and markets we operate in, the focus remained on:



Strengthening our Mauritian core;



Achieving regional expansion into the Indian Ocean & East Africa;



Pursuing international expansion anchored in world-class professional expertise.

In that perspective, we continued to reinforce and adapt the Corporate Centre functions to allow us to deliver our strategy. In particular, IBL has been working on the transformation of its business model and ways of working, both to take advantage of technological innovations and to respond to its stakeholders' changing expectations. Our efforts towards ensuring successful Digital Transformation are set out in our Strategy report.

Major events

The 2018-19 financial year was marked by the following strategic transactions:

- IBL recently announced its intention to acquire General Construction Co Ltd, a major player in the Mauritian construction industry. This acquisition aims at consolidating and strengthening our Building & Engineering cluster;
- In the Commercial cluster, Winner's continued its expansion by developing a first hypermarket in Trianon and one additional supermarket in Port-Louis. This added to an existing portfolio of 25 supermarkets and will allow Winner's to better deliver on its proximity strategy, even though its performance is presently affected by the restructuring charges, whilst growth potentials have not yet materialised;
- In the Seafood sector, a new fish protein and fish oil factory was launched in Ivory Coast and has been commercially operational since February 2019;
- Chantier Naval de l'Océan Indien (CNOI) has signed a lease for securing additional land adjacent to its industrial site to build additional industrial facilities, which will enable it to expand the ship construction and maintenance capacity by 50%;
- Finally, our Hospitality cluster was strategically reshuffled following the unbundling of Lux Island Resorts Ltd and The Lux Collective Ltd, formerly known as LUX* Hospitality Ltd. As a consequence, Lux Island Resorts Ltd became a real estate and hotel operation company, whereas The Lux Collective Ltd remained a pure fee-based management company managing all the properties owned by Lux Island Resorts Ltd as well as other third-party owned resorts worldwide. The Lux Collective's head office has been physically relocated to Singapore in order to be better positioned for international growth, particularly in Asia.

Financial performance

Figures as at 30 June 2019 (Rs)

Increase in share price since June 2018:	8.22%
Dividends paid:	0.77 per share
Total number of shares:	523,772,511
Market capitalisation:	36,732,098,160

As shown above, the Company has delivered solid returns to shareholders with an increase of 8.22% in share price and dividends of Rs 0.77, equivalent to a 1.54% return, totalling 9.76% Total Shareholder Return (TSR) for the year.

Chairman's Message



The promotion of best corporate governance practices is a key tenet of IBL.

Creating long-term value through good governance and risk management

The promotion of best corporate governance practices is a key tenet of IBL. The Board of Directors is therefore strongly committed to continuously reviewing its governance practices and charters to meet the constantly evolving national and international governance frameworks and best practices.

Hence, this year, we conducted a gap analysis between our various governance charters and practices (IBL Code of Business Ethics, Board Charter, Governance Charter, Code de Déontologie Boursière) and the new Code of Corporate Governance 2016. This exercise was conducted by Benoit Chambers with the support of Dr Chris Pierce, an international expert in corporate governance who collaborated on the new Code of Corporate Governance for Mauritius issued in 2016. For instance, our Board Charter and Governance Charter have been combined into a single document to facilitate its understanding by stakeholders. As recommended in the new code, our Group also adopted a revised Conflict of Interest policy, which explicitly grants to the Audit and Risk Committee the responsibility to oversee how conflict of interest situations are managed by the Board, as well as related party transactions.

[Corporate Governance Report p. 34](#)

Our Group-level risks are identified, evaluated and monitored by a dedicated risk management function created two years ago. It aims at continuously improving IBL's risk management practices.

[Risk Management Report p. 90](#)

Outlook

I am confident in IBL's prospects and ability to grow while creating value for its stakeholders in 2020 and beyond. Our Group's diversification, across industries and geographical regions, allows us to mitigate our exposure to risks, and capture the multiple opportunities for growth.

It is a must and a strategic necessity to make our Digital Transformation efforts a success. Constantly shifting customer expectations, rapid technological advancement

and increasingly fierce competition have led companies worldwide to rethink their business models.

Accordingly, over the last year, we have engaged and further empowered our resources to advance IBL's Digital Transformation, with a focus on three areas: the transformation of our business model, operational and service excellence, and the development of capabilities to drive new ways of working.

A Group Digital Transformation department has been set up at the Corporate Centre and is responsible for supporting our operations in their transformation by providing them with the tools they need for their growth. The successful implementation of our digital strategy will drive employee engagement, as well as generate customer satisfaction and financial growth.

[Digital Transformation p. 76](#)

Sustainability is not only a trendy concept, but is critical to continue operating and creating value in the long term. We have thus defined a Group-level sustainability approach that embeds environmental and social considerations into our policies, practices and organisational culture. For instance, a number of Circular Economy projects have been identified and some are set to be implemented across IBL Group, in collaboration with the Blue Economy author, Gunter Pauli. Our next challenge will be to align sustainability practices across the Group.

[Sustainability p. 80](#)



Our Group's diversification, across industries and geographical regions, allows us to mitigate our exposure to risks, and capture the multiple opportunities for growth.

Acknowledgments

I would like to pay my respects to Jean Lagesse, who passed away on 7 March 2018. Jean served as a Director of the Company for 18 years until his resignation in 2012. He was a man of great courtesy and humanity and I would like to pay tribute to his contribution and loyalty throughout his tenure as an IBL Director.

On behalf of the Board of Directors, I would like to thank and congratulate our senior management team and all the team members of IBL (in the Corporate Centre, operations, subsidiaries and associates) for their dedication, commitment and professionalism. Their continued efforts, under the leadership of our Group CEO, Arnaud Lagesse, have enabled IBL to achieve positive results again during the past year, and to make strides on the path towards its transformation.

I am also grateful to our Directors for their continued support and invaluable advice during a challenging year.

Last but not least, I would like to express my gratitude to our stakeholders for continuing to place their trust in us.

Jan Boullé
Chairman of the Board of Directors



Board of Directors

Ensuring continued prosperity



¹ San T. Singaravelloo left the Board of Directors on 27/09/2019.

² Isabelle de Melo was appointed on 27/09/2019.

Directors' Profiles

Jean-Claude Béga

Executive Director &
Group Head of Financial Services
& Business Development

Citizen and resident of Mauritius
Appointed: 01/08/2018

Skills and experience

Jean-Claude started his career in 1980, spending seven years as external auditor before moving to a sugar group to perform various functions within accounting and finance. He joined GML in 1997 as Finance Manager, and is currently the Group Head of Financial Services and Business Development.

Qualifications

- Fellow of the Association of Chartered Certified Accountants

External appointments

- AfrAsia Capital Management Ltd
- Anahita Estates Limited
- Anahita Residences & Villas Limited
- Anglo African Investments Ltd
- Camp Investment Company Limited
- DTOS Ltd
- Eagle Insurance Limited
- Flacq Associated Stonemasters Limited
- Knights & Johns Management Ltd
- LCF Holdings Ltd
- LCF Securities Ltd
- Lux Island Resorts Ltd
- Phoenix Beverages Limited
- Phoenix Investment Company Limited
- The Bee Equity Partners Ltd

Core competencies

Finance, Mergers & Acquisitions, Strategic Development.

Jan Boullé

Chairman

Citizen and resident of Mauritius
Appointed: 01/03/2016
Chairman: 01/07/2016

Skills and experience

Jan Boullé worked for The Constance Group from 1984 to 2016, where he occupied various executive positions and directorships. He has specific expertise in hospitality and real estate development.

Qualifications

- Ingénieur Statisticien Economiste – France
- Post Graduate studies in Economics – Université Laval, Canada

External appointments

- Alteo Limited
- BlueLife Limited
- Camp Investment Company Limited
- Lux Island Resorts Ltd
- Manvest Limited
- Phoenix Investment Company Limited
- Phoenix Beverages Limited
- The Bee Equity Partners Limited
- The United Basalt Products Limited

Core competencies

Strategic Development, Hospitality, Real Estate Development.

Martine de Fleuriot de la Colinière

Non-Executive Director

Citizen and resident of Mauritius
Appointed: 12/11/2016

Skills and experience

Martine de Fleuriot heads the Commercial, Corporate and Banking departments of ENSafrica (Mauritius), one of the largest law firms in Mauritius. She is an experienced barrister, recognised as a leading lawyer by international directories such as The Global Guide of Chambers and Partners, ILFR 1000 and Legal 500.

Qualifications

- Diplômes d'Études Approfondies, Mention Droit Privé – Université de Droit, d'Économie et des Sciences Sociales, Aix Marseille III, France
- Barrister's Examination – Council of Legal Education, Mauritius

External appointments

None

Core competencies

Law, Mergers and Acquisitions, Corporate Restructuring, Banking, Security Law.

Pierre Guénant

Independent Non-Executive Director

Non-citizen and non-resident of Mauritius
Appointed: 27/07/2015

Skills and experience

Pierre Guénant is an accomplished entrepreneur. He founded and developed the PGA Group, whose turnover is € 5,2 Bn and which employs about 11,000 people in France, Belgium, Holland and Poland. He is currently chairman of PGA Holding. Pierre is also involved in the hotel and wine industries, as well as in investment funds. He serves as a director on the Boards of several listed companies outside of Mauritius.

Qualifications

- École Supérieure de Commerce – Paris, France

External appointments

- Assystem SA
- Advini SA

Core competencies

Entrepreneurship, Strategic, Development, International Business & Management.

Jason Harel

Independent Non-Executive Director

Citizen and resident of Mauritius
Appointed: 01/07/2016

Skills and experience

Jason Harel is the co-founder and partner of BLC Robert & Associates, which is ranked as a top-tier business law firm by all leading legal directories. He leads their corporate and M&A practice, which includes non-contentious restructuring and taxation. Jason's practice mainly involves the real estate (including construction and hospitality) and financial services sectors (including the banking and global business sectors).

Qualifications

- Chartered Accountant – England & Wales
- Barrister-at-Law – England & Wales and Mauritius

External appointments

None

Core competencies

Corporate & Business Law, Taxation, Mergers & Acquisitions, Hospitality Sector (including Real Estate and Financial Services Sector, which includes Banking and Global Business).

Arnaud Lagesse

Executive Director & Group CEO

Citizen and resident of Mauritius
Appointed: 23/03/2015
Group CEO: 01/07/2016
2005-2016: 11 years' experience as CEO

Skills and experience

Arnaud Lagesse is the Group CEO of IBL Ltd, Mauritius' largest business group. He is one of the Mauritian private sector's most prominent leader and is known to drive the Group which he leads with innovative and challenging undertakings. Three years ago, he initiated the merger of GML Investissement Ltée and Ireland Blyth Limited, creating both a successful Group and substantial shareholder value for all stakeholders since the Group's introduction onto the local Stock Market.

Qualifications

- Breakthrough Executive Program – Egon Zehnder-Mobius, Portugal
- Advanced Management Program (AMP180) – Harvard Business School, United States of America
- Executive Education Program – INSEAD, France
- Masters in Management – Université d'Aix-Marseille, France
- Graduated from the Institut Supérieur de Gestion – Paris, France

External appointments

Chairman:

- Alteo Limited
- Bloomage Ltd
- Camp Investment Limited
- Fondation Joseph Lagesse
- Phoenix Beverages Limited
- Phoenix Investment Company Limited
- The Lux Collective Limited

Member of the Board of Directors:

- AfrAsia Bank Limited
- BlueLife Limited
- Espérance et Compagnie Limitée
- Pick and Buy Limited
- The United Basalt Products Ltd

Core competencies

Business & Finance, Deal Structuring, Strategic Business Development.

Directors' Profiles

Benoit Lagesse

Non-Executive Director

Citizen and resident of Mauritius
Appointed: 12/02/2018

Skills and experience

Benoit Lagesse started his career with Touche Ross before working at Canadian Pacific in London, then moving to Zimbabwe to manage a farming business.

Qualifications

- Bachelor of Science (Computers) – Manchester University, England
- Chartered Accountant – England & Wales

External appointments

- Chairman of GML Ineo Ltée
- Chairman of Mon Loisir Ltée
- Alteo Energy Ltd
- Compagnie Sucrière de Saint Antoine

Core competencies

Finance, Accounting & Agriculture.

Hugues Lagesse

Non-Executive Director

Citizen and resident of Mauritius
Appointed: 01/07/2015

Skills and experience

Hugues Lagesse is the Head of Projects and Strategic Property Development of BlueLife Limited, a real estate company that develops property in Mauritius. He has acquired considerable experience and competence in high-end residential and mixed-use real estate.

Qualifications

- Diploma in Administration and Finance – Ecole Supérieure de Gestion, Paris, France
- Management Program INSEAD – France
- Real Estate Program – Harvard Business School, United States of America
- General Management Program for Mauritius and South East Africa – ESSEC

External appointments

- Camp Investment Company Limited
- Espérance et Compagnie Limitée
- Phoenix Beverages Limited
- Phoenix Investment Company Limited

Core competencies

Real Estate, Property Development, Management.

Jean-Pierre Lagesse

Non-Executive Director

Citizen and non-resident of Mauritius
Appointed: 01/07/2015

Skills and experience

Jean-Pierre Lagesse is a specialist in property investment, development, asset enhancement and portfolio management in London, having been a partner of 10 Ant Group since 2007. He is responsible for the purchase and redevelopment of real estate, with over 20 years' experience in Europe and Africa.

Qualifications

- MBA – Cranfield School of Management, United Kingdom

External appointments

None

Core competencies

Property Development, Real Estate.

Thierry Lagesse

Non-Executive Director

Citizen and resident of Mauritius
Appointed: 24/09/1983

Skills and experience

Thierry Lagesse is the Founder of the Palmar Group, a textile and garment-oriented manufacturing company. As a visionary entrepreneur, he also launched a Direct To Home satellite television company in the Indian Ocean islands. He serves as a director on the Boards of several listed companies on the Stock Exchange of Mauritius.

Qualifications

- Maîtrise des Sciences de Gestion – Université de Paris-Dauphine, France

External appointments

- Alteo Limited
- Alteo Energy Ltd
- Alteo Milling Ltd
- Alteo Refinery Ltd
- Camp Investment Company Limited
- Consolidated Energy Co. Ltd
- Lux Island Resorts Ltd
- Phoenix Beverages Limited
- Phoenix Investment Company Limited
- The United Basalt Products Ltd
- Stam Investment Limited

Core competencies

Entrepreneurship, Business Development & Finance, Strategic Development, Hospitality, Manufacturing, Textile, Media, Sugar.

Gilles Michel

Independent Non-Executive Director

Non-citizen and resident of Mauritius
Appointed: 20/06/2012

Skills and experience

Gilles Michel has held executive positions in major international companies and institutions like Saint Gobain Group, PSA Peugeot Citroën and Fonds Stratégique d'Investissement. He was, until 2018, Chairman and CEO of Imerys.

Qualifications

- École Polytechnique, École Nationale de la statistique et de l'Administration Économique (ENSAE)
- Institut d'Études Politiques (IEP) – Paris, France

External appointments

- Valeo – Paris, France
- Solvay – Bruxelles, Belgium
- Management and Development Company Ltd
- Maurilait Production Limitée

Core competencies

Automobile Industry, Process Industry, Strategic Development, Management.

Maxime Rey

Non-Executive Director

Citizen and resident of Mauritius
Appointed: 01/07/2016

Skills and experience

Maxime Rey has extensive experience in the Insurance sector. He worked as CFO of Swan, Mauritius' leading insurance company, for more than 20 years until his retirement in 2016. Prior to that, he also worked 13 years in Johannesburg as Group Financial Director of Kuehne and Nagel (Pty) Ltd, the South African arm of a leading global provider of innovative and fully integrated supply chain solutions.

Qualifications

- Qualified Accountant

External appointments

- BMH Limited
- Constance La Gaieté Co. Limited
- Leal & Co Ltd
- Lux Island Resorts Ltd
- MFD Group Limited
- PNL
- Tropical Paradise Co. Limited

Core competencies

Finance, Accounting, Risk Management, Insurance.

Directors' Profiles

Jean Ribet

Non-Executive Director

*Citizen and resident of Mauritius
Appointed: 01/07/2016*

Skills and experience

Jean Ribet has been the Group Chief Executive Officer of the Constance Group since 2004, with overall responsibility of the Group's agro-industrial, tourism and investment activities.

Qualifications

- Chartered Accountant – South African Institute of Chartered Accountants
- Bachelor of Commerce degree – University of Cape Town, South Africa

External appointments

- Alteo Refinery Ltd
- Beauport Industries Limited
- BMH Limited
- Consolidated Energy Co. Ltd
- Constance Hotels Services Ltd
- Constance La Galeté Co. Ltd
- Flacq Associated Stonemasters Limited
- Hotelest Ltd
- Livestock Feed Ltd
- Manvest Limited
- Pick N Eat Ltd

Core competencies

Finance, Strategic Development.

San T. Singaravelloo

Independent Non-Executive Director

*Citizen and resident of Mauritius
Appointed: 25/09/2017
Resigned: 27/09/2019*

Skills and experience

San T. Singaravelloo has over 21 years' experience across the Sub-Saharan African region, the United Kingdom and the Netherlands. She has worked for major regional and international companies, including Old Mutual, Hymans Robertson Actuaries and Consultants, PwC and ABN Amro. She is currently the Head of Aon's Africa Unit for Global Benefits.

Qualifications

- Fellow of the Institute and Faculty of Actuaries – United Kingdom
- Master of Law – International Business Law, Sorbonne-Assas
- Postgraduate Diploma in Actuarial Science – University of Cape Town, South Africa
- Bachelor of Science Honours in Operation Research – University of Cape Town, South Africa
- Bachelor of Science in Statistics and Economics – University of Cape Town, South Africa

External appointments

- Anglo African Investments Ltd
- MCB Group

Core competencies

Pension & Insurance, Business Development, Cross-Border Projects, Corporate & Trustee Consulting, Mergers & Acquisitions.

Stéphane Lagesse

Alternate Director to Thierry Lagesse

*Citizen and resident of Mauritius
Appointed: 01/07/2016*

Skills and experience

Stéphane Lagesse has extensive experience in the garment sector, having worked for more than 35 years for the Palmar Group in Mauritius.

Qualifications

- Degree in Gestion des Entreprises – Paris-Dauphine, France

External appointments

- Stam Investment Limited
- The United Basalt Products Ltd

Core competencies

Finance, Textile, Manufacturing & Trading.

Isabelle de Melo

Independent Non-Executive Director

*Non-citizen and resident of Mauritius
Appointed: 27/09/2019*

Skills and experience

Isabelle de Melo has held executive and leadership positions in various companies and institutions, including Arthur Andersen Audit, Gemplus, Privatair, SETE, Genève Sport and Association Nicolas Bogueret. She was also an independent consultant from 1998 to 2003, and has been a Business Angel (Investor and Coach) since 2009.

Qualifications

- HEC Paris – Paris, France

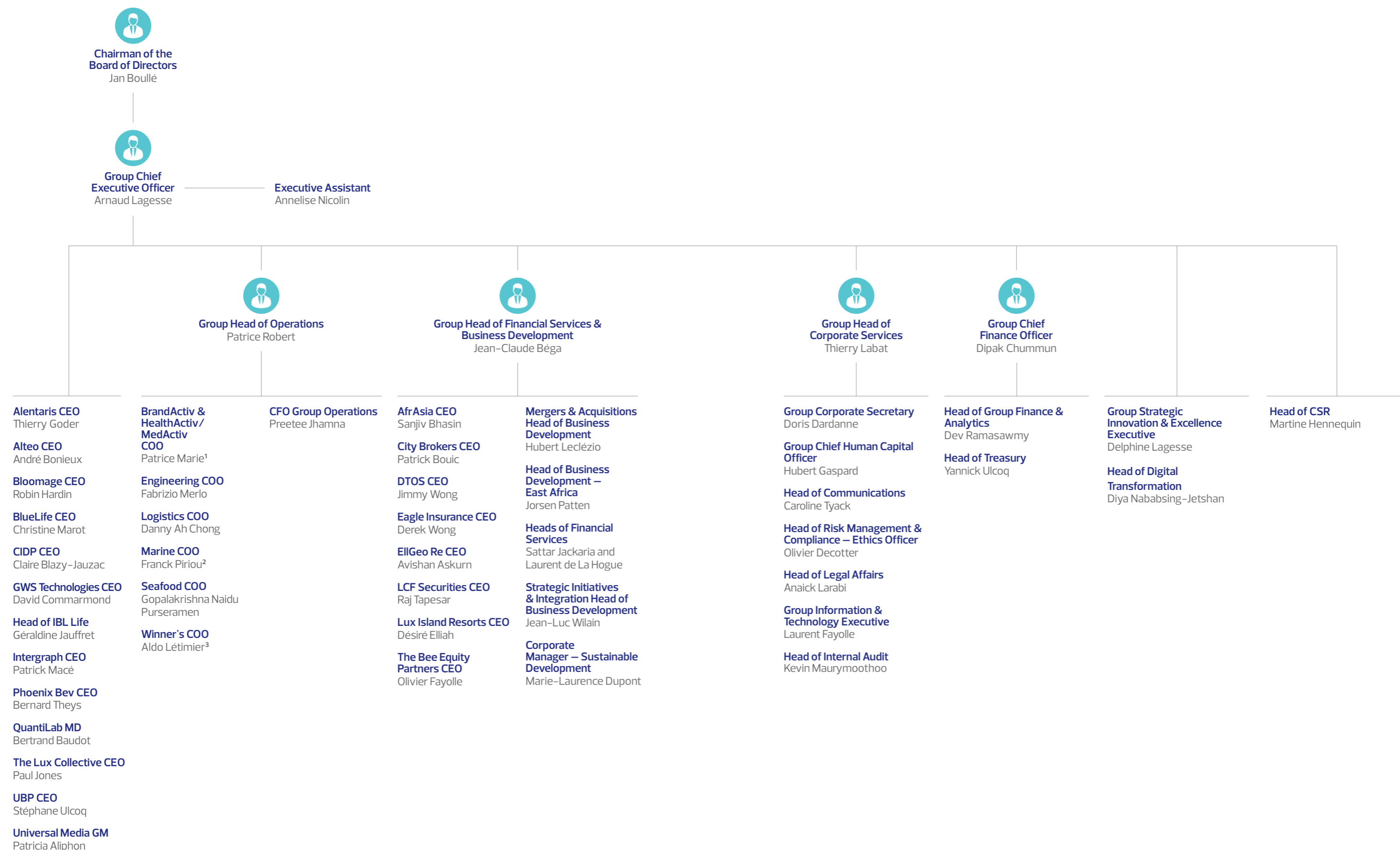
External appointments

None

Core competencies

Finance, Mergers & Acquisitions, Treasury, Tax, Human Resources, Information Technology.

Organisational Structure



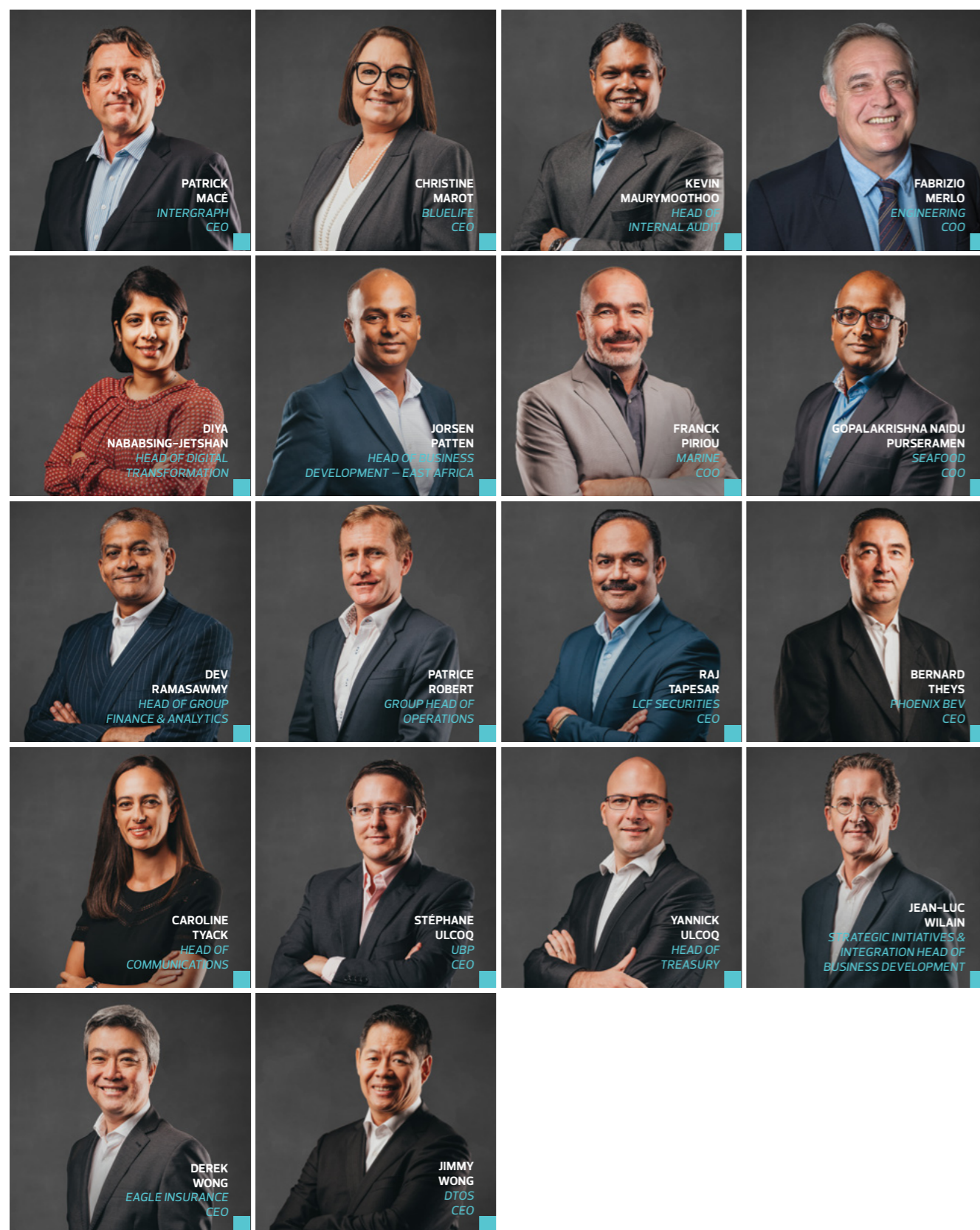
¹ Patrice Marie is set to take over as BrandActiv & HealthActiv/MedActiv COO on 06/01/2020.
² Franck Piriou was appointed Marine COO on 01/09/2019.
³ Aldo Létimier was appointed Winner's COO on 10/09/2019.

Executive Team

Leading with purpose



Executive Team



Profiles of Key Senior Executives

Dipak Chummun

Group Chief Finance Officer

Appointed: 01/07/2016

Skills and experience

- Started his career at PwC in London in 1990 within Audit and Consulting and later moved to Singapore.
- Joined the banking industry in 1996 and held Regional & Group Head roles in Corporate and Investment Banking, Strategy, M&A and Finance with major international banks, including Standard Chartered, Barclays, Emirates NBD and Deutsche Bank in London, Hong Kong, Dubai, Singapore and Frankfurt.
- Most recently was Finance Director for Strategic Financial Planning & Performance Management at Deutsche Bank's global headquarters in Frankfurt.
- Was appointed Executive Director and Group Chief Finance Officer for Ireland Blyth Limited on 1 January 2015 and after the latter's amalgamation into IBL Ltd (formerly GML), was appointed Group Chief Finance Officer of IBL Ltd on 1 July 2016.

Qualifications

- Bachelor's Degree in Computer Science – University of Manchester, United Kingdom.
- Fellow of the Institute of Chartered Accountants – England and Wales (ICAEW).

Thierry Labat

Group Head of Corporate Services

Appointed: 01/07/2017

Skills and experience

- Was appointed Company Secretary of GML in 2001, then Group Company Secretary & Head of the Corporate Secretarial teams of IBL Ltd in 2016.
- Played a role in the successful closing of significant mergers and acquisitions of listed companies.
- Was appointed Group Head of Corporate Services of IBL Ltd in 2017, now leading the following Group functions: Corporate Secretarial, Legal Affairs, Human Capital, Communications, Risk Management, IT and Internal Audit.

Qualifications

- Chartered Secretary and Fellow of the Institute of Chartered Secretaries and Administrators (ICSA), South Africa and United Kingdom respectively.
- Executive Management Programme – ESSEC Business School.

Patrice Robert

Group Head of Operations

Appointed: 01/08/2018

Skills and experience

- Worked in Singapore for 10 years, as consultant in Supply Chain and Strategy at Accenture, then as Vice President of DHL's Service Parts Logistics Business Unit for the Asia Pacific region.
- Joined IBL Ltd in 2008 and most recently as Chief Operating Officer for the Seafood segment for which he oversaw local operations and its development internationally.
- Promoted as Group Head of Operations in August 2018, responsible for IBL Ltd's Manufacturing & Processing, Logistics, Commercial, Building & Engineering activities.

Qualifications

- Bachelor's Degree in Engineering – University of Portsmouth, United Kingdom.
- MBA – University of Chicago Booth School of Business, United States of America.

Jean-Claude Béga

Group Head of Financial Services & Business Development

Appointed: 01/07/2016

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Arnaud Lagesse

Group Chief Executive Officer

Appointed: 01/07/2016

[Directors' Profiles p. 23](#)

Corporate Governance Report

Introduction

IBL Ltd (IBL), a public interest entity as defined by the Financial Reporting Act 2004, has applied the principles of the National Code of Corporate Governance (2016) since the last financial year. This corporate governance report sets out how the Code's principles have been applied and reflected throughout IBL. Good governance is at the heart of IBL and is crucial to the Company's success and its ability to deliver on its strategy.

This report, part of IBL's Integrated Report for 2018-19, is also available on IBL's website: www.iblgroup.com

Governance structure

Governance Charter

IBL's governance structure is set out in its Governance Charter. The charter defines the role, function and objectives of the Board of Directors, Board Committees, Chairman, Group CEO and Senior Executives. It also sets out how they interact in order to promote efficient, transparent and ethical functioning/decision-making processes within the Group. In the same spirit, a "Charte de Déontologie Boursière" has been approved and signed by all the Directors and Senior Officers of IBL.

To ensure that good governance is applied throughout the Group, the Board oversees the operations of each business cluster via management committee meetings attended by Executives appointed by IBL's Corporate Governance Committee (which also acts as Nomination and Remuneration Committee). Proceedings of these meetings are then reported to the Board of IBL.

The Governance Charter ("Charte de Gouvernance") and the "Charte de Déontologie Boursière" are available on IBL's website: www.iblgroup.com

Code of Business Ethics

A Code of Business Ethics, which also includes whistleblowing procedures, has been reviewed and approved by the Board on 3 June 2019. The Board has recommended that this Code be adopted by all the companies of the Group.

The Code is available on IBL's website: www.iblgroup.com

Constitution

IBL's Constitution complies with the provisions of the Mauritian Companies Act 2001 and the Listing Rules of the SEM. There are no clauses of the Constitution deemed material enough requiring specific disclosure.

A copy of the Constitution is available on IBL's website: www.iblgroup.com

Organisational chart and accountability statement

A governance structure and organisational chart for IBL illustrating the key senior positions and the reporting lines within

the Group is set out in the section "Governance and Leadership" of the Integrated Report.

Organisational Structure p. 28

The structure of the Board and its Committees

The Board

IBL is led by an effective and highly committed unitary Board comprising 14 Directors who possess the appropriate skills, knowledge, independence and experience in core and other business sectors, and for both local and international markets, to enable them to discharge their duties and responsibilities effectively. The Board of IBL believes that, based on its size, geographical spread of operations and its multiple operations, it possesses the right balance.

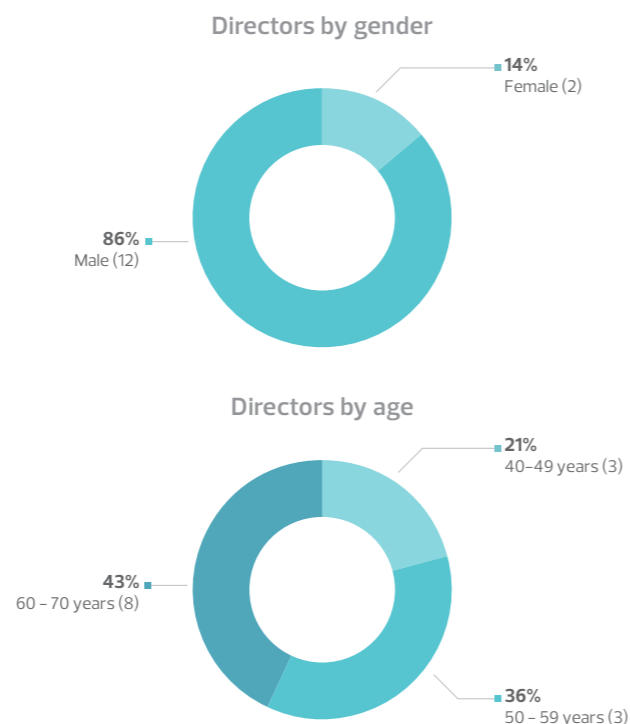
The Board assumes responsibility for leading and controlling the Company and for ensuring that all legal and regulatory requirements are met. It plays a key role in determining the Company's direction, monitoring its performance and overseeing risks. It is collectively responsible for the long-term success of the Company.

Directors' profiles and details of external appointments

Directors' profiles, including details of their appointments in listed companies, have been disclosed in the section "Governance and Leadership" of the Integrated Report.

Directors' Profiles p. 22

Balance and diversity



Board and Directors' roles and responsibilities



Note: The 4 Independent Non-Executive Directors are considered independent based on the independence criteria set out in the National Code of Corporate Governance for Mauritius.

Board processes, meetings and activities in 2018-19

Board meeting process

Beginning of the year	<ul style="list-style-type: none"> Planning for Board meetings for the ensuing year is set by the Group Corporate Secretary.
Setting of agenda	<ul style="list-style-type: none"> Draft agendas for the Board are finalised by the CEO and the Chairman prior to each meeting. Agendas are finalised at least one week before the scheduled date of the meeting.
Before the meeting	<ul style="list-style-type: none"> Agenda and all relevant Board papers are sent to the Directors one week before the scheduled meeting. Necessary arrangements (video conferencing, etc) are made for those Directors not able to be physically present.
Board meeting	<ul style="list-style-type: none"> Regular matters such as the review of activities of the various clusters of IBL or reports from the Committee Chairpersons are discussed.
After Board meeting	<ul style="list-style-type: none"> Minutes are produced and sent to the Group CEO and Chairman for review and comments prior to circulating these to the Board. Follow-up on certain Board decisions (update of authorised signatories, etc.) are then ensured by the Company Secretary.

Corporate Governance Report

Board meetings and activities

During the year under review, the Board met 4 times. Below is a list of the main issues discussed at these meetings. Decisions were also taken by way of written resolutions signed by all the Directors.

Regular agenda items	Financial items	Strategy	Governance	Other matters
<ul style="list-style-type: none"> Review of operations of the different clusters. Review of investments in major subsidiaries/ associates. Take note of the matters discussed in sub-committee meetings. 	<ul style="list-style-type: none"> Abridged audited annual financial statements and full audited financial statements. Abridged financial statements for the first, second and third quarters. Dividends declaration Budget 2018-19. 	<ul style="list-style-type: none"> Approval of investment in Price Guru. Approval of an increase in share capital of Nutrifish, an associate. 	<ul style="list-style-type: none"> Assessment of directors' independence. Approval of the nomination of directors on the various Boards of subsidiaries. Approval of the Code of Business Ethics and Group Anti-Corruption policy. Approval of the Delegation of Authority policy. Approval of the Corporate Governance report and Statement of Compliance. Considered the reports submitted by Clarel Benoit Chambers and Chris Pierce on Directors' conflicts of interest. Re-election of the Board's Chairman for a period of 3 years. 	<ul style="list-style-type: none"> Approval of communiqués/ announcements as required by the relevant rules and regulations. Considered a presentation by the Seafood sector. Considered the strategic plan of Bloomage, a wholly-owned subsidiary. Approval of corporate guarantees given to major subsidiaries. Review of several projects (e.g. Circular Economy).

Attendance at Board meetings in 2018-19

	24/09/18	12/11/18	13/02/19	03/06/19	Total no. of meetings attended
Jan Boullé	✓	✓	✓	✓	4
Jean-Claude Béga	✓	✓	✓	✓	4
Martine de Fleuriot de la Colinière	✓	✓	✓	✓	4
Pierre Guénant	✓	✓	✓	✓	4
Jason Harel	✓	✓	✓	✓	4
Arnaud Lagesse	✓	✓	✓	✓	4
Benoit Lagesse	✓	✓	✓	✓	4
Hugues Lagesse	✓	✓	✓	✓	4
Jean-Pierre Lagesse	✓	✓	✓	✓	4
Thierry Lagesse	✓	✓	✓	✗	3
Gilles Michel	✓	✓	✓	✓	4
Maxime Rey	✓	✓	✓	✓	4
Jean Ribet	✓	✓	✓	✓	4
San T. Singaravelloo	✓	✓	✓	✓	4
Stéphane Lagesse (Alternate to Thierry Lagesse)	-	-	-	✗	0

Note: Due to being conflicted, Thierry Lagesse did not attend the Board meeting of 3 June 2019.

Annual effectiveness review

The Board confirms that, for the year under review, it has met its key objectives and effectively carried out its responsibilities in accordance with its charter.

Board Committees

The Board is assisted in its functions by three main sub-committees: (i) an Audit and Risk Committee, (ii) a Corporate Governance Committee, which also acts as a Remuneration and Nomination Committee, and (iii) a Strategic Committee. These committees operate within defined terms of reference and may not exceed the authority delegated to them by the Board. The sub-committees are chaired by experienced Chairmen who report to the Board on the issues discussed at each committee meeting.

The Company Secretary also acts as secretary to the Board Committees. Each member of the Board has access to the minutes of Board Committee meetings, regardless of whether the Director is a member of the Board Committee in question or not.

Audit and Risk Committee

The Audit and Risk Committee assists the Board in fulfilling its oversight responsibilities. It is the committee's responsibility to review the integrity of the financial statements and the effectiveness of the internal and external auditors. A previous version of the Audit and Risk Committee Charter had been approved on 11 November 2016. This version has recently been reviewed and approved on 3 June 2019.

A copy of this new charter is available on IBL's website: www.iblgroup.com

Corporate Governance Report

Composition

The committee is chaired by San T. Singaravelloo, an Independent Non-Executive Director. The other members of the committee are Jason Harel, Maxime Rey and Thierry Lagesse. The committee's meetings are also attended by the Group CEO, the Group CFO, the CFO – Group Operations, the Head of Internal Audit and the Head of Risk Management.

Attendance at Audit and Risk Committee meetings in 2018-19

	01/08/18	19/09/18	06/11/18	07/02/19	08/04/19	24/04/19	08/05/19	04/06/19	Total no. of meetings attended
San T. Singaravelloo	✓	✓	✓	✓	✓	✓	✓	✓	8
Jason Harel	✓	✓	✗	✗	✓	✓	✗	✓	5
Thierry Lagesse	✓	✓	✓	✓	✓	✓	✓	✗	7
Maxime Rey	✓	✓	✓	✓	✓	✓	✓	✓	8

Matters considered in 2018-19

During the year under review, the Audit and Risk Committee met 8 times. Since October 2018, 15 assignments have been carried out including 2 information systems audits. The commented reports were duly submitted to the committee where the main issues and risks discussed included:

Regular financial matters	Internal audit matters	Risk management matters	Other matters
<ul style="list-style-type: none"> Abridged audited annual financial statements and full audited financial statements. Abridged financial statements for the first, second and third quarters. Dividends declaration. Budget 2018-19. Group CFO's report. 	<ul style="list-style-type: none"> Considered the final report from EY (former Internal Auditors) on internal audit. Presentation of progress report on the implementation of EY's recommendations following its report. Approval of an Internal Audit Charter. Presentation of a 5-year plan on internal audit. Considered the report of the Head of Internal Audit. 	<ul style="list-style-type: none"> Considered the risk management approach and report. Approval of a risk management policy statement. Considered the quarterly risk report on IBL and its subsidiaries. Considered a risk assessment report on the Group's top 10 risks. Considered a risk management guidelines. Update on new data protection laws and actions initiated by IBL. 	<ul style="list-style-type: none"> Presentation by external auditors on external audit approach. Presentation on the fair valuation of investments within the Group. Discussed accounting policies (IFRS 9, 15, 16) with the external auditors. Considered a summary from the Group CFO on main management points received from the external auditors. Considered a report from the Group CFO on pension liabilities.

Corporate Governance Committee

The Corporate Governance Committee advises the Board on matters pertaining to corporate governance and to ensure that the principles of the National Code of Corporate Governance are applied. This committee also acts as Nomination & Remuneration Committee.

The Corporate Governance Committee's Charter, which had initially been approved on 11 November 2016, has been reviewed and approved on 3 June 2019.

🌐 A revised copy is available on IBL's website: www.iblgroup.com

Composition

The committee is chaired by Gilles Michel, an Independent Non-Executive Director. The other members of the committee are Jan Boullé, Thierry Lagesse and Jean Ribet, who are Non-Executive Directors and Arnaud Lagesse, who is an Executive Director.

Attendance at Corporate Governance Committee meetings in 2018-19

	17/09/18	12/02/19	24/04/19	30/05/19	Total no. of meetings attended
Gilles Michel	✓	✓	✓	✓	4
Jan Boullé	✓	✓	✓	✓	4
Arnaud Lagesse	✓	✓	✓	✓	4
Thierry Lagesse	✗	✓	✓	✗	2
Jean Ribet	✓	✓	✓	✓	4

Matters considered in 2018-19

During the year under review, the Corporate Governance Committee met 4 times, and matters discussed included:

Nomination	Corporate Governance
<ul style="list-style-type: none"> Recommendation to the Board on the nomination of Directors on the various Boards of subsidiaries. 	<ul style="list-style-type: none"> Recommendation to the Board for approval of the Code of Business Ethics and Group Anti-Corruption policy. Recommendation to the Board for approval of the Corporate Governance Report and Statement of Compliance. Recommendation to the Board of a Delegation of Authority policy. Considered the conduct of a Board evaluation exercise. Considered a schedule on the rotation of Directors. Considered the reports submitted by Clarel Benoit Chambers and Chris Pearce on Directors' conflicts of interest/Directors' independence. Reviewed and recommended to the Board for approval the various terms of reference/charters.

Corporate Governance Report

Remuneration Sub-Committee

The Corporate Governance Committee has assigned its remuneration functions to a sub-committee, hereinafter referred to as Remuneration Sub-Committee. The sub-committee has also been entrusted with the Corporate Governance Committee's mandate to review the remuneration of staff members, managers and senior management.

Composition

While the Corporate Governance Committee is chaired by Gilles Michel, an Independent Non-Executive Director, the Remuneration Sub-Committee is chaired by Marc Freismuth, who is neither an Independent Non-Executive Director nor a Board member. Marc Freismuth was the previous Chairman of the Remuneration Committee of IBL Management Ltd. The Board of IBL is of the view that Marc Freismuth possesses the relevant expertise and knowledge of Mauritian remuneration practices to effectively act as the Chairman of this sub-committee.

The other members of the sub-committee are Jean Ribet and Jan Boullé, both Non-Executive Directors and members of the Corporate Governance Committee.

Attendance at Remuneration Sub-Committee meetings in 2018-19

No meeting was held during the financial year 2018-19.

Strategic Committee

The Strategic Committee was established for the purpose of advising the Board about the Company's strategy. This committee also assists the Board in analysing, negotiating, reporting on and making recommendations on potential strategic transactions involving the Company.

A copy of the charter is available on IBL's website: www.iblgroup.com

Composition

The committee is chaired by Pierre Guénant, an Independent Non-Executive Director. The other members of the committee are Gilles Michel, an Independent Non-Executive Director; Jan Boullé, Thierry Lagesse and Jean Ribet, all Non-Executive Directors; and Arnaud Lagesse, Executive Director.

Attendance at Strategic Committee meetings in 2018-19

	17/09/18	11/12/18	30/01/19	25/02/19	09/04/19	25/04/19	Total no. of meetings attended
Pierre Guénant	✓	✓	✓	✓	✓	✓	6
Jan Boullé	✓	✓	✓	✗	✓	✓	5
Arnaud Lagesse	✓	✓	✓	✓	✓	✓	6
Thierry Lagesse	✓	✓	✓	✗	✓	✓	5
Gilles Michel	✓	✗	✓	✗	✓	✓	4
Jean Ribet	✓	✗	✓	✓	✓	✓	5

Matters considered in 2018-19

During the year under review, the Strategic Committee met 6 times. The following matters were discussed:

Projects	Other matters
<ul style="list-style-type: none"> Considered various proposals/projects which are not yet finalised. Considered a warehousing facilities project. Received regular updates on projects/proposals presented by management. Considered and recommended to the Board for approval the acquisition of General Construction Co Ltd. 	<ul style="list-style-type: none"> Reviewed the Business Plan of IBL International Kenya. Reviewed the Strategic Plan of IBL Life. Reviewed various projects in line with the Company's strategy.

Director appointment procedures

Step 1	Potential Directors identified and selected by Nomination Committee.
Step 2	Recommendation by the Nomination Committee to the Board of Directors.
Step 3	Appointment of new Director by the Board of Directors.
Step 4	Once appointed and in accordance with the Constitution of IBL Ltd, Directors must stand for re-election at the Company's Annual Meeting every 3 years.

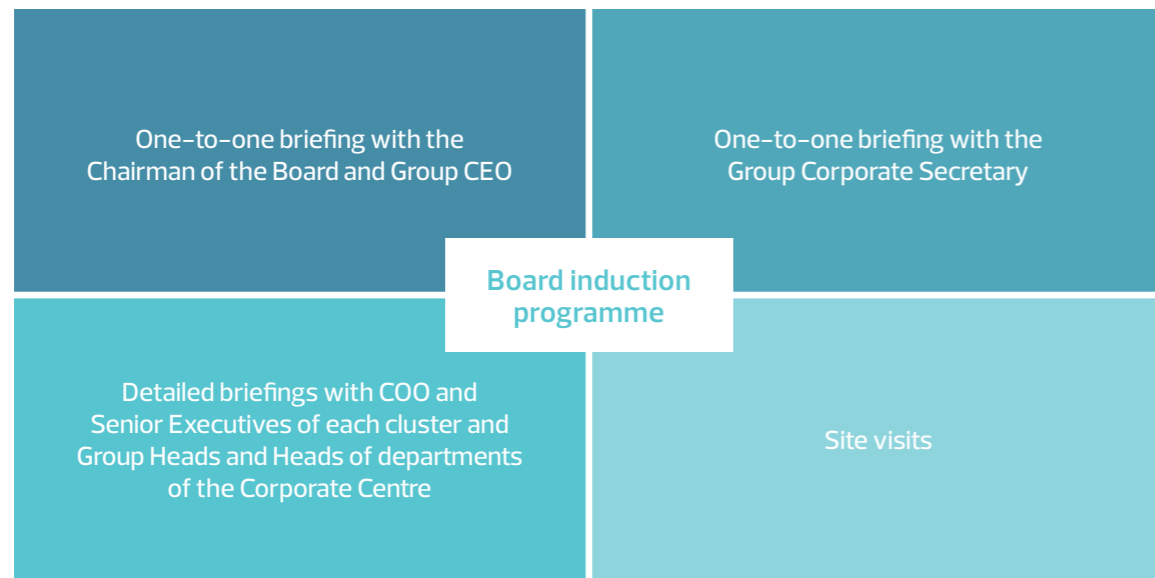
No new appointment was done in the year 2018-19. At the forthcoming Annual Meeting of shareholders scheduled on 18 December 2019, the following Directors shall stand for re-election as per the Constitution of IBL:

- Jan Boullé
- Martine de Fleuriot de la Colinière
- Maxime Rey
- Pierre Guénant
- Jason Harel
- Gilles Michel

Corporate Governance Report

Board induction

The Company Secretary assists the Chairman in ensuring that an induction programme is in place for all new Directors to enable them to develop a good understanding of the Company and the Group. Additionally, as per the Governance Charter, each newly appointed Director receives an induction pack containing documents pertaining to his or her role, duties and responsibilities.



Board evaluation, professional development and training

In line with its Corporate Governance Charter, IBL shall carry out a Board evaluation exercise every 2 years. An external Board evaluation exercise was carried out in August 2019.

Directors are encouraged to keep themselves up to date with the latest workplace trends and professional practices. They are also encouraged to participate in various workshops organised by the Company.

Time commitments

Board members are expected to dedicate such time as is necessary for them to effectively discharge their duties. The Board must give its approval prior to an Executive Director accepting a seat on the board of any other company outside of the IBL Group. Each Director has a duty to act in the best interests of the Company and is expected to ensure that his or her other responsibilities do not impinge on his or her responsibilities as a Director of IBL Ltd.

Succession plan

The Board believes that good succession planning is a key contributor to the delivery of the Group's strategy and its ability to create value in the long term. The Board is committed to recognising and nurturing talent across the Group's executive and management teams in order to develop current and future leaders. Succession planning, which is reviewed on an annual basis, is within the purview of the Nomination Committee.

Directors' duties, remuneration and performance

Directors' duties

Directors are aware of their legal duties. Once appointed on the Board, the Director receives the following documents pertaining to his or her duties and responsibilities:

- Directors' Code of Conduct
- Governance Charter
- Charter of Values and Ethics
- The Constitution
- Salient features of the Listing Rules and the Securities Act

Interest register, conflicts of interest and related party transactions policy

The Directors' Code of Conduct contains provisions to prevent insider dealing and manage any potential conflict of interest. An Interest Register, which is updated on an annual basis, is maintained by the Company Secretary. Any disclosure of interest as required under the Mauritius Companies Act 2001 is recorded in the Interest Register, which is available for inspection during normal office hours upon written request made to the Company Secretary.

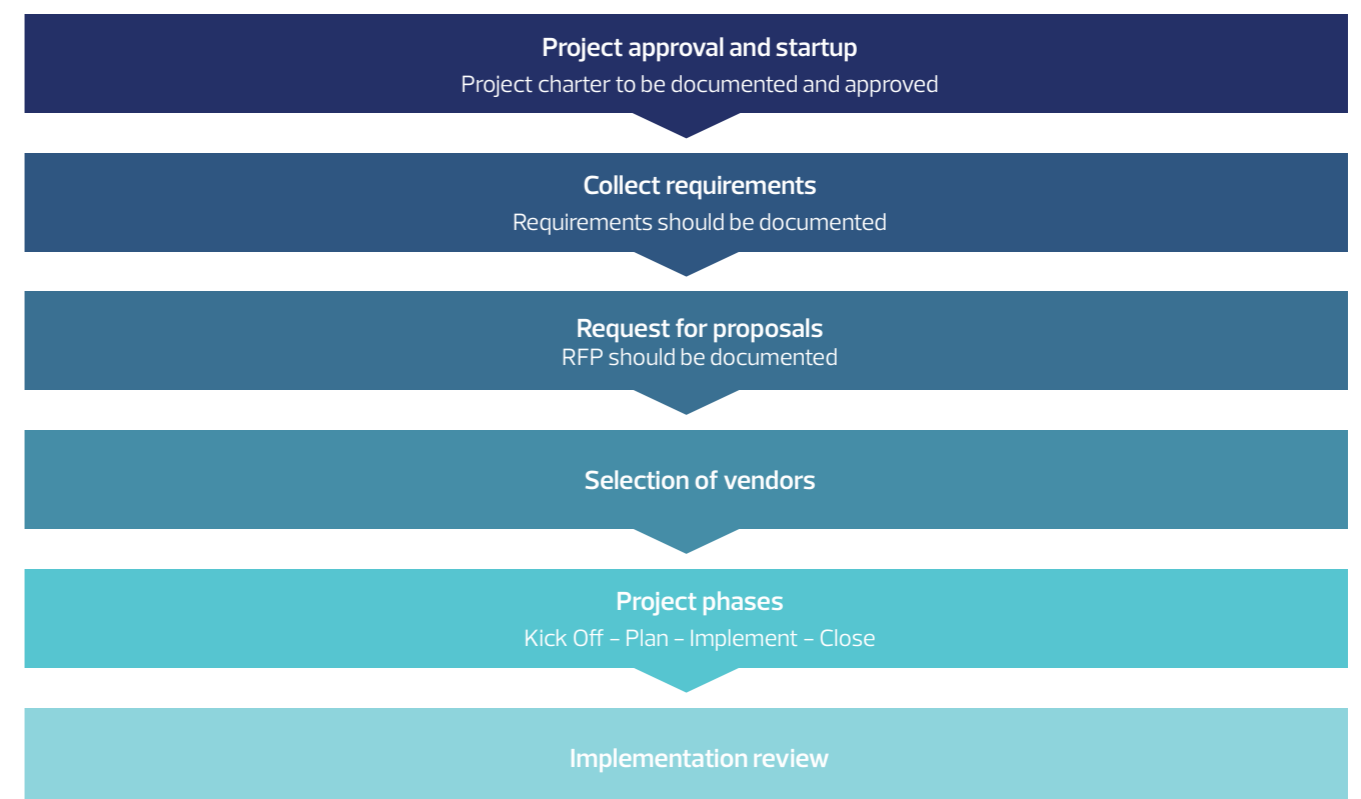
Upon the recommendation of the Corporate Governance Committee, a Conflict of Interest and Related Party policy has been approved by the Board on 3 June 2019.

Information, information technology and information security governance

The Board is responsible for information governance within IBL. The management of information technology and information security governance are delegated to the Group's IT department.

During the financial year 2018-19, the following initiatives have been implemented:

- A new decentralised IT Framework
- IBL's IT Project Management policy – "An IBL way to conduct a project" – detailed below:



Corporate Governance Report

- The replacement of some legacy systems
- A new Group's IT department role & mandate to respond to ever-growing technology demands:
 - Network
 - Cloud
 - Infrastructure
 - Cybersecurity
 - Vendor Management
 - Business Analysis
- Vendor Management:
 - IBL Friendly Vendor List
 - Transparent & fair
- Cybersecurity:
 - Refer to "Risk"
 - Email protection
 - New firewall implementation
 - Awareness
- Policies:
 - Focus groups IBL-wide
 - Buy-in from the operations
 - Deployment starting

The enforcement of the above-mentioned policies shall be delegated to each business unit's management, with the help of the Group IT department.

For the year 2019-20, the Group IT department shall be working towards:

The creation of an Operations' IT Committee	A review of the governance which shall be adjusted where necessary as from August 2019	The enforcement of a clear matrix of authority between the Group's IT department and operations' IT department	The setting up of an additional mandate for the Group's IT department: IT Strategy and IT Continuous Improvement
The replacement of the remaining legacy systems	Adding more focus on cybersecurity and Disaster Recovery	The certifications of the IT team members on the best international standard framework	Enhancing collaboration leveraging IBL's cloud solution

Remuneration policy

There are no established policies for remunerating Executive Directors approaching retirement. This will be determined by the Board as and when required.

Directors' fees consist of a fixed fee and an attendance fee per meeting. Any changes to Directors' remuneration are submitted to the shareholders of the Company for approval at the Annual Meeting of shareholders.

The following table depicts the fees paid to Non-Executive Directors for their involvement in the Board and Committees during the year under review.

Directors	Board fees (Rs)		Audit and Risk Committee fees (Rs)		Corporate Governance fees (Rs)		Strategic Committee fees (Rs)		Total fees (Rs)
	Fixed	Variable	Fixed	Variable	Fixed	Variable	Fixed	Variable	
Martine de Fleuriot de la Colinière	200,000	160,000	Nil	Nil	Nil	Nil	Nil	Nil	360,000
Pierre Guénant	400,000	160,000	Nil	Nil	Nil	Nil	60,000	60,000	680,000
Jason Harel	400,000	160,000	60,000	50,000	Nil	Nil	Nil	Nil	670,000
Benoit Lagesse	200,000	160,000	Nil	Nil	Nil	Nil	Nil	Nil	360,000
Hugues Lagesse	200,000	160,000	Nil	Nil	Nil	Nil	Nil	Nil	360,000
Jean-Pierre Lagesse	200,000	160,000	Nil	Nil	Nil	Nil	Nil	Nil	360,000
Thierry Lagesse	200,000	120,000	60,000	70,000	35,000	10,000	30,000	25,000	550,000
Gilles Michel	400,000	160,000	Nil	Nil	55,000	60,000	30,000	20,000	725,000
Maxime Rey	200,000	160,000	60,000	80,000	Nil	Nil	Nil	Nil	500,000
Jean Ribet	200,000	160,000	Nil	Nil	35,000	20,000	30,000	25,000	470,000
San T. Singaravelloo	400,000	160,000	90,000	120,000	Nil	Nil	Nil	Nil	770,000

- Notes:
- Fixed fees refer to annual fees and variable fees to attendance fees, which are paid per meeting attended.
 - Jan Boullé is the full-time Non-Executive Chairman of the Group and is paid an annual fee of Rs 6M. He did not receive any attendance fees or committee fees for the year under review and no fees were paid to him for attending meetings of the Group's subsidiary or associate companies. These fees are instead paid to IBL Ltd.
 - Arnaud Lagesse and Jean-Claude Béga are Executive Directors. They received no fees for attending IBL's Board or Committee meetings nor for attending meetings of subsidiary or associate companies of the Group. These fees are instead paid to IBL Ltd.

Remuneration and benefits paid to IBL's Executive Directors for the year ended 30 June 2019 are set out below. For confidentiality reasons and due to the commercial sensitivity of such information, the total of their remuneration has been disclosed.

	Total fees (Rs)
Executive Directors	40,243,775

The Corporate Governance Committee of IBL Ltd has also approved the following schedule of fees for Marc Freismuth, the Chairman of the Remuneration Sub-committee, as follows: an annual fixed fee of Rs 150,000 and an attendance fee of Rs 10,000 per meeting. No meeting was held during the year ended 30 June 2019.

Long-term incentive scheme

Upon the recommendation of the Corporate Governance Committee, the Board has approved the long-term incentive scheme this year.

Short-term incentive scheme

The short-term incentive scheme, also referred to as performance bonus, has been improved and by putting forward the personal performance of the Executives, the Group and Company's profitability. Additional details are available in the Human Capital report of the Integrated Report.

[Human Capital p. 72](#)

Corporate Governance Report

Risk governance and internal control

The Directors are responsible for maintaining an effective system of internal control and risk management. While the Audit and Risk Committee oversees the Group's risk governance and internal controls, the nature of the risks facing IBL and the Group's risk appetite remain the ultimate responsibility of the Board.

The Board is also responsible for:

- Ensuring that structures and processes are in place to effectively manage risks;
- Identifying the principal risks and uncertainties that could potentially affect the Company and the Group;
- Ensuring that management has developed and implemented the relevant framework;
- Ensuring that systems and processes are in place for implementing, maintaining and monitoring internal controls;
- Identifying any deficiencies in the internal control system;
- Ensuring that whistleblowing rules and procedures are in place.

IBL's risk governance and internal control framework is guided by the COSO framework.

To assist the Board in its duties, the day-to-day management of risks has been delegated to IBL's Head of Risk Management whose main responsibility is to drive, support and coordinate risk management activities throughout the Group and in line with its strategic objectives. The Head of Risk Management regularly reports, at least on a quarterly basis, to the Audit and Risk Committee on the Group's risk environment.

Risk management activities and the risks potentially threatening IBL this year are explained in the Risk Management report. There are no identified risks which threaten the solvency and liquidity of the organisation.

[Risk Management Report p. 90](#)

Reporting with integrity

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

The Directors are also responsible for keeping adequate accounting records, explaining the Company's transactions and disclosing, with reasonable accuracy and at any time, the financial position of the Company and the Group. The Directors have the duty to safeguard the assets of the Company and the Group and for taking reasonable steps to prevent and detect fraud and other irregularities.

Information regarding IBL's financial, environmental and performance outlook have been disclosed further in the sections Strategy report and Performance report.

[Strategy Report p. 52 and Performance Report p. 104](#)

Audit

Internal Audit

Internal Audit gives an independent and objective assurance to senior management and the Board on the adequacy and operational effectiveness of the internal control, risk management and governance processes. Internal Audit assesses whether risks have been identified, appropriate internal controls are in place to monitor those risks and whether or not these controls are working effectively. Remediation is ensured through an effective follow up exercise done on a systematic basis. The prevailing risk management attitudes and behaviours of selected functions across the clusters are assessed whereby areas of relative strength are highlighted as well as areas for improvement. Internal Audit is independent of both business management and the activities it reviews.

IBL's internal audit function was previously outsourced to Messrs. Ernst & Young who resigned on 30 June 2018. A new Head of Internal Audit has been recruited in the financial year 2018-19. The latter reports directly to the Audit and Risk Committee and administratively to the Group Head of Corporate Services of IBL Ltd.

Internal audit assignments are carried out in accordance with the Standards for the Professional Practice of Internal Auditing prescribed by the Institute of Internal Auditors.

The establishment of an internal audit function

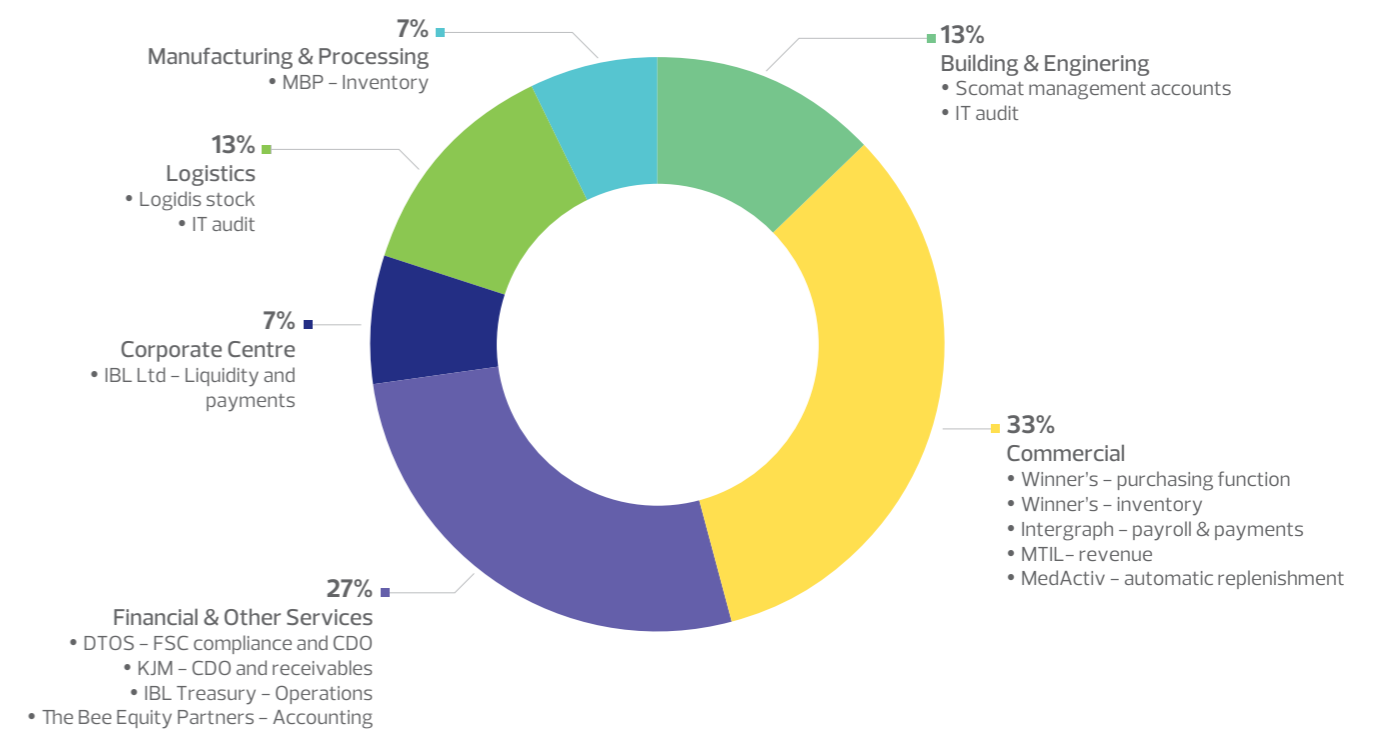
A five-year road map has been set up and implementation has started. The components of this roadmap will include having an effective internal audit function and empowering an agile team to deliver quality service throughout the different clusters and where solicited.

In line with the roadmap, a risk-based approach was used to set up a five-year plan that was approved by the Audit and Risk Committee covering both internal audit and information system audits. Together with the in-house team which is fully operational since June 2019, the Audit and Risk Committee has approved that some audits will be co-sourced. The in-house team comprises members who are either qualified or certified professionals of the Association of Chartered Certified Accountants.

The internal audit exercises carried out by both the in-house team and a co-sourcing firm during the year are detailed in the "Audit and Risk Committee – matters considered in 2018-19" section of this report.

There was no restriction imposed on the Internal Audit function to have access to records, management or employees of IBL Ltd.

Diagrammatic representation of internal audits carried out at IBL's clusters



External Audit

A tender exercise was launched in January 2018 for the rotation of auditors as required by the Financial Reporting Act 2016. Following the completion of this exercise, the services of Messrs. Ernst & Young have been selected and recommended to IBL's Board. At the last Annual Meeting of shareholders and upon the recommendation of the Board, Messrs. Ernst & Young have been appointed as external auditors in replacement of Messrs. Deloitte.

The automatic re-appointment of Messrs. Ernst & Young as Auditors of the Company for the year ending 30 June 2020, in accordance with Section 200 of the Companies Act 2001 shall be considered at the Annual Meeting of shareholders scheduled for 18 December 2019.

With regard to external audit, the Audit and Risk Committee is responsible for, inter-alia:

- Reviewing the auditors' letter of engagement;
- Reviewing the terms, nature and scope of the audit; and its approach;
- Ensuring that no unjustified restrictions or limitations have been placed on its scope;
- Assessing the effectiveness of the audit process.

The external auditors have direct access to the committee should they wish to discuss any matters privately. During the financial year 2018-19, the external auditors met the members of the Audit and Risk Committee outside the presence of management.

Corporate Governance Report

Auditors' independence

The Audit and Risk Committee is responsible for monitoring the external auditors' independence, objectivity and compliance with ethical, professional and regulatory requirements; and for maintaining control over the provision of non-audit services.

The external auditors are prohibited from providing non-audit services which might compromise their independence by requiring them to subsequently audit their own work. Any other non-audit services provided by the external auditors are required to be specifically approved by the Audit and Risk Committee. Audit fees are set in a manner that enables an effective external audit. Auditors should ensure that they observe the highest standards of business and professional ethics and, in particular, that their independence is not impaired in any manner.

Relations with shareholders and other key stakeholders

IBL's key stakeholders

The diagram illustrates the key stakeholders of IBL.



Stakeholders' engagement

IBL's engagement with its shareholders and various stakeholders is detailed in the Strategy report of the Integrated Report.

[How we Engage with our Stakeholders p. 60](#)

Communication with shareholders

IBL recognises that good communication with its shareholders is core to any good governance platform and is committed to regular and proactive communications with its shareholders. The Board thus ascertains that, at all times, there is sufficient disclosure of information to its shareholders so that they are kept fully informed of any information relating to the Company which is necessary to enable them to be appraised of the position of the Company. Any major announcement in relation to the activities of the Company, interim quarterly financial statements or abridged audited annual financial statements, as required by the Listing Rules and the Securities Act, are disclosed to the shareholders in a timely manner and posted on IBL's website.

Shareholding profile

The Company's stated capital is made up of 680,224,040 ordinary shares and 1,510,666,650 restricted redeemable shares.

As at 30 June 2019, there were 12,692 shareholders recorded in the Company's share register.

Substantial shareholders

The table below highlights IBL's shareholders who hold 5% or more of the ordinary shares as at 30 June 2019.

Name of shareholder	Percentage holding (%)
Espérance et Compagnie Limitée	10.8277
Société Portland	7.3799
Swan Life Ltd	7.0295
BMH Limited (formerly Belle Mare Holding Limited)	5.5145

Shares in public hands

In accordance with SEM's Listing Rules, the percentage shareholding of IBL in public hands is more than 25%.

Restricted redeemable shares

GML Ltée is the holder of 1,510,666,650 restricted redeemable shares ("RRS"), representing 68.95% of the voting rights. The restricted redeemable shares are not listed and the only right attached to these shares is the power to vote at general meetings. GML Ltée has no right to dividends or distribution or to any surplus from the Company in case of winding up.

Dividend policy

The Company does not have any predetermined dividend policy and the dividend payout is subject to the performance of the Company. An interim dividend is declared in November and paid in December and a final dividend is declared in May and paid in June. For the year under review, an interim dividend of Re.0.21 per share was paid in December 2018 and in June 2019 a final dividend of Re.0.56 per share was paid to the shareholders of IBL. Total dividends for the year amounted to Re.0.77 per share, representing a 5.5% increase for the year.

Shareholders' agreement

There exists no Shareholders' Agreement to the knowledge of the Directors.

Corporate Governance Report

Calendar of forthcoming shareholders' events

One of the most important shareholders' related events of the year is the Annual Meeting. This meeting allows the Board of Directors to communicate to the shareholders up-to-date and detailed information on the activities of the Company for the year under review and future projects or developments for the year ahead. The shareholders are therefore encouraged to attend the Annual Meeting and discuss with the Directors.

The external auditors also attend the Annual Meeting and are available to respond to queries which the shareholders may have with regard to their scope of work.

The Annual Meeting of shareholders has been scheduled for 18 December 2019 and shareholders entitled to receive notice of the meeting are those registered at close of business on 22 November 2019.

November 2019	<ul style="list-style-type: none"> · Publication of Q1 results. · Declaration of interim dividend.
December 2019	<ul style="list-style-type: none"> · Payment of interim dividend. · Annual Meeting of shareholders.
February 2020	<ul style="list-style-type: none"> · Publication of Q2 results.
May 2020	<ul style="list-style-type: none"> · Publication of Q3 results. · Declaration of final dividend.
June 2020	<ul style="list-style-type: none"> · Payment of final dividend.



Jan Boullé
Chairman of the Board of Directors



Jason Harel
Director