

STATEMENT OF COMPLIANCE

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

Name of Public Interest Entity: **FREIGHT AND TRANSIT COMPANY LIMITED**

Reporting period: **Year ended June 30, 2022**

We, the Directors of **FREIGHT AND TRANSIT COMPANY LIMITED**, confirm that to the best of our knowledge, that throughout the financial year ended 30 June 2022, the Company has complied with the Corporate Governance Code for Mauritius except for the following:

1. With the appointment of the General Manager as Director on 23 September 2021, the Company has an executive director on the Board. The Board believes that the presence of senior executives at board and committee meetings provides the board with an in-depth appraisal of the Company's operations and fulfils the spirit of the Code.
2. Due to the sensitivity of the information, the remuneration of the executive director has not been disclosed.
3. Taking in consideration the size of the Company and the composition of the Board, the Directors were of the view that the Audit and Risk Committee met the requisites of the Code and can take on the additional responsibility of overseeing the Company's corporate governance. Hence, the responsibilities of corporate governance have been embedded in the terms of reference of the Audit and Risk Committee cum Corporate Governance Committee.
4. The Audit and Risk cum Corporate Governance Committee is composed of two independent directors and two co-opted members. However, the non-board members appointed on the Committee bring in industry knowledge and expertise and they contribute positively to the Committee's effectiveness in monitoring its internal controls and risk management.

Gérard Boullé
Chairman

Philippe Hardy
Director

Date: 7 December 2022

Freight and Transit Company Limited (“FTL”) is a public interest entity incorporated in Mauritius on 14 November 1994. The address of its registered office and principal place of business is Royal Road, Pointe aux Sables.

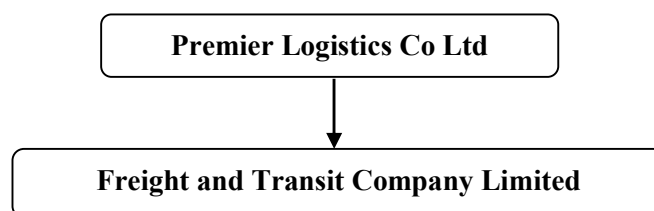
The Company deals with the transport of goods internationally and provides a customized range of logistics solutions including import and export by air and sea, customs clearing, consolidation services, supply chain management, handling of dangerous and perishable goods, warehousing, shipping services and tailor-made logistic solutions for turnkey projects.

The Board of Freight and Transit Company Limited assumes the responsibility for leading and controlling the Company and meeting all legal and regulatory requirements. The Board ensures that the principles of corporate governance are followed and applied throughout the Company. The Corporate Governance Report explains how the principles are applied at FTL.

The Statement of Compliance and the Statement of Directors’ Responsibilities are on pages 2 and 2(x) respectively.

The annual report of Freight and Transit Co Ltd is published in full on the Company’s website **www.ftl.mu**.

1. SHAREHOLDING STRUCTURE AT 30 JUNE 2022

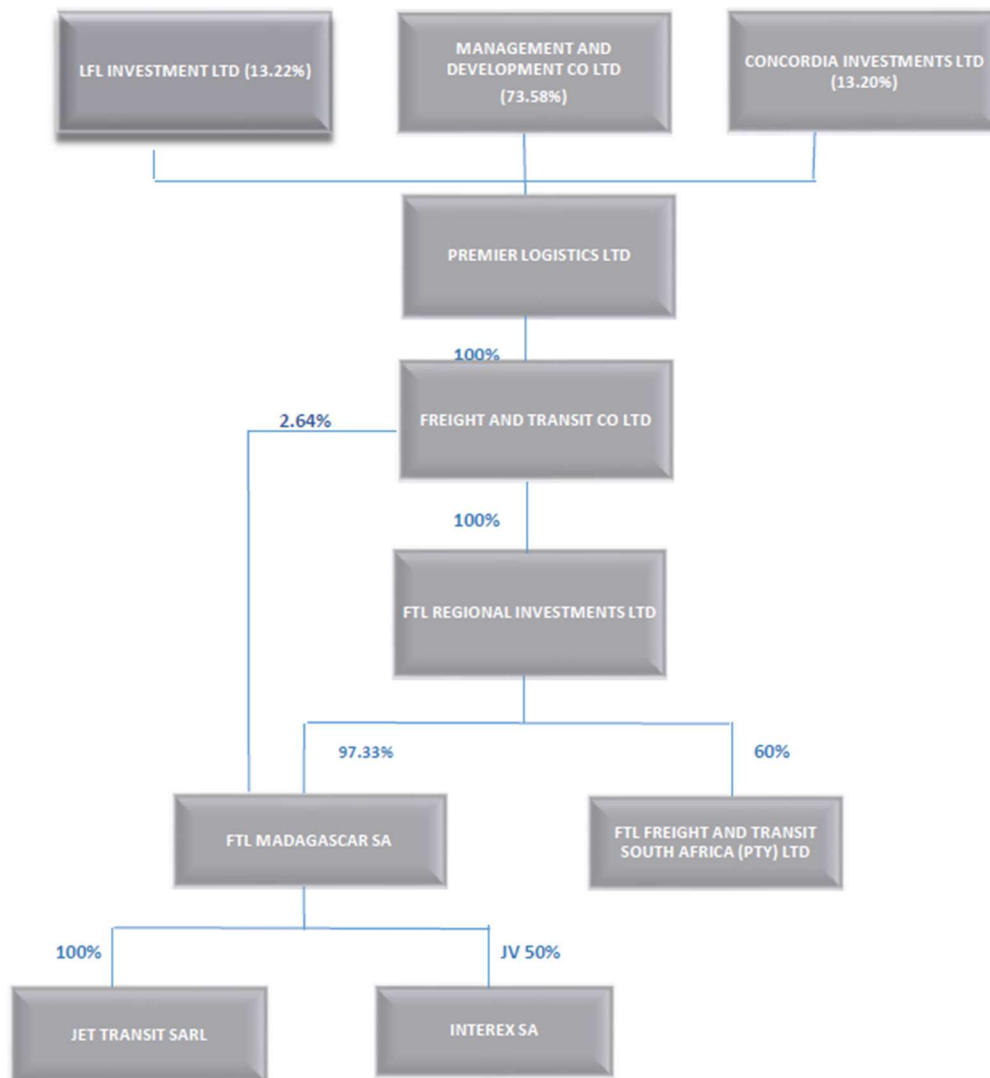


1.1 Premier Logistics Co Ltd is the sole shareholder of the Company.

1.2 The ultimate beneficial owner of the Company is Mr Michel Doger de Spéville.

2. GROUP STRUCTURE AT JUNE 30, 2022

The Group Structure of FTL at June 30, 2022 was as follows:



On 1 December 2021, FTL International Co Ltd was amalgamated into FTL and FTL International Co Ltd has since been declared defunct.

3. THE COMPANY’S CONSTITUTION

The Company is governed by its Constitution which was adopted in 2019.

The Constitution provides the sole shareholder the following:

- i. Pre-emptive rights on any new issue of shares made by the Company or on the transfer of shares;
- ii. The right to receive a dividend out of the profits of the Company;
- iii. The right to an equal share in the distribution of the surplus assets on its liquidation; and
- iv. The right to one vote for each share held.

4. THE GOVERNANCE STRUCTURE

4.1 The Board

The Board, as the governing body, fully understands its role, responsibility, and authority in setting the direction, the management and control of the Company.

The Company has a unitary Board, and it is chaired by a non-executive Director.

The composition of the Board at 30 June 2022 is composed of one executive director, five are non-executive directors and two independent directors. All the directors are residents of Mauritius.

The functions and structure of the Board of Directors are independent of Management.

The Board is of an appropriate size and meets the Company's business requirements. The Directors have the requisite skills, experience and knowledge to contribute effectively to the Company.

The Board acknowledges that independent directors bring in adequate objectiveness and an external perspective which add value to the board deliberations.

On 23 September 2021, the Board appointed Mr Ranjoy Neerohoo, the General Manager, as executive director. The functions and responsibilities of the Chairperson and the General Manager are kept separate. The Chairperson heads the Board and meets on regular basis the General Manager to discuss matters pertaining to the Company. The Chairperson is not involved in the day-to-day management of the Company, and he devotes sufficient time to his duties and responsibilities towards the Company.

The participation of senior executives to board meetings enhances management presence on the Board and their participation in the deliberations provides the Board with an in-depth appraisal of the Company's operations.

The Board acknowledges that gender and diversity are recommended by the Code in the board composition and the appointment of a female director will be considered. Nevertheless, expertise and skills are regarded as prerequisites for serving as director.

A Board Charter, setting out the Directors' duties and responsibilities with respect to the board governance, has been adopted by the Board and is available for consultation on the Company's website.

4.2 Board Information

Relevant board information is provided to the Board members in a timely manner to enable them to have sufficient time to study the matters that will be discussed at the meetings and make appropriate decisions.

Where necessary and subject to the formal approval of the Chairperson, Directors may have access to independent professional advice at the Company's expense to enable them to discharge their responsibilities.

A Directors' and Officers' Liability insurance cover is in place for Directors and senior officers of the Company.

CORPORATE GOVERNANCE REPORT - YEAR ENDED JUNE 30, 2022

4.3 Board Evaluation

An evaluation of the Board performance and processes has been carried out during the financial year ended 30 June 2022. This exercise is carried out every two years.

This evaluation was carried out by way of a structured questionnaire wherein Directors rated the processes in place and gave their feedback on the board performance. The Directors were on overall satisfied with the governance process and procedures existing in the Company.

5. PROFILE OF DIRECTORS AND SENIOR MANAGEMENT TEAM AT 30 JUNE 2022

Directors	
1.	G�rard Boull� (Chairman) - Non-Executive Director
	G�rard Boull� is holder of a "Ma�trise de Gestion" from the University of Paris IX Dauphine in France and is presently the Chief Operating Officer (C.O.O), Food Industry of the Eclosia Group of Companies. Mr Boull� is a former President of the Association of Mauritian Manufacturers and is a director on the Board of several companies of the Eclosia Group. He was appointed to the Board of Freight and Transit Company Limited in 2005 and is the Chairman of the Company since 2013. Directorship in listed companies: Livestock Feed Ltd, Oceanarium (Mauritius) Ltd
2	C�dric de Sp�ville - Non-Executive Director
	Born in 1979, C�dric de Sp�ville holds a Master in Economics from the Sorbonne University in Paris in 2001, an MSc in Accounting and Finance from the London School of Economics in 2003 and obtained a Master in Business Administration from Columbia Business School (New York) in 2007. He has been a Consultant for COFINTER in Paris from 2002 to 2003 and joined Eclosia Group in 2003. In February 2009, he was appointed Group Chief Operating Officer and Chief Executive Officer in January 2013. He is Director on various companies of the Eclosia Group, and is a past President of the Mauritius Chamber of Commerce and Industry (2011- 2013) and of Business Mauritius (2017-2019). He was appointed to the Board of Freight and Transit Company Limited on 29 October 2008. Directorships in listed companies: Livestock Feed Limited, Les Moulins de la Concorde Lt�e, Tropical Paradise Co. Ltd, Oceanarium (Mauritius) Ltd and Mauritius Freeport Development Co Ltd

5. PROFILE OF DIRECTORS AND SENIOR MANAGEMENT TEAM AT 30 JUNE 2022 (CONT'D)

3.	Philippe De Bragard Hardy - Independent Non-Executive Director
	<p>Born in 1972, founding member and Managing Director of DMH Associates. He has a very diversified exposure to finance having held various roles spanning investment management, business development, corporate planning and transaction advisory.</p> <p>He is the leading partner of DMH Associates' corporate finance advisory services having coordinated and advised on several capital structuring as well as M&A transactions across many industries in the past 20 years, with a particular expertise in dealing with family held enterprises and owner managed businesses of all sizes.</p> <p>Mr de Bragard Hardy holds an honours degree in Mathematics and Financial Management and is an Associate of the Royal College of Science of London through the Imperial College of Science, Technology & Medicine. He acts as a director on several public and private companies, chairing audit committees in various instances.</p> <p>Directorship in listed companies: Plastic Industry (Mtius) Ltd, Evaco Ltd.</p>
4.	Cédric Lagesse - Non Executive Director
	<p>Mr. Lagesse holds a degree in law and a Master degree in International Trade. He has a rich career in the logistics sector before he resigned as Chief Executive Officer of Freight & Transit Company Limited on 01 September 2011 to join the Eclasia Group as Projects Director. He was appointed General Manager of Panagora Marketing Co. Ltd in April 2014 and as its Managing Director in August 2014 until _____. Mr Lagesse was appointed as Chief Operating Officer of Eclasia Group onHe is a Director of Freight and Transit Co Ltd since 2013.</p>
5.	Rocky Forget – Non Executive Director
	<p>Joined the Eclasia Group of Companies in 1980 when he held a position in the farming division. Mr Forget was appointed in 1991 as Technical & Commercial Manager of Livestock Feed Limited prior to being nominated General Manager in 1999. He was appointed as its Managing Director on 06 May 2009. Mr Forget is the holder of an MBA from Surrey University. Mr Forget was appointed as Director of Freight and Transit Co Ltd on 17 June 2019.</p> <p>Directorship in listed company: Livestock Feed Ltd</p>
6.	Julien Vitry-Audibert - Non-Executive Director
	<p>Mr. Julien Vitry-Audibert is holder of a “DUT - Techniques de Commercialisation” obtained from the IUT of Aix en Provence and a Master of Science from “Ecole Supérieure de Commerce (CERAM)” of Sophia Antipolis, France.</p> <p>Mr. Vitry-Audibert joined Freight and Transit Company Limited in December 2002 as Project Coordinator and has held several key positions within the Company over the years. In 2011, Mr Vitry-Audibert was appointed the Chief Executive Officer of Freight and Transit Company Limited until he resigned in May 2020. He was appointed as Director on 12 December 2013.</p>

CORPORATE GOVERNANCE REPORT - YEAR ENDED JUNE 30, 2022

5. PROFILE OF DIRECTORS AND SENIOR MANAGEMENT TEAM AT 30 JUNE 2022
(CONT'D)

7.	Bernard Wong Ping Lun – Independent Non-Executive Director
	<p>Mr Bernard Wong Ping Lun, born in 1955, holds a BSc (Econ) degree in accounting and finance from the University of London and is a fellow member of the Association of Chartered Certified Accountants. He completed the general management program of ESSEC Business School in March 2015. He retired from a private group of companies in June 2020 after 28 years of service as CFO and is currently a consultant with the group on a part-time basis.</p> <p>He was appointed as director of Freight and Transit Co Ltd in October 2020 and is a member of its audit and risk committee.</p> <p>Directorship in listed companies: United Docks Ltd and Forges Tardieu Ltd.</p>
8.	Ranjoy Neerohoo – Executive Director as from 23 September 2021
	<p>Mr Ranjoy Neerohoo has over 23 years' experience in freight forwarding, shipping, transport and logistics. He holds an MBA from Aston Business School, Birmingham UK. Ranjoy Neerohoo started his career in 1997 at Transworld Cargo, Rogers Group, before joining FTL in 1998. He held various roles at FTL until 2004 as Sea Freight Operations Manager prior joining Maersk Line as Line and Operations Manager. Ranjoy Neerohoo has then held the roles of Indian Ocean Cluster Sales Marketing Manager and Managing Director before moving to Senegal as Regional Managing Director for Maersk Line in North West Africa. During his tenure at Maersk Line, he has chaired various boards and led several projects, namely in lean management, outsourcing and offshoring, customer care and digital innovation. Mr Ranjoy Neerohoo also exercised as consultant in transport and logistics for an FMCG from 2017 to 2018 after leaving Maersk Line. He joined back FTL in March 2020 and was appointed on the board of FTL on 23 September 2021.</p>

a. Common Directors

The table below shows the Directors who served during the year under review and their directorships common to FTL and Premier Logistics Co Ltd. At 30 June 2022, none of the Directors has a service contract with the Company and neither do they hold shares in the Company.

		FTL	PLCL
1	BOULLÉ, Gérard Louis (Chairman)	*	*
2	DOGER DE SPEVILLE, Michel Cédric	*	*
3	FORGET, Rocky	*	-
4	HARDY, Charles Philippe DE BRAGARD	*	-
5	LAGESSE, Cédric Jean Octave	*	-
6	VITRY-AUDIBERT, Thierry Louis Julien	*	-
7	WONG PING LUN, Bernard Kuo Hsing	*	-
8	NEEROHOO, Ranjoy (as from 23.09.2021)	*	-

FTL - Freight and Transit Co Ltd

PLCL - Premier Logistics Co Ltd

5. PROFILE OF DIRECTORS AND SENIOR MANAGEMENT TEAM AT 30 JUNE 2022 (CONT'D)

b. Directorship in Subsidiaries of the Company (At June 30, 2022)

NO.	DIRECTORS	FTL	FTL MADA	FTL RI	FTL RSA	INTEREX	JET TRANSIT
1	Gérard Boullé (Chairman)	✓	✓	✓	✓	✓	-
2	Cédric de Spéville	✓	✓	✓	-	-	-
3	Philippe de Bragard Hardy	✓	✓	✓	✓	-	-
4	Christian Desjardins	-	-	-	✓	-	-
5	Eric Espitalier-Noel	-	-	-	-	✓	-
6	Rocky Forget	✓	✓	✓	-	-	-
7	Richard Gorlei	-	-	-	✓	-	-
8	Cédric Lagesse	✓	✓	✓	✓	-	-
9	Olivier Lagesse	-	-	-	-	✓	-
10	Alexandre Malheiro	-	✓	-	-	-	✓
11	Ranjoy Neerohoo (as from 23.09.2021)	✓	-	✓	-	-	-
11	Jérôme Poutot	-	-	-	-	-	✓
12	Julien Vitry-Audibert	✓	✓	✓	✓	✓	-
13	Bernard Wong Ping Lun	✓	-	-	-	-	-

FTL - Freight and Transit Company Limited

FTL MADA - FTL Madagascar SA

FTL RI - FTL Regional Investments Ltd

FTL SA - FTL Freight and Transit South Africa (Pty) Ltd

INTEREX - Interex SA

JET TRANSIT - Jet Transit Sarl

c. Directors' Appointment Procedures

Directors are elected at the Annual Meeting of Shareholders. However, should a casual vacancy arise, the Board has the authority to appoint a director to hold office until the next Annual Meeting.

A procedure for the appointment of Directors has been adopted and serves as a guidance for the appointment of Directors on the Board of the Company. The Corporate Governance Committee leads the process and screens candidates based on the requirements of the position, the skills and expertise needed.

Once a candidate is selected, the Corporate Governance Committee makes its recommendation to the Board, who will propose to the shareholders the appointment of the selected candidate.

A letter of appointment for non-executive Directors has been adopted by the Board and it sets out the terms of their appointment.

d. Induction

The induction of newly appointed Directors is under the leadership of the Chairperson who delegates the executive management to accompany newly appointed Directors in their introduction of the Company and its business operations.

The induction pack for newly appointed non-executive Directors comprised among others the Constitution, the Board Charter, Directors' Code of Ethics, minutes of last three board meetings prior to the Director's appointment, the annual report, the mission statement of the Company, and relevant legislations that will enable him to understand his duties and obligations.

5. PROFILE OF DIRECTORS AND SENIOR MANAGEMENT TEAM AT 30 JUNE 2022 (CONT'D)**e. Professional Development**

The Company provides the opportunity to its directors to develop their knowledge and skills through workshops and development programmes delivered mostly by the Mauritius Institute of Directors, of which the Eclasia Group is a founder patron.

In performing their role, the Company secretaries of Eclasia Secretarial Services Ltd, undertake a minimum of 21 hours training and skills development annually as part of their qualifying as Chartered Secretaries of the Institute of Chartered Secretaries and Administrators of United Kingdom. The Company secretaries are also members of the Mauritius Institute of Directors and the ICSA Mauritius Branch.

f. Succession Plan

A succession plan is under process for senior management positions in the Company to maintain continuity and sustainability of the enterprise.

The identification of new directors, in order to keep a balance of skills and expertise at the level of the Board, is the responsibility of the Audit and Risk Committee cum Corporate Governance Committee, which reviews the composition of the Board on a regular basis.

g. Directors' Duties

Upon appointment on the Board of the Company, the duties of a Director are communicated to him through the induction pack and are outlined in his letter of appointment as well as in the Board Charter.

h. Code of Ethics

The Directors are guided by the Director's Code of Ethics which is published on the Company's website. It guides board members in the conduct of business of the Company and in dealing with stakeholders with integrity and in an ethical manner.

All employees of the Company formally adhere to the Code of Ethics of FTL, which Code upholds the strong moral values, which are an integral part of the FTL Group's spirit.

i. Conflicts of Interest

The Company's Constitution provides that a Director who has an interest in a transaction shall declare forthwith to the Board the nature and extent of his interest. Accordingly, if the Director has declared his interest in the proposed transaction or any matter related to the transaction, he shall be counted in the quorum and participate in the vote on the transaction other than any decision involving his appointment or arrangement on the terms of his appointment.

The Board Charter guides Directors in situations where they find themselves in a state of conflict or potential conflict or they are a related party in a transaction with the Company

CORPORATE GOVERNANCE REPORT - YEAR ENDED JUNE 30, 2022

6. REMUNERATION OF DIRECTORS

The remuneration of the Directors and Members of the Audit & Risk and Corporate Governance Committee for the financial year ended 30 June 2022 were paid to the Directors and Members' respective employer.

During the financial year, the remuneration of directors was reviewed as follows:

- An annual retainer of Rs 140,000 for the Chairperson of the Board and Rs 90,000 to the Directors plus a fee of Rs 15,000 per meeting.
- The Chairperson of the Audit and Risk and Corporate Governance Committee is entitled to an annual retainer of Rs 70,000 and Rs 40,000 for the members plus a fee of Rs 10,000 per meeting.

During the year, FTL RSA, a subsidiary company, resolved to pay to individual directors who are not directors on the board of FTL RI, an annual retainer of ZAR 20,000 and an attendance fee of ZAR 1,035 per sitting.

Except for FTL RSA, no fee was paid to the Directors sitting on the other subsidiary companies of FTL.

a. Attendance at Board and Committee Meetings

The attendance of Directors at meetings of the Board and Committee meetings were as follows:

			Board	<u>Audit & Risk cum Corporate Governance Committee</u>
	BOARD MEMBERS		4 meetings	4 meetings
1	BOULLÉ, Gérard Louis (Chairman)	Non-Executive	3	-
2	DOGER DE SPEVILLE, Michel Cédric	Non-Executive	4	-
3	FORGET, Rocky	Non-Executive	4	-
4	HARDY, Philippe	Independent	3	4
5	LAGESSE, Cédric Jean Octave	Non-Executive	4	-
6	VITRY-AUDIBERT, Julien	Non-Executive	4	-
7	WONG PING LUN, Bernard	Independent	3	4
8	NEEROHOO, Ranjoy (as from 23.09.2021)	Executive	4	-
	COMMITTEE MEMBERS			
1	JOUANA, Audrey	Co-opted	-	4
2	RAE, Sébastien	Co-opted	-	2

7. STATEMENT OF REMUNERATION PHILOSOPHY

The Company's philosophy concerning remuneration is to offer a competitive package that will attract, retain and motivate Directors and employees of the highest calibre and recognize value-added performance, whilst taking into account its own financial position.

In that respect, the remuneration offered to each category of jobs within the Company has been benchmarked and aligned with the current market rate.

The Directors' fees are also benchmarked on market norms and reviewed on a regular basis by the Board upon recommendation of the Corporate Governance Committee.

8. THE ORGANISATIONAL STRUCTURE

The members of the senior management team hereunder do not hold shares in the Company and are not entitled nor granted any special right to subscribe to shares of the Company. At 30 June 2022, the organisation structure of the Company was as follows:

a. Profile of Senior Management Team

1.	Ranjoy Neerohoo (General Manager and Executive Director)
	Mr Ranjoy Neerohoo is disclosed under Note 5.
2.	Vincent Tulet (Group Finance Manager)
	Mr Vincent Tulet is a Chartered Certified Accountant since November 1999, Mr. Tulet has worked for several renowned audit firms in Mauritius and Réunion before joining Freight and Transit Company Limited in August 2000 as its Group Finance Manager.
3.	Jean Michel Carosin (Head of International & Strategic Development)
	After graduating in Reunion Island in 1993, Mr. Jean Michel Carosin has engaged in various jobs where his skills for Market Development were widely used, from Product Development to Merchandising and Export. He started in 1995 with Versatech Ltd (ENL Group), he has worked for The Coca-Cola Company as Market Developer and later joined Phoenix Beverages as Export Manager. During his career, Mr. Carosin has travelled extensively in the Indian Ocean islands and Eastern Africa in search of new market opportunities. He joined the FTL in September 2015 as Head of International & Strategic Development to support the development of FTL foreign offices.
4.	Waz Badurally-Adam (Human Resources Manager - FTL Group)
	Holder of Msc in Human Resource Management, Ms B Wazeerah(Waz) Badurally Adam joined FTL in February 2022. She is a certified Life Coach by International Association of Coaching Institutes (ICI). She worked in the IT and Hospitality sector for the past 15 years. Before joining FTL, Waz held the position of Corporate Human Resource Manager at The Residence by Cenizaro for Mauritius, Zanzibar, Tunisie, Maldives, Indonesia, and Morocco. She currently oversees the Human Resources Strategies and Operations for all the companies under FTL Group.

9. THE COMPANY SECRETARY

Eclosia Secretarial Services Ltd is a corporate body, which holds the functions of Company Secretary.

The secretarial work is undertaken by qualified chartered Company secretaries who are members of the Institute of Chartered Secretaries and Administrators (ICSA) of United Kingdom.

Board members have access to the Company secretaries of Eclosia Secretarial Services Ltd who are assigned the task of guiding the Board in the application and implementation of the principles of the Code of Corporate Governance as well as ensuring that the Board is aware of the statutory and regulatory requirements. The Board is satisfied that Eclosia Secretarial Services Ltd, through its representatives, fulfils satisfactorily its responsibilities towards the Board and the Company.

The role and duties of the functions of the Company Secretary are outlined in its terms of reference.

10. BOARD COMMITTEES

Taking in consideration the size of the Company and the composition of its Board, the Board was of the view that the Audit and Risk Committee can take on the additional responsibility of overseeing the Company's corporate governance.

The terms of reference of the Audit and Risk Committee includes in its purview the aspects of Corporate Governance. The Committee is known as the Audit and Risk Cum Corporate Governance Committee. During the year, the Committee assumed the additional responsibility of Social and Ethics Committee for its South African subsidiary, FTL Freight and Transit (South Africa) (Pty) Ltd. This is to ensure that the subsidiary fulfils its responsibilities as required under the South African Companies Act.

a. Audit and Risk Cum Corporate Governance Committee

The Audit and Risk cum Corporate Governance Committee met four times during the year.

i. Composition

The members of the Committee are:

1	Philippe de Bragard Hardy (Chairman)	Independent
2	Audrey Jouana	Co-opted
3	Sébastien Rae	Co-opted
4	Bernard Wong Ping Lun (as from 01.10.2020)	Independent

The Directors have co-opted Mrs Audrey Jouana and Mr Sébastien Rae on the Committee on account of their financial knowledge and expertise. The non-board members appointed on the Committee bring in an industry knowledge and expertise that contributes positively to the Committee's effectiveness in monitoring the Company's internal controls and risk management and they contribute fully towards ensuring that the Committee fulfils its functions

The Audit & Risk cum Corporate Governance Committee continues to oversee the controls and risk management within the Company.

Messrs Ranjoy Neerohoo (General Manager), Vincent Tulet (Group Finance Manager) and Vikash Ramlowat (Finance Manager) are also invited to attend the meetings of the Committee during the year, whenever required.

ii. Terms of reference

The main responsibilities of the Audit and Risk cum Corporate Governance Committee are:

- (i) Set up and oversee the financial reporting and internal controls of the Company;
- (ii) Take cognizance of the audit report of the internal and the external auditors;
- (iii) Make recommendations regarding appointment of external auditors;
- (iv) Discuss with external and internal auditors of the quality and acceptability of existing control and reporting structures;
- (v) Ensure that the best financial practices are being adhered to;
- (vi) Determine the different risks that the Company may face and how to tackle them;
- (vii) Review and approve credit exposure to related parties; and
- (viii) Monitor the implementation of CSR programme.

10. BOARD COMMITTEES (CONT'D)**ii Terms of reference (cont'd)**Corporate Governance matters

- (i) Responsible for the application of the good governance and appropriate reporting in the annual financial statement;
- (ii) Establish policies and procedures in relation to related party transactions;
- (iii) Review governance structure and processes of the Company.

Social and Ethics Committee

- To monitor the company's activities, having regard to any relevant legislation, other legal requirements or prevailing codes of best practice, with regard to matters relating to:
 - a) Social and economic development;
 - b) Good corporate citizenship;
 - c) Environment, health and public safety;
 - d) Consumer relationships;
 - e) Labour and empowerment.

The Committee confirmed that it has discharged its responsibilities for the year under review in compliance with the above terms of reference. The terms of reference, which were approved by the Board on 01 October 2020, will be reviewed every five years.

11. INFORMATION, INFORMATION TECHNOLOGY AND INFORMATION SECURITY GOVERNANCE

The Eclasia Group IT Executive Council ("the GIT"), supported by three sub-committees, is responsible to provide the necessary directions with regards to strategy, infrastructure and operations management in relation to information, communications and technology systems within the Eclasia Group including FTL.

An Information Technology Policies and Procedures ("ITPP") manual has been mandated by the GIT to provide guiding principles applicable to the management of IT related processes across Group Companies in order to:

- Establish responsibility and accountability for the use and maintenance of IT resources of Eclasia.
- Encourage management and staff to maintain an appropriate level of awareness, knowledge and skill to allow them to leverage IT resources in delivering quality service to the clients.
- Minimise the impact of IT incidents on service delivery.
- Protect the business information and any client information within its custody by safeguarding their confidentiality and integrity by maintaining their availability.

The ITPP manual is reviewed annually by a sub-committee to accommodate process changes and adapt to new technologies.

An End User IT Security Policy is remitted to all new recruits and must be adhered to by all employees together with the cybersecurity awareness and eLearning programme.

To maintain a reliable and secured IT environment, FTL with the support of Eclasia Group, has taken initiatives to strengthen its IT Governance Framework, which covers Information Management, Information Technology and Information Security.

12. RISK GOVERNANCE AND INTERNAL CONTROL

a. Risk Governance

The Board is responsible for the governance of risks and for determining the nature and extent of the main risks, it is willing to take in achieving its strategic objectives. The Board has entrusted to the Audit and Risk cum Corporate Governance Committee the responsibility to ensure that Management identifies and manages all inherent risks on a regular basis and amongst other initiatives, by keeping a Risk Register.

A comprehensive review of the Company's Risk Register was effected by Management during the year.

The domains of IT, Cyber risk, operations, human resources, legal and regulatory, security and communication risks were addressed. The Risk Register will consequently be updated with actions being taken to eliminate or mitigate risks. The risk appetite fixed by the Board was maintained at the level of Rs.4.5 Million.

Risks are identified by Management in the domains of IT, finance, market, operations, human resources, legal and regulatory risks and information technology amongst others. A description of the risks together with the risk management policies adopted are further detailed in note 3 of the financial statements.

12.2 Key Risks facing FTL

For the current period, Management has identified the following key risks:

- Hacking and Ransomware;
- Dangerous cargo;
- General Data Protection Regulation (GDPR);
- Extension of the sanitary situation of Covid 19;
- Wrong Customs declaration;
- Reputational risk of FTL;
- Loss of business due to Covid 19 and client going bankruptcy;
- Risk of fire;
- Specific risks from subsidiaries (credit risk for all FTL offices a, loss of key employees, political instability and tax audit in Madagascar, exchange rate for FTL Madagascar, disbursement not recovered, competition risk / loss of main client and cash flow shortfall for FTL RSA)

Risks are compiled in a risk register and scored according to their likely incidence and impact on the business of the Company. The group is still checking of the worthiness of having a software that will be used to administer the risk register and help to address and better monitor the various risks and their likelihood.

Action plans and measures were implemented to effectively mitigate, or counter risks identified.

Management has a standing committee, which continually re-assesses risks and all measures in place for their mitigation.

The major risks for the Company are credit risks, fire, errors in customs clearing, and communication breakdown hacking and ransomware. These risks are managed by maintaining and strengthening the internal control procedures and infrastructure. One additional major risk identified is the outbreak of pandemics such as Covid-19.

12.2 Key Risks facing FTL (cont'd)

The Audit and Risk cum Corporate Governance Committee is apprised of all changes to the Risk Register every year to provide assurance that risk management processes are in place and effective.

(a) Strategic and Business Risks

More than 100 freight-forwarding companies are operating in Mauritius. The market is quite saturated and new entrants disrupt the market. We gather information in order to build a competitive intelligence and offer better service to our clients.

(b) Legal & Commercial Risks

Regular changes in legislations and regulations affect the entire logistics industry. A specific team follow up the legal framework to make sure FTL keeps abreast on these changes.

(c) Information Technology Risks

We are today more and more dependent on information technology and most of our stakeholders are now web-based operated. This creates certain vulnerabilities. We have also moved all our servers with ETS an Eclasia company for better management and security. We have service level agreements in place with our service providers, we try to mitigate the risks.

(d) Human Resource Risks

Being in a service industry, our employees are an important asset. We try to minimise the labour turnover. We have accordingly put in place a succession plan and talent management processes; we have also set up training plans and organise staff rotation in order to mitigate any risks.

(e) Health, Safety and Environmental Risks

With the help of Eclasia Health & Safety Officer, we implement all the best practices and ensure that all of our employees work in a safe environment especially for our new warehousing activity where regular checks are carried out

With the continuation of the Covid-19, we ensure that measures such as social distancing in the office, recording of contact details of all visitors and temperatures checks at the entrance for every person entering the premises are done. Work from Home is today deeply rooted in the FTL culture. We are on 2 days WFH per week.

(f) Financial Risks

The fluctuations in the foreign currency exchange rates can create effects in the figures reflected in the financial statements of the Group, due to time-lapse differences. A proper monitoring is in place and specific spots deal are made via the Eclasia Treasury Department to allow a better control on same.

(g) Credit Risks

In this competitive environment, it will be very difficult to operate without providing necessary credit facilities to clients. In order to manage this risk, FTL and its companies have subscribed to a credit insurance with COFACE for the coverage of most of its clients. Also, during the Covid-19 period FTL has tightened controls on recoveries and advance of disbursement. We have put in place tools like Microsoft flow for application of credit facilities.

12.3 Risk Management at FTL

The Audit and Risk cum Corporate Governance Committee was satisfied that the measures to effectively mitigate or counter risks have been identified and appropriate action plans were in place.

The Business Continuity Plan (BCP) is a stepwise and planned approach to recovering business operations in the aftermath of a materialized risk and gives comfort for the sustainability of operations. The Risk Register provides the scenarios that could affect operations of the enterprise. A disaster simulation was conducted to test the effectiveness of the BCP, and it was audited by an external consultant. The result of the test was satisfactory.

- Insurance cover

The company evaluated its insurance needs through a broker with many years of experience and satisfactory cover was maintained for the year.

- Fraud Policy

Clear guidelines on financial policies and procedures are in place to minimise the risk of fraud. These procedures are closely monitored by the internal auditor.

- Whistleblowing

All employees are encouraged to whistle blow through clear and confidential contact system. The whistleblowing procedure is well entrenched, including the use of suggestion/complaint boxes for anonymous comments or suggestions. Employees are empowered to whistle-blow in case of need and an environment where honesty and transparency are valued, is a great assistance in this.

The whistleblowing procedure put in place at the Company is embodied in the anti-fraud policy.

12.4 Internal Control

In addition to the review of the Company's risks by the Audit and Risk cum Corporate Governance Committee, a sound internal control system is in place at the Company.

The Board has entrusted to the Audit and Risk cum Corporate Governance Committee the responsibility to report on the effectiveness of internal control at the Company.

Management of the Company follows a formalised set of policies and procedures. These are laid out in manuals in the fields of Human Resources, Finance, IT and all aspects of business operations. Compliance is ensured through a comprehensive series of audits performed by auditors external to the Company. The principle of continual improvement is at the base of all procedures.

The internal functioning of the enterprise is constantly monitored through a series of audits and monitoring systems, which include:

- Internal audits of all operations,
- External audits of operational and financial aspects,
- Information technology audits,
- Client audits from a limited number of long-standing clients to assure them of process and quality of service.
- Environmental impact, management systems and health and safety systems (as detailed below),

12.4 Internal Control (cont'd)

The “Eclosia Way” series of audits, which compare the Company management to the norms established by the Eclosia Group, has been implemented.

FTL is certified ISO 9001:2015, an international quality management systems standard that has been adopted by FTL. Yearly internal audits of the quality systems are conducted by Eclosia, and the external surveillance is done by Afnor. The internal audit was done in March 22 while the external audit was done in June 2022 face to face. Our certification is now valid till 2025.

During the year, all control systems and accreditation systems were again satisfactorily monitored.

13. AUDIT**13.3 Internal Auditors**

The internal audit service is contracted to Eclosia Corporate Services Ltd, which has a team of qualified professionals with extensive experience in auditing, fraud examination, risk management, information systems security and governance.

The Internal Audit team has an independent appraisal function that reviews the adequacy and effectiveness of internal controls and the systems that support them. This includes controls at both the operational and financial levels as well as offering guidance to Management in relation to the evaluation of overall business risks and actions taken to mitigate such risks.

The Internal Audit Manager reports to the Chairman of the Audit and Risk cum Corporate Governance Committee who in turn brings to the Board any material issues requiring special attention of the Directors.

The Board, with the assistance of the Audit and Risk cum Corporate Governance Committee and the Internal Auditor, monitors the effectiveness of internal controls. Regular and surprise audits were performed by the Internal Auditors and the findings and recommendations and Management responses, are reported to the Committee.

Weaknesses identified by the Internal Auditors during their reviews were brought to the attention of Management and the Audit & Risk cum Corporate Governance Committee formally by way of risk rated structured reports. These comprise the results of the current review together with updates on the corrective actions taken by Management to improve control systems and procedures. The purpose, authority and responsibility of the Internal Auditors are formally defined in its charter.

The Internal Audit team has the authority to access and examine all information, both paper-based and electronic documents as well as inspect physical assets. No complaints were received from the Internal Auditor during the year under review with respect to restrictions on access to records, management or employees of the organisation.

The objectives of the reviews performed by the Internal Audit function are to give assurance on the adequacy and effectiveness of internal controls, compliance with applicable laws and regulations as well as on the reliability of financial reporting.

13. AUDIT (CONT'D)**13.4 Internal Auditors (cont'd)**

The review performed by the internal audit covers all risky areas as discussed with Management.

During the financial year under review, the function has been reporting on the following cycles and their sub processes: user access rights, Debtors , Compliance to DPA, provisions, WIP , risk management and credit Cards and notwithstanding a complete follow-up on the status of recommendations made following previous interventions on all other aspects and sectors of internal controls and risks within the enterprise.

The Group Internal Audit Manager and the Group IT Auditor meet with the Chairperson of the Audit and Risk cum Corporate Governance Committee once a year without the presence of management.

13.5 External Auditors

BDO & Co is the external auditor of Freight and Transit Co Ltd and did not carry out any non-audit services during the year under review.

The fees paid to BDO & Co for their audit services were for the company Rs 400,000 (2021: Rs 322,000).

BDO & Co was contracted for the annual financial audit, which was conducted in a serious and stringent manner. All internal audit reports were taken into consideration and the legal requirements on Company practices were closely evaluated.

The external auditor, who has been in function since 1995, will be reconducted to its function at the annual meeting upon recommendation from the Audit and Risk cum Corporate Governance Committee.

A process has been put in place at the level of Eclasia Group for the appointment of auditors in the future.

The Audit and Risk cum Corporate Governance Committee reviews the audit plan and fees of the external auditor prior to the yearly audits.

The Audit and Risk cum Corporate Governance Committee meets once a year with the external auditors to review the Company's financial statements, management and representation letters and to assess the effectiveness of the external audit process. The external auditor also has the opportunity to meet the members of the Committee without management presence.

14. RELATED PARTY TRANSACTIONS

Related party transactions are made at arm's length and in the normal course of business.

Related party transactions between the Company or any of its subsidiaries or associates and a Director, controlling shareholder or companies owned or controlled by a Director or controlling shareholder are disclosed in the note 32 to the financial statements.

15. DIVIDEND POLICY

The Company's policy is to pay a dividend based on the Company's performance so as to ensure, as far as possible, a relatively consistent return to its shareholder.

The Company declared a dividend of Rs 40,000,000 (2021: Rs 25,000,000) for the year under review.

16. MANAGEMENT AGREEMENT

The Company has a management contract with Management and Development Co Ltd, which covers interalia, strategy, human resources, governance, risk, and compliance issues monitored at Group level. The above contract is remunerated in the form of management fees. The quantum of the management fees has been reviewed during the year 2021-2022.

17. SHAREHOLDERS' AGREEMENT

There are no shareholders' agreements that affect the governance of the Company during the year under review.

18. CALENDAR OF IMPORTANT EVENTS

The calendar of major events of the Company is as follows:

	Events	Month
1.	Approval of Final Accounts	October
2.	Annual Meeting of Shareholders	December
3.	Dividend Declaration - Final	June
4.	Dividend Payment - Final	June

19. RELATIONS WITH KEY STAKEHOLDERS

FTL employees are given the opportunity to express themselves and interact with the management on a daily basis. As part of the Communication Structure, employees are briefed, through regular management and departmental meetings as well as through the "Conseil d'Entreprise". The quarterly company briefing is an opportunity for employees to interact with management and participate in the development of the Company. We have also set up 'breakfast meeting on a quarterly basis whereby employees are given the chance to express themselves and come up with any grievances they may have.

Moreover, the important stakeholders of the Company are also involved in a dialogue on the organizational position, performance and outlook and Management ensures that the Company responds to their reasonable expectations and interests. In that respect, the following steps are taken:

19 RELATIONS WITH KEY STAKEHOLDERS (CONT'D)**19.1 Suppliers**

The company keeps a register of suppliers for all procured products and services. The suppliers are evaluated regularly on the quality of product delivered and the services supplied. The evaluation exercise allows the company to determine its preferred supplier.

The company adopts a policy of competitive bidding between the preferred suppliers of all products costing more than Rs 1 million annually, to ensure that it gets the best quality/price product. Potential suppliers who are not on the preferred suppliers list are invited to quote during all sourcing exercises. We also use the services of the Eclasia Shared Procurement for the purchase of IT equipment and other specific services.

19.2 Employees

The satisfaction level of employees is evaluated every two years through an engagement survey. The result of this survey is analysed in focus groups consisting of representatives of employees and thereafter an improvement plan is put in action. The next survey shall take place in October 2022.

19.3 Clients

A schedule of meetings during the year is planned with all major clients, both in Mauritius and overseas. These clients-supplier meetings review decisions on all issues of concern, including quality of service and price. They are a source of building strong and positive relations. In addition, the Company has a comprehensive programme of visits, which allows in-depth knowledge of consumer needs to be addressed.

19.4 Customer Care Department

A customer care department provide relevant and timely information to FTL customers. A total of five persons are responsible to provide outstanding customer experience.

The customer satisfaction has been monitored through surveys in 2020 and 2021.

20. POLICIES

Being a responsible corporate company, FTL is fully aware of its responsibility towards its employees, stakeholders, government and the country at large. FTL believes in the importance of operating its business in an ethical and responsible manner and as a caring organisation, it aims to achieve sustainable development by contributing towards the wider community.

20 POLICIES (CONT'D)

20.3 Employee Welfare and recognition

Due to sanitary restrictions the activities organised either by FTL or Eclasia were very minimal. But nevertheless, we managed to organise activities like distribution cakes for the Independence Day and a briani party for all employees.

Celebrating our cultural diversity was also a main highlight of the year 2021-2022 where festivals like Divali, Eid and Spring were celebrated with all employees.

The Work from Home (WFH) policy is now fully implemented, with at least 2 days of WFH per week for staff and it has been beneficial both for Management and employees.

20.4 Ethics

Discussions about specific topics of the Code of Ethics were held throughout the year.

Management encourages continuous discussions during meetings on a theme taken from the Code of Ethics and the Credo. In a similar way, FTL's values were reviewed such that employees align their actions accordingly.

The Code of Ethics is at the centre of FTL's actions, and the Company has adequate internal procedures in place to ensure fairness in recruitment and promotion of its employees.

20.5 Health & Safety

With the support of the Health & Safety officer, FTL has been able to define a proper health & safety plan. Fire drills have been performed at per schedules and fire warden trainings have also been carried out with designated employees.

An awareness was done regarding vaccination for Covid 19, and we have the visit of the occupational doctor for health surveillance for our employees.

Due to Covid 19 and sanitary measures in place we have not performed any talks on security and Health & Safety. We plan to do same in the next financial year.

20.6 Environmental Issues

FTL reaffirms its commitment to the protection of our environment and ensures that resources are effectively managed, protected, monitored and used in a sustainable manner through the following actions:

20 POLICIES (CONT'D)

20.6 Environmental Issues

Our commitment to a paperless environment through:

- Sending monthly paper consumption figures to HODs through email for communication at staff meetings to raise employee awareness of the number of pages printed.
- Recycling paper waste, card boards, plastic packaging and PET plastic at our head-office and warehouse in Trou Fanfaron by Mafta Ltd and Green Ltd respectively on a regular basis
- Maximising payments via bank transfer, the sending of work-related documents to employees, clients and stakeholders through email as well as the saving of important emails and documents on our intranet all throughout the year
- Implementing the PIN printing which ensures confidentiality and reduces unneeded and accidental prints.
- Placing a recycle bin at Pointe-aux-Sables shopping centre, where we usually recycle most, for recyclable waste such as cardboard, aluminium cans, plastic packaging and PET plastic bottles by Mafta International Ltd and Surfriider Co. Ltd.
- Composting organic waste at our head-office and shared among employees and NGOs

20.4 Environmental Issues (cont'd)

Monitor the use of non-renewable energy at our premises through:

- Effective planning and scheduling of despatch.
- Reducing our electric forklift trucks battery charging times from 4-5 times a week to 1-2 times a week as from January/February 2021.
- Installing 50 motion sensors lights.
- Adjusting our extractor fans according to season change.
- Adjusting outdoor light timers according to the sunlight.

Awareness

- Organising a sale from the shop L'Ecolo, le coin zéro déchet which sells eco-friendly and locally produced artisanal products for FTL employees. The objectives were to support our Mauritian artisans and encourage the purchase of zero-waste items.
- Offering a desk plant to FTL employees on World Soil Day to remind us of the importance of plants for mankind and the environment as well as to create a healthy atmosphere for the well-being of each and every one at work.
- Raising awareness amongst all staff of electricity and fuel use and its implications through posters and videos.

20.7 Charitable Contributions

FTL contributed Rs 116,412 as part of its CSR fund to Fondation Solidarité of the Eclasia Group, which offers support to several NGOs through projects focused on children's education and well-being, social housing and sustainable actions mainly in agriculture.

In addition, FTL also donated Rs 70,817 to the following:

- Support to a disabled person;
- Contribution for medical expenses for an employee

A Social Responsibility page was added to our corporate website, and which describes our CSR goals and activities aimed at promoting volunteerism among employees, charity donation and reducing our environmental footprint.

20 POLICIES (CONT'D)**20.8 Sponsorship**

FTL has sponsored 2 golf events, namely the Ordre de Malte Solidarity Trophy in April 2022 and the Pierre Pellegrin Fundraising in June 2022.

21. FUNDING**21.3 Political Contributions**

The Company has not made any political contribution during the year.

SUMMARY OF RESULTS AT 30 JUNE 2022

	GROUP	
	2022	2021
	Rs.000's	Rs.000's
Results -Net profit after Tax	76,120	30,207
Current assets	652,558	350,649
Non-current assets	92,848	100,142
Assets classified as held for sale		
Total assets	745,306	450,791
Capital and reserves	186,249	154,643
Current liabilities	499,373	224,775
Non-current liabilities	59,684	71,373
Total equity and liabilities	745,306	450,791

Eclosia Secretarial Services Ltd
Company Secretary

Date: 7 December 2022

STATEMENT OF DIRECTORS RESPONSIBILITIES

FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for:

- (i) Adequate accounting records and maintenance of effective internal control systems;
- (ii) The preparation of financial statements which fairly present the state of affairs of the Group and the Company as at the end of the financial year and the results of its operations and cash flows for that period and which comply with International Financial Reporting Standards (IFRS);
- (iii) The selection of appropriate accounting policies supported by reasonable and prudent judgments.

The report of the external auditors confirming that the financial statements is fairly presented is on pages 4 and 5.

The Directors report that:

- (i) Adequate accounting records and an effective system of internal controls and risks management have been maintained;
- (ii) Appropriate accounting policies supported by reasonable and prudent judgments and estimates have been used consistently;
- (iii) International Financial Reporting standards have been adhered to;
- (iv) The Code of Corporate Governance has been complied with and explanations have been provided on how the principles of the Code were applied.

INTERNAL CONTROL

The Directors acknowledge their responsibility for the Company's systems of control. The systems have been designed to provide the directors with reasonable assurance that assets are safeguarded, that transactions are authorized and properly recorded and that there are no material errors and irregularities.

An internal audit system is in place to assist management in the effective discharge of its responsibilities, and it is independent of management and reports to the Audit and Risks Cum Corporate Governance Committee.

RISK MANAGEMENT

The Directors acknowledge their overall responsibility for maintaining a sound and effective system of internal controls to safeguard the Company's assets and shareholders' interests.

The Board accepts overall responsibility for risk management. Through the Audit and Risks Cum Corporate Governance Committee, the Directors are made aware of the risk areas that affect the Company and ensure that Management has responded appropriately to mitigate these risks.

RISK MANAGEMENT (CONT'D)

The Board considers that the annual report and accounts, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders and other key stakeholders to assess the organisations' position, performance and outlook.

Gérard Boullé
Chairman

Philippe Hardy
Director

Date: 7 December 2022