

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 IBL is applying the Code's principles.

Good governance is crucial to IBL's success and its ability to deliver on its strategy. The Board is therefore committed to ensuring that good governance principles are entrenched within the Group and reflected in its business activities.

This report, part of IBL's Integrated Report for 2017-18 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 monthly 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 has been drafted, reviewed and finalised by the Board in September 2018. Whistle-blowing procedures are also included in the Code. The Board has recommended that this Code be adopted by all the companies of the Group. The Code is available on IBL's website at www.iblgroup.com.

Organisational chart and Accountability Statement

Additional details regarding the Company's senior positions and reporting lines are set out in the "How we lead" section of this Integrated Report.

The Structure of the Board and its Committees

The Board

IBL is led by an effective and highly committed unitary Board comprising fourteen 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 plays a key role in determining the Company's direction, monitoring its performance and overseeing risks and is collectively responsible for the long-term success of the Company. The Board of IBL believes that, based on its size, geographical spread of operations and its multiple operations, it possesses the right balance.

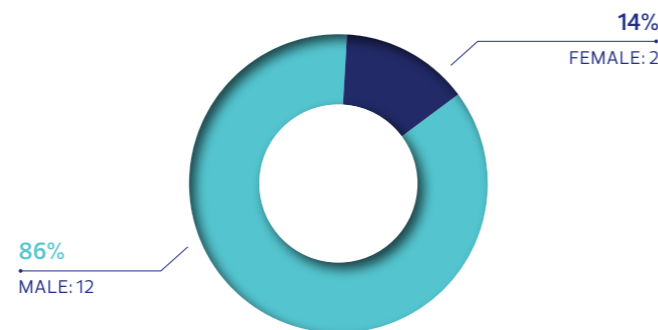
Directors' profiles and details of external appointments

Directors' profiles have been disclosed in the "How we lead" section of this Integrated Report (p.20).

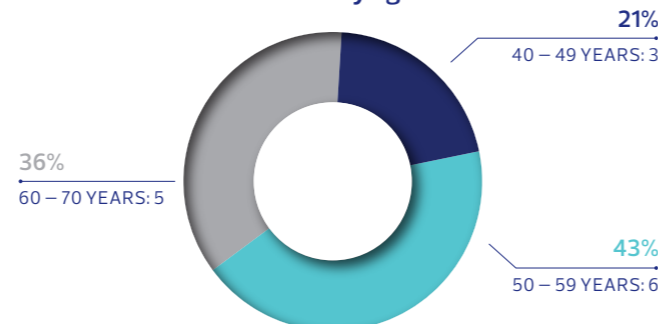
Details of external appointments are available on IBL's website: www.iblgroup.com.

Balance and diversity

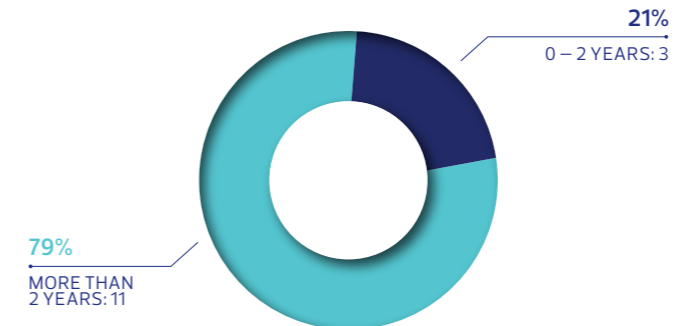
Directors by gender



Directors by age

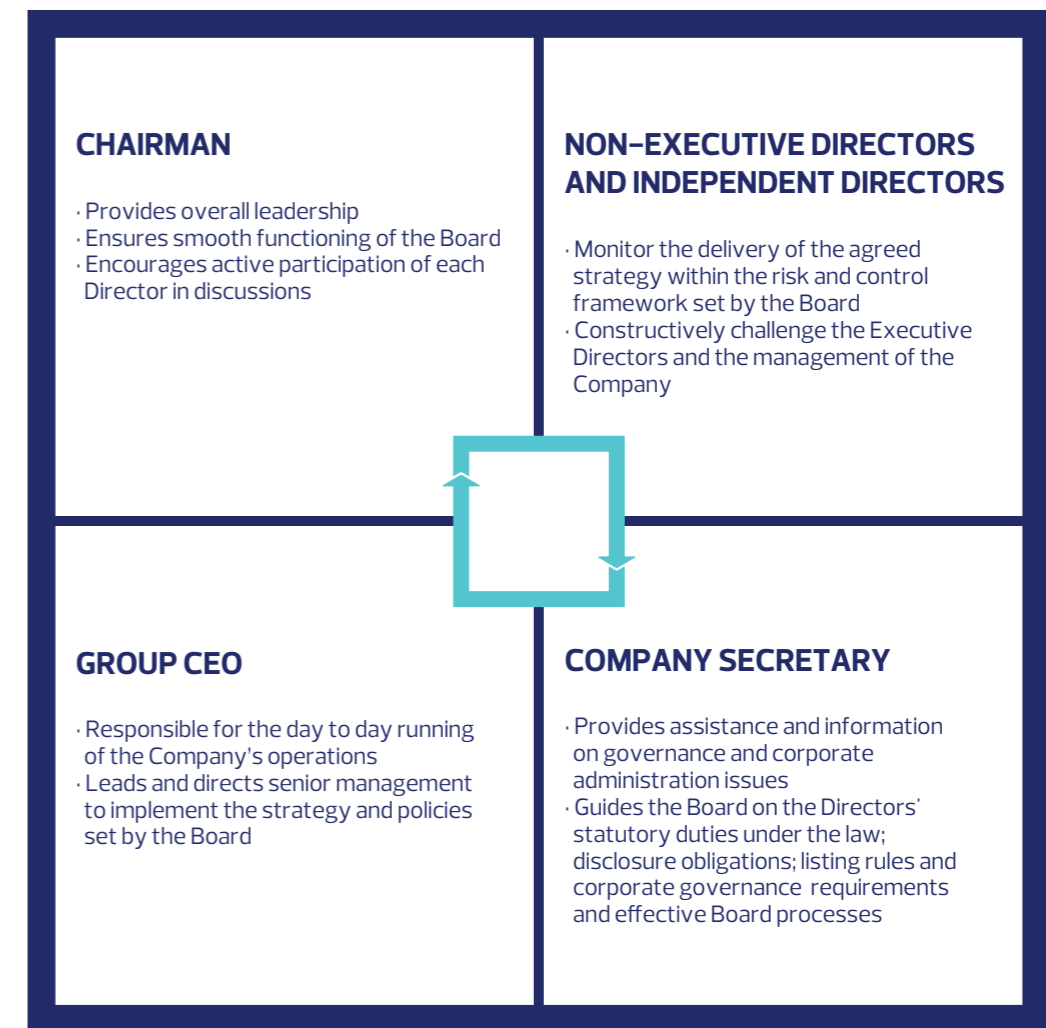


Duration of Director's tenure



Note: The above reflects the duration of Directors' tenure in office as from 1 July 2016, date of the amalgamation.

Board and Directors' roles and responsibilities



Note: The four 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 2017-18

Board meeting process

BEGINNING OF THE YEAR	SETTING OF AGENDA	BEFORE BOARD MEETING	BOARD MEETING	AFTER BOARD MEETING
<ul style="list-style-type: none"> Planning for Board Meetings for the ensuing year is set by the Group Corporate Secretary 	<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 	<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 	<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 	<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

Board meetings and activities

During the year under review, the Board met seven 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 the activities of the various clusters Review of investments Reports from the Committees' Chairmen 	<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 2017-18 Original budget 2018-19 CAPEX 2018-19 Approval of a multi-currency medium term secured and unsecured note programme Recommendation of the appointment of EY as external auditors 	<ul style="list-style-type: none"> Acquisition of additional shareholding in Lux Island Resorts Ltd Acquisition of the total shareholding in Compagnie des Magasins Populaires Ltée Sale of assets to Bloomage Ltd, a wholly-owned subsidiary of IBL Disposal of the entire shareholding in ABAX Holding Ltd Subscription to the Rights Issue of AfrAsia Bank Limited Disposal of the entire shareholding in Mauritian Eagle Leasing Company Limited Disposal of the entire shareholding in Volaille & Traditions Ltée Digital transformation 	<ul style="list-style-type: none"> Appointment of an Independent Non-Executive Director Appointment of a Non-Executive Director Approval of the Corporate Governance Report Approval of Insider Trading Rules Approval of a Long Term Incentive Plan Appointment of a Group Head of Operations Appointment of a new Executive Director, effective on 1 August 2018 Management of situations of potential conflict of interest of a director 	<ul style="list-style-type: none"> Approval of communiqués/ announcements as required by the relevant rules and regulations Subscription and underwriting of the Rights Issue of BlueLife Limited Mandatory offer to shareholders of BlueLife Limited Voluntary offer to shareholders of Lux Island Resorts Ltd Considered the strategies presented by BrandActiv and HealthActiv

Attendance at Board meetings in 2017-18

	11/08/17	25/09/17	13/11/17	14/12/17	15/01/18	12/02/18	04/06/18	Total No. of meetings attended
Jan Boullé	✓	✓	✓	✓	✓	✓	✓	7
Martine de Fleuriot de la Colinière	✓	✓	✓	✓	✓	✓	✓	7
Yann Duchesne	✗	✓	✓	✓	✓	✓	✓	6
Pierre Guénant	✓	✓	✓	✓	✓	✓	✓	7
Jason Harel	✓	✓	✓	✓	✓	✓	✓	7
Jean-Claude Harel ¹	✓	✓	✓	✓	-	-	-	4
Arnaud Lagesse	✓	✓	✓	✓	✓	✓	✓	7
Benoit Lagesse ²	-	-	-	-	-	-	✓	1
Hugues Lagesse	✗	✓	✓	✓	✓	✓	✓	6
Jean-Pierre Lagesse	✗	✓	✓	✓	✓	✓	✓	6
Thierry Lagesse	✗	✓	✓	✗	✓	✗	✓	4
Gilles Michel	✓	✓	✓	✗	✓	✓	✓	6
Maxime Rey	✓	✓	✓	✓	✓	✓	✓	7
Jean Ribet	✓	✓	✓	✓	✓	✓	✓	7
San T. Singaravelloo ³	-	-	✓	✓	✓	✓	✓	5
Stéphane Lagesse (Alternate to Thierry Lagesse)	-	-	-	✓	-	✓	-	2

1) Resigned on 31 December 2017
 2) Appointed on 12 February 2018
 3) Appointed on 25 September 2017

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 copy of the Audit and Risk Committee's Charter is available on the Company's website at www.iblgroup.com.

Composition

At 30 June 2018, the Committee was chaired by Maxime Rey, a Non-Executive Director. Though the Code recommends that the Audit and Risk Committee be chaired by an Independent Non-Executive Director, the Board considered that Maxime Rey has the accounting and financial experience necessary to chair this Committee.

As of the financial year 2018-19, the chairmanship of this Committee has been entrusted to 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 CEO Operations, the Group CFO, the CFO – Group Operations and the Group's internal auditors.

Attendance at Audit and Risk Committee meetings in 2017-18

	28/08/17	19/09/17	07/11/17	07/02/18	08/05/18	Total No. of meetings attended
Maxime Rey	✓	✓	✓	✓	✓	5
Jason Harel	✓	✓	✓	✗	✓	4
Thierry Lagesse	✓	✓	✓	✗	✓	4
San T. Singaravelloo ¹	-	-	✓	✓	✓	3

1) Appointed on 25 September 2017

Matters considered in 2017-18

During the year under review, the Audit and Risk Committee met five times. Matters discussed included:

REGULAR FINANCIAL MATTERS	INTERNAL AUDIT REPORTS	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 2017-18 · Original budget 2018-19 · CAPEX 2018-19 · Group CFO's report 	<ul style="list-style-type: none"> · Logidis Ltd & Somatrans SDV Ltd: Review of controls over accounts receivable · Winner's: Review of HR & payroll-related processes · HealthActiv & BrandActiv: Review of inventory management & monitoring of product expiry dates · HealthActiv, BrandActiv, DieselActiv, Scomat & Arcadia Travel: Review of controls over cash sales · Ground2Air: Review of controls over the order to cash process · Manser Saxon: Review of payroll processes · Scomat: Procurement to payment process & inventory management process · DTOS: Revisiting of project management for new services & review of procedures for compliance to regulatory framework · Manser Saxon Contracting: Review of payroll process 	<ul style="list-style-type: none"> · Process for appointing external auditors · Follow-up on internal audit reports & implementation of recommendations · Impact of the new EU General Data Protection Regulations on the operations of IBL Ltd · Measures to mitigate risks following an attempt to fraud · Discussion on the risk management framework · Process for recruitment of a Head of Internal Audit · Ratification and recommendation to the Board for approval of audit fees payable to the external auditors · Change in chairmanship of the Committee, effective 1 July 2018

Annual effectiveness review

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

Corporate Governance Committee

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

A copy of the Corporate Governance Committee's Charter is available on IBL's website at 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 2017-18

	28/07/17	18/09/17	26/10/17	05/12/17	08/02/18	01/06/18	Total No. of meetings attended
Gilles Michel	✓	✓	✓	✓	✓	✓	6
Jan Boullé	✓	✓	✓	✓	✓	✓	6
Arnaud Lagesse	✓	✗	✓	✗	✓	✓	4
Thierry Lagesse	✗	✓	✓	✗	✗	✓	3
Jean Ribet	✓	✓	✓	✓	✓	✓	6

Matters considered in 2017-18

During the year under review, the Corporate Governance Committee met six times. Matters discussed included:

NOMINATION	REMUNERATION	CORPORATE GOVERNANCE
<ul style="list-style-type: none"> · Appointment of an Independent Non-Executive Director · Appointment of a Non-Executive Director · Appointment of an Executive Director · Appointment of Directors on subsidiary/associate companies of the Group · Review of the succession plan · Management of situations of potential conflict of interest of a director 	<ul style="list-style-type: none"> · Review of fees payable to the Directors of the subsidiary/associate companies of the Group · Formulate a Long Term Incentive Plan for key executives of IBL 	<ul style="list-style-type: none"> · Review of the Code of Business Ethics · Approval of Insider Trading Rules · Approval of Corporate Governance Report · Approval of a political donation · Approval of the mechanism of the Long Term Incentive Plan

Annual effectiveness review

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

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 chairperson 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 chairperson of this Sub-Committee.

The other members of the Sub-Committee are Jean Ribet and Jan Boullé, both Non-Executive Directors.

Attendance at Remuneration Sub-Committee meetings in 2017-18

	21/07/17	18/10/17	29/11/17	19/03/18	29/06/18	Total No. of meetings attended
Marc Freismuth	✓	✓	✓	✓	✓	5
Jan Boullé	✓	✓	✓	✓	✓	5
Jean Ribet	✓	✓	✓	✓	✓	5

Matters considered in 2017-18

During the year under review, the Remuneration Sub-Committee met five times. Matters discussed are set out below:

Review of salaries and career development	Review of performance bonuses	Review and finalisation of a short-term incentive scheme and a long-term incentive scheme
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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.

The Strategic Committee Charter is available on the website of IBL at 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 and Yann Duchesne, Executive Directors.

Attendance at Strategic Committee meetings in 2017-18

	03/08/17	12/09/17	03/11/17	13/12/17	20/04/18	09/05/18	27/06/18	Total No. of meetings attended
Pierre Guénant	✓	✓	✓	✓	✓	✓	✓	7
Jan Boullé	✓	✓	✓	✓	✓	✓	✓	7
Yann Duchesne	✗	✗	✓	✓	✓	✓	✓	5
Arnaud Lagesse	✓	✓	✓	✓	✓	✓	✓	7
Thierry Lagesse	✗	✗	✓	✓	✗	✗	✓	3
Gilles Michel	✓	✗	✓	✓	✗	✓	✓	5
Jean Ribet	✓	✓	✓	✓	✗	✓	✓	6

Matters considered in 2017-18

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

INCREASE IN SHAREHOLDING	DISINVESTMENTS	OTHER MATTERS
<ul style="list-style-type: none"> Acquisition of additional shareholding in Lux Island Resorts Ltd Acquisition of the entire shareholding in Compagnie des Magasins Populaires Ltée 	<ul style="list-style-type: none"> Disposal of entire shareholding in the capital of the following companies: ABAX Holding Ltd, Mauritian Eagle Leasing Co Ltd, Volaille & Traditions Ltée 	<ul style="list-style-type: none"> Subscription to and underwriting of the Rights Issue of BlueLife Limited Subscription to the Rights Issue of AfrAsia Bank Limited Mandatory Offer to the shareholders of BlueLife Limited Reorganisation of CIDP Group Structure African Strategy Digital transformation Sale of assets to Bloomage Ltd, a wholly-owned subsidiary of IBL

Annual effectiveness review

The Strategic Committee confirms that, for the year under review, it has met its key objectives and carried out its responsibilities effectively.

Director appointment procedures

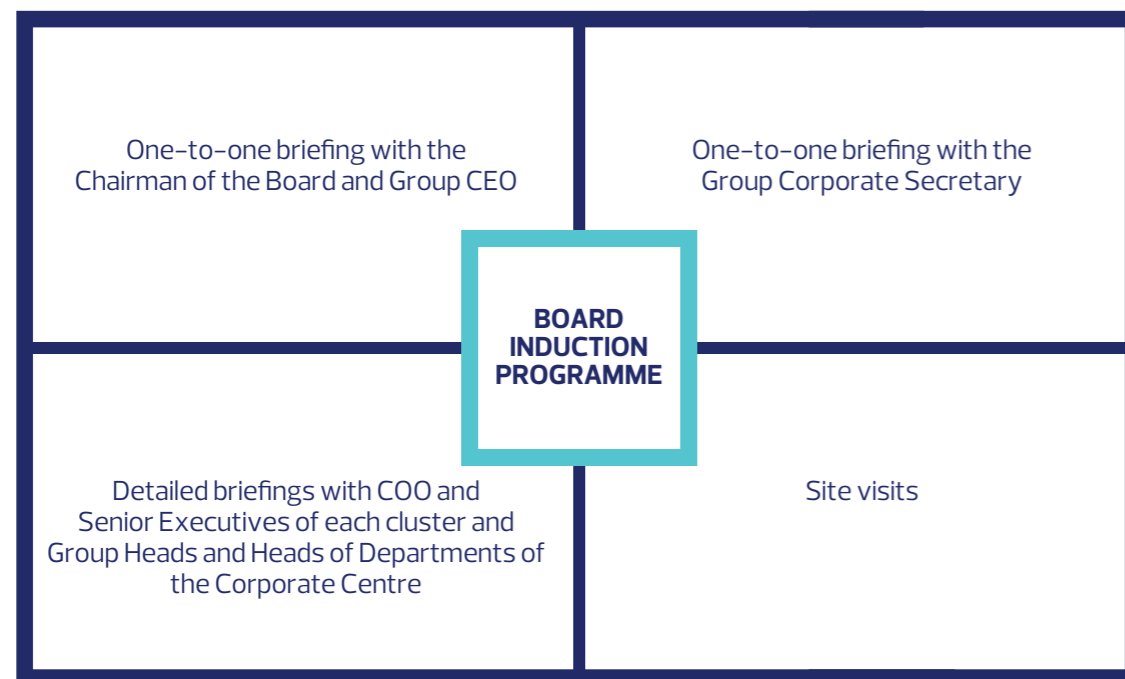


At the forthcoming Annual Meeting of the Company, scheduled for 6 December 2018, and on the recommendation of the Corporate Governance Committee, the shareholders will be asked to take a vote on:

- The appointment of Mr. Benoit Lagesse who has been nominated by the Board of Directors and who offers himself for election.
- The appointment of Mr. Jean-Claude Béga who has been nominated by the Board of Directors and who offers himself for election.

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.



Professional development and training

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.

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 as well as 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.

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 function.

Following the amalgamation of ex-Ireland Blyth Limited and ex-GML Investissement Ltée, an exercise was undertaken with Ernst & Young to create a new IT Governance Framework, which will be enforced as of this financial year. As a result, all the existing policies will be reviewed internally and others will be created to ensure security of information and proper management of information technology as a whole. The enforcement of these policies will be delegated to each business unit's management, with the help of the Group IT Department. A list of existing key policies is available below.

- **Acceptable Use Policy:** The purpose of this policy is to ensure that employees, contractors and third parties are aware of the appropriate and acceptable use of assets.
- **Email Acceptable Use Policy:** The objective of this policy is to outline appropriate and inappropriate use of e-mail systems and services in order to minimise disruptions to services and activities, as well as comply with applicable policies and laws.
- **Internet Acceptable Use Policy:** The objective of this policy is to outline appropriate and inappropriate use of Internet resources, including the World Wide Web, electronic mail, the intranet, FTP (file transfer protocol), and USENET.
- **System Administrator Policy:** The purpose of this policy is to establish expectations for employees who have administrative and privileged access rights to the Company's IT systems and to confidential information.
- **Remote Access Policy:** The purpose of this policy is to define standards for connecting to IBL Group's network from any host outside of the Group's boundaries. The standards detailed below are designed to minimise IBL potential exposure to damages that may result from the unauthorised use of IBL Group resources. Damages include the loss of sensitive or company confidential data, intellectual property, damage to public image, damage to critical IBL internal systems, and fines or other financial liabilities incurred as a result of those losses.

- **Teleworking Policy:** The purpose of this policy is to ensure that the security of information and systems accessed through teleworking is given due importance. It is essential for staff to be aware of, understand and adhere to security procedures and policies. Information that is related to and can identify an individual is personal data and protected by the principles of the Data Protection Regulations 2009. As such, appropriate technical and organisational measures shall be taken against the accidental or deliberate loss, change, destruction of or damage to personal data. These procedures have been created to ensure that protection of personal and corporate data is maintained during remote working.
- **Logical Access Policy:** The objective of this policy is to limit access to information, information processing facilities, and business processes within IBL Group.
- **Malicious and Mobile Code Policy:** The objective of this policy is to protect the integrity of software and information. This policy lays the instructions as to measures that must be taken by employees to help achieve effective malware detection and prevention.
- **Information Security Policy:** The objective of this policy is:
 - To ensure IBL's business continuity by protecting its information assets from all threats, whether internal or external, deliberate, environmental or accidental; and
 - To minimise the risk of damage by preventing security incidents and reducing their potential impact.
- **Media Handling Policy:** The objective of this policy is to ensure that media are controlled and physically protected, and to prevent unauthorised disclosure, modification, removal or destruction of information stored on media and the consequent interruption of business activities.
- **Backup Policy:** The objective of this policy is to protect against data loss and to maintain the integrity and availability of information and information processing facilities by regularly making and testing back-up copies of information and software.
- **Network Security Policy:** The objective of this policy is to ensure the protection of information in networks and the protection of supporting infrastructure.
- **Password Policy:** The objective of this policy is to set a standard for creating, protecting, and changing passwords in order to ensure that they are strong, secure, and protected.

- **Information Security Incident Management Policy:** The objective of this policy is to ensure that information security events and weaknesses associated with information systems are communicated in a manner that allows timely corrective action to be taken. It also ensures that a consistent and effective approach is applied to the management of information security incidents.
- **Compliance Policy:** The objective of the Compliance Policy is to avoid any breaches of law, of statutory, regulatory or contractual obligations, or of any security requirements; and to ensure the compliance of systems with organisational security policies and standards.
- **Laptop Policy:** The purpose of this policy is to provide guidance to minimise any information security risks that may affect laptops.
- **BYOD Policy:** The purpose of this policy is to set out the controls that must be in place when using mobile devices that are not owned or provided by the organisation but used for business purposes.
- **IT Business Continuity Policy:** The objective of this policy is to ensure that an IT Business Continuity Plan is developed, documented, continuously tested, reviewed and updated in order to enable the IBL Group to recover as quickly and effectively as possible from any unforeseen disaster or emergency with minimised business interruptions.

Remuneration policy

No pre-determined criteria have been established with regard to 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 Board meeting. Any changes to Directors' remuneration are submitted to the shareholders of the Company for approval at the annual meeting of shareholders.

A remuneration framework has been established to ensure that individual and joint contributions to the Group's results are properly rewarded. This framework provides a benchmark for salaries based on general market practices and includes guidelines for the retention of key talent.

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 & 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	280,000	Nil	Nil	Nil	Nil	-	-	480,000
Pierre Guénant	400,000	280,000	Nil	Nil	Nil	Nil	60,000	70,000	810,000
Jean-Claude Harel	100,000	160,000	Nil	Nil	Nil	Nil	Nil	Nil	260,000
Jason Harel	400,000	280,000	60,000	40,000	Nil	Nil	Nil	Nil	780,000
Benoit Lagesse	83,333	40,000	Nil	Nil	Nil	Nil	Nil	Nil	123,333
Hugues Lagesse	200,000	240,000	Nil	Nil	Nil	Nil	Nil	Nil	440,000
Thierry Lagesse	200,000	240,000	60,000	40,000	35,000	15,000	30,000	15,000	635,000
Gilles Michel	400,000	240,000	Nil	Nil	55,000	90,000	30,000	25,000	840,000
Maxime Rey	200,000	280,000	90,000	75,000	Nil	Nil	Nil	Nil	645,000
Jean Ribet	200,000	280,000	Nil	Nil	35,000	30,000	30,000	30,000	605,000
San T. Singaravelloo	300,000	200,000	45,000	30,000	Nil	Nil	Nil	Nil	575,000

Notes:

- Fixed fees refer to annual fees and variable fees to attendance fees.
- Jan Boullé is the full-time Non-Executive Chairman of the Group and is paid an annual fee of Rs 6 M. 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.
- Arnaud Lagesse and Yann Duchesne 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. Their remuneration and benefits are disclosed in the table below.
- Jean-Pierre Lagesse did not receive any fees for attending Board meetings.
- Jean-Claude Harel resigned as Director on 31 December 2017 and fees were paid to him on a pro-rata basis.
- Benoit Lagesse was appointed as Director on 12 February 2018 and fees were paid to him on a pro-rata basis.
- San T. Singaravelloo was appointed as Director on 25 September 2017 and fees were paid to her on a pro-rata basis.

Remuneration and benefits paid to IBL's Executive Directors for the year ended 30 June 2018 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	51,026,522

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. Details of the fees paid to the members of the Remuneration Sub-committee are set out below:

Members	Annual Fixed Fee (Rs)	Attendance Fees (Rs)	Total Fees (Rs)
Marc Freismuth	150,000	50,000	200,000
Jan Boullé	-	-	-
Jean Ribet	-	-	-

Long-term incentive scheme

As recommended by the Corporate Governance Committee, the Board has approved a long-term incentive scheme targeting its executives. This scheme, also referred to as long-term incentive plan, is set out in more detail in the Human Capital Report of the Integrated Report.

Short-term incentive scheme

The short-term incentive scheme, also referred to as a performance bonus, benefits employees based upon their achievement of defined objectives and subject to the Company's profitability. Additional details are available in the Human Capital Report of the Integrated Report.

Board evaluation

The Board of IBL has deemed it appropriate to carry out a board evaluation in the financial year 2018-19 in view of the recent changes in Board composition. Furthermore, in line with its Corporate Governance Charter, IBL shall carry out a Board evaluation exercise every two years.

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 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; and
- Ensuring that whistle-blowing rules and procedures are in place.

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 task is to design, implement and monitor a dynamic Group Enterprise Risk Management Framework to support IBL's strategic objectives. The Head of Risk Management regularly reports to the Audit and Risk Committee on the Group's risk environment.

The risks potentially affecting IBL are explained in a risk management report set out in the "How we manage risk" section of this Integrated Report (see p.138).

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.

Detailed information regarding IBL's financial, environmental and performance outlook is set out in the "Group Chief Finance Officer's Review" and the "Corporate Social Responsibility" section of this Integrated Report.

Audit

Internal audit

Until 30 June 2018, IBL outsourced its internal audit function to Ernst & Young ("EY"). EY operates with defined boundaries of authority set out by the Audit and Risk Committee and the Board. Annual audit plans are presented in advance to the Audit and Risk Committee. These are based on EY's internal audit team's assessment of risk areas for the Group based on its discussions with the Group's leaders and its own independent analysis of the key risks that the Group and its components are exposed to. The internal audit plan typically assesses the effectiveness of controls that address high risk areas that lend themselves to audits within business units that are deemed significant in terms of their revenue, employee headcount and/or impact on the local economy perspective.

A new Head of Internal Audit will join IBL in the financial year 2018-19 and will report to the Audit and Risk Committee and on an administrative level to the Group Head of Corporate Services.

Internal audit process



The internal audit exercises carried out by EY during the year are detailed in the "Audit and Risk Committee – Matters considered in 2017-18" section of this report.

External audit

Working with the external auditors before the audit commences, the Audit and Risk Committee is responsible for reviewing the auditors' letter of engagement; the terms, nature and scope of the audit; and its approach. It is also responsible for ensuring that no unjustified restrictions or limitations have been placed on its scope. The external auditors, Deloitte, have direct access to the Committee should they wish to discuss any matters privately.

Following the amendment of the Finance Act 2016 and subsequent regulation regarding the rotation of auditors, the Board has decided to rotate its auditors as from the financial year ending 30 June 2019. The rotation exercise is depicted below.

The rotation process



Following the completion of the above process, the Board of IBL shall recommend to its shareholders the appointment of Messrs. Ernst & Young as external auditors.

Auditors' independence

The Audit and Risk Committee is responsible for monitoring the 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 on behalf of shareholders. 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 following diagram illustrates the key stakeholders of IBL.



Stakeholders' engagement

IBL's engagement with its shareholders and various stakeholders is detailed in the "How we create value" section of this Integrated Report.

Shareholding profile

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

Main shareholders – ordinary shares

As at 30 June 2018, there were 12,683 shareholders recorded in the Company's share register. The ten largest shareholders as at that date are set out in the table below.

Name of Shareholder	No. of shares	% holding
Espérance & Compagnie Limitée	73,652,775	10.8277
Société Portland	50,200,000	7.3799
Swan Life Ltd	47,777,211	7.0237
Belle Mare Holding Limited	37,510,992	5.5145
Stam Investment Limited	27,937,929	4.1072
Compagnie du Vas Ltée	26,556,573	3.9041
Mon Souci Limited	26,451,450	3.8886
Mon Désir Limited	25,988,861	3.8206
Mr. Marie Joseph Benoit Lagesse	20,498,419	3.0135
Mr. Marie Joseph Marc Lagesse	20,446,559	3.0059

Substantial shareholders

The table below highlights IBL's shareholders who hold 5% or more of the ordinary shares as at 30 June 2018.

Name of Shareholder	% holding
Espérance et Compagnie Limitée	10.8277
Société Portland	7.3799
Swan Life Ltd	7.0237
Belle Mare Holding Limited	5.5145

Shares in public hands

The percentage of ordinary shares of IBL Ltd in public hands as at 30 June 2018 is 55.63%.

Breakdown of share ownership as at 30 June 2018

Size of shareholding	No. of shareholders	No. of shares	% holding
1 – 500 shares	6,701	1,146,729	0.1686
501 – 1,000 shares	1,128	937,921	0.1379
1,001 – 5,000 shares	2,744	8,246,172	1.2123
5,001 – 10,000 shares	1,182	7,840,467	1.1526
10,001 – 50,000 shares	585	11,659,616	1.7141
50,001 – 100,000 shares	89	6,229,808	0.9158
Above 100,000 shares	132	644,163,327	94.6987

Category	No. of shareholders	No. of shares	% holding
Individuals	11,984	244,361,632	35.9237
Insurance & Assurance Companies	19	52,290,956	7.6873
Investment & Trust Companies	47	44,764,753	6.5809
Pensions & Provident Funds	51	22,370,394	3.2887
Other corporate bodies	460	316,436,305	46.5194

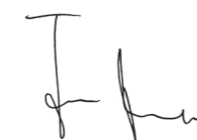
Note: The above number of shareholders is indicative, due to consolidation of multi-portfolios for reporting purposes. The total number of active ordinary shareholders as at 30 June 2018 was 12,683.

Restricted redeemable shares

GML Ltée is the holder of 1,510,666,650 restricted redeemable shares ("RRS"), representing 68.95% of the voting rights. Each RRS confers the right to vote at general meetings and to participate in a rights issue alongside holders of ordinary shares. RRS holders have no right to dividends or distribution or to any surplus from the Company in case of winding up.

Calendar of forthcoming shareholders' events

NOVEMBER 2018	DECEMBER 2018	FEBRUARY 2019	MAY 2019	JUNE 2019
<ul style="list-style-type: none"> Publication of Q1 results Declaration of interim dividend 	<ul style="list-style-type: none"> Payment of interim dividend Annual Meeting of Shareholders 	<ul style="list-style-type: none"> Publication of Q2 results 	<ul style="list-style-type: none"> Publication of Q3 results Declaration of final dividend 	<ul style="list-style-type: none"> Payment of final dividend



Jan Boullé
Chairman



San T. Singaravelloo
Director

24 September 2018