

**Quantum Insurance Ltd** (hereinafter referred to as '*Quantum*' or '*the Company*') is a private company limited by shares as per the standards of the Companies Act 2001.

Quantum holds a General Insurance Business Licence from the Financial Services Commission since November 21, 2014.

As an insurer, its business is to establish contracts of insurance under which insurance cover is provided. A Contract of Insurance is in essence a bone fide contract, i.e., contracted by the Policyholders and the Company in good faith.

The notion of good faith implies the element of trust and confidence in the relationship between the parties to the insurance contract. The Company is committed in the discharge of its obligations as an insurer to apply towards all its stakeholders the industry best practice with regards to the standards of ethical and professional conduct and behaviour.

The Company has undertaken to report and abide by the principles of The National Code of Corporate Governance for Mauritius (2016) within the limits of the size and complexity of its activities.

Pursuant to the First Schedule of the Financial Reporting Act 2004, Quantum qualifies as Public Interest Entity as the Company is a financial institution regulated by the Financial Services Commission and qualifies as an insurance company, other than companies conducting external insurance business, licensed under the Insurance Act.

## **1. Governance Structure**

The Board assumes responsibility for leading and controlling the Company under the effective oversight and long-term financial sustainability.

### **Board Charter**

The Board of the Company (*the Board*) was adopted and published on its website at <https://www.quantuminsurance.com/corporate-governance/>

### **Code of Ethics**

The Company adopted a Code of Ethics which that is suitable and in adequacy with its lean business model.

The Code Ethics binds the Directors, Officers and the employees of the Company. The Code of Ethics has been approved by the Board of Directors and published on its website: <https://www.quantuminsurance.com/corporate-governance/>

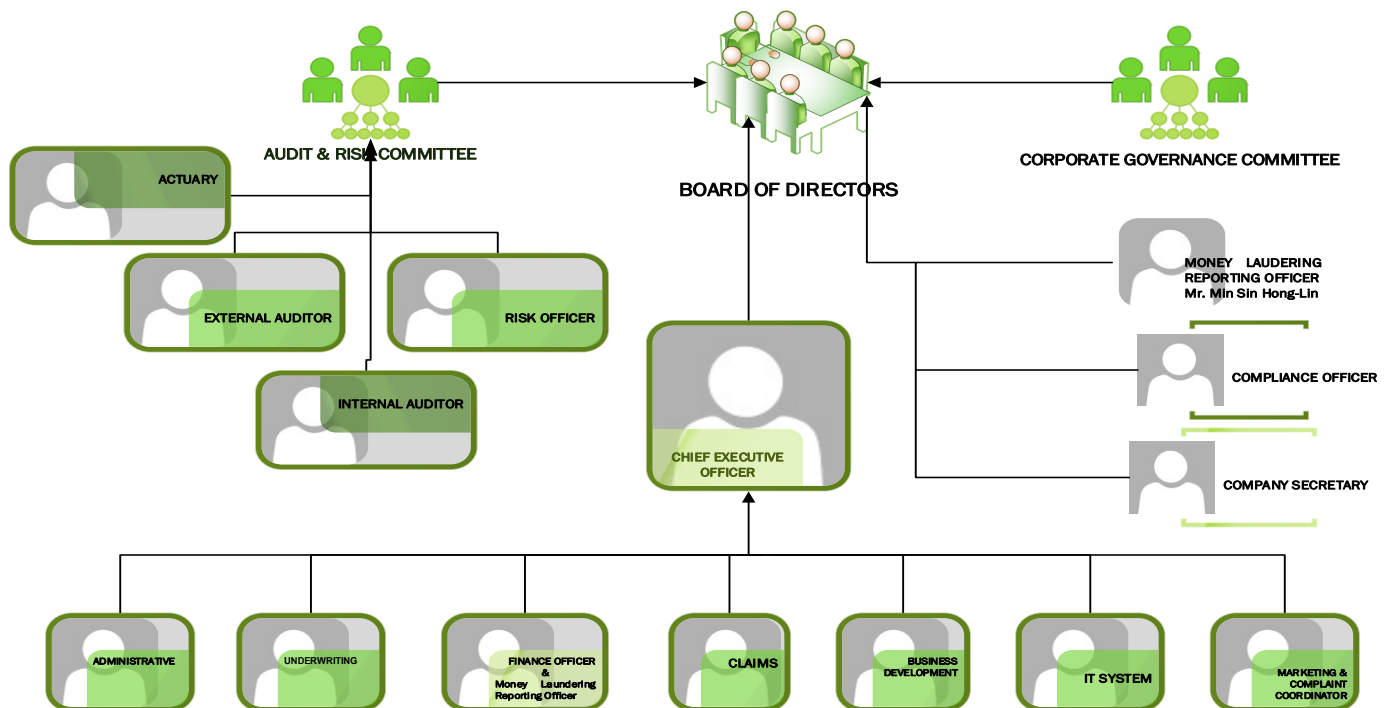
### **Senior Governance Positions and accountabilities**

The following people currently hold senior governance positions within the Company:

- Mr. Devesh BILTOO (Chief Executive Officer)
- Mr. Zaheer Oaris (Executive Director)

The above-mentioned senior governance positions are answerable and ultimately accountable to the Board of Directors.

The Organisation Chart of the Company is as follows:



## 2. The Structure of the Board and its Committees

### 2.1 Composition

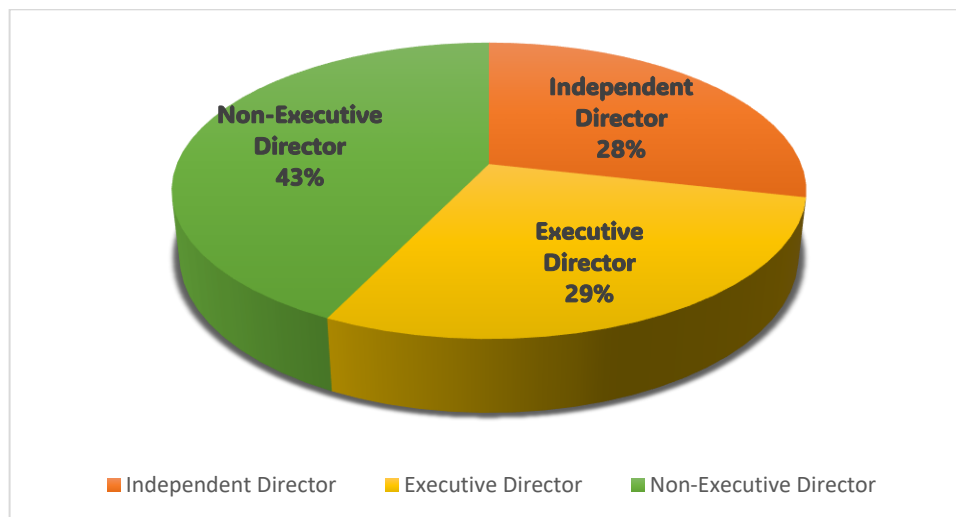
Quantum is headed by a unitary Board composed of 9 Board of Directors. The Board is composed of an appropriate balance of executive, non-executive, and independent directors; namely, two independent Directors and two Executive Directors, showing a strong executive management presence, and four non-executive directors; however, Mr. Nureshkumar Ashok Prayag resigned in the course of the year ended 31 December 2023.

As at December 31, 2023, the Board was composed of 7 Board Members with the following composition:

- Two Independent Non-Executive Directors
- Two Executive Directors
- Three Non-Executive Directors

Mrs. Henry was the sole female director of the Company, but she resigned in April 2023.

The Independence and gender balance criteria is under serious consideration as the Company firmly believe that the selection process in appointment of a director shall favours imperatively the potential director's technical knowledge of the sector but also experience that will add value to the Board's discussion and furtherance of the Company's growth as opposed to a box ticking exercise.



## 2.2 Board and Board Committees Attendance

Directors	Board of Directors	Audit & Risk Management Committee	Corporate Governance, Nomination & Remuneration Committee
Mr. Zaheer Ahmad Hassen OARIS (Appointed as director on 1st April 2023)	3	-	-
Mr. Joseph Hubert Jules Patrick BOUIC (Appointed as director on 1st Aug 2023)	3	-	-
Mr. Ron HERTSHTEN	4	-	-
Mr. Devesh Bose BILTOO	4		
Mr. Alfred Joseph Gerard Robert Alain REY	4	3	
Mr. Iqbal RAJAHBALEE	4	3	1
Mr. Nureshkumar Ashok PRAYAG	1	-	1
Mr. Jayantilal Dhires Shah	4	3	1
Mrs. Viviane HENRY	1	-	-

## 2.3 Expertise and Specialisation

Name	Type of Directorship / Board Committee Membership	Nationality / Residency	Gender	Qualification	Expertise	Other Directors
Zaheer Ahmad Hassen Oaris	Executive Director	Mauritian	Male	- Postgraduate - MBA - Specialisation: Financial Services in 2020 from University of Mauritius and - Undergraduate- BSc (Hons) Marine Science	- Good Leadership and Management expertise - Business Development	Oceanic Consultancy Ltd

				and Technology from University of Mauritius in 2012		
Joseph Hubert Jules Patrick Bouic	Independent Non-Executive Director, Chairperson of the Board of Directors	Mauritian	Male	<ul style="list-style-type: none"> <li>- Bachelor Of Commerce from University of Natal in 1988 and</li> <li>- Associate of the Chartered Insurance Institute from UK in 1991</li> </ul>	<ul style="list-style-type: none"> <li>- Risk and Insurance Advisory</li> <li>- Analytics and prioritisation skills</li> <li>- Leadership and People management Skills</li> </ul>	<ul style="list-style-type: none"> <li>- Risk Research Consultant Ltd</li> <li>- Villaboies Ltd</li> <li>- Akajou Ltd</li> <li>- Raphael Fishing &amp; subsidiaries</li> <li>- Ravic Ltd</li> </ul>
Ron Hertshten	Non-Executive Director	Israeli	Male	<ul style="list-style-type: none"> <li>- MBA from Yale School of Management and</li> <li>- BA in Economics and Political Science from University of Michigan</li> </ul>	<ul style="list-style-type: none"> <li>- Tactical and Business Solutions Management</li> <li>- Leadership and People management Skills</li> <li>- Analytics and Strategic skills</li> </ul>	<ul style="list-style-type: none"> <li>- Hertshten Group Limited,</li> <li>- Hertshten Properties Limited</li> <li>- Mercury Derivatives Trading Limited</li> </ul>
Devesh Bose Biltoo	Chief Operations Officer and Executive Director	Mauritian	Male	<ul style="list-style-type: none"> <li>- Associate of the Chartered Insurance Institute of the United Kingdom,</li> <li>- BSc in Economics and Mathematics from University of Witwatersrand.</li> </ul>	<ul style="list-style-type: none"> <li>- Good Leadership and Management expertise</li> <li>- Human Resource</li> <li>- Financial monitoring and analysis</li> <li>- Business Development</li> </ul>	Hertshten Group Limited
Alfred Joseph Gerard Robert Alain Rey	Independent Non - Executive Director and Chairperson of the Audit and Risk Management Committee	Mauritian	Male	<ul style="list-style-type: none"> <li>- BSc Economics from the London School of Economics and Political Science and</li> <li>- Member of Institute of Chartered Accountants of</li> </ul>	<ul style="list-style-type: none"> <li>- Good Leadership and Management expertise</li> <li>- Financial monitoring and analysis</li> </ul>	<ul style="list-style-type: none"> <li>- Terra Mauricia Ltd,</li> <li>- New Mauritius Hotels Ltd</li> <li>- MCB Group Ltd,</li> <li>- Terra Foundation,</li> <li>- Terra Finance Ltd</li> <li>- CIEL Textile Limited</li> </ul>

				England and Wales	- Analytics and strategic skills	
Mohamed Iqbal Rajahbalee	Non - Executive Director and Chair of the Corporate Governance, Nomination & Remuneration Committee, also member of the Audit and Risk Management Committee	Mauritian	Male	- Master's degree in Law (LLM) from London School of Economics and Political Science and admitted to the Middle Temple Inn of Court London due to his qualification at the London Council of Legal Education.	- Leadership Skills - Litigation counsel, legal advisory work, legal drafting, practised at the Mauritian Bar mainly in Corporate and Commercial as Senior Counsel	- Absa (Mauritius) Ltd, - BLC Robert, - Urbana Mauritius Inc. , - Leapfrog Financial Inclusion Fund, - Leapfrog Investments Ltd, - Quintessence Mauritius West Fund, QVT - Mauritius West Fund, - The Kibo Fund LLC, - Caldwell India Holdings IncQ - India Equity Fund Limited, - Verod Capital Partners, - Rocabella Limited, - Axis Fiduciary (Seychelles) Limited, - Axis International Holdco Limited, - Axis Holdco Limited
Shah Jayantilal Dhires	- Non Executive Director, - Member of Audit and Risk Management Committee - Member of the Corporate Governance Nomination & Remuneration Committee	British	Male	- Bsc in Management Science from the London School of Economics in 1985 - Member of the Chartered Institute of Taxation in 1989	- Advisory services on strategic finance, global structuring, tax optimization, accounting, risk management, due diligence and acquisitions. - Leadership and Management Skills	- Hertshten Group Limited, - Mercury Derivatives Trading Limited - Hertshten Properties Limited

Nureshkumar Ashok Prayag (Resigned during the year under review)	- Non-Executive Director - Member of Corporate, Nomination & Remuneration Committee	Mauritian	Male	- Bachelor Actuarial Science - Fellow of the Institute of Actuary from Edinburg	- Seasoned Insurance professional - Leadership and Management Skills	Hertshten Group Limited
Vivianne HENRY (Resigned in April 2023)	- Executive Director	Mauritian	Female	- Associate Chartered Insurance Institute - MBA from E. Business School	- Experience and competence in Insurance Underwriting - Analytics and prioritisation skills - Leadership and People management Skills	N/A

The Board of Directors hereby attest that it's a size and level of diversity is commensurate with the sophistication and scale of the organisation.

#### **NWT (Mauritius) Limited, Company Secretary**

NWT (Mauritius) Limited holds a management license and is regulated by the Financial Services Commission ("FSC") of Mauritius. NWT offers trust, corporate and fund solutions to corporate entities, high net worth individuals, fund managers and promoters.

Mr. Ritesh Kumar Bissessur, acting for and on behalf of NWT (Mauritius) Limited, holds a Bachelor of Commerce with specialisation in Business Administration and is a member of the Society of Trust and Estate Practitioners (STEP). He has been with Deutsche Bank Limited for 7 years where he acquired skills and experience in the trust and corporate services unit.

#### **Board Committees**

Given the nature and complexity of the activities of the Company, the following Committees have been set up:

- Audit and Risk Committee (ARC)

The Committee has two functions:

- an audit function, with a focus on assurance arrangements over: governance, financial reporting, annual report and accounts, including the governance statement.
- a risk assurance function, with a focus on ensuring there is an adequate and effective risk management and assurance framework in place.

## Corporate Governance, Nomination and Remuneration Committee

The Committee when assisting the Board in fulfilling its responsibilities with respect to:

- i. the overall approach to corporate governance of the Company
- ii. corporate social responsibility and related environmental, social and governance (“ESG”) matters
- iii. ascertaining the appropriate composition of the Board and endorsing the nomination of suitable Board Members to the Board and its committees in line with the guidelines on the nomination procedures.
- iv. the assessment of the performance of the Board, Board Committees, each Board Member, and the Executives.
- v. orientation and continuing education for directors
- vi. the endorsement of the remuneration policy, strategy and guidelines of the Company.

### 3. **Director Appointment Procedures**

In compliance with the Corporate Governance, Nomination and Remuneration Charter, the Company’s constitution and the relevant local legislations and regulatory requirements, the Company assumes responsibility appointment of Directors and its succession planning program.

When appointing new Directors, Quantum takes cognisance of the needs of the Company in terms of skills, experience, diversity, size, and regulatory requirements.

### 4. **Directors’ Duties, Remuneration and Performance**

Directors are aware of their fiduciary and legal duties. Members of the Board are briefed on their legal duties by the Company Secretary.

#### i. **Conflict of interest**

As part of the Code of Ethics Manual, the Company has been attentive that all conflicts, irrespective of severity, are recorded in the Conflicts of Interest Register and kept by the Company Secretary. The Interest Register may be consulted by the Shareholder upon request.

Directors declare any conflicts at each Board meeting, if any. They are also encouraged to declare conflicts as and when they arise.

Conflicts of Interest are classified according to severity levels.

#### ii. **Board Evaluation**

The Board self-evaluation will be conducted annually (including 2024), and by an external facilitator once every two (2) years.

The Company will report on same in its Corporate Governance Report for the year ending 31 December 2024.

#### iii. **Directors’ remuneration**

It is the policy of the Company to remunerate its non-executive and independent directors as Board Members.

The remuneration for the period ended 31 December 2023 was as follows

Director	Fees
Mr.Nureshkumar Ashok Prayag	466,667
Joseph Hubert Jules Patrick Bouic	416,667

Mr. Mohamed Iqbal Rajahbalee	397,916
Mr. Alain Rey	397,916
Mr. Shah Jayantilal Dhiresb	NIL <sup>1</sup>

Executive Directors do not receive additional remuneration as Board Members. Their salaries and benefits are disclosed in their respective Contracts of Employment. The Company chooses not to disclose their remuneration package given that the Company's sector of operation is highly competitive.

#### iv. Professional Development

At Quantum, professional development of all employees and directors is critical to business success. The Board, following recommendation of the Corporate Governance Committee, shall set up a Professional Development Program for all its staffs and Directors.

#### v. Information, information technology and information security policy ('IT')

The Company has adopted a Data, Privacy and Website Policies.

The document is published on the Company's website: <https://www.quantuminsurance.com/corporate-governance/>

### 5. Risk governance and internal control.

In accordance with the insurance (Risk Management) Rules 2016, the Board shall ensure the Company has a serious and well-monitored Risk Management Framework.

The Audit and Risk Management Committee shall oversee and monitor this process and report to the Board with recommendation.

The Risk Management Framework must be:

- implemented and effective
- still appropriate for the insurer considering the current business model
- consistent with the insurer's risk appetite
- supported by adequate resources; and
- accurately documents key elements of the insurer's strategy for managing.

The Company's Risk Management Framework consists of all the strategies, systems, policies, processes, controls and resources for identifying, assessing, managing, monitoring and reporting on all material risks to which the Company is exposed.

The various risk management activities can be grouped under the following main categories:

- Risk Governance:

The Allocation of roles and responsibilities, and the risk committees that constitute the Risk Management Framework within the Company and the Documented Risk Management Framework.

<sup>1</sup> Mr. Shah Jayantilal Dhiresb is being paid by Hertshten Group Limited, the parent Company of Quantum Insurance Ltd  
Quantum Insurance Ltd



The Documented Risk Management Framework refers to the policies and other documentation required to ensure that the various risk management policies are adequately documented.

- Risk Strategy

The type of business and risks the Company is willing to participate in and provides guidance on the approach to measuring and managing risk and return, consistent with the overall business strategy.

- Risk Management Process:

Describes the various processes used to identify, assess, manage, monitor and report on all material risks within the Company. The risk management process takes the probability and potential impact of risks into account.

- Risk Resources:

The people and technology that enable the Risk Management Framework within the organisation; this is being the Risk Officer and the Compliance Officer.

The Company's Risk Management Framework components are:

- Risk Management Strategy.
- Risk Registers.
- Risk Appetite Statements.
- Liquidity Policy.
- ORSA Report.
- Three Year Business Plan
- Management Information Systems that support the Risk Management process.
- A designated Risk Management Function.
- Documented Roles and Responsibilities within the Company.

The Company has appointed a duly qualified Consultant to carry out a yearly Independent Review of the ORSA.

## **6. Reporting with Integrity**

The Board ascertained that the preparation of accounts and the present financial statement fairly presented the state of affairs of the Company.

In a nutshell, the financial, environmental, social and governance position are as follows:

### **i. Environmental issues impact**

The Company is conscious of the impact that its operations have on the environment and strives to ensure an environmentally friendly workplace.

The Company shall address through its Corporate Governance Committee the ESG directives during the year 2024 and report on its steps undertaken to implement same at the level of the Company.

### **ii. Health and Safety Issues**

The Company strictly abides by the Group's comprehensive Health and Safety policy which includes:

- First aid
- Accidents at the workplace
- Drug and substance abuse
- Electrical safety
- Event Management
- Construction and Maintenance Activity
- Fire Safety
- Food Safety
- Hazardous Substances

### **Corporate Social Responsibility**

The Company has not paid any amount towards CSR for the year ended 31 December 2023.

### **Charitable and Political Contributions**

No contributions have been made in 2023 to charitable organisation or political parties.

## **7. Audit**

### **External Audit**

Auditors are reappointed every year at the Annual General Meeting of the shareholders. External Auditors do not provide any non-audit services.

## **8. Relations with Shareholders and Other Key Stakeholders**

The Company's Ultimate Beneficial Owner is Hertshten Group Limited at 93.33 % of shareholding.

The Non-executive and Executive Directors of Quantum Messrs. Shah Jayantilal Dhiresh, Hertshten Ron and Biltoo Devesh who are also Directors of Hertshten Group Limited. They have been appointed as direct conduits between the Shareholders and the Company to enable the flow of information.

An Annual General Meeting of Quantum Insurance is held on a yearly basis in compliance with its Constitution and the law.

**STATEMENT OF COMPLIANCE**

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

Name of Public Interest Entity: **Quantum Insurance Ltd**

Reporting Period: Year ended 31 December 2023

Throughout the year ended 31 December 2023 to the best of the Board's knowledge, **Quantum Insurance Ltd**, given its complexity, has partially complied with principles of the Code of Corporate Governance for Mauritius (2016).

The areas of non-compliance are:

Principle	Area of non-compliance	Explanation
4	Board Evaluation	<p>The Corporate Governance Committee has recommended that the Board proceeds with the organisation of a Board Evaluation.</p> <p>Same shall be conducted during the year ending 31 December 2024</p> <p>The Company shall be in a better position to report on same in the forthcoming CGR in 2024.</p>