**CORPORATE GOVERNANCE REPORT**

Greenwich Merchant Bank Limited (“GMB” or “the Bank”) maintains its commitment to the highest standards of Corporate Governance practices and ethical conduct in every area of its business operations.

The Board recognizes that effective corporate governance is a key imperative to achieving sustainable growth of the business and ensures a careful implementation of high standards of corporate governance across the Bank. Accordingly, the Bank’s governance framework is designed to ensure on-going compliance with the requirements of the Central Bank of Nigeria (CBN) Revised Code of Corporate Governance 2014 for Banks and Discount Houses, the Nigerian Code of Corporate Governance 2018, the Securities and Exchange Commission (SEC) Code of Corporate Governance and the SEC’s Corporate Governance Guidelines (SCGG) 2020 structured along the Principles of the Nigerian Code of Corporate Governance 2018.

The Bank has adopted the inalienable principle of taking a long-term approach to strategic decision making and has developed adequate control measures and risk management systems to safeguard all its processes. These principles recognize the interests of all stakeholders as they ensure sustainability and transparency.

1. **Board Composition**

The Board’s composition is aligned with global best practice on the ratio of Non-Executive Directors to Executive Directors. In the Financial Year 2021, the Board had more Non-Executive Directors than Executive Directors. As of December 31, 2021, the Board consisted of eleven (11) members which includes a Non-Executive Chairman, eight (8) other Non-Executive Directors (which includes two (2) Independent Non-Executive Directors), and two (2) Executive Directors (which includes the MD/CEO).

The Board is composed of experienced and knowledgeable professionals who have made their mark in key sectors of the economy. The Non-Executive Directors have the requisite skills and integrity to bring independent judgement to bear on Board meetings and deliberations. The position of the Chairman of the Board is separate from the position of the Managing Director/Chief Executive Officer and therefore both positions are not occupied by the same person.

The Board is made up of the following members:

|  |  |  |
| --- | --- | --- |
|  | NAME  | DESIGNATION |
| 1 | Mr. Kayode Falowo | Chairman  |
| 2 | Mr. Bayo Rotimi | Managing Director  |
| 3 | Mr. Benson Ogundeji | Executive Director  |
| 4 | Mr. Tony Uponi | Non-Executive Director  |
| 5 | Mrs Vivienne Bamgboye | Non-Executive Director  |
| 6 | Mr. Segun Oloketuyi | Non-Executive Director  |
| 7 | Dr. Olutoyin Okeowo | Non-Executive Director  |
| 8 | Dr. Umar Faruk | Non-Executive Director  |
| 9 | Ms. Daisy Ekineh | Independent Non-Executive Director  |
| 10 | Mr. Philip Ikeazor | Independent Non-Executive Director  |
| 11 | Mr. Anslem Orazulike | Non-Executive Director  |

**Diversity**

The Board promotes diversity in its membership for better decision-making, independent judgment, and effective governance. There is an appropriate balance of skills and diversity (age, culture, and gender) without compromising competence, independence, and integrity. There are currently two (2) female Directors on the Board with the plan to appoint additional female members in due course. This demonstrates commitment by the Board towards gender diversity.

**Responsibility**

The Board is accountable to shareholders and is responsible for the management of the Bank’s relationships with various stakeholders. It provides effective oversight over the operations of the Bank and is ultimately responsible for the performance of the Bank. The duties of the Board are spelt out in the Board Charter. They include but are not limited to:

* Approve the Bank’s strategy objectives and monitor the implementation of same.
* Define a framework for the delegation of authority, clearly specifying matters delegated to management and those reserved for the Board.
* Oversee the establishment, implementation, and monitoring of an Enterprise-Wide Risk Management Framework to identify, assess and manage risks facing the Bank.
* Ensure the integrity of financial reporting and that ethical standards are always maintained.
* Definition of the Bank’s risk appetite
* Ensure the efficiency of the Internal Audit functions and that there are other means of obtaining sufficient assurance of regular review or appraisal of the system of Internal Controls in the Bank.
* Ensure the development of a robust compliance framework that will protect the Bank from incurring any significant financial loss or suffer any loss of reputation due to failure to comply with rules & regulations of any regulatory authority.
* Approve the appointment, remuneration, promotion, and termination of the Senior Management Staff in the Bank on the recommendation of the Governance and Nomination Committee.
* Ensure the existence of a good succession planning system.
* Monitor the effectiveness of the Bank's Corporate Governance practices and make changes as necessary or appropriate for the Bank; including adopting policies to guide corporate conduct and compliance with statutory laws and ethics.

**Training and Induction**

The Bankis committed to developing the skills and capacity of all its Directors to enable them perform their responsibilities as Board members. Newly appointed Board members are also exposed to the Bank’s structured induction and development programmes. All Directors of the Bank participate in periodic, requisite continuing education programmes as stipulated by the Central Bank of Nigeria to update their knowledge and skills and keep them informed of new developments in the Bank’s business. The Directors in turn apply the acquired skill in the discharge of their responsibilities.

In accordance with extant Codes of Corporate Governance and the Bank’s governance charters, the trainings for Board members are included in the annual training plan for the Bank further to training nominations by the Board Governance & Nominations Committee. The annual training plan are thereafter approved along with the annual budget.

The Board members attended the following training programs during the period under review:

|  |  |  |  |
| --- | --- | --- | --- |
| S/N | Training Program | Faculty | Date |
| 1 | Annual AML/CFT Training  | Ernst & Young | 15th December 2021 |
| 2 | Sustainable Banking Principles Training | Internally Facilitated | 15th December, 2021 |
| 3 | Corporate Governance Masterclass for Directors  | Institute of Directors | 27th November 2021 |
| 4 | Nasdaq Board vantage Training  | NASDAQ | 19th of August 2021 |

**Board Evaluation**

The Board engaged the services of an Independent Consultant DCSL Corporate Services Limited to carry out its annual Board Evaluation exercise for the Financial Year 2021. The evaluation exercise covered the following amongst others:

* The assessment of the effectiveness of the Board of Directors.
* An assessment of the effectiveness of each of the Board Committees.
* A 360° peer reviews of individual Directors’ performance and contributions.
* A 360° peer review of the Chairman’s leadership and contribution.
* An assessment of the Board’s compliance with Corporate Governance best practices; and
* An assessment of the Company Secretary’s performance of her role in promoting good Corporate Governance.

The Consultant confirmed that the Board was an effective Board. It noted that the Board and individual Directors displayed laudable commitment to enhancing the Bank’s growth, developing, and monitoring corporate strategy to achieve sustainable growth. The summary result of the independent evaluation is included in this Annual Report.

**Corporate Governance Review**

In compliance with the extant Codes of Corporate Governance, the Board engaged the services of an Independent Consultant DCSL Corporate Services Limited to conduct a Corporate Governance Review of compliance with relevant Codes of Corporate Governance and in particular the Central Bank of Nigeria (CBN) Code of Corporate Governance for Banks and Discount Houses in Nigeria, Nigerian Code of Corporate Governance, 2018 and the Securities and Exchange Commission Corporate Governance Guidelines, the Bank and other Financial Institution Act (BOFIA), Companies and Allied Matters Act 2020 (CAMA) and international best practices. The result confirmed that the Bank had substantially complied with the highlighted codes and laws. The summary result of the independent evaluation is included in this Annual Report.

**Retirement and Re-Election**

In accordance with the Bank’s Articles of Association, one-third of all Non-Executive Directors (rounded down) are offered for re-election every year (depending on their tenure on the Board) together with Directors appointed by the Board since the last Annual General Meeting. The Directors to retire every year shall be those who have been longest in office since their last appointment. In line with the above requirement, Mr. Kayode Falowo, Dr. Olutoyin Okeowo and Dr. Faruk Umar shall retire by rotation and being eligible for re-election will submit themselves for re-election. The Board is convinced that the Directors standing for re-election will continue to add value to the Bank.

The details of the Directors standing for re-election are contained in this Annual Report.

**BOARD MEETINGS**

Attendance at Board Meetings during the Year under review are set out below:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **S/N** | **Name** | **2020 AGM** | **Board Meetings** | **Strategy****Session** | **Total Attendance** |
|  | Mr. Kayode Falowo**Chairman** | 1 | 6 | 2 | 9 |
|  | \*Mr. Bayo Rotimi**Managing Director** | 1 | 5 | 2 | 8 |
|  | Mr. Benson Ogundeji**Executive Director** | 1 | 6 | 2 | 9 |
|  | Mr. Tony Uponi**Non-Executive Director** | 1 | 6 | 2 | 9 |
|  | Dr. Olutoyin Okeowo**Non-Executive Director** | 1 | 6 | 2 | 9 |
|  | Mr. Segun Oloketuyi**Non-Executive Director** | 1 | 6 | 2 | 9 |
|  | Mr. Philip Ikeazor**Independent Non-Executive Director** | 1 | 6 | 2 | 9 |
|  | Ms. Daisy Ekineh**Independent Non-Executive Director** | 1 | 6 | 2 | 9 |
|  | Mrs. Vivienne Bamgboye**Non-Executive Director** | 1 | 6 | 2 | 9 |
|  | Dr. Faruk Umar**Non-Executive Director** | 1 | 6 | 2 | 9 |
|  | Mr. Anselm Orazulike**Non-Executive Director** | 1 | 6 | 2 | 9 |

**\*** The Managing Director was appointed on the 26th of February 2021.

**Board Committees**

The Board carries out its oversight function through its Committees, each of which has a charter that clearly defines its purpose, composition, and structure, as well as frequency of meetings, duties, tenure, and reporting lines to the Board. In adherence to the CBN Code and best practice, the Chairman of the Board does not sit on any of the Committees. There are currently five (5) Standing Committees and one (1) Ad-hoc Committee of the Board. The 5 Standing Committees are:

* Board Governance & Nominations Committee
* Board Audit Committee
* Board Strategy & Finance Committee
* Board Risk Management Committee
* Board Credit Committee

Whilst the Ad-Hoc Committee is:

* Board Branding & Communications Committee

**The Board Governance & Nominations Committee:**

* 1. The Committee members are:

|  |  |  |
| --- | --- | --- |
| **s/n** | **Name** | **Designation** |
| 1 | Mr. Philip Ikeazor | Chairman (Independent Non-Executive Director) |
| 2 | Mr. Tony Uponi | Member |
| 3 | Mrs. Vivienne Bamgboye | Member |
| 4 | Dr. Faruk Umar | Member |

The duties of the Board Committee are as summarised below:

* Develop criteria for selection of members to the Board in accordance with applicable laws and regulatory requirements relating to Corporate Governance.
* Periodically review the effectiveness of the criteria for the selection and removal of members to the Board and make recommendations thereto for the consideration of the Board.
* Develop a Succession Plan for the Board and regularly review the plan.
* Undertake the annual assessment of the independent status of each INED, identify, assess, and enhance Director’s competencies and make recommendation to the Board as appropriate.
* Periodically review the charter, composition and performance of each Committee of the Board and make recommendations to the Board for the creation of additional committees or the elimination of Committees of the Board.
* Monitor the Bank’s adherence with applicable legal and regulatory requirements relating to Corporate Governance; and make recommendations to the Board as appropriate.
* Develop and recommend to the Board Corporate Governance Guidelines which shall at a minimum address the following;
1. Directors’ qualification standards
2. Directors’ responsibilities
3. Directors’ compensation
4. Directors’ orientation and continuing education
5. Annual performance evaluation
* Develop a formal, clear and transparent framework for the Bank’s remuneration policies and procedures.
* Provide inputs to the Annual Report of the Bank in respect of compensation for Directors.

The Company Secretary, Head of Legal Services and Head of Human Capital Management and Administration present reports at every sitting of the Committee.

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| **BOARD GOVERNANCE & NOMINATIONS COMMITTEE MEETINGS** |
| **S/N** | **Name** | **15-Feb-21** | **5 -May-21** | **31-May-21** | **24-Jun-21** | **20-Sept-21** | **2-Dec-21** | **Total Attendance** |
|  | Mr. Philip Ikeazor | P | P | P | P | P | P | 6 |
|  | Dr. Faruk Umar | P | P | P | P | P | P | 6 |
|  | Mr. Tony Uponi | P | P | P | P | P | P | 6 |
|  | Mrs. Vivienne Bamgboye | P | P | P | P | P | P | 6 |

**Keys:**

|  |  |
| --- | --- |
| P | Present |
| X | Absent |
| N/A | Not Applicable |

* 1. **The Board Audit Committee**
	2. The Committee members are:

|  |  |  |
| --- | --- | --- |
| **s/n** | **Name** | **Designation** |
| 1 | Ms. Daisy Ekineh | Chairman (Independent Non-Executive Director) |
| 2 | Mr. Anselm Orazulike | Member |
| 3 | Mrs. Vivienne Bamgboye | Member |
| 4 | Mr. Segun Oloketuyi | Member |

The duties of the Board Committee are summarised as below:

* Ensuring the establishment of effective systems and processes for the preparation of the Bank’s financial statements.
* Review the annual financial statements, and consider whether they are complete, consistent with information known to Committee members, and reflect appropriate accounting principles.
* Ensure the development of a comprehensive internal control framework for the Company, obtain appropriate (internal and/or external) assurance and report annually in the Company’s audited financial report, on the design and operating effectiveness of the Company’s internal controls over the financial reporting systems.
* Oversee the process for the identification of fraud risks across the Company and ensure that adequate prevention, detection, and reporting mechanisms are in place.
* Reviewing and monitoring the performance of external auditors and recommending to the Board on the appointment and discharge of external auditors.
* Ensure that an Internal Audit function is in place, which is empowered to provide assurance to the Board on the effectiveness of the system of Internal Controls within the Bank.

The Internal Audit Department, which is independent of Management, reports directly to the Audit Committee.

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| **BOARD AUDIT COMMITTEE MEETINGS** |
| **S/N** | **Name** | **26-Jan-21** | **11-Feb-21** | **22-Feb- 21** | **27-Apr-21** | **28-Jun-21** | **5-July-21** | **22-Sept-21** | **8-Dec-21** | **Total Attendance** |
| 1 | Ms. Daisy Ekineh | P | P | P | P | P | P | P | P | 8 |
| 2 | Mr. Anselm Orazulike | P | P | P | P | P | P | P | P | 8 |
| 3 | Mrs. Vivienne Bamgboye | P | P | P | P | P | P | P | P | 8 |
| 4 | \*Mr. Segun Oloketuyi | N/A | N/A | N/A | P | P | P | P | P | 5 |

\* Mr. Segun Oloketuyi was appointed a member of the Board Audit Committee (BAC) on the 26th of February 2021 in compliance with the Financial Reporting Council of Nigeria (FRCN) Act, 2011

**The Board Risk Management Committee**

* 1. The Committee members are:

|  |  |  |
| --- | --- | --- |
| **s/n** | **Name** | **Designation** |
| 1 | Mr. Anselm Orazulike | Chairman  |
| 2 | Dr. Olutoyin Okeowo | Member |
| 3 | Dr. Faruk Umar | Member |
| 4 | Mr. Bayo Rotimi | Member |
| 5 | Mr. Benson Ogundeji | Member |

The duties of the Board Committee are as summarised below:

* Review and recommend to the Board for approval the Risk Philosophy, Risk Appetite and Tolerance Limits for the Bank.
* Annually review and assess the adequacy of the Bank’s risk management programs and recommend to the Board for its approval any changes to such programs.
* Meet periodically with Management to discuss and provide oversight with respect to the processes, including guidelines and policies, established by the Bank to identify, assess, monitor, manage, mitigate, and report the Bank’s significant risk exposures (whether financial, operational, or otherwise).
* Monitor the Bank’s plans and progress in meeting regulatory Risk-based Supervision requirements and conform to the CBN’s Basel II/III requirements.
* Monitor the Banks capital adequacy levels and capital management process, ensuring compliance with global best-practice standards such as the Central Bank of Nigeria’s Basel II/III.
* Receive reports from Management, review and provide feedback to Management on the categories of significant risk the Bank faces.
* Ensuring a robust Contingency Planning and Continuity of business imperatives with in-built capabilities for disruption minimization in the event that mission critical threats crystallize.
* Recommend the Information Technology IT governance framework for the Bank and delegate to the Management the responsibility for the implementation of the IT governance framework.
* Ensure that IT risk management includes disaster recovery planning, IT legal risks, compliance with laws, rules, codes, and standards.
* Ensure the Bank has a comprehensive Compliance Framework for regulations and guidelines of money laundering and financial crimes.

The Risk Management Department, which is independent of the operating departments, the Information Security Department, Compliance department, the Information Technology department presents regular reports to the Risk Management Committee.

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| --- | --- |
|  | **BOARD RISK MANAGEMENT COMMITTEE MEETINGS** |
| **S/N** | **Name** | **16-Feb-21** | **16-Apr-21** | **22-June-21** | **23-Sept-21** | **9 – Dec - 21** | **Total Attendance** |
|  | Mr. Anselm Orazulike | P | P | P | P | P | 5 |
|  | Dr. Olutoyin Okeowo  | P | P | P | P | P | 5 |
|  | Dr. Faruk Umar | P | P | P | P | P | 5 |
|  | \*Mr. Bayo Rotimi | N/A | P | P | P | P | 4 |
|  | Mr. Benson Ogundeji | P | P | P | P | P | 5 |

**\***The Managing Director was appointed on the 26th of February 2021.

**THE BOARD CREDIT COMMITTEE**

The Committee members are:

|  |  |  |
| --- | --- | --- |
| **s/n** | **Name** | **Designation** |
| 1 | Mr. Segun Oloketuyi | Chairman  |
| 2 | Mr. Tony Uponi | Member |
| 3 | Ms. Daisy Ekineh | Member |
| 4 | Mr. Bayo Rotimi | Member |
| 5 | Mr. Benson Ogundeji | Member |

The duties of the Board Committee are as summarised below:

* Review and oversee establishment of policies and guidelines, to be adopted by the Board, articulating the Bank’s tolerances with respect to credit risk, and shall oversee management’s administration of, and compliance with, these policies and guidelines.
* Periodically review strategies, policies, and procedures for managing credit risk, including credit quality administration, underwriting standards, and the establishment and testing of allowances for credit losses.
* Review and recommend for Board approval on an annual basis the credit philosophy, risk appetite, risk tolerance and other material credit risk policies for the Bank.
* Monitor the aggregate credit risk profile of the Bank including changes in portfolio risk characteristics, capital usage, portfolio management limits, and portfolio performance across sectors.
* Recommend on an annual basis, for the Board’s approval, a sector review schedule through which the Management Credit Committee can use to monitor the credit risk profile of business sectors including changes in credit risk concentrations, capital usage, portfolio management limits and portfolio performance characteristics.
* Review and assess the adequacy of the allowance for credit losses. In making its assessment, the Committee may review such measures of the adequacy of the reserve as it deems appropriate and shall periodically review the methodology used in computing the adequacy of the reserves.
* Review and approve credit products above the level of Executive Management.

|  |  |
| --- | --- |
|  | **BOARD CREDIT COMMITTEE MEETINGS** |
| **Name** | **3 - Feb-21** | **22-Apr-21** | **3-June-21** | **30-June-21** | **16-Aug-21** | **20-Aug-21** | **3-Sept-21** | **21-Sept-21** | **6-Dec-21** | **Total Attendance** |
| Mr. Segun Oloketuyi | P | P | P | P | P | P | P | P | P | 9 |
| Ms. Daisy Ekineh | P | P | P | P | P | P | P | P | P | 9 |
| Mr. Tony Uponi | P | P | P | P | P | P | P | P | P | 9 |
| \*Mr. Bayo Rotimi | N/A | P | P | P | P | X | P | P | P | 7 |
| Mr. Benson Ogundeji | P | P | P | P | P | P | P | P | P | 9 |

\*The Managing Director was appointed on the 26th of February 2021.

**THE BOARD STRATEGY & FINANCE COMMITTEE**

The Committee members are:

|  |  |  |
| --- | --- | --- |
| **s/n** | **Name** | **Designation** |
| 1 | Dr. Olutoyin Okeowo | Chairman  |
| 2 | Mr. Philip Ikeazor | Member |
| 3 | Mr. Segun Oloketuyi | Member |
| 4 | Mr. Bayo Rotimi | Member |
| 5 | Mr. Benson Ogundeji | Member |

The duties of the Board Committee are as summarised below:

* Ensure that the Banks’ strategic plan and budget are adequately monitored and to consider any proposals for significant subsequent amendments to the budget during the year.
* To review and recommend to the Board the Bank’s budget on an annual cycle in the context of the Bank’s overall strategy.
* Review and report to the Board on the Bank’s financial projections, capital and operating budgets, progress of key initiatives, including actual financial results against targets and projections.
* Review major expense lines, as warranted, approve expenditure within the Committee’s approved limits, review and recommend for Board approval, any expenditures beyond the Committee’s approved limits.
* Review and recommend to the Board the Bank’s annual plan for the allocation of capital and material changes during the year.
* Formulate guidelines from time to time on cost control and reduction, consistent with maximum efficiency, and make appropriate recommendations to the Board thereto.
* Conduct quarterly business reviews with Management and the Board and review any new business initiative by the Bank and make recommendations to the Board for approval.

|  |
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| **BOARD STRATEGY & FINANCE COMMITTEE** |
| **S/N** | **Name** | **18-Feb-21** | **30-June-21** | **27-Sept-21** | **22-Nov-21** | **Total Attendance** |
|  | Dr. Olutoyin Okeowo | P | P | P | P | 5 |
|  | Mr. Philip Ikeazor | P | P | P | P | 5 |
|  | Mr. Segun Oloketuyi | P | P | P | P | 5 |
|  | \*Mr. Bayo Rotimi | N/A | P | P | P | 5 |
|  | Mr. Benson Ogundeji | P | P | P | P | 5 |

**\***The Managing Director was appointed on the 26th of February 2021.

**THE BOARD BRANDING & COMMUNICATION COMMITTEE**

The Committee members are:

|  |  |  |
| --- | --- | --- |
| **s/n** | **Name** | **Designation** |
| 1 | Mr. Tony Uponi | Chairman  |
| 2 | Mrs. Vivienne Ochee Bamgboye | Member |
| 3 | Mr. Bayo Rotimi | Member |

The duties of the Board Committee are as summarised below:

* As an Ad hoc Committee, it oversees the overall branding framework of the Bank and making recommendations to the Board for approval accordingly.
* Assist the Board in setting the Bank’s strategic brand focus, oversee the Management’s branding development activities and make recommendations to the Board on the Banks branding and communications matters.
* Develops and implements a branding and communications strategy for the Bank.
* Superintends over all matters that have a bearing on the branding and image of the Bank.
* Conducts periodic review of the Bank’s communications, whether in written, electronic or oral form, towards ensuring consistency with the Bank’s vision, mission and core values.
* Oversee and provide oversight on the development of the internal and external communications plan that articulates key deliverables that align to the Bank’ goals and budget.

|  |
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| **BOARD BRANDING & COMMUNICATIONS COMMITTEE MEETINGS** |
| **Name** | **27-Jan-21** | **13-April-21** | **2-July-21** | **28-Sept-21** | **30-Nov-21** | **Total Attendance** |
| Mr. Tony Uponi | P | P | P | P | P | 5 |
| Mrs. Vivienne Bamgboye | P | P | P | P | P | 5 |
| \*Mr. Bayo Rotimi | N/A | X | P | P | P | 5 |

\*The Managing Director was appointed on the 26th of February 2021.

**PROFFESSIONAL INDEPENDENT ADVICE**

All Directors are aware that they may take independent professional advice at the expense of the Bank, in the furtherance of their duties. They all have access to the advice and services of the Company Secretary, who is responsible to the Board for ensuring that all governance matters are complied with and assists with professional development as required.

**MANAGEMENT**

The Executive Management is accountable to the Board and is charged with the day-to-day running of the Bank, developing, and implementing board approved strategies and policies. It is headed by the Managing Director, who is also the Chief Executive Officer (CEO). He is supported by the Executive Director and heads of departments. In addition, the Bank makes use of standing committees in the performance of certain key functions whose processes cut across different departments. The standing committees are:

* Executive Management Committee
* Asset and Liability Committee
* Risk Management Committee
* Management Credit Committee
* IT Steering Committee
* Information Security Steering Committee
* Procurement Committee
* Cost Optimization Committee
* Editorial Committee

**CONTROL ENVIRONMENT**

The Board has continued to place emphasis on risk management as an essential tool for achieving the Bank’s objectives. Towards this end, it has ensured that the Bank has in place robust risk management policies and mechanisms to ensure identification of risk and effective control. The Board approves the annual budget for the Bank and ensures that a robust budgetary process is operated with adequate authorization levels put in place to regulate capital expenditure.

**SHAREHOLDER RIGHTS**

The Board of **GMB** has always placed considerable importance on effective communication with its shareholders. It ensures that the rights of shareholders are always protected. Notice of meetings and all other statutory notices and information are communicated to the shareholders regularly.