



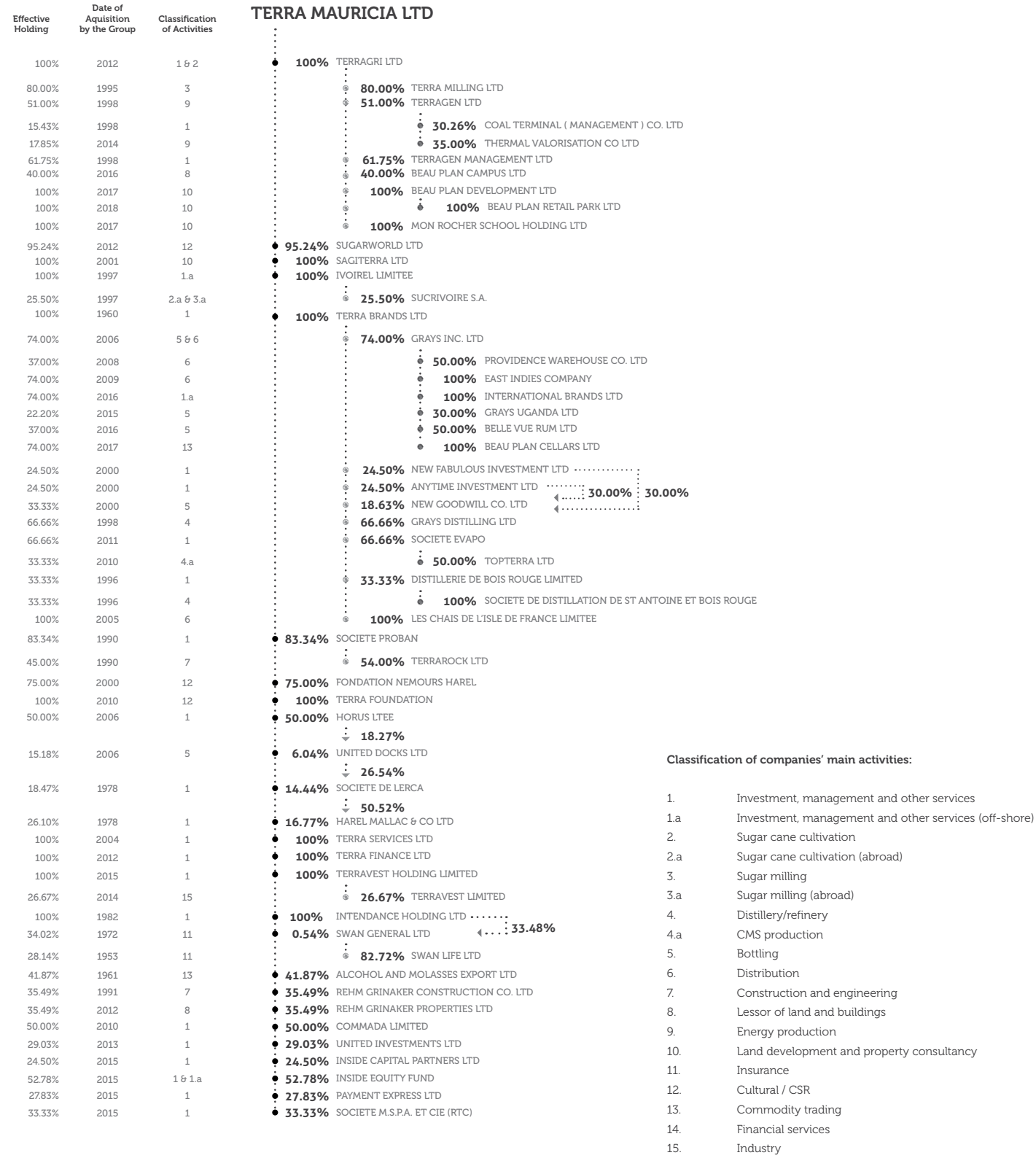
Administrative

DIRECTORS OF SUBSIDIARY COMPANIES
(pursuant to Section 221 of the Companies Act 2001)

	Beau Plan Cellars Ltd	Beau Plan Development Ltd	Beau Plan Retail Park Ltd	East Indies Company	Grays Distilling Ltd	Grays Inc. Ltd	Intendance Holding Ltd	International Brands Ltd	Ivoirel Ltée	Les Chais de L'Isle De France Ltée	Mon Rocher School Holding Ltd	Providence Warehouse Co. Ltd	Sagiterra Ltd	Sugarworld Ltd	Terra Brands Ltd	Terra Finance Ltd	Terra Foundation	Terravest Holding Ltd	Terra Milling Ltd	Terra Services Ltd	Terragen Ltd	Terragen Management Ltd	Terragri Ltd	Terrarock Ltd
Directors																								
Kavita Achameesing																					X	•		
François Boullé																								X
Rémi Brousse de Gersigny																								X
Jocelyn de Chasteauneuf	X				X	X		X		X		X			X									
Louis Decrop					X	X		X													X	X		
Chy Chong Fong Wai Ching					X																			
Dominique Huet de Froberville																								X
Maurice de Marassé Enouf	X				X	X									X					X				X
Bernard Desvaux de Marigny													X											
Jean Claude Desvaux de Marigny																			X					
Jean Philippe Desvaux de Marigny		X	X								X				X				X					
Ramanand Ellapah																			X					
Nicolas Eynaud		X	X								X		X	X										
Edwige Gufflet														X										
Alexis Harel	X			X	X	X		X		X		X			X		X		X					X
Didier Harel																	X		X					X
Henri Harel	X	X	X		X	X	X		X				X		X	X	X	X	X	X	X	X	X	X
Hubert Harel																							•	
Jean Marc Jauffret																								X
Louis Denis Koenig		X	X		X								X	X		X	X			X	X			
Pascal Langeron																					X	X		
Jacques Li Wan Po					X																			
James Li Yuen Fong					X																			
Nicolas Maigrot	X				X	X	X		X				X	X	X	•	X	X	X	X	X	X	X	X
Sebastien Mamet							X		X						X				X	X	X			
Yousouf Oodally														X										
Nardus Oosthuizen	X				X																			
Yoowaraj Parsan																			X					
Feroze Peerboccus																					X			
Christophe Quevauvilliers																			X					X
Fakeerasing Ramchurn																			X					
Alain Rey																X	X						X	
Bernard Robert																					X	X		
Vincent Rogers																								X
Julien Rousset															X		X							
George Schooling	X					X												X						
Patrick Tao Kong Man					•																			
Stephane Thomas												X												
Nikhil Treebhoohun																							X	
Stéphane Ulcoq																								X
Lawrence Van Tang Yan					•																			
Alain Vallet														X					X				X	X
Margaret Wong Ping Lun																							X	
Colin Whiting												X												
Alternate Directors																								
Jean Michel Gérard																					X			
Jean-Pierre Lagarde																					X			

- x In office at 31 December 2018
- Ceased to hold office during the year ended 31 December 2018

GROUP STRUCTURE



LIST OF ACRONYMS

AFNOR	Association Française de Normalisation
AMCO	Alcohol & Molasses Export Ltd
BOM	Bank of Mauritius
CEB	Central Electricity Board
CO ₂	Carbon Dioxide
COLA	Cost of Living Allowance
CSR	Corporate Social Responsibility
CWA	Central Water Authority
EPA	Environment Protection Act
EU	European Union
EUR	Euro
FSA	Financial Services Act
FSC	Financial Services Commission
GDP	Gross Domestic Product
GIS	Geographic Information System
GRI	Formerly ‘Global Reporting Initiative’
GHG	Greenhouse Gas
GJ	Giga Joules
GWh	Giga Watt per hour
HACCP	Hazard Analysis and Critical Control Points
HIV	Human Immunodeficiency Virus
ILO	International Labour Organisation
IPCC	Intergovernmental Panel on Climate Change
IPP	Independent Power Producer
ISO	International Organisation for Standardisation
KWh	Kilo Watt per hour
KPI	Key performance indicator
LMC	LMC International Ltd
LEAD	Leadership and Empowerment for Action and Development
MCIA	Mauritius Cane Industry Authority
MIOD	Mauritius Institute of Directors
MSPA	Mauritius Sugar Producers Association
MSS	Mauritius Sugar Syndicate
MUR	Mauritian Rupee
MW	Mega Watt
NGO	Non-Governmental Organisation
NO _x	Nitrous Oxide
NPCC	National Productivity and Competitiveness Council
OHSAS	Occupational Health and Safety Management System
OSH	Occupational Safety and Health
QSE	Quality, Security and Environment
SAFIRE	Service d’Accompagnement, de Formation, d’Intégration et de Réhabilitation de l’Enfant
SEDEX	Supplier Ethical Data Exchange
SEM	Stock Exchange of Mauritius
SIFB	Sugar Insurance Fund Board
SIFCA	Société Immobilière et Financière de la Côte Africaine
SO ₂	Sulphur Dioxide
TIPA	Terrain for Interactive Pedagogy through Arts
USD	United States Dollar

CORPORATE INFORMATION

REGISTERED OFFICE

Beau Plan Business Park
Pamplemousses 21001
Republic of Mauritius
Telephone : (230) 204 0808
Telefax : (230) 243 6363
E-mail : terra@terra.co.mu
Website : www.terra.co.mu

SECRETARY

Terra Services Ltd
Beau Plan Business Park
Pamplemousses 21001
Republic of Mauritius
Telephone: (230) 204 0808
Telefax: (230) 243 6363
E-mail: terra@terra.co.mu

AUDITORS

BDO & Co
(Chartered Accountants)

MAIN BANKERS

The Mauritius Commercial Bank Limited
The State Bank of Mauritius Limited
Barclays Bank Mauritius Limited
AfrAsia Bank Limited
Banque des Mascareignes Ltée
Bank One Ltd

CANE

Terragri Ltd / Terra Milling Ltd

Belle Vue Mauricia
Mapou 31806
Republic of Mauritius
Telephone: (230) 266 8485
Telefax: (230) 266 1985
E-mail: terragri@terra.co.mu /
 terramilling@terra.co.mu

POWER

Terragen Ltd

Belle Vue - Mauricia
Mapou 31806
Republic of Mauritius
Telephone: (230) 266 1226
Telefax: (230) 266 8013
E-mail: terragen@terragen.mu

Terragen Management Ltd

Beau Plan Business Park
Pamplemousses 21001
Republic of Mauritius
Telephone: (230) 204 0808
Telefax: (230) 243 6363
E-mail: terragen@terragen.mu

BRANDS

Grays Inc. Ltd

Beau Plan
Pamplemousses 21001
Republic of Mauritius
Telephone: (230) 209 3000
Telefax: (230) 243 3664
E-mail: grays@grays.mu

Grays Distilling Ltd

Beau Plan
Pamplemousses 21001
Republic of Mauritius
Telephone (230) 243 3734
Telefax: (230) 243 3733
E-mail: distilling@grays.mu

CORPORATE SOCIAL RESPONSIBILITY

Terra Foundation

Beau Plan Business Park
Pamplemousses 21001
Republic of Mauritius
Telephone: (230) 204 0808
Telefax: (230) 243 1836
E-mail: foundation@terra.co.mu

PROPERTY AND LEISURE

Novaterra

Beau Plan Business Park
Pamplemousses 21001
Republic of Mauritius
Telephone: (230) 204 0808
Telefax: (230) 243 6161
E-mail: novaterra@novaterra.mu
Website : www.novaterra.mu

Sugarworld Ltd – L’Aventure du Sucre

Beau Plan
Pamplemousses 21001
Republic of Mauritius
Telephone: (230) 243 7900
Telefax: (230) 243 9699
E-mail : administration@aventuredusucre.com
Website: www.aventuredusucre.com

STONE CRUSHING AND BLOCK MAKING

Terrarock Ltd

Royal Road
Fond du Sac 20601
Republic of Mauritius
Telephone: (230) 266 1355
Telefax: (230) 266 9045
E-mail: proban@intnet.mu

FINANCE

Terra Finance Ltd

Beau Plan Business Park
Pamplemousses 21001
Republic of Mauritius
Telephone: (230) 204 0808
Telefax: (230) 243 9675
E-mail: terrafinance@terra.co.mu

NOTICE OF ANNUAL MEETING

Notice is hereby given that the **Annual Meeting of the shareholders of TERRA Mauricia Ltd** (‘Terra’) will be held at **Auditorium Paul Eynaud, L’Aventure du Sucre**, Beau Plan, Pamplémousses, on **WEDNESDAY 26 JUNE 2019 at 2.00 p.m.** to transact the following business:

- 1. To consider the Annual Report for the year ended 31 December 2018.
- 2. To receive the report of the auditors on the audited financial statements of Terra for the year ended 31 December 2018.
- 3. To consider and approve the audited financial statements of Terra for the year ended 31 December 2018.

Ordinary Resolution
“Resolved that the audited financial statements of Terra Mauricia Ltd for the year ended 31 December 2018 be and are hereby approved”.

- 4. To consider and approve by way of Ordinary Resolutions pursuant to clause 32 of the amended and restated constitution of Terra, the following matters pertaining to Terragri Ltd (‘Terragri’):

- 4.1 the audited financial statements of Terragri for the year ended 31 December 2018.

Ordinary Resolution
“Resolved that the audited financial statements of Terragri for the year ended 31 December 2018 be and are hereby approved”.

- 4.2 the re-election, pursuant to Clause 20.2 of the constitution of Terragri and Section 138 (6) of the Companies Act 2001, of Mr Maurice de Marassé Enouf as director of Terragri until the next Annual Meeting of shareholders of Terragri.

Ordinary Resolution
“Resolved that Mr Maurice de Marassé Enouf be and is hereby re-elected as director of Terragri to hold office until the next Annual Meeting of Terragri.”

- 4.3 the re-election, pursuant to clauses 20.2 and 20.5.4 of the constitution of Terragri of the following persons who, retiring by rotation, offer themselves for re-election as directors of Terragri (as separate resolutions):

- (i) Mr Didier Harel
- (ii) Mr Henri Harel

Ordinary Resolution
“Resolved that the following persons be and are hereby re-elected as directors of Terragri (as separate resolutions):

- (i) Mr Didier Harel
- (ii) Mr Henri Harel

- 4.4 the election of Mr Pascal Raffray as director of Terragri:

Ordinary Resolution
“Resolved that Mr Pascal Raffray be and is hereby elected as director of Terragri.”

- 4.5 the appointment of KPMG as auditors of Terragri under section 195 of the Companies Act 2001 and the authorisation by way of Ordinary Resolution to the Board of Terragri to fix their remuneration.

Ordinary Resolution
“Resolved that the appointment of KPMG as auditors under section 195 of the Companies Act 2001 be and is hereby approved and that the Board of Terragri be and is hereby authorised to fix their remuneration.”

- 5. To authorise by way of Ordinary Resolution the Board of directors of Terra in its capacity as representative of Terra, the sole shareholder of Terragri, to implement the resolutions referred to at paragraphs 4.1 to 4.5 above at the Annual Meeting of Terragri.

Ordinary Resolution
“Resolved that the Board of Terra, in its capacity as representative of Terra, the sole shareholder of Terragri, be and is hereby authorised to implement the resolutions passed pursuant to paragraphs 4.1 to 4.5 above at the Annual Meeting of Terragri.”

- 6. To consider and approve by way of Ordinary Resolutions the following matters pertaining to Terra:

- 6.1 The re-election, pursuant to clause 20.2 of the amended and restated constitution of Terra and Section 138 (6) of the Companies Act 2001, of Mr Maurice de Marassé Enouf as director of Terra until the next Annual Meeting of shareholders of Terra.

Ordinary Resolution
“Resolved that Mr Maurice de Marassé Enouf be and is hereby re-elected as director of Terra to hold office until the next Annual Meeting of Terra.”

- 6.2 the re-election pursuant to clauses 20.2 and 20.5.4 of the amended and restated constitution of Terra of the following persons who, retiring by rotation, offer themselves for re-election as directors of Terra (as separate resolutions):

- (i) Mr Didier Harel
- (ii) Mr Henri Harel

Ordinary Resolution
“Resolved that the following persons be and are hereby re-elected as directors of Terra (as separate resolutions):

- (i) Mr Didier Harel
- (ii) Mr Henri Harel

- 6.3 the election of Mr Pascal Raffray as director of Terra:

Ordinary Resolution
“Resolved that Mr Pascal Raffray be and is hereby elected as director of Terra.”

- 6.4 to fix for the period starting from 1st July 2019 and ending on 30 June 2020, the fees of (i) the directors of Terra at MUR 32,500 per month and MUR 19,500 per Board sitting; and (ii) the Chairperson of Terra at MUR 65,000 per month and MUR 39,000 per Board sitting, pursuant to clause 23.1 of the amended and restated constitution of Terra.

Ordinary Resolution
“Resolved that the fees for the period from 1st July 2019 to 30 June 2020 be and are hereby fixed at MUR 32,500 per month and MUR 19,500 per Board sitting for the directors of Terra; and MUR 65,000 per month and MUR 39,000 per Board sitting for the Chairperson of Terra.”

- 7. To approve the appointment of KPMG as auditors under section 195 of the Companies Act 2001 and authorise by way of Ordinary Resolution the Board of Terra to fix their remuneration.

Ordinary Resolution
“Resolved that the appointment of KPMG as auditors under section 195 of the Companies Act 2001 be and is hereby approved and that the Board of Terra be and is hereby authorised to fix their remuneration.”

- 8. Question time.

By order of the Board
Terra Services Ltd
Secretary

Dated this 09th day of May 2019

- Notes:**
- a. A shareholder of Terra entitled to attend and vote at this meeting may appoint a proxy (whether a shareholder or not) to attend and vote on his behalf, or may cast his vote by post.
 - b. The appointment of proxy must be made in writing on the enclosed form and the document should reach the registered office of Terra, Beau Plan Business Park, Pamplémousses 21001, not less than twenty-four (24) hours before the time of holding the meeting, and in default, the instrument of proxy shall not be treated as valid. Any power of attorney or instrument under which the proxy is signed or notarially certified must be produced before the start of the meeting.

- c. The notice for casting a postal vote must be made in writing on the enclosed form and sent to the attention of Mr Louis Denis Koenig, the person authorised by the Board of directors of Terra to receive and count the postal votes at the Annual Meeting. The document should reach the registered office of Terra, Beau Plan Business Park, Pamplémousses 21001, not less than forty-eight (48) hours before the time of holding the meeting, and in default, the notice of postal vote shall not be treated as valid.
- d. For the purpose of the above Annual Meeting, the directors have resolved, in compliance with section 120 (3) of the Companies Act 2001, that the shareholders who are entitled to receive notice of the meeting and attend the meeting shall be those shareholders whose names are registered in the share register of Terra as at 28th May 2019.
- e. The audited financial statements of Terragri for the year ended 31 December 2018 are available for inspection during normal business hours at the registered office of Terra, Beau Plan Business Park, Pamplémousses.
- f. A short biographic note on each director, including those proposed to be elected or re-elected, can be found on pages 54 and 55 of the Annual Report.

TERRA MAURICIA LTD (the “Company”)
*PROXY/CASTING POSTAL VOTE FORM**

*APPOINTMENT OF PROXY** (see notes a, b and c overleaf)

I/We
of.....being shareholder/s of the above named company hereby
appoint
of.....or
failing him/her,
of.....
or the Chairperson as my/our proxy to vote for me/us at the **Annual Meeting** of the Company to be held on **Wednesday 26 June 2019** and
at any adjournment thereof. The proxy will vote on the under-mentioned resolutions, as indicated below:

*CASTING POSTAL VOTES** (see note b and d overleaf)

I/We
of.....
being shareholder/s of the above named company desire my/our vote/s to be cast as indicated on the under-mentioned resolutions at the
Annual Meeting of the Company to be held on **Wednesday 26 June 2019** and at any adjournment thereof:

	<i>For</i>	<i>Against</i>	<i>Abstain</i>
Resolution 3 Resolved that the audited financial statements of Terra Mauricia Ltd for the year ended 31 December 2018 be and are hereby approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4.1 Resolved that the audited financial statements of Terragri Ltd for the year ended 31 December 2018 be and are hereby approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4.2 Resolved that Mr Maurice de Marassé Enouf be and is hereby re-elected as director of Terragri to hold office until the next Annual Meeting of Terragri.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4.3 Resolved that the following persons be and are hereby re-elected as directors of Terragri (as separate resolutions):			
(i) Mr Didier Harel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(ii) Mr Henri Harel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4.4 Resolved that Mr Pascal Raffray be and are hereby elected as director of Terragri.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4.5 Resolved that the appointment of KPMG as auditors under section 195 of the Companies Act 2001 be and is hereby approved and that the Board of Terragri be and is hereby authorised to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Resolved that the Board of Terra, in its capacity as representative of Terra, the sole shareholder of Terragri, be and is hereby authorised to implement the resolutions passed pursuant to paragraphs 4.1 to 4.5 above at the Annual Meeting of Terragri.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* Please fill-in either the proxy section or the postal vote one, but not both.

PROXY/CASTING POSTAL VOTE FORM

- a. If this form is signed and returned without any indication as to how the proxy shall vote, he will exercise his discretion both as to how he votes and whether or not he abstains from voting.
- b. According to law, an abstention is not considered as a vote and will not be counted in the calculation of the proportion of votes for and against a resolution.
- c. To be effective, this form of proxy should reach the registered office of the Company, Beau Plan Business Park, Pamplemousses 21001, not less than twenty-four (24) hours before the time of holding the meeting. Any power of attorney or instrument under which the proxy is signed or notarially certified must be produced before the start of the meeting.
- d. To be effective, this notice of postal vote should be sent to the attention of Mr Louis Denis Koenig, the person authorised by the Board of directors of the Company to receive and count the postal votes at the Annual Meeting and should reach the registered office of the Company, Beau Plan Business Park, Pamplemousses 21001, not less than forty-eight (48) hours before the time of holding the meeting.

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NOTES

The Group is sensitive to the promotion and awareness of sound environmental practice and has decided to use recycled paper for its Annual Report. There is a list below of frequently asked questions explaining the benefits of using recycled paper. In 2015, the Board had already invited shareholders to receive the Annual Report in electronic format, in line with the Practice Directions issued by the Registrar of Companies on 30 May 2014 and 26 February 2015. To date, some 55% of shareholders have agreed to this.

This publication was printed on **Lenza Green paper 100% recycled pulp**. The star-rating classification system under the Check Your Paper scheme, created by WorldWildlife Fund, describes the environmental performance levels of paper products. This scheme raises awareness on key environmental parameters to evaluate the forest, climate and water footprint of pulp and paper products. It assesses the environmental impacts if the pulp and paper produced. Lenza Green paper is rated five stars with regards to environmental performance: forests, climate change and aquatic ecosystems.

Forest performance: ★★★★★

Climate performance: ★★★★★

Water performance: ★★★★★

Source: WWF-Check Your Paper (2010)

<http://checkyourpaper.panda.org> accessed 14 May 2019.

FAQ on Lenza Green Paper

Is recycled paper better for the environment than virgin paper?

YES. Recycled paper helps the environment in a number of ways:

- Recycling helps preserve forest, reducing demand for wood.
- Recycling avoids accumulation of waste sites and incinerators, which generate CO₂ emissions.
- Recycling lengthens the lifespan of paper, since fibres can be recycled 4 to 5 times.
- Producing recycled paper requires around 2 times less energy and 3 times less water than paper made with virgin pulp.

What Lenza Green paper made from?

Recycled paper produced of 100% recovered fibres certified FSC® (Forest Stewardship Council). FSC® is an international, non-governmental, non-profit making organization created in 1993.

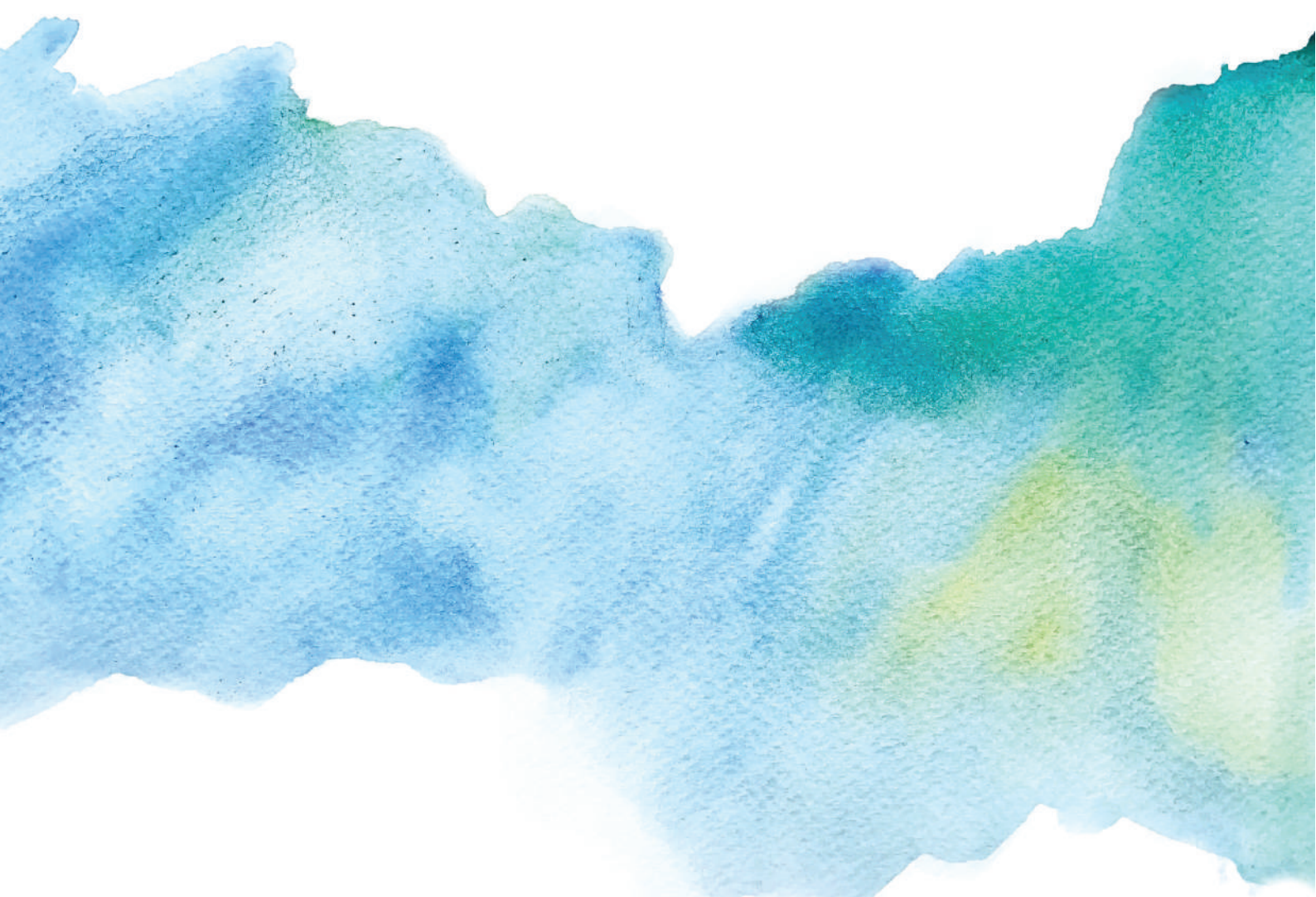
How is Lenza Green paper manufactured?

It is manufactured without chlorine bleaching, high whiteness thanks to a special converting process for recovered fibre.

Why we choose Lenza Green paper?

Product exhibits high opacity and good sheet formation as well as maximum ageing resistance.

Excellent usability given on all types of processing machinery for application from envelopes to annual reports.



TERRA MAURICIA LTD
BEAU PLAN BUSINESS PARK,
PAMPLEMOUSSES,
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www.terra.co.mu